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

**2010**

**For calendar year 2010, or tax year beginning , 2010, and ending ,**

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

THE TAISHOFF FAMILY FOUNDATION, INC
C/O SOLAR, LC, 4085 TAMIAMI TRAIL N B104
NAPLES, FL 34103

A **Employer identification number** 26-3582609

B Telephone number (see the instructions) 239-261-2660

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, column (c), line 16)* ▶$ 30,199,950.

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 the instructions))* | **(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 (att sch) | 30,199,950. | | | |
| 2 Ck ▶ ☐ if the foundn is **not** req to att Sch B | | | | |
| 3 Interest on savings and temporary cash investments | | | N/A | |
| 4 Dividends and interest from securities | | | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | | | | |
| b Gross sales price for all assets on line 6a | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | |
| 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/(loss) (att sch) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 **Total.** Add lines 1 through 11 | 30,199,950. | 0. | | |
| **OPERATING AND ADMINISTRATIVE EXPENSES** 13 Compensation of officers, directors, trustees, etc | 0. | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach sch) | | | | |
| c Other prof fees (attach sch) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule)(see instr ) | | | | |
| 19 Depreciation (attach sch) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) | | | | |
| 24 **Total operating and administrative expenses.** Add lines 13 through 23 | | | | |
| 25 Contributions, gifts, grants paid Part XV | -1. | | | -1. |
| 26 **Total expenses and disbursements.** Add lines 24 and 25 | -1. | 0. | | -1. |
| 27 Subtract line 26 from line 12: | | | | |
| a **Excess of revenue over expenses and disbursements** | 30,199,951. | | | |
| b **Net investment income** (if negative, enter -0-) | | 0. | | |
| C **Adjusted net income** (if negative, enter 0 ) | | | | |

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| 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 (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| ASSETS | 1 Cash – non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | | 244,362. | 244,362. |
| | 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 the instructions) | | | |
| | 7 Other notes and loans receivable (attach sch) ► | | | |
| | 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) | | 26,873,735. | 29,927,536. |
| | 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) | | | |
| | 14 Land, buildings, and equipment: basis ► | | | |
| | Less accumulated depreciation (attach schedule) ► | | | |
| | 15 Other assets (describe ► See Statement 1 ) | | 28,052. | 28,052. |
| | 16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I) | 0. | 27,146,149. | 30,199,950. |
| LIABILITIES | 17 Accounts payable and accrued expenses | | 2,680. | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ► ) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0. | 2,680. | |
| 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 | | 27,143,469. | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 Total net assets or fund balances (see the instructions) | 0. | 27,143,469. | |
| | 31 Total liabilities and net assets/fund balances (see the instructions) | 0. | 27,146,149. | |

## 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 | 0. |
| 2 | Enter amount from Part I, line 27a | 2 | 30,199,951. |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 30,199,951. |
| 5 | Decreases not included in line 2 (itemize) ► See Statement 2 | 5 | 3,056,482. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 27,143,469. |

## 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 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|---|---|---|---|---|
| 1a | N/A | | | |
| 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) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|---|---|---|---|
| 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**

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 the 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 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 (column (b) divided by column (c)) |
|---|---|---|---|
| 2009 | 1,596,314. | 28,667,914. | 0.055683 |
| 2008 | 1,754,117. | 22,302,797. | 0.078650 |
| 2007 | 1,098,257. | 11,734,020. | 0.093596 |
| 2006 | 608,430. | 10,002,412. | 0.060828 |
| 2005 | 372,265. | 7,436,276. | 0.050061 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.338818 |
| 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 | 0.067764 |
| 4 | Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 27,788,196. |
| 5 | Multiply line 4 by line 3 | 5 | 1,883,039. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | |
| 7 | Add lines 5 and 6 | 7 | 1,883,039. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 1,809,499. |

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 the instructions)**

| | | | | |
|---|---|---|---|---|
| 1 a | Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1<br>Date of ruling or determination letter. ________ (attach copy of letter if necessary – see instr.) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b | | 1 | 0. |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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 | 0. |
| 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 | 0. |
| 6 | Credits/Payments | | | |
| a | 2010 estimated tax pmts and 2009 overpayment credited to 2010 | 6a 28,065. | | |
| 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 | 28,065. |
| 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 | 0. |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► | | 10 | 28,065. |
| 11 | Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ► 28,065. **Refunded** ► | | 11 | 0. |

**Part VII-A — Statements Regarding Activities**

| | | | Yes | No |
|---|---|---|---|---|
| 1 a | 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 the 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.<br>**(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?<br>*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? | 4b | N/A | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? See Statement 3<br>*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.<br>• By language in the governing instrument, or<br>• 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, column (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see the instructions) ►<br>FL | | | |
| 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 2010 or the taxable year beginning in 2010 (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)*

| | | | Yes | No |
|---|---|---|---|---|
| 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 ► WWW.GRANTSMART.ORG

14 The books are in care of ► LYNDA COLBERT Telephone no ► 239-261-2660

Located at ► 4085 TAMIAMI TRAIL N. SUITE B104 NAPLES FL ZIP + 4 ► 34103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2010, 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 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22 1 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.**

| | | | | Yes | No |
|---|---|---|---|---|---|
| **1 a** | 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 the 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 2010? | | 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ . | ☐ Yes ☒ No | | | |
| **b** | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the 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. ► 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? | ☐ Yes ☒ No | | | |
| **b** | If 'Yes,' did it have excess business holdings in 2010 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 2010 )* | | 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 2010? | | 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)? **5b** N/A

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** X (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? 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 (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 |
|---|---|---|---|---|
| LAURIE B. TAISHOFF<br>259 Providence Rd<br>ANNAPOLIS, MD 21409 | Vice Preside<br>0 | 0. | 0. | 0. |
| ROBERT P. TAISHOFF<br>259 Providence Rd<br>ANNAPOLIS, MD 21409 | President<br>0 | 0. | 0. | 0. |
| JOEL MILLER<br>10145 Powers Lake Trail<br>Woodbury, MN 55129-8589 | Secretary<br>0 | 0. | 0. | 0. |
| MARTHA TAISHOFF<br>1840 Birch Road<br>McLean, VA 22101-5253 | CFO<br>0 | 0. | 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 | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**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 |
|---|---|---|
| SOLAR, LC<br>4085 TAMIAMI TRAIL N., SUITE B104<br>NAPLES, FL 34103 | ADMIN & ACCTG | 73,688. |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ► | | 0 |

**Part IX-A Summary of Direct Charitable Activities**

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 N/A | |
| 2 | |
| 3 | |
| 4 | |

**Part IX-B Summary of Program-Related Investments** (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 | |
| 2 | |
| All other program-related investments See instructions<br>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 | |
| b | Average of monthly cash balances | 1b | 259,517. |
| c | Fair market value of all other assets (see instructions) | 1c | 28,020,181. |
| d | **Total** (add lines 1a, b, and c) | 1d | 28,279,698. |
| 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 | 28,279,698. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 491,502. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 27,788,196. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 1,389,410. |

## 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 | 1,389,410. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 — 2a: | | |
| b | Income tax for 2010 (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 1,389,410. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | -9,122. |
| 5 | Add lines 3 and 4 | 5 | 1,380,288. |
| 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 | 1,380,288. |

## Part XII Qualifying Distributions (see instructions)

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes | | |
| a | Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 | 1a | 1,809,499. |
| 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 | 1,809,499. |
| 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 | |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 1,809,499. |

**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 2009 | (c) 2009 | (d) 2010 |
|---|---|---|---|---|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 1,380,288. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 0. | |
| b Total for prior years: 20___, 20___, 20___ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010 | | | | |
| a From 2005 — 9,079. | | | | |
| b From 2006 — 118,473. | | | | |
| c From 2007 — 536,794. | | | | |
| d From 2008 — 802,083. | | | | |
| e From 2009 — 173,156. | | | | |
| f **Total** of lines 3a through e | 1,639,585. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 1,809,499. | | | | |
| a Applied to 2009, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required – see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required – see instructions) | 0. | | | |
| d Applied to 2010 distributable amount | | | | 1,380,288. |
| e Remaining amount distributed out of corpus | 429,211. | | | |
| 5 Excess distributions carryover applied to 2010 *(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 | 2,068,796. | | | |
| 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 2009 Subtract line 4a from line 2a Taxable amount – see instructions | | | 0. | |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | 0. |
| 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 2005 not applied on line 5 or line 7 (see instructions) | 9,079. | | | |
| 9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a | 2,059,717. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2006 — 118,473. | | | | |
| b Excess from 2007 — 536,794. | | | | |
| c Excess from 2008 — 802,083. | | | | |
| d Excess from 2009 — 173,156. | | | | |
| e Excess from 2010 — 429,211. | | | | |

**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 2010, 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) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | (e) Total |
| 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 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) )

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:

See Statement 4

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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 ATTACHED LIST<br>VARIOUS<br>VARIOUS, VA 34103 | NONE | PUBLIC | UNRESTRICTED | -1. |
| **Total** | | | ► 3a | -1. |
| **b** *Approved for future payment* | | | | |
| **Total** | | | ► 3b | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (d) Amount | (e) Related or exempt function income (see the instructions) |
|---|---|---|---|---|---|
| 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 | | | | | |
| 4 Dividends and interest from securities | | | 14 | | |
| 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 | | | | | |
| 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) | | | | | |
| 13 **Total.** Add line 12, columns (b), (d), and (e) | | | | 13 | 0. |

(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) (See the instructions ) |
|---|---|
| N/A | |

**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

Signature of officer or trustee: [signature] Date: 11-14-11 Title: President

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self employed | PTIN |
|---|---|---|---|---|
| Curtis B. Cassner | Curtis B. Cassner | 11/9/11 | | N/A |

Firm's name ▶ BOND SCHOENECK AND KING PLLC — Firm's EIN ▶ N/A

Firm's address ▶ 4001 TAMIAMI TRL N STE 250, NAPLES, FL 34103-3555 — Phone no 239-659-3800

**Schedule B**
**(Form 990, 990-EZ, or 990-PF)**

Department of the Treasury
Internal Revenue Service

# Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

**2010**

| **Name of the organization** | **Employer identification number** |
|---|---|
| THE TAISHOFF FAMILY FOUNDATION, INC | 26-3582609 |

**Organization type** (check one)

| **Filers of:** | **Section:** |
|---|---|
| Form 990 or 990-EZ | ☐ 501(c)( ____ ) (enter number) organization |
| | ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation |
| | ☐ 527 political organization |
| Form 990-PF | ☒ 501(c)(3) exempt private foundation |
| | ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | ☐ 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule.**
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

**General Rule**

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II )

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ __________

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

| Name of organization | Employer identification number |
|---|---|
| THE TAISHOFF FAMILY FOUNDATION, INC | 26-3582609 |

**Part I** **Contributors** (see instructions )

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | TAISHOFF FAMILY FOUNDATION TRUST<br>4085 TAMIAMI TRAIL N. STE B104<br>NAPLES, FL 34103 | $ 30,209,710. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |

| Name of organization | Employer identification number |
|---|---|
| THE TAISHOFF FAMILY FOUNDATION, INC | 26-3582609 |

**Part II** **Noncash Property** (see instructions )

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | N/A | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| Name of organization | Employer identification number |
|---|---|
| THE TAISHOFF FAMILY FOUNDATION, INC | 26-3582609 |

**Part III** ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete cols **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions ) ► $ N/A

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | N/A | | |

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

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

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

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

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

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

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

**Statement 1**
**Form 990-PF, Part II, Line 15**
**Other Assets**

| | | Book Value | Fair Market Value |
|---|---|---|---|
| FEDERAL TAX OVERPAYMENT | | $ 28,052. | |
| PREPAID TAXES | | | $ 28,052. |
| | Total | $ 28,052. | $ 28,052. |

**Statement 2**
**Form 990-PF, Part III, Line 5**
**Other Decreases**

| | | |
|---|---|---|
| REV. RUL 2002-28 SIT 2 TRANSFER ADU UNREALIZED GAIN | | $ 3,056,482. |
| | Total | $ 3,056,482. |

**Statement 3**
**Form 990-PF, Part VII-A, Line 5**
**Liquidation, Dissolution, Termination, or Substantial Contraction**

**Liquidation, Dissolution, Termination, or Substantial Contraction**

STATEMENT: Distribution of Assets in Complete Liquidation, Termination, Dissolution, or Substantial Contraction

Organization: Taishoff Family Foundation (a charitable Trust)
TIN:65-6162787
Tax Year Ended:12/31/10

Form 990-PF, Part VII-A, Line 5
Pursuant to Revenue Rule 2002-28, Situation 2, during the current tax year the Foundation decided to adopt a coporate form and made the following distributions in complete liquidation as a trust. These distributions do constitute a final distribution of the Foundation's assets as a trust. The final distribution of assets was made on 12/31/10.

| Recipient's Name and Address | Assets Distributed | FMV |
|---|---|---|
| Taishoff Family Foundation, Inc. | All Assets | |
| TIN: 26-3582609 | | 30,199,950 |

A plan of liquidation was adopted by the Foundation on 11/11/2010. See Attached Certified Plan.

**Statement 4**
**Form 990-PF, Part XV, Line 2a-d**
**Application Submission Information**

| | |
|---|---|
| Name of Grant Program: | |
| Name: | TAISHOFF FAMILY FOUNDATION, INC |
| Care Of: | LYNDA COLBERT |
| Street Address: | 4850 TAMIAMI TRAIL N. B104 |
| City, State, Zip Code: | NAPLES, FL 34103 |
| Telephone: | 239-261-2660 |
| Form and Content: | N/A |
| Submission Deadlines: | N/A |
| Restrictions on Awards: | N/A |

## TAISHOFF FAMILY FOUNDATION - 65-6162787
## PART XV, SUPPLEMENTARY INFORMATION, LINE 3a
## YEAR ENDED DECEMBER 31, 2010

| Recipient Name | Address | | Dollar Amount |
|---|---|---|---|
| Alliance for Childhood | P O Box 444 College Park MD 20741 | $ | 2,000 |
| Annapolis Area Christian School | | $ | 2,500 |
| Bay Ridge Christian Church | 1071 Bay Ridge Road, Annapolis, MD 21403 | $ | 50,000 |
| Big Brothers Big Sisters Twin Cities | 2550 University Avenue W # 410N Saint Paul, MN 55114-2013 | $ | 2,800 |
| Boys & Girls Club of the Twin Cities | 690 Jackson Street St. Paul, MN 55130 | $ | 2,500 |
| Broadcasting Foundation of America | 125 WEST 55TH STREET, 21st Floor NY, NY 10019-5366 | $ | 55,000 |
| Children's Hospital Foundation | 111 Michigan Ave. N.W. Washington, DC 20010- | $ | 2,500 |
| CNY Ronald McDonald House Charities, Inc. | 1027 East Genesee Street, Syracuse NY 13210 | $ | 12,500 |
| Como Friends | | $ | 5,000 |
| Duke University | Attn. Susan Ross PO Box 90542 Durham, NC 27708-0542 | $ | 1,000 |
| Eagle Mount - Bozeman | 6901 Goldenstein Lane Bozeman Montana 59715 | $ | 90,000 |
| Episcopal Relief & Development | 815 Second Avenue, NY NY 10017 | $ | 2,500 |
| Feed My Starving Children | 555 Exchange Court Aurora, IL 60504 | $ | 5,000 |
| Florida Fish & Wildlife Conservation Comm | 620 Meridian St Tallahassee FL 32399 | $ | 1,000 |
| Habitat for Hummanity DC | 121 Habitat St., Americus, GA 31709-3498 | $ | 1,000 |
| Habitat for Hummanity MN | 121 Habitat St., Americus, GA 31709-3498 | $ | 1,000 |
| Habitat for Hummanity NM | 121 Habitat St., Americus, GA 31709-3498 | $ | 1,000 |
| Hebrew Home of Greater Washington | 6121 Montrose Road Rockville, MD 20852-4856 | $ | 5,000 |
| Humane Society - Naples | Naples, Florida | $ | 1,000 |
| Jill's House | 9011 Leesburg Pike, Vienna, VA 22182 | $ | 100,000 |
| Jim Boeheim Foundation, Inc. | Manley Field House - Men's Basketball, Syracuse NY 13244 | $ | 2,000 |
| Kennedy Krieger Institute | 2911 E Biddle St Baltimore, MD 21213 | $ | 100,000 |
| Landon School | | $ | 5,000 |
| Make a Wish Foundation - MD | 3550 North Central Avenue, Suite 300 Phoenix, Arizona 85012-2127 | $ | 2,500 |
| Make a Wish Foundation - VA | 3550 North Central Avenue, Suite 300 Phoenix, Arizona 85012-2127 | $ | 2,500 |
| Make A Wish Foundation of MN | 3550 North Central Avenue, Suite 300 Phoenix, Arizona 85012-2127 | $ | 2,500 |
| Make A Wish Foundation of New Mexico | 3550 North Central Avenue, Suite 300 Phoenix, Arizona 85012-2127 | $ | 2,500 |
| Mclean School of Maryland | 8224 Lochinver Lane, Potomac, MD 20854 | $ | 10,000 |
| Metro St College of Denver Foundation | | $ | 25,000 |
| Mount Zion Hebrew Congregation | 1300 Summit Ave St Paul MN 55105 | $ | 26,800 |
| Muscular Dystrophy Association | 3300 E. Sunrise Drive, Tuscon, AZ 85718 | $ | 8,000 |
| Naples Esquestrian Challenge, Inc. | 202 Ridge Drive Naples, FL 34108 | $ | 10,000 |
| National Down's Syndrome Society | 666 Broadway 8th Floor New York, NY 10012 | $ | 71,000 |
| National Press Foundation | 1211 Connecticut Avenue NW, Ste 310 Washington, DC | $ | 10,000 |
| Neighborhood House | | $ | 5,000 |
| North Carolina Wesleyan College | 3400 N Wesleyan Blvd Rocky Mount, NC 27804-9906 | $ | 10,000 |
| Open Hands | 2976 Rodeo Park Dr. East, Santa Fe, NM 87505 | $ | 25,000 |
| Presbyterian Healthcare Foundation | Child Life Program P O Box 2666 Alberquerque NM 87125 | $ | 5,000 |
| Primary Day School | 7300 River Rd Bethesda MD 20817 | $ | 5,000 |

# TAISHOFF FAMILY FOUNDATION - 65-6162787
## PART XV, SUPPLEMENTARY INFORMATION, LINE 3a
## YEAR ENDED DECEMBER 31, 2010

| Recipient Name | Address | | Dollar Amount |
|---|---|---|---|
| Salvation Army - MD | 1114 N Calvert St Baltimore, MD 21202 | $ | 2,500 |
| Salvation Army - NM | P O Drawer 27690 Alberquerque NM 87125 | $ | 2,500 |
| Salvation Army - VA | 1118 Neal Dr Alexandria, VA 22308 | $ | 2,500 |
| Salvation Army- MN | 7380 Afton Rd Saint Paul, MN 55125 | $ | 2,500 |
| Samaritan Ministry of Greater Washington | 1516 Hamilton St NW Washington DC 20001 | $ | 10,000 |
| Santa Fe Children's Museum | 1050 Old Pecos Trail Santa Fe, NM 87505 | $ | 2,500 |
| Santa Fe School for the Arts & Sciences | 5912 Jaguar Dr Santa Fe, NM 87507 | $ | 5,000 |
| Seneca Cayuga ARC | 1083 Waterloo-Geneva Road, Waterloo, NY 13165 | $ | 2,000 |
| SHARE | Mclean, VA | $ | 10,000 |
| SOME | 71 "O" Street NW Washington DC 20001 | $ | 2,500 |
| Special Olympics - MD | Attn. Gregg Meade, Area Director PO Box 553 Crownsville, MD 21032 | $ | 2,500 |
| Special Olympics - MN | 100 Washington Ave S Minneapolis, MN 55401 | $ | 5,000 |
| Special Olympics - NY | 504 Balltown Road, Schenectady, NY 12304 | $ | 2,500 |
| Special Olympics - NM | 6600 Palamos NE Ste 207 Alberquerue NM 87109 | $ | 2,500 |
| Special Olympics - VA | 3212 Skipworth Rd. Richmond VA 23294 | $ | 2,500 |
| St. Dunstan's Episcopal Church | 1830 Kirby Road, McLean, Virginia | $ | 50,000 |
| Susan G. Komen Breast Cancer Rsch | 5005 LBJ Fwy., Ste. 250 Dallas, TX 75244 | $ | 1,000 |
| Syracuse University - School of Education | 100 Crouse-Hinds Hall, 900 South Crouse Avenue, Syracuse, NY 13244-2130 | $ | 308,000 |
| Temple Rodef Shalom Nursery School | 2100 Westmoreland St, Falls Church, VA 22043 | $ | 25,000 |
| The Skaneateles Historical Society | Skaneateles, NY | $ | 2,000 |
| The Smile Train | 245 Fifth Ave, Suite 2201 New York, NY 10016 | $ | 10,000 |
| Toys for Tots MD | 715 Broadway St Quantico, VA 22134 | $ | 2,500 |
| Toys for Tots MN | 715 Broadway St Quantico, VA 22134 | $ | 2,500 |
| Toys for Tots NM | 715 Broadway St Quantico, VA 22134 | $ | 2,500 |
| Toys for Tots VA | 715 Broadway St Quantico, VA 22134 | $ | 2,500 |
| TRAP | 1072 Casistas Pass Rd Carpinteria CA 93013 | $ | 5,000 |
| Vitamin Angels | P O Box 42029 Santa Barbara CA 93140 | $ | 1,000 |
| Washington Hebrew Congregation | Dept. 79044 Baltimore, MD 21279-0044 | $ | 1,000 |
| Washington Hospital Center Foundation | Washington, DC | $ | 250,000 |
| Widener University | One University Place, Chester, PA 19013 | $ | 200,000 |
| Wolf Trap Foundation | 1645 Trap Road Vienna, VA 22182-2064 | $ | 5,000 |
| Wounded Warrior Project | | $ | 1,000 |
| | | $ | 1,597,100 |

**ATTORNEY CERTIFICATION**

I, Curtis B. Cassner, an attorney duly licensed to practice law in the State of Florida do hereby certify that I have compared the attached copy of the Articles of Merger dated November 11, 2010 with the original of said Articles of Merger and it is a true and correct copy of said Articles of Merger.

Dated: 11/9/11, 2011

Curtis B. Cassner

ARTICLES OF MERGER
OF
THE TAISHOFF FAMILY FOUNDATION
INTO
THE TAISHOFF FAMILY FOUNDATION, INC.

10 DEC 13 AM 8:33 SECRETARY OF STATE DIVISION OF CORPORATIONS

Pursuant to *Section 607.1109 or 617.0302 of the Florida Statutes*, the undersigned entities, the Taishoff Family Foundation, Inc., a Florida non-profit corporation, whose Articles of Incorporation shall remain the same as the survivor and the Taishoff Family Foundation, a Florida non-profit trust, adopt the following Articles of Merger for the purpose of merging the Taishoff Family Foundation into the Taishoff Family Foundation, Inc., a Florida non-profit corporation.

The exact name, form/entity type, and jurisdiction for each merging party are as follows:

A. The Taishoff Family Foundation
FL 990-PF/Trust

B. The Taishoff Family Foundation, Inc.
FL 990-PF/Corp

The exact name, form/entity type, and Jurisdiction of the surviving Parties are as follows:

A. The Taishoff Family Foundation, Inc.
FL 990-PF/Corp

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of the Taishoff Family Foundation into the Taishoff Family Foundation, Inc., a Florida non-profit corporation, attached to these Articles as an exhibit, was approved by each entity that is a party to the merger in accordance with the applicable provisions of the Florida Statutes.

Adoption of Plan

2.

A. The Plan of Merger was adopted at a meeting of the Trustees of the Taishoff Family Foundation on November 11, 2010.

B. The Plan of Merger was adopted at a meeting of the Directors of the Taishoff Family Foundation, Inc. on November 11, 2010.

3. The Taishoff Family Foundation nor the Taishoff Family

Merger. The Taishoff Family Foundation has four (4) directors and the Taishoff Family Foundation, Inc. has four (4) directors. The Plan of Merger was adopted by the unanimous written consent of the trustees of the Taishoff Family Foundation and by the unanimous written consent of the directors of the Taishoff Family Foundation, Inc.

Effective Date

4. The Plan of Merger shall be effective on 12/31, 2010.

IN WITNESS WHEREOF, each of the undersigned entities has caused these Articles to be signed as of ~~August~~ November 11, 2010.

Taishoff Family Foundation

By:
Robert P. Taishoff, Trustee & Chairman

Taishoff Family Foundation, Inc.

By:
Robert P. Taishoff, Chairman and Director

# ATTORNEY CERTIFICATION

I, Curtis B. Cassner, an attorney duly licensed to practice law in the State of Florida do hereby certify that I have compared the attached copy of the Plan and Agreement of Reorganization dated November 11, 2010 with the original of said Plan and Agreement of Reorganization and it is a true and correct copy of said Plan and Agreement of Reorganization.

Dated: 11/9/, 2011

Curtis B. Cassner

*PLAN AND AGREEMENT OF REORGANIZATION*
*FOR REORGANIZATION OF THE TAISHOFF FAMILY FOUNDATION,*
*A FLORIDA NON-PROFIT TRUST*
*WITH AND INTO*
*THE TAISHOFF FAMILY FOUNDATION, INC.,*
*A FLORIDA NON-PROFIT CORPORATION*



*This is a Plan and Agreement of Liquidation and Merger (Agreement) between the Taishoff Family Foundation, a Florida non-profit trust (the Liquidating Foundation), and the Taishoff Family Foundation, Inc., a Florida non-profit corporation ("Surviving Foundation").*

## *ARTICLE 1 . PLAN OF MERGER/LIQUIDATION*

*Plan Adopted*
*1.01. A plan of liquidation of the Liquidating Foundation wherein the Liquidating Foundation will make significant disposition of assets pursuant to section 507(b)(2) and 368(a)(1)(f) of the Internal Revenue Code of 1986, as amended (the "Code") whereby the net assets of the Liquidating Foundation, valued at date of distribution, will be distributed to Surviving Foundation as follows:*

*(a) Surviving Foundation will be a Code section 501(c)(3) exempt organization and classified as a Private Foundation under Code section 509(a). The Board of Directors of which shall be: Robert P. Taishoff, Laurie B. Taishoff, Martha Taishoff, and Joel Miller;*

*(b) Surviving Foundation agrees to assume expenditure responsibility under Code section 4945 for all of Liquidating Foundation's outstanding grants, if any.*

*Effective Date*
*1.02. The effective date of the liquidation (Effective Date) shall be* December 31*, 2010.*

## *ARTICLE 2 . REPRESENTATIONS AND WARRANTIES OF CONSTITUENT FOUNDATIONS*

*Liquidating Foundation*

*2.01. As a material inducement to the Surviving Foundation to execute this Agreement and perform its obligations under this Agreement, the Liquidating Foundation represents and warrants to the Surviving Foundation as follows:*

*(a) The Liquidating Foundation is a wholly charitable trust duly organized, validly existing, and in good standing under the laws of the State of Florida, with power and authority to own property and carry on its business as it is now being conducted.*

*(b) The Liquidating Foundation has furnished the Surviving Foundation the balance sheet of the Liquidating Foundation as of December 31, 2009 and the related statement of income for the twelve months then ended, and an interim unaudited balance sheet (the "Balance Sheet") as of July 31, 2010 (the "Balance Sheet Date") and the related statement of income for the seven-month period then ended. These financial statements (i) are in accordance with the books and records of the Liquidating Foundation; (ii) fairly present the financial condition of the Liquidating Foundation as of those dates and the results of its operations as of and for the periods specified, all prepared in accordance with generally accepted accounting principles applied on a basis consistent with prior accounting periods; and (iii) contain and reflect, in accordance with generally accepted accounting principles consistently applied, reserves for all liabilities, losses, and costs in excess of expected receipts and all discounts and refunds for services and products already rendered or sold that are reasonably anticipated and based on events or circumstances in existence or likely to occur in the future with respect to any of the contracts or commitments of the Liquidating Foundation. Specifically, but not by way of limitation, the Balance Sheet discloses, in accordance with generally accepted accounting principles, all of the debts, liabilities, and obligations of any nature (whether absolute, accrued, contingent, or otherwise, and whether due or to become due) of the Liquidating Foundation at the Balance Sheet Date, and includes appropriate reserves for all taxes and other liabilities accrued or due at that date but not yet payable.*

*(c) All required federal, state, and local tax returns of the Liquidating Foundation have been accurately prepared and duly and timely filed, and all federal, state, and local taxes required to be paid with respect to the*

*periods covered by the returns have been paid. The Liquidating Foundation has not been delinquent in the payment of any tax or assessment.*

*Surviving Foundation*
*2.02. As a material inducement to the Liquidating Foundation to execute this Agreement and perform its obligations under this Agreement, Surviving Foundation represent and warrant to the Liquidating Foundation as follows:*

*(a) Surviving Foundation is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida, with corporate powers and authority to own property and carry on its business as it is now being conducted.*

## *ARTICLE 3 . COVENANTS, ACTIONS, AND OBLIGATIONS PRIOR TO THE EFFECTIVE DATE*

*Interim Conduct of Business; Limitations*
*3.01. Except as limited by this Paragraph 3.01, pending consummation of the reorganization, each of the constituent entities will carry on its business in substantially the same manner as before and will use its best efforts to maintain its business organization intact, to retain its present employees, and to maintain its relationships with suppliers and other business contacts. Except with the prior consent in writing of Surviving Foundation, pending consummation of the reorganization, the Liquidating Foundation shall not:*

*(a) Enter into any transaction other than those involved in carrying on its ordinary course of business.*

*Conditions Precedent to Obligations of the Liquidating Foundation*
*3.02. Except as may be expressly waived in writing by the Liquidating Foundation, all of the obligations of the Liquidating Foundation under this Agreement are subject to the satisfaction, prior to or on the Effective Date, of each of the following conditions by Surviving Foundation:*

*(a) The representations and warranties made by Surviving Foundation to the Liquidating Foundation in Article 2 of this Agreement and in any document delivered pursuant to this Agreement shall be deemed to have been made again on the Effective Date and shall then be true and correct in all material respects. If*

*Surviving Foundation shall have discovered any material error, misstatement, or omission in those representations and warranties on or before the Effective Date, it shall report that discovery immediately to the Liquidating Foundation and shall either correct the error, misstatement, or omission or obtain a written waiver from the Liquidating Foundation.*

*(b) Surviving Foundation shall have performed and complied with all agreements and conditions required by this Agreement to be performed and complied with by it prior to or on the Effective Date.*

*(c) Surviving Foundation shall have delivered to the Liquidating Foundation an opinion of Curtis Cassner, counsel for Surviving Foundation, dated the Effective Date, to the effect that:*

*(1) Surviving Foundation is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida, with full corporate power to carry on the business in which it is engaged, and is legally qualified to do business as a foreign corporation in good standing in each jurisdiction where failure to qualify would materially and adversely affect the business or properties of Surviving Foundation. Surviving Foundation has no subsidiaries.*

*(2) The execution, the delivery, and the performance of this Agreement by Surviving Foundation has been duly authorized and approved by requisite corporate action of Surviving Foundation.*

*(3) This Agreement and the instruments delivered to the Liquidating Foundation under this Agreement have been duly and validly executed and delivered by the Surviving Foundation and constitute the valid and binding obligations of Surviving Foundation, enforceable in accordance with their terms except as limited by the laws of bankruptcy and insolvency.*

*(d) Surviving Foundation shall have delivered to the Liquidating Foundation a certificate dated the Effective Date executed in its corporate name by its President or any Vice President, certifying to the satisfaction of the conditions specified in Subparagraphs (a) and (b) of this Paragraph 3.03.*

*(e) No action or proceeding by any governmental body or agency shall have been threatened, asserted, or instituted to restrain or prohibit the carrying out of the transactions contemplated by this Agreement.*

*(f) All corporate and other proceedings and action taken in connection with the transactions contemplated by this Agreement and all certificates, opinions, agreements, instruments, and documents shall be satisfactory in form and substance to counsel for the Liquidating Foundation.*

*Conditions Precedent to Obligations of Surviving Foundation*
*3.03. Except as may be expressly waived in writing by Surviving Foundation, all of the obligations of Surviving Foundation under this Agreement are subject to the satisfaction, prior to or on the Effective Date, of each of the following conditions by the Liquidating Foundation:*

*(a) The representations and warranties made by the Liquidating Foundation to Surviving Foundation in Article 2 of this Agreement and in any document delivered pursuant to this Agreement shall be deemed to have been made again on the Effective Date and shall then be true and correct. If the Liquidating Foundation shall have discovered any material error, misstatement, or omission in those representations and warranties on or before the Effective Date, it shall report that discovery immediately to Surviving Foundation and shall either correct the error, misstatement, or omission or obtain a written waiver from Surviving Foundation.*

*(b) The Liquidating Foundation shall have performed and complied with all agreements or conditions required by this Agreement to be performed and complied with by it prior to or on the Effective Date.*

*(c) The Liquidating Foundation shall have delivered to Surviving Foundation an opinion of Curtis Cassner, counsel for the Liquidating Foundation, dated the Effective Date, to the effect that:*

*(1) The Liquidating Foundation is duly organized, validly existing, and in good standing under the laws of the State of Florida, with full power to carry on the business in which it is engaged, and is legally qualified to do business as a foreign entity in good standing in each jurisdiction where failure to qualify would materially and adversely affect the business or*

*properties of the Liquidating Foundation. The Liquidating Foundation has no subsidiaries.*

(2) *The execution, the delivery, and the performance of this Agreement by the Liquidating Foundation has been duly authorized and approved by requisite corporate action of the Liquidating Foundation.*

(3) *This Agreement and the instruments delivered to Surviving Foundation under this Agreement have been duly and validly executed and delivered by the Liquidating Foundation and constitute the valid and binding obligations of the Liquidating Foundation, enforceable in accordance with their terms except as limited by the laws of bankruptcy and insolvency.*

(d) *The Liquidating Foundation shall have delivered to Surviving Foundation a certificate, dated the Effective Date, executed in its corporate name by the President and Secretary of the Liquidating Foundation and certifying to the satisfaction of the conditions specified in Subparagraphs(a) and (b) of this Paragraph 3.04.*

(e) *No action or proceeding by any governmental body or agency shall have been threatened, asserted, or instituted to restrain or prohibit the carrying out of the transactions contemplated by this Agreement.*

## *ARTICLE 4 . DIRECTORS AND OFFICERS*

*Directors and Officers of Survivor*

4.01. (a) *The present Boards of Directors of Surviving Foundation shall continue to serve as the Board of Directors of the Surviving Foundation until the next annual meeting or until their successors have been elected and qualified.*

(b) *All persons who as of the Effective Date of the liquidation shall be executive or administrative officers of Surviving Foundation shall remain as officers of the Surviving Foundation.*

## *ARTICLE 5 . BYLAWS*

*Bylaws of Survivor*
*5.01. The bylaws of Surviving Foundation, as existing on the Effective Date of the liquidation, shall continue in full force as the bylaws of the Surviving Foundation until altered, amended, or repealed as provided in the bylaws or as provided by law.*

## *ARTICLE 6 . NATURE AND SURVIVAL OF WARRANTIES, AND EXPENSES OF NON-SURVIVOR*

*Nature and Survival of Representations and Warranties*
*6.01. All statements contained in any memorandum, certificate, letter, document, or other instrument delivered by or on behalf of the Liquidating Foundation, Surviving Foundation, pursuant to this Agreement shall be deemed representations and warranties made by the respective parties to each other under this Agreement. The covenants, representations, and warranties of the parties shall survive for a period of three years after the Effective Date. No inspection, examination, or audit made on behalf of the parties shall act as a waiver of any representation or warranty made under this Agreement.*

*Expenses*
*6.03. The Liquidating Foundation will cause the Trustees to pay all expenses in excess of $50,000 incurred by the Liquidating Foundation in connection with and arising out of this Agreement and the transactions contemplated by this Agreement, including without limitation all fees and expenses of the Liquidating Foundation's counsel and accountants (none of which shall be charged to the Liquidating Foundation). If the transactions contemplated by this Agreement are not consummated, either the Liquidating Foundation or the Trustees shall pay such expenses of the Liquidating Foundation as the Trustees and the Liquidating Foundation may then determine. Surviving Foundation shall bear those expenses incurred by it in connection with this Agreement and the transactions contemplated by this Agreement.*

## *ARTICLE 7 . TERMINATION*

*Circumstances*
*7.01. This Agreement may be terminated and the liquidation may be abandoned at any time prior to any distribution from the Liquidating Foundation to the Surviving Foundation, notwithstanding the approval of the Directors/Trustee of either of the constituent entities:*

*(a) By mutual consent of the Boards of Directors/Trustees of the constituent entities.*

*(b) At the election of the Board of Trustees of the Liquidating Foundation if the Commissioner of Internal Revenue shall have not have ruled, in substance, that for federal income tax purposes the liquidation will qualify as a reorganization under Code sections 507(b)(2) and 368 and that no penalties will be incurred by the Liquidating Foundation on the distribution of assets to the Surviving Foundation.*

*(d) At the election of the Board of Directors of Surviving Foundation if without the prior consent in writing of Surviving Foundation, the Liquidating Foundation shall have:*

*(1) Entered into any transaction other than those involved in carrying on its business in the usual manner.*

*Notice of and Liability on Termination*
*7.02. If an election is made to terminate this Agreement and abandon the liquidation:*

*(a) The Chairman, President or any Vice President of any of the constituent entities whose Board of Directors/Trustees has made the election shall give immediate written notice of the election to the other constituent entities.*

*(b) On the giving of notice as provided in Subparagraph (a), this Agreement shall terminate and the proposed liquidation shall be abandoned, and except for payment of its own costs and expenses incident to this Agreement, there shall be no liability on the part of any constituent corporation as a result of the termination and abandonment.*

## *ARTICLE 8 . INTERPRETATION AND ENFORCEMENT*

*Further Assurances*
*8.01. The Liquidating Foundation agrees that from time to time, as and when requested by the Surviving Foundation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all deeds and other instruments. The Liquidating Foundation further agrees to take or cause to be taken any further or other actions as the Surviving Foundation may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to the Surviving Foundation title to and possession of all the property, rights, privileges, powers, and franchises referred to in Article 1 of this Agreement, and otherwise to carry out the intent and purposes of this Agreement.*

*Notices*
*8.02. Any notice or other communication required or permitted under this Agreement shall be properly given when deposited with the United States Postal Service for transmittal by certified or registered mail, postage prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed as follows:*

*(a) In the case of the Taishoff Family Foundation, to:*

*Curtis Cassner, Esq.*
*Bond, Schoeneck & King, PLLC*
*4001 Tamiami Trail N. Suite 250*
*Naples, FL 34103-3555*

*or to such other person or address as the Taishoff Family Foundation may from time to time request in writing.*

(b) In the case of the Taishoff Family Foundation, Inc. to:

Curtis Cassner, Esq.
Bond, Schoeneck & King, PLLC
4001 Tamiami Trail N. Suite 250
Naples, FL 34103-3555

or to such other person or address as the Taishoff Family Foundation, Inc. may from time to time request in writing.

***Entire Agreement; Counterparts***
8.03. This Agreement and the exhibits to this Agreement contain the entire agreement between the parties with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.

***Controlling Law***
8.04. The validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, this Agreement was executed on November 11, 2010.

**THE TAISHOFF FAMILY FOUNDATION**

By: ______________________
Robert P. Taishoff, President

**THE TAISHOFF FAMILY FOUNDATION, INC.**

By: ______________________
Robert P. Taishoff, President

Public Notice

The 2010 annual report of the Taishoff Family Foundation is available at the address noted below for inspection during normal business hours by any citizen who so requests within 180 days after publication of this notice of its availability.

Taishoff Family Foundation
c/o Curtis Cassner
Bond, Schoeneck & King, PLLC
4001 Tamiami Trail North, Suite 250
Naples, FL 34103

The principal manager is Robert P. Taishoff
Telephone (239) 659-3800

Form **8868** (Rev January 2011)

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 ► [X]
- 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*

**Type or print**

File by the due date for filing your return See instructions

Name of exempt organization: THE TAISHOFF FAMILY FOUNDATION

Employer identification number: 26-3582609

Number, street, and room or suite number If a P.O box, see instructions: C/O SOLAR, LC, 4085 TAMIAMI TRAIL N B104

City, town or post office, state, and ZIP code For a foreign address, see instructions: NAPLES, FL 34103

Enter the Return code for the return that this application is for (file a separate application for each return) [04]

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (section 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 ► LYNDA COLBERT

Telephone No. ► 239-261-2660 FAX No. ► 239-354-5619

- 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 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [X] calendar year 20 10 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions | 3a | $ 14,910. |
| **b** If this application is for Form 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 | $ 37,187. |
| **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. |

**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.

Form 8868 (Rev 1-2011) Page 2

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print

File by the extended due date for filing the return. See instructions

Name of exempt organization: THE TAISHOFF FAMILY FOUNDATION

Employer identification number: 26-3582609

Number, street, and room or suite number. If a P.O. box, see instructions.: BOND SCHOENECK AND KING PLLC
4001 TAMIAMI TRL N STE 250

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: NAPLES, FL 34103-3555

Enter the Return code for the return that this application is for (file a separate application for each return) 04

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 | 01 | [redacted] | [redacted] |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (section 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of. ► LYNDA COLBERT
  Telephone No. ► 239-261-2660 FAX No. ► 239-354-5619
- 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.

4 I request an additional 3-month extension of time until 11/15 , 20 11.

5 For calendar year 2010 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension . ADDTIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE TAX RETURN; INFORMATION IS NEEDED FROM OUTSIDE SOURCES IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.

| | | |
|---|---|---|
| **8a** 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 | 8a | $ 14,910. |
| **b** If this application is for Form 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 and any amount paid previously with Form 8868 | 8b | $ 37,187. |
| **c Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions | 8c | $ 0. |

## Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Title ► President Date ► 8/15/11

BAA FIFZ0502L 11/15/10 Form 8868 (Rev 1-2011)

Form **8868**
(Rev January 2011)
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 ► [X]
- 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*

| | | |
|---|---|---|
| **Type or print** | Name of exempt organization<br>THE TAISHOFF FAMILY FOUNDATION, INC | **Employer identification number**<br>26-3582609 |
| File by the due date for filing your return See instructions | Number, street, and room or suite number If a P O box, see instructions<br>C/O SOLAR, LC, 4085 TAMIAMI TRAIL N B104 | |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>NAPLES, FL 34103 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 04

| **Application Is For** | **Return Code** | **Application Is For** | **Return Code** |
|---|---|---|---|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (section 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 ► LYNDA COLBERT

Telephone No. ► 239-261-2660 FAX No ► 239-354-5619

- 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 8/15, 20 11, to file the exempt organization return for the organization named above The extension is for the organization's return for
► [X] calendar year 20 10 or
► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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 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, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | **3b** | $ 28,065. |
| **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. |

**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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

## Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

| | | |
|---|---|---|
| **Type or print** | Name of exempt organization<br>THE TAISHOFF FAMILY FOUNDATION, INC | **Employer identification number**<br>26-3582609 |
| File by the extended due date for filing the return See instructions | Number, street, and room or suite number If a P O box, see instructions<br>BOND SCHOENECK AND KING PLLC<br>4001 TAMIAMI TRL N STE 250 | |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>NAPLES, FL 34103-3555 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of ► LYNDA COLBERT
  Telephone No ► 239-261-2660 FAX No ► 239-354-5619
- 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

4 I request an additional 3-month extension of time until 11/15, 20 11.

5 For calendar year 2010, or other tax year beginning ______, 20 __, and ending ______, 20 __

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDTIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE TAX RETURN; INFORMATION IS NEEDED FROM OUTSIDE SOURCES IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.

| | | |
|---|---|---|
| **8a** 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. | **8a** | $ 0. |
| **b** If this application is for Form 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 and any amount paid previously with Form 8868 | **8b** | $ 28,065. |
| **c Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions | **8c** | $ 0. |

## Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► President Date ►