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

2011

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

For calendar year 2011 or tax year beginning

JUL 1, 2011

, and ending

JUN 30, 2012

Name of foundation

THE LURIE FAMILY FOUNDATION

(FKA JEFFREY LURIE FAMILY FOUNDATION)

Number and street (or P O box number if mail is not delivered to street address)

C/O GOULSTON & STORRS, 400 ATLANTIC AVE

A Employer identification number

20-2741949

City or town, state, and ZIP code

BOSTON, MA 02110

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

► \$ 18,813,700. (Part I, column (d) must be on cash basis.)

J Accounting method Cash Accrual
 Other (specify) _____

B Telephone number

617-482-1776

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 ►

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)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	192,267.	192,248.		STATEMENT 1
4	Dividends and interest from securities	266,696.	266,696.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,192,051	1,466,507.		
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		1,466,507.		
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	-5,671.	8,738.		STATEMENT 3
12	Total. Add lines 1 through 11	1,919,799.	1,934,189.		
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	STMT 4	6,525.	0.	6,525.
c	Other professional fees	STMT 5	197,211.	187,596.	9,615.
17	Interest				
18	Taxes	STMT 6	10,318.	10,318.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 7	50,248.	50,248.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		264,302.	248,162.	16,140.
25	Contributions, gifts, grants paid		903,248.		903,248.
26	Total expenses and disbursements. Add lines 24 and 25		1,167,550.	248,162.	919,388.
27	Subtract line 26 from line 12		752,249.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		1,686,027.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Assets	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
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		274,655.	112,387.	112,387.
	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				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	17,164,969.	18,049,638.	18,701,313.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		17,439,624.	18,162,025.	18,813,700.
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 ► <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		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		17,439,624.	18,162,025.	
	30 Total net assets or fund balances		17,439,624.	18,162,025.	
	31 Total liabilities and net assets/fund balances		17,439,624.	18,162,025.	

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	17,439,624.
2 Enter amount from Part I, line 27a	2	752,249.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	18,191,873.
5 Decreases not included in line 2 (itemize) ► <u>NET ADJUSTMENT FOR PROGRAM RELATED INVESTMENTS</u>	5	29,848.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,162,025.

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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					
b	SEE ATTACHED STATEMENT				
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	2,192,057.	1,925,939.			1,466,507.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(I) F M V as of 12/31/69	(J) Adjusted basis as of 12/31/69	(k) Excess of col. (I) over col. (J), if any			
a					
b					
c					
d					
e					1,466,507.
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	1,466,507.	
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	931,579.	19,190,392.	.048544
2009	899,128.	17,776,985.	.050578
2008	1,155,076.	17,565,316.	.065759
2007	956,043.	23,328,207.	.040982
2006	523,816.	20,275,306.	.025835

2 Total of line 1, column (d)

2 .231698

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 .046340

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 18,992,801.

5 Multiply line 4 by line 3

5 880,126.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 16,860.

7 Add lines 5 and 6

7 896,986.

8 Enter qualifying distributions from Part XII, line 4

8 1,169,388.

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

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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 ► <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of letter if necessary-see instructions)	1	16,860.
Date of ruling or determination letter _____				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	16,860.	
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	16,860.	
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	18,315.	
b	Exempt foreign organizations - tax withheld at source	6b	0.	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d	Backup withholding erroneously withheld	6d	0.	
7	Total credits and payments. Add lines 6a through 6d	7	18,315.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
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	1,455.	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11	0.	

Part VII-A | Statements Regarding Activities

	Yes	No
1a	x	
1b	x	
1c	x	
2	x	
3	x	
4a	x	
4b	x	
5	x	
6	x	
7	x	
8b	x	
9	x	
10	x	

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
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.

1c Did the foundation file Form 1120-POL for this year?

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.

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.*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
MA

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no ► (781)237-1311	
Located at ► C/O NLM FOUNDATION, 60 WILLIAMS STREET, SUITE 110		
15	ZIP+4 ► 02481	
► 15 N/A		
16	Yes	No
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
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
► 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?		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	5b
Organizations relying on a current notice regarding disaster assistance check here			<input type="checkbox"/>	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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
JEFFREY R. LURIE C/O PHILADELPHIA EAGLES ONE NOVACARE PHILADELPHIA, PA 19145	TRUSTEE 1.00	0.	0.	0.
RICHARD B. DENNING C/O NLM FAMILY FOUNDATION, 60 WILLIAM WELLESLEY, MA 02481	TRUSTEE 1.00	0.	0.	0.
JOSEPH M. LECCESSE C/O PROSKAUER ROSE LLP 1585 BROADWAY NEW YORK, NY 10036	TRUSTEE 1.00	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	
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	INVESTMENT IN SILVERBRIDGE PRODUCTIONS LIMITED TO PARTIALLY FUND AN EDUCATIONAL DOCUMENTARY WHICH FOCUSES ON FOREIGN POLICY IN THE MIDDLE EAST.	250,000.
2		

All other program-related investments. See instructions

3		
Total. Add lines 1 through 3		250,000.

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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	18,596,636.
b Average of monthly cash balances	1b	685,395.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	19,282,031.
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	19,282,031.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	289,230.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,992,801.
6 Minimum investment return. Enter 5% of line 5	6	949,640.

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	949,640.
2a Tax on investment income for 2011 from Part VI, line 5	2a	16,860.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	16,860.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	932,780.
4 Recoveries of amounts treated as qualifying distributions	4	220,153.
5 Add lines 3 and 4	5	1,152,933.
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	1,152,933.

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	919,388.
b Program-related investments - total from Part IX-B	1b	250,000.
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	1,169,388.
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	16,860.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,152,528.

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				1,152,933.
2 Undistributed income, if any, as of the end of 2011.			915,480.	
a Enter amount for 2010 only		0.		
b Total for prior years				
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 ► \$ 1,169,388.			915,480.	
a Applied to 2010, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2011 distributable amount				253,908.
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				899,025.
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 ►

 4942(j)(3) or 4942(j)(5)

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT A				903,248.
Total				► 3a 903,248.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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	BARLOW PARTNERS FUNDAMENTAL MANAGERS, L.P.	P	VARIOUS	VARIOUS
b	NORTHGATE IV, LP	P	VARIOUS	VARIOUS
c	REAL ASSET CTF	P	VARIOUS	VARIOUS
d	VANGUARD	P	VARIOUS	VARIOUS
e	SEMPER VIC PARTNERS (QP), L.P.	P	VARIOUS	VARIOUS
f	SANDERSON	P	VARIOUS	VARIOUS
g	INCOME RESEARCH AND MANAGEMENT CORE BOND FUND	P	VARIOUS	VARIOUS
h	PERMIT	P	VARIOUS	VARIOUS
i	LAZARD	P	VARIOUS	VARIOUS
j		P	VARIOUS	VARIOUS
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			210,037.
b			29,226.
c			715,500.
d	929,867.	925,939.	3,928.
e			-1,243.
f			164,510.
g			52,774.
h			50.
i	1,262,190.	1,000,000.	262,190.
j			29,535.
k			
l			
m			
n			
o			

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			210,037.
b			29,226.
c			715,500.
d			3,928.
e			-1,243.
f			164,510.
g			52,774.
h			50.
i			262,190.
j			29,535.
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	1,466,507.
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
BARLOW PARTNERS FUNDAMENTAL MANAGERS, L.P.	17,000.
GOULSTON & STORRS	69.
INCOME RESEARCH & MANAGEMENT CORE BOND FUND	144,075.
NORTHGATE IV, LP	3,895.
PERMIT CAPITAL MORTGAGE FUND, L.P.	7,581.
REAL ASSET CTF	19,637.
THE SANDERSON INTERNATIONAL VALUE FUND	7.
VANGUARD	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	192,267.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARLOW PARTNERS FUNDAMENTAL MANAGERS, L.P.	40,404.	0.	40,404.
CAPITAL INTERNATIONAL EMERGING MARKETS GROWTH FUND	13,632.	0.	13,632.
GOULSTON & STORRS	10.	0.	10.
ISHARES	6,041.	0.	6,041.
NORTHGATE IV, LP	5,212.	0.	5,212.
REAL ASSET CTF	30,930.	0.	30,930.
SEMPER VIC PARTNERS (QP), L.P.	32,323.	0.	32,323.
THE SANDERSON INTERNATIONAL VALUE FUND	80,742.	0.	80,742.
VANGUARD	57,402.	0.	57,402.
TOTAL TO FM 990-PF, PART I, LN 4	266,696.	0.	266,696.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BARLOW PARTNERS FUNDAMENTAL MANAGERS, L.P. - OTHER INCOME	-44,944.	-33,825.	
THE SANDERSON INTERNATIONAL VALUE FUND	3,012.	3,012.	
REAL ASSET CTF	39,097.	39,097.	

NORTHGATE IV, LP	-2,836.	454.
TOTAL TO FORM 990-PF, PART I, LINE 11	-5,671.	8,738.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	6,525.	0.		6,525.
TO FORM 990-PF, PG 1, LN 16B	6,525.	0.		6,525.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOULSTON & STORRS	19,230.	9,615.		9,615.
CAMBRIDGE ASSOCIATES	34,896.	34,896.		0.
INVESTMENT EXPENSES	143,085.	143,085.		0.
TO FORM 990-PF, PG 1, LN 16C	197,211.	187,596.		9,615.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	10,318.	10,318.		0.
TO FORM 990-PF, PG 1, LN 18	10,318.	10,318.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES	50,248.	50,248.		0.
TO FORM 990-PF, PG 1, LN 23	50,248.	50,248.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
IRM CORE BOND FUND	COST	3,315,532.	3,513,331.
VANGUARD 500 INDEX FUND	COST	3,809,980.	3,961,844.
REAL ASSET CTF	COST	1,636,130.	1,223,732.
LAZARD EMERGING INCOME	COST	0.	0.
SANDERSON ASSET MANAGEMENT	COST	1,975,582.	1,772,774.
CAPITAL INTERNATIONAL	COST	1,139,913.	869,498.
BARLOW PARTNERS FUNDAMENTAL MGRS LP	COST	3,388,755.	3,730,226.
SEMPER VIC PARTNERS (QP) LP	COST	958,135.	1,576,813.
NORTHGATE IV	COST	637,372.	804,009.
I SHARES RUSSELL 2000 INDEX	COST	399,857.	432,011.
PERMIT CAPITAL MORTGAGE FUND, LP	COST	288,382.	295,682.
JOHN HANCOCK	COST	500,000.	521,393.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,049,638.	18,701,313.

THE LURIE FAMILY FOUNDATION
6/30/2012

FORM 990PF, PART XV, LINE 3a
CONTRIBUTIONS PAID

Name of the Payee	Foundation Status of Recipient	Purpose of grant or contribution	Amount
Academy of Music of Philadelphia Inc	501(c)(3)	Cultural	2,500 00
Anthony Trust Association	501(c)(3)	General Welfare	500 00
Barnes Foundation	501(c)(3)	General Welfare	100,000 00
National Multiple Sclerosis Society	501(c)(3)	Medical	2,000 00
Philadelphia Orchestra Association	501(c)(3)	Cultural	6,500 00
Chasing the Flame LLC	501(c)(3)	Cultural	250,000 00
Children's Hospital of Philadelphia (CHOP)	501(c)(3)	Medical	420,000 00
Children's Psychological Trauma Center	501(c)(3)	Medical	1,000.00
Council on Foreign Relations	501(c)(3)	General Welfare	20,000 00
Curtis Institute of Music	501(c)(3)	Educational	51,000 00
Doctors Without Borders USA	501(c)(3)	Medical	2,800 00
Eagles Youth Partnership	501(c)(3)	General Welfare	14,150 00
Environmental Working Group	501(c)(3)	General Welfare	1,000 00
Farm Neck Foundation	501(c)(3)	General Welfare	500 00
Franklin Institute Science Museum	501(c)(3)	Educational	2,000 00
Friends of the High Line	501(c)(3)	General Welfare	1,000 00
Friends of Littlefield Orphanage Inc	501(c)(3)	General Welfare	1,000 00
Friends of Rittenhouse Square	501(c)(3)	General Welfare	1,500 00
Greater Philadelphia Film Office	501(c)(3)	Cultural	2,000 00
Island Grown Initiative Ltd	501(c)(3)	General Welfare	4,500 00
Juvenile Diabetes Research	501(c)(3)	Medical	500 00
Martha's Vineyard Hebrew Center	501(c)(3)	General Welfare	1,000 00
Martha's Vineyard Hospital Inc	501(c)(3)	Medical	119,047 61
Museum of Modern Art	501(c)(3)	Cultural	5,000 00
Navy Seal Foundation Inc	501(c)(3)	General Welfare	1,000 00
New Art Publications Inc	501(c)(3)	Cultural	1,000 00
Pan Massachusetts Challenge Inc	501(c)(3)	General Welfare	500 00
Pennsylvania Hospital	501(c)(3)	Medical	1,000 00
Philadelphia Museum of Art	501(c)(3)	Cultural	1,500 00
Refugees International Contribution	501(c)(3)	General Welfare	1,000 00
Russell Rescue Inc	501(c)(3)	General Welfare	250 00
The Rock School for Dance Education	501(c)(3)	Educational	1,000 00
The Shipley School	501(c)(3)	Educational	100,000 00
Trustees of the University of Pennsylvania	501(c)(3)	Educational	500 00
Trustees of the University of Pennsylvania for the Benefit of ICA	501(c)(3)	Educational	10,000.00
United Way of Southeastern Pennsylvania	501(c)(3)	General Welfare	5,000 00
VGC Foundation	501(c)(3)	General Welfare	500 00
We Advance Inc.	501(c)(3)	General Welfare	5,000 00
Wiley Center for Speech and Language Development	501(c)(3)	General Welfare	500 00
Yale University	501(c)(3)	Educational	5,000 00
YMCA of Martha's Vineyard	501(c)(3)	General Welfare	10,000 00
			<u>1,153,247.61</u>

Barlow Partners Fundamental Managers, L.P

13-3838178

Schedule K-1 Supporting Schedules

Partner #38

The Jeffrey Lune Family Foundation

Other Information

L - Total foreign taxes paid	1,808
M - Total foreign taxes accrued	2
N - Reduction in taxes available for credit	26

Box 17 - Alternative Minimum Tax (AMT) Items

A - Post-1986 depreciation adjustment	48
B - Adjusted gain or loss	NONE
C - Depletion (other than oil & gas)	3
D - Oil, gas, & geothermal gross income	12
E - Oil, gas, & geothermal deductions	9
F - Other AMT items	1

Box 18 - Tax-Exempt Income and Nondeductible Expenses

A - Tax-exempt interest income	19
C - Nondeductible expenses	7

Box 19 - Distributions

A - Cash and marketable securities	NONE
The amount in Box 19 Code A of Schedule K-1 includes accrued withdrawals at	12/31/2011
In the amount of	NONE

Box 20 - Other Information

A - Investment income	57,385
B - Investment expenses	105,204
T - Depletion information oil & gas	36

V - Unrelated Business Taxable Income

UBTI - Ordinary income (expense)	-11,120
UBTI - Short term capital gain (loss)	1,645
UBTI - Long term capital gain (loss)	10,085
UBTI - Section 1256 gain (loss)	399
Your share of Qualified Dividends included in Ordinary income (loss) subject to	
UBTI	1,405

Total Box 20 Code V 1,009

Y - Other information 41

Interest/Dividend Income From U.S. Obligations

Income from U.S. obligations included in Box 5, Box 6a, and/or Box 11 Code F 3

Dividends Received Deduction

Dividends eligible for the 70% Dividends Received Deduction 22,531

NORTHGATE IV, LP
SCH K-1 SUPPORTING SCHEDULES PARTNER # 41 JEFFREY LURIE FAMILY FOUNDATION

26-1902666

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PARTNER FOOTNOTES (CONT'D)

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IN THE CALCULATION CONTAINED IN IRC SECTION 199, "INCOME ATTRIBUTABLE TO DOMESTIC PRODUCTION ACTIVITIES." IF PARTNERS HAVE ENGAGED IN AND/OR RECEIVED OTHER INCOME FROM DOMESTIC PRODUCTION ACTIVITIES IN 2011, SUCH PARTNERS MAY REQUIRE ADDITIONAL INFORMATION FOR PURPOSES OF CALCULATING THE DOMESTIC PRODUCTION ACTIVITIES DEDUCTION. IF ADDITIONAL INFORMATION IS REQUIRED, THE PARTNERSHIP WILL PROVIDE SUCH INFORMATION UPON REQUEST.

TAX EXEMPT PARTNER INFORMATION

=====

THE PARTNERSHIP IS NOT ENGAGED IN A TRADE OR BUSINESS AS DEFINED IN IRC SECTION 513. HOWEVER, THE PARTNERSHIP DOES HOLD AN INVESTMENT IN PASS-THROUGH ENTITIES THAT GENERATED INCOME/LOSS THROUGH THE ORDINARY COURSE OF BUSINESS. TO DETERMINE YOUR SHARE OF UNRELATED BUSINESS TAXABLE INCOME/LOSS (UBTI/UBTL), MULTIPLY AMOUNTS FROM SCHEDULE K-1 BY EACH LINE'S CORRESPONDING PERCENTAGE LISTED BELOW.

LINE 1 =	100%	(-3296)
LINE 5 =	0.118%	3,895 * .00118 = 4.60
LINE 11C =	73.654%	-13 * .73654 = (9.57)

PARTNER FOOTNOTES NOT INCLUDED IN ITEM L

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EFFECTIVELY CONNECTED INCOME

=====

THE PARTNERSHIP HOLDS INVESTMENTS IN PASS-THROUGH ENTITIES THAT GENERATED INCOME (LOSS) THAT IS EFFECTIVELY CONNECTED WITH A U.S TRADE OR BUSINESS (ECI). YOUR SHARE OF ECI IS LISTED BELOW:

LINE 1	-3,987.
LINE 5	133.

STATE SOURCE INCOME (LOSS)

=====

IN THE CURRENT YEAR, THE FUND GENERATED STATE SOURCE INCOME (LOSS) FROM ITS UNDERLYING INVESTMENTS. YOUR SHARE OF THE STATE SOURCE INCOME (LOSS) FROM THESE ACTIVITIES IS PROVIDED BELOW:

ARIZONA SOURCE ORDINARY INCOME (LOSS)	-74.
CALIFORNIA SOURCE ORDINARY INCOME (LOSS)	205.
CALIFORNIA SOURCE INTEREST INCOME	4.
CALIFORNIA SOURCE ROYALTY INCOME	-72.
CALIFORNIA SOURCE 1231 GAIN/(LOSS)	-21.
FLORIDA SOURCE ORDINARY INCOME (LOSS)	-204.
GEORGIA SOURCE ORDINARY INCOME (LOSS)	-165.
ILLINOIS SOURCE ORDINARY INCOME (LOSS)	231.
ILLINOIS SOURCE ORDINARY DIVIDENDS	149.
ILLINOIS SOURCE PORTFOLIO DEDUCTIONS	205.
KANSAS SOURCE ORDINARY INCOME (LOSS)	-76.

STATEMENT 2

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