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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
LAINOFF FAMILY FOUNDATION INC

A Employer identification number
13-3949510

Number and street (or P O box number if mail is not delivered to street address)
HERTZ HERSON & CO,477 MADISON AVE

Room/suite

B Telephone number
212-686-7160

City or town, state, and ZIP code
NEW YORK, NY 10022

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,655,510.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	425.	425.		STATEMENT 1
	4	Dividends and interest from securities	109,734.	109,734.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	10,413.			
	b	Gross sales price for all assets on line 6a 1,235,147.				
	7	Capital gain net income (from Part IV, line 2)		10,413.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	120,572.	120,572.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	7,222.	2,522.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	17,951.	17,653.		298.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	25,173.	20,175.		298.
	25	Contributions, gifts, grants paid	168,000.			168,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	193,173.	20,175.		168,298.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-72,601.			
	b	**Net investment income** (if negative, enter -0-)		100,397.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	174,612.	272,821.	272,821.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 5	1,579,177.	1,409,042.	1,575,324.
	b	Investments - corporate stock STMT 6	99,768.	103,325.	109,392.
	c	Investments - corporate bonds STMT 7	1,642,385.	1,638,661.	1,697,973.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 8)	508.	0.	0.
	16	**Total assets** (to be completed by all filers)	3,496,450.	3,423,849.	3,655,510.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,496,450.	3,423,849.	
	30	**Total net assets or fund balances**	3,496,450.	3,423,849.	
	31	**Total liabilities and net assets/fund balances**	3,496,450.	3,423,849.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,496,450.
2	Enter amount from Part I, line 27a	2	-72,601.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,423,849.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,423,849.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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	1,235,147.		1,224,734.	10,413.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				10,413.

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	10,413.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	167,798.	3,359,760.	.049943
2009	233,983.	3,597,963.	.065032
2008	125,298.	4,120,366.	.030409
2007	102,778.	3,682,593.	.027909
2006	90,278.	2,402,161.	.037582

2	**Total** of line 1, column (d)	2	.210875
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	.042175
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,835,132.
5	Multiply line 4 by line 3	5	161,747.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,004.
7	Add lines 5 and 6	7	162,751.
8	Enter qualifying distributions from Part XII, line 4	8	168,298.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,004.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,004.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,004.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,520.		
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	2,520.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,516.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		1,516. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HERTZ, HERSON & CO, LLP Telephone no. ▶212-686-7160

Located at ▶477 MADISON AVENUE, NEW YORK, NY ZIP+4 ▶10022

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

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

			Yes	No
16	At any time during calendar year 2011, 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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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	3,585,246.
b	Average of monthly cash balances	1b	308,289.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,893,535.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,893,535.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,403.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,835,132.
6	**Minimum investment return**. Enter 5% of line 5	6	191,757.

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	191,757.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 1,004.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,004.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	190,753.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	190,753.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	190,753.

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	168,298.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	168,298.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,004.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	167,294.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				190,753.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			142,404.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 _____				
b From 2007 _____				
c From 2008 _____				
d From 2009 _____				
e From 2010 _____				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶$ 168,298.				
a Applied to 2010, but not more than line 2a			142,404.	
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 2011 distributable amount				25,894.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				164,859.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007 _____				
b Excess from 2008 _____				
c Excess from 2009 _____				
d Excess from 2010 _____				
e Excess from 2011 _____				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HORIZONS GREATER WASHINGTON	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	5,000.
NETWORK FOR GOOD INC - SITAR ARTS CENTER	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	9,000.
CATALOGUE FOR PHILANTHROPY GREATER WASHINGTON	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	8,000.
NETWORK FOR GOOD INC - FAIRFAX CASA	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	10,000.
ARLINGTON FREE CLINIC INC	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	168,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	425.	
4 Dividends and interest from securities			14	109,734.	
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					10,413.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		110,159.	10,413.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 120,572.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee | 4/4/12 Date | ▶ Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
BRIAN J GLOZNEK	Brian J Gloznek	3/25/12		P00106849

Firm's name ▶ HERTZ, HERSON & COMPANY, LLP | Firm's EIN ▶ 13-5676811

Firm's address ▶ 477 MADISON AVENUE
NEW YORK, NY 10022 | Phone no. 212-686-7160

Form **990-PF** (2011)

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAREERS THROUGH CULINARY ARTS PROGRAM INC	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	25,000.
MAIN STREET CHILD DEVELOPMENT CENTER	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	15,000.
SO OTHERS MIGHT EAT	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	10,000.
GOOD SHEPHERD HOUSING AND FAMILY SERVICES	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
SIGNATURE THEATRE	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
FOR LOVE OF CHILDREN INC	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
CRITICAL EXPOSURE	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
DANCE INSTITUTE OF WASHINGTON INC	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
DC CENTRAL KITCHEN	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	2,000.
LITTLE LIGHTS URBAN MINISTRIES	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
Total from continuation sheets				111,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAFE SHORES-DC CHILDREN'S ADVOCACY CENTER	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	2,000.
BREAD FOR THE CITY	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	4,000.
YELLOW RIBBON FUNDATION	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	2,000.
BRIGHT BEGINNINGS	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	4,000.
READING CONNECTION	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
JUBILEE JUMPSTART	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
THRIVE DC	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	2,000.
BOB WOODRUFF FAMILY FOUNDATION INC	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
GANDHI BRIGADE INCORPORATED	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
DC ARTS AND HUMANITIES	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	2,500.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LIVE IT LEARN IT	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
YOUNG PLAYWRIGHT'S THEATRE	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	6,000.
HORTON'S KIDS	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	2,000.
EVERYBODY WINS DC	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
HIGHER ACHIEVEMENT PROGRAM	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	5,000.
COMFORT FOR AMERICAN UNIFORMED SERVICES	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
FREE MINDS BOOK CLUB & WRITING WORKSHOP	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	2,000.
DC SCORES	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,000.
LIFE PIECES TO MASTERPIECES	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	1,500.
CAPITOL AREA FOOD BANK	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	3,000.
Total from continuation sheets				

123631 08-03-11

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SINAI ASSISTED HOUSING FOUNDATION INC	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	2,000.
WILSON PTSA	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	3,000.
MARY'S CENTER	N/A	PUBLIC	GENERAL CHARITABLE PURPOSES	4,000.
Total from continuation sheets				

123631 08-03-11

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	450 SHS OF AGNICO EAGLE MINES LTD	P	07/12/11	11/02/11
b	300 SHS OF ALPHA NATURAL RESOURCES INC	P	06/18/10	01/14/11
c	1,300 SHS OF CISCO SYSTEMS INC	P	11/11/10	04/19/11
d	1,350 SHS OF CYPRESS SEMICONDUCTOR CORP	P	02/01/10	01/26/11
e	250 SHS OF FMC TECHNOLOGIES INC	P	01/10/11	02/15/11
f	2,200 SHS OF FOSTERS GROUP LTD (SPINOFF OF TREASU	P	10/20/10	08/19/11
g	175 SHS OF FRANKLIN RESOURCES INC	P	07/27/10	02/24/11
h	1,200 SHS OF INVESCO LTD	P	03/11/10	02/23/11
i	700 SHS OF ISHARES TR FTSE XINHUA CHINA 25 INDEX	P	07/23/10	07/05/11
j	575 SHS OF ISHARES TR FTSE XINHUA CHINA 25 INDEX	P	10/13/10	07/05/11
k	1,000 SHS OF NINTENDO CO LTD ADR NEW	P	01/28/10	01/04/11
l	750 SHS OF PEABODY ENERGY CORPORATION	P	10/19/10	10/05/11
m	550 SHS OF SINO FOREST CORPORATION	P	02/02/11	06/07/11
n	600 SHS OF SINO FOREST CORPORATION	P	02/02/11	06/06/11
o	700 SHS OF SINO FOREST CORPORATION	P	02/02/11	06/03/11

	(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	19,447.		28,808.	-9,361.
b	18,219.		11,360.	6,859.
c	21,562.		26,879.	-5,317.
d	27,468.		14,554.	12,914.
e	21,762.		21,363.	399.
f	11,199.		10,841.	358.
g	21,593.		17,255.	4,338.
h	30,906.		23,651.	7,255.
i	30,030.		28,824.	1,206.
j	24,667.		26,339.	-1,672.
k	35,815.		36,437.	-622.
l	26,248.		38,343.	-12,095.
m	2,343.		12,654.	-10,311.
n	4,495.		13,805.	-9,310.
o	4,045.		16,105.	-12,060.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-9,361.
b				6,859.
c				-5,317.
d				12,914.
e				399.
f				358.
g				4,338.
h				7,255.
i				1,206.
j				-1,672.
k				-622.
l				-12,095.
m				-10,311.
n				-9,310.
o				-12,060.

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). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1,300 SHS OF WISDOMTREE TR INDIA EARNINGS FD ETF	P	02/01/10	01/24/11
b	250 SHS OF WISDOMTREE TR INDIA EARNINGS FD ETF	P	07/23/10	01/24/11
c	2,600 SHS OF YASKAWA ELECTRIC CORP	P	08/02/11	10/06/11
d	700 SHS OF YASKAWA ELECTRIC CORP	P	08/23/11	10/06/11
e	50,000 UTS OF DENBURY RESOURCES INC SR SUB NOTE 7	P	05/06/10	02/17/11
f	50,000 UTS OF MASSEY ENERGY CO SR NT 6.875%	P	08/27/10	06/01/11
g	50,000 UTS OF PEABODY ENERGY CORP SR NT 5.875%	P	12/06/10	04/15/11
h	100,000 UTS OF RIO TINTO NT1.875%	P	11/10/10	08/15/11
i	50,000 UTS OF VALMONT INDS INC SR SUB 6.875%	P	08/17/10	06/16/11
j	600 SHS OF ALPHA NATURAL RESOURCES INC	P	06/18/10	10/06/11
k	450 SHS OF ALPHA NATURAL RESOURCES INC	P	07/16/10	10/06/11
l	250 SHS OF ALPHA NATURAL RESOURCES INC	P	07/20/10	10/06/11
m	1600 SHS OF CISCO SYSTEMS INC	P	02/04/10	04/19/11
n	200 SHS OF CNOOC LTD	P	01/28/10	04/19/11
o	1,800 SHS OF E-HOUSE CHINA HLDG ADR	P	03/12/10	12/01/11

	(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	31,684.		27,735.	3,949.
b	6,093.		5,867.	226.
c	17,936.		28,805.	-10,869.
d	4,829.		5,941.	-1,112.
e	50,313.		50,625.	-312.
f	51,000.		50,750.	250.
g	50,490.		50,750.	-260.
h	101,252.		99,304.	1,948.
i	50,573.		51,250.	-677.
j	11,696.		22,721.	-11,025.
k	8,772.		15,297.	-6,525.
l	4,873.		8,931.	-4,058.
m	26,537.		37,521.	-10,984.
n	48,870.		29,089.	19,781.
o	10,309.		35,422.	-25,113.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3,949.
b				226.
c				-10,869.
d				-1,112.
e				-312.
f				250.
g				-260.
h				1,948.
i				-677.
j				-11,025.
k				-6,525.
l				-4,058.
m				-10,984.
n				19,781.
o				-25,113.

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).
If (loss), enter "-0-" in Part I, line 8 } 3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	7,400 SHS OF FOSTERS GROUP LTD (SPINOFF OF TREASU	P	03/24/10	10/04/11
b	300 SHS OF FOSTERS GROUP LTD (SPINOFF OF TREASURY	P	03/24/10	08/19/11
c	1,100 SHS OF ICONIX BRAND GROUP INC	P	02/01/10	05/20/11
d	450 SHS OF ISHARES TR FTSE XINHUA CHINA 25 INDEX	P	07/31/09	07/05/11
e	200 SHS OF ISHARES TR FTSE XINHUA CHINA 25 INDEX	P	09/09/09	07/05/11
f	600 SHS OF NORFOLK SOUTHERN CORP	P	02/01/10	12/06/11
g	300 SHS OF NORFOLK SOUTHERN CORP	P	02/01/10	10/18/11
h	200 SHS OF NORFOLK SOUTHERN CORP	P	02/01/10	05/04/11
i	300 SHS OF PHILIP MORRIS INTERNATIONAL INC	P	02/02/10	05/12/11
j	300 SHS OF WYNN RESORTS LTD	P	02/01/10	06/23/11
k	150 SHS OF WYNN RESORTS LTD	P	02/01/10	06/13/11
l	1,000 SHS OF YASKAWA ELECTRIC CORP	P	04/28/10	10/06/11
m	75,000 UTS OF MERCK & CO INC NOTE 1.875%	P	09/04/09	06/30/11
n	50,000 UTS OF MOTOROLA INC NOTES 8.000%	P	06/03/09	11/01/11
o	50,000 UTS OF NRG ENERGY INC SR NOTE 7.250%	P	08/18/09	01/26/11

	(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	37,045.		30,015.	7,030.
b	1,527.		1,217.	310.
c	25,967.		14,206.	11,761.
d	19,305.		18,954.	351.
e	8,580.		8,421.	159.
f	45,047.		28,896.	16,151.
g	20,427.		14,448.	5,979.
h	14,512.		9,632.	4,880.
i	20,426.		14,247.	6,179.
j	39,294.		19,247.	20,047.
k	19,466.		9,623.	9,843.
l	6,899.		9,014.	-2,115.
m	75,000.		76,087.	-1,087.
n	50,000.		50,438.	-438.
o	51,032.		48,750.	2,282.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				7,030.
b				310.
c				11,761.
d				351.
e				159.
f				16,151.
g				5,979.
h				4,880.
i				6,179.
j				20,047.
k				9,843.
l				-2,115.
m				-1,087.
n				-438.
o				2,282.

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).
If (loss), enter "-0-" in Part I, line 8 } 3

LAINOFF FAMILY FOUNDATION INC — CONTINUATION FOR 990-PF, PART IV
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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	25,000 UTS OF RANGE RES CORP SR SUB NOTE 6.375%	P	09/16/09	05/25/11
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	25,594.		24,313.	1,281.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,281.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	10,413.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
NEUBERGER BERMAN - NOMINEE	425.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	425.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST PAID	-823.	0.	-823.
NEUBERGER BERMAN - CORP BOND INTEREST	66,756.	0.	66,756.
NEUBERGER BERMAN - NOMINEE DIVIDENDS	39,728.	0.	39,728.
NEUBERGER BERMAN - US GOVT INTEREST	4,073.	0.	4,073.
TOTAL TO FM 990-PF, PART I, LN 4	109,734.	0.	109,734.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	4,700.	0.		0.
FOREIGN TAX W/H	2,522.	2,522.		0.
TO FORM 990-PF, PG 1, LN 18	7,222.	2,522.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	17,533.	17,533.		0.
NY STATE FILING FEE	250.	0.		250.
STATUTORY ADVERTISEMENT	48.	0.		48.
ADR FEES	120.	120.		0.
TO FORM 990-PF, PG 1, LN 23	17,951.	17,653.		298.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
750 SHS OF APACHE CORP	X		31,518.	67,935.
4000 SHS OF APOLLO INVESTMENT CORPORATION	X		40,612.	25,760.
900 SHS OF BOEING CO	X		59,867.	66,015.
1600 SHS OF CENOVUS ENERGY INC	X		37,255.	53,120.
1000 SHS OF CRESCENT POINT ENERGY CORP	X		40,277.	44,120.
1950 SHS OF CYPRESS SEMICONDUCTOR CORP	X		20,671.	32,936.
1400 SHS OF EMC CORP-MASS	X		20,580.	30,156.
525 SHS OF FRANKLIN RESOURCES INC	X		54,150.	50,432.
1100 SHS OF GOLDCORP INC NEW	X		45,457.	48,675.
90 SHS OF GOOGLE INC CL A	X		44,766.	58,131.
25 SHS OF GOOGLE INC CL A	X		13,115.	16,148.
850 SHS OF HONEYWELL INTL INC	X		37,887.	46,198.
1600 SHS OF INVESCO LTD	X		30,204.	32,144.
3500 SHS OF ISHARES MSCI JAPAN INDEX FUND	X		39,874.	31,885.
2200 SHS OF JOHNSON & JOHNSON	X		135,813.	144,276.
800 SHS OF KUBOTA CORPORATION ADR	X		36,782.	33,248.
350 SHS OF KUBOTA CORPORATION ADR	X		16,351.	14,546.
250 SHS OF KUBOTA CORPORATION ADR	X		10,632.	10,390.
1800 SHS OF LINEAR TECHNOLOGY CORP	X		60,073.	54,054.
900 SHS OF MICROCHIP TECHNOLOGY INC	X		29,203.	32,967.
300 SHS OF MICROCHIP TECHNOLOGY INC	X		9,944.	10,989.
850 SHS OF PHILIP MORRIS INTERNATIONAL INC	X		40,180.	66,708.

1200 SHS OF POTASH CORP OF SASKATCHEWAN INC CANADIAN	X	50,457.	49,536.
1050 SHS OF RANGE RESOURCES CORP	X	50,370.	65,037.
1700 SHS OF SANOFI AVENTIS SPONS ADR	X	58,104.	62,118.
600 SHS OF SCHLUMBERGER LTD	X	38,713.	40,986.
100 SHS OF SCHLUMBERGER LTD	X	8,898.	6,831.
1100 SHS OF SILVER WHEATON CORP	X	40,194.	31,856.
650 SHS OF SOCIEDAD QUIMICA MINERA E CHILE SA ADR	X	38,803.	35,003.
600 SHS OF SOUTHWESTERN ENERGY CO	X	27,376.	19,164.
500 SHS OF SPDR GOLD TR GOLD SHS	X	53,744.	75,995.
2567 SHS OF TREASURY WINE ESTATES US LISTED	X	6,163.	9,700.
733 SHS OF TREASURY WINE ESTATES US LISTED	X	2,139.	2,770.
800 SHS OF TREASURY WINE ESTATES US LISTED	X	2,919.	3,023.
4200 SHS OF TREASURY WINE ESTATES US LISTED	X	15,666.	15,871.
2200 SHS OF TREASURY WINE ESTATES US LISTED	X	7,843.	8,313.
1950 SHS OF UNILEVER NV	X	61,135.	67,022.
900 SHS OF UNITED PARCEL SVC INC CL B	X	51,768.	65,871.
500 SHS OF VALMONT INDUSTRIES INC	X	39,539.	45,395.
TOTAL U.S. GOVERNMENT OBLIGATIONS		1,409,042.	1,575,324.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			
TOTAL TO FORM 990-PF, PART II, LINE 10A		1,409,042.	1,575,324.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100000 SHS OF US TSY NT 05 YR INFLATION INDEXED .500%	103,325.	109,392.
TOTAL TO FORM 990-PF, PART II, LINE 10B	103,325.	109,392.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100000 SHS OF AMGEN INC SR UNSECURED 2.3%	99,131.	100,683.
50000 SHS OF ANADARKO PETE CORP SR NOTE 5.950%	49,022.	56,678.
100000 SHS OF ANHEUSER BUSCH INBEV WOR SR NT 1.5%	99,997.	100,715.
50000 SHS OF BHP BILLITON FINANCE USA NOTE 4.800%	49,991.	52,674.
50000 SHS OF CHURCH & DWIGHT INC 3.35%	49,934.	52,089.
100000 SHS OF CISCO SYS SR NT 1.625%	99,881.	101,874.
50000 SHS OF EXELON CORP NOTE 4.900%	46,563.	53,874.
100000 SHS OF FPL GROUP CAP INC 2.55%	99,934.	101,735.
50000 SHS OF GOLDMAN SACHS GROUP INC 5.625%	50,388.	49,030.
100000 SHS OF HEALTH CARE REIT SR UNSECURED NT 3.625%	99,638.	98,416.
100000 SHS OF INTERNATIONAL BUSINESS MACHINES CORP NT 2.0%	99,678.	102,605.
50000 SHS OF JPMORGAN CHASE & CO NOTE 4.650%	49,688.	52,893.
50000 SHS OF KINDER MORGAN ENERGY PARTNERS LP 5.000%	50,475.	52,997.
100000 SHS OF KRAFT FOODS INC 4.125%	102,319.	108,573.
50000 SHS OF LIMITED BRANDS INC 5.25%	49,500.	52,000.
50000 SHS OF POTASH CORP SASK INC SR NOTES 5.250%	49,972.	54,875.
100000 SHS OF SPECTRA ENERGY PARTNERS LP SR NT 2.95%	99,893.	100,672.
50000 SHS OF STATE STREET CORP SR NOTE 4.300%	50,195.	53,514.
50000 SHS OF UNILEVER CAP CORP 3.650%	49,643.	53,218.
100000 SHS OF VENTAS REALTY LTD PARTNERSHIP NT 3.125%	99,468.	97,789.
90000 SHS OF WAL MART STORES INC NOTES 3.200%	92,090.	95,486.
50000 SHS OF WESTINGHOUSE AIR BRAKE CO 6.875%	51,063.	52,125.
50000 SHS OF YUM BRANDS INC 4.250%	50,198.	53,458.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,638,661.	1,697,973.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	508.	0.	0.
TO FORM 990-PF, PART II, LINE 15	508.	0.	0.