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 11/1 **, 2011, and ending** 10/31 **, 20**12

Name of foundation: THE LANGDON FAMILY FOUNDATION, INC

A Employer identification number: 13-4114123

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: C/O KAREN P. LEGOTTE--188 EAST 78TH ST. APT. #23A

B Telephone number (see instructions)

City or town, state, and ZIP code: NEW YORK NY 10021

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)* ▶ $ 127,093.00

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) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	15,983			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	137	137	137	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	52,498			
	b	Gross sales price for all assets on line 6a 127,564				
	7	Capital gain net income (from Part IV, line 2)		52,498		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0.00			
	11	Other income (attach schedule)	13	13		
	12	**Total.** Add lines 1 through 11	68,631.00	52,648.00	137.00	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,850	1,800		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	63	63	63	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1	1	1	1
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,914.00	1,914.00	64.00	1.00
	25	Contributions, gifts, grants paid	35,935			37,849
	26	**Total expenses and disbursements.** Add lines 24 and 25	37,849.00	1,914.00	64.00	37,850.00
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	30,782.00			
	b	**Net investment income** (if negative, enter -0-)		50,734.00		
	c	**Adjusted net income** (if negative, enter -0-)			73.00	

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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 (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	4,100	13,265	13,265
2	Savings and temporary cash investments	7,511	8,064	8,064
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	52,439	75,152	105,764
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment: basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	64,050.00	96,481.00	127,093.00
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.00	0.00	
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			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	64,050	96,481	
30	**Total net assets or fund balances** (see instructions)	64,050.00	96,481.00	
31	**Total liabilities and net assets/fund balances** (see instructions)	64,050.00	96,481.00	

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	64,050.00
2	Enter amount from Part I, line 27a	2	30,782.00
3	Other increases not included in line 2 (itemize) ▶ Misc	3	1,649
4	Add lines 1, 2, and 3	4	96,481.00
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	96,481.00

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED STATEMENT	D		
b	SEE ATTACHED STATEMENT	D		
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				(8,988.00)
b				61,486
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	52,498
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	(8,988)

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	38,853	103,468	0.3755
2009	84,717	92,070	0.9201
2008	93,064	77,077	1.2074
2007	49,530	200,021	0.2476
2006	95,089	266,348	0.3570

2	**Total** of line 1, column (d)	2	3.1076
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.6215
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	110,308
5	Multiply line 4 by line 3	5	68,556
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	507
7	Add lines 5 and 6	7	69,063
8	Enter qualifying distributions from Part XII, line 4	8	37,850

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	1,015
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	
3	Add lines 1 and 2	3	1,015.00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,015.00
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 13		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,100		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,113.00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0.00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	98.00
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 98 **Refunded** ▶	11	0.00

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 page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
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?	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) ▶ NEW YORK			
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	

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 ▶			
14	The books are in care of ▶ STEVEN M. LEICHT Telephone no. ▶ 212-921-5777 Located at ▶ 570 7TH AVE, SUITE 1804, NEW YORK, NY ZIP+4 ▶ 10018			
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			
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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	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?	☐ 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? *If "Yes" to 6b, file Form 8870*	6b		X
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?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED STATEMENT				

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

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

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

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

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

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

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ▶	0.00

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	96,323
b	Average of monthly cash balances	1b	15,665
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	111,988.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	111,988.00
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	1,680
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,308.00
6	**Minimum investment return.** Enter 5% of line 5	6	5,515

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	5,515
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,015		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,015.00
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	4,500.00
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,500.00
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	4,500.00

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	37,850
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	37,850.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	37,850.00

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					4,500.00
2	Undistributed income, if any, as of the end of 2011:					
a	Enter amount for 2010 only					
b	Total for prior years: 20___ , 20___ , 20___					
3	Excess distributions carryover, if any, to 2011:					
a	From 2006	83,850				
b	From 2007	39,529				
c	From 2008	89,606				
d	From 2009	80,931				
e	From 2010	34,222				
f	**Total** of lines 3a through e		328,138.00			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 37,850					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					4,500
e	Remaining amount distributed out of corpus		33,350			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		361,488.00			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0.00		
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					
d	Subtract line 6c from line 6b. Taxable amount—see instructions			0.00		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				0.00	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.00
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		83,850			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		277,638.00			
10	Analysis of line 9:					
a	Excess from 2007	39,529				
b	Excess from 2008	89,606				
c	Excess from 2009	80,931				
d	Excess from 2010	34,222				
e	Excess from 2011	33,350				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0.00
b 85% of line 2a	0.00	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed					0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter: (1) Value of all assets					0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.00
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)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
(3) Largest amount of support from an exempt organization					0.00
(4) Gross investment income					0.00

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).)

KAREN LEGOTTE

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.

N/A

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*				
SEE ATTACHED STATEMENT			TO ENABLE THE DONEES TO SATISFY THEIR TAX-EXEMPT PURPOSES	35,935
Total ▶ 3a				35,935.00
b *Approved for future payment*				
Total ▶ 3b				0.00

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 (See instructions)
	(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					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.00		0.00	0.00

13 **Total.** Add line 12, columns (b), (d), and (e) 13 0.00

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

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

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

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

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

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

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

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

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

Karen Leggett Logan 4/4/13 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN M. LEICHT		3/30/13		P00848227
Firm's name ▶ LEICHT & REIN TAX ASSOCIATES, LTD.			Firm's EIN ▶ 22-2760934	
Firm's address ▶ 570 7TH AVE, STE. 1804, NY, NY 10018			Phone no 212-921-5777	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization	Employer identification number
THE LANGDON FAMILY FOUNDATION, INC	13-4114123

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE LANGDON FAMILY FOUNDATION, INC	13-4114123

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KAREN P. LEGOTTE 188 EAST 78TH STREET, APT. 23A NEW YORK, NY 10021	$ 5,329	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	KAREN P. LEGOTTE 188 EAST 78TH STREET, APT. 23A NEW YORK, NY 10021	$ 8,372	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	KAREN P. LEGOTTE 188 EAST 78TH STREET, APT. 23A NEW YORK, NY 10021	$ 9,939	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	KAREN P. LEGOTTE 188 EAST 78TH STREET, APT. 23A NEW YORK, NY 10021	$ 13,339	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	KAREN P. LEGOTTE 188 EAST 78TH STREET, APT. 23A NEW YORK, NY 10021	$ 15,063	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
6	KAREN P. LEGOTTE 188 EAST 78TH STREET, APT. 23A NEW YORK, NY 10021	$ 23,953	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE LANGDON FAMILY FOUNDATION, INC	13-4114123

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	25 SHS. AMAZON.COM	$ 5,329	11/9/11
2	25 SHS. CHIPOTLE MEXICAN GRILL	$ 8,372	11/9/11
3	25 SHS. APPLE, INC.	$ 9,939	11/9/11
4	20 SHS. APPLE, INC.	$ 13,339	9/26/12
5	25 SHS. APPLE, INC.	$ 15,063	10/26/12
6	700 SHS. HDFC BANK	$ 23,953	4/25/12

THE LANGDON FAMILY FOUNDATION, INC.
11/1/11 - 10/31/12
EIN: 13-4114123
FORM 990-PF

Part I, Line 1 - Contributions, Gifts and Grants Received

Name and Address	Date	Direct Public Support
Karen P. Legotte 188 East 78th Street New York, NY 10021	VARIOUS	$ 75,995
		$ 75,995 *

See Form 990-PF - Schedule B Attached

* tax basis $15,983

THE LANGDON FAMILY FOUNDATION, INC.
11/1/11 - 10/31/12
EIN: 13-4114123
FORM 990-PF

Part I

Line 18 - Taxes

Federal Excise Tax	$	13
NYS Tax		50
	$	63

Line 23 - Miscellaneous Expenses

Bank Fees	$	1
	$	1

Part VII-A - Question 10

Substantial contributer:
Karen P. Legotte
188 East 78th Street - Apt. 23A
New York, NY 10021

THE LANGDON FAMILY FOUNDATION, INC.
11/1/11 - 10/31/12
EIN: 13-4114123
FORM 990-PF

Part VIII, List of Officers, Directors, and Trustees

Name and Address	Title	Compensation	Contributions to Employee Benefit Plans	Expense Acct and Other Allowances
Karen P. Legotte 188 East 78th Street New York NY 10021	President	None	None	None
Patricia Jordan 4544 Bridgewater Drive Orlando, FL 32817	Vice President	None	None	None
Thomas Legotte 18 Carol Court Massapequa, NY 11758	Secretary	None	None	None

THE LANGDON FAMILY FOUNDATION, INC.
11/1/11 - 10/31/12
EIN: 13-4114123
FORM 990-PF

Part XV - Contributions

Art 21	$ 1,000.00
Brealy School	1,000.00
Buckley School	2,000.00
CCO Montauk	6,000.00
Columbus Club	8,750.00
Cystic Fibrosis	500.00
Farm Aid	500 00
Friends of Frank	2,000.00
Memorial Slone Kettering	500.00
Misc. Charities	2,700.00
Montauk Lighthouse	250.00
Montauk Playhouse	1,000.00
Multiple Sclerosis	500.00
National Heritage Trust	4,735.00
NYS Historical Society	500.00
Pittsfield Federated Church	2,000.00
Poly Prep	1,000.00
Wind Playground	1,000.00
	$ 35,935

Realized Gain/Loss Report

From 11/01/2011 To 10/31/2012 - Without Outside Holdings, Excluding Zero Gain/Loss, Excluding Non Reportable Transactions and Excluding Foreign Currency Contract(s)

GILDER , GAGNON, HOWE & CO., L.L.C.

FA: K. LANGDON/0955
For All Security Types, Sorted by Security, Convert to USD Value

Account: LANGDON FAMILY FOUNDATI/191-53709 1/8,2/6

Quantity	Description	Maturity Date	Acq Date	Unit Cost	Cost	Liq Date	Liq Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
	LONG TRANSACTIONS									
	Common Stock									
15	APPLE INC Security. AAPL		02/16/2006	70 1900	1,052.85	11/10/2011	391 7886	5,876.83		4,823.98
3	APPLE INC Security AAPL		02/16/2006	70.8900	212.67	01/09/2012	419.6433	1,258 93		1,046.26
3	APPLE INC Security: AAPL		02/16/2006	70.1900	210 57	01/09/2012	419.6433	1,258.93		1,048.36
3	APPLE INC Security· AAPL		10/17/2006	75.1100	225 33	02/06/2012	459.5500	1,378 65		1,153 32
5	APPLE INC Security AAPL		10/17/2006	75.1100	375.55	03/05/2012	540.5300	2,702 65		2,327.10
2	APPLE INC Security. AAPL		10/17/2006	75.1100	150.22	04/17/2012	599.0950	1,198.19		1,047.97
9	APPLE INC Security· AAPL		10/17/2006	75.1100	675.99	09/26/2012	662.1233	5,959.11		5,283.12
3	APPLE INC Security: AAPL		10/17/2006	75 1100	225.33	09/27/2012	661.6600	1,984.98		1,759.65
7	APPLE INC Security: AAPL		01/05/2010	214.9000	1,504.30	09/27/2012	661 6600	4,631.62		3,127.32
3	APPLE INC Security: AAPL		10/17/2006	75.1100	225.33	10/23/2012	613.8333	1,841.50		1,616.17
2	APPLE INC Security· AAPL		10/17/2006	75.1100	150.22	10/23/2012	613 8300	1,227 66		1,077.44
11	APPLE INC Security. AAPL		10/17/2006	75.1100	826 21	10/26/2012	605 5518	6,661 07		5,834 86
	Subtotals of Security: AAPL				**5,834.57**			**35,980.12**	**0.00**	**30,145.55**
8	ALEXION PHARMACEUTICALS INC Security: ALXN		03/08/2011	50 3737	402.99	10/24/2012	95.0375	760 30		357.31
75	AMYRIS INC Security· AMRS		03/24/2011	31 7558	2,381.69	02/08/2012	8 6920	651.90	(1,729.79)	
17	AMYRIS INC Security. AMRS		05/18/2011	28.0317	476.54	02/08/2012	8.6917	147.76	(328.78)	
	Subtotals of Security: AMRS				**2,858.23**			**799.66**	**(2,058.57)**	**0.00**

Realized Gain/Loss Report

From 11/01/2011 To 10/31/2012 - Without Outside Holdings, Excluding Zero Gain/Loss, Excluding Non Reportable Transactions and Excluding Foreign Currency Contract(s)

Account: LANGDON FAMILY FOUNDATI/191-53709 1/8,2/6

Quantity	Description	Maturity Date	Acq Date	Unit Cost	Cost	Liq Date	Liq Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
	LONG TRANSACTIONS									
	Common Stock									
12	AMAZON COM INC Security: AMZN		05/27/2008	79.0325	948.39	03/15/2012	180 5583	2,166.70		1,218 31
3	AMAZON COM INC Security: AMZN		05/27/2008	79.0333	237.10	04/17/2012	187.6400	562 92		325.82
			Subtotals of Security: AMZN		**1,185.49**			**2,729.62**	**0.00**	**1,544.13**
78	INFOBLOX INC Security BLOX		04/26/2012	21.0584	1,642.56	09/07/2012	19.7994	1,544.36	(98.20)	
52	BIOMARIN PHARMACEUTICAL INC Security, BMRN		03/06/2012	34.5103	1,794.54	08/02/2012	37.0301	1,925.57	131.03	
46	CAVIUM INC Security CAVM		01/13/2010	23.3154	1,072.51	10/31/2012	32.4795	1,494.06		421.55
75	CAVIUM INC Security: CAVM		04/27/2010	30.0980	2,257.35	10/31/2012	32 4797	2,435.98		178 63
			Subtotals of Security: CAVM		**3,329.86**			**3,930.04**	**0.00**	**600.18**
11	CHIPOTLE MEXICAN GRILL INC Security: CMG		05/23/2007	75.1500	826.65	11/10/2011	333.6190	3,669.81		2,843.16
2	CHIPOTLE MEXICAN GRILL INC Security: CMG		05/23/2007	75.1500	150.30	11/10/2011	333.6200	667 24		516.94
6	CHIPOTLE MEXICAN GRILL INC Security CMG		05/23/2007	75 1500	450 90	03/05/2012	389 1016	2,334.61		1,883.71
8	CHIPOTLE MEXICAN GRILL INC Security: CMG		05/23/2007	75.1500	601 20	03/15/2012	397 8325	3,182.66		2,581.46
1	CHIPOTLE MEXICAN GRILL INC Security: CMG		05/23/2007	75.1500	75.15	04/17/2012	428 6600	428.66		353.51
2	CHIPOTLE MEXICAN GRILL INC Security CMG		09/12/2008	57 9150	115 83	04/17/2012	428 6600	857 32		741 49
			Subtotals of Security: CMG		**2,220.03**			**11,140.30**	**0.00**	**8,920.27**
143	EXACT SCIENCES CORP Security. EXAS		09/08/2011	7.9903	1,142.62	10/23/2012	9.1572	1,309.49		166.87
147	EXACT SCIENCES CORP Security. EXAS		05/09/2012	10.2817	1,511.42	10/23/2012	9.1572	1,346.12	(165.30)	
			Subtotals of Security: EXAS		**2,654.04**			**2,655.61**	**(165.30)**	**166.87**
53	FACEBOOK INC Security FB		05/18/2012	42.4200	2,248 26	05/18/2012	38 0139	2,014 74	(233.52)	
154	FIFTH & PACIFIC COMPANIES INC Security: FNP		03/14/2012	12 5864	1,938 31	07/17/2012	9.4047	1,448 33	(489 98)	
245	***OCADO GROUP PLC Security. GB00B3MBS747		01/19/2011 C	3.4089	835.20	12/21/2011	0 8233	201.73	(633 47)	

Please see important disclosures on Last Page.

Realized Gain/Loss Report

From 11/01/2011 To 10/31/2012 - Without Outside Holdings, Excluding Zero Gain/Loss, Excluding Non Reportable Transactions and Excluding Foreign Currency Contract(s)

Account: LANGDON FAMILY FOUNDATI/191-53709 1/8,2/6

Quantity	Description	Maturity Date	Acq Date	Unit Cost	Cost	Liq Date	Liq Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
	LONG TRANSACTIONS									
	Common Stock									
217	***OCADO GROUP PLC Security GB00B3MBS747		02/11/2011 C	4.1449	899 46	12/21/2011	0.8234	178 68	(720.78)	
	Subtotals of Security: GB00B3MBS747				**1,734.66**			**380.41**	**(1,354.25)**	**0.00**
61	***GIVEN IMAGING Security GIVN		10/20/2011	16 6649	1,016.56	04/27/2012	19.0075	1,159 46	142.90	
52	***GIVEN IMAGING Security GIVN		02/15/2012	19.6251	1,020.51	04/27/2012	19.0075	988.39	(32 12)	
	Subtotals of Security: GIVN				**2,037.07**			**2,147.85**	**110.78**	**0.00**
166	COMPLETE GENOMICS INC Security. GNOM		07/07/2011 C	15.4024	2,556.81	11/10/2011	4.2074	698.43	(1,858.38)	
75	***HDFC BK LTD Security: HDB		02/02/2005	9.0212	676 59	04/18/2012	33.9901	2,549.26		1,872 67
425	***HDFC BK LTD Security HDB		02/02/2005	8.9320	3,796.10	04/18/2012	33 9901	14,445 83		10,649 73
140	***HDFC BK LTD Security HDB		05/27/2011	32.7120	4,579.69	04/18/2012	33.6230	4,707 23	127 54	
200	***HDFC BK LTD Security HDB		02/02/2005	8 9320	1,786.40	04/26/2012	33.2012	6,640.24		4,853 84
	Subtotals of Security: HDB				**10,838.78**			**28,342.56**	**127.54**	**17,376.24**
45	***MICHAEL KORS HLDGS LTD Security KORS		02/01/2012	31 7591	1,429.16	07/11/2012	39 5500	1,779.75	350 59	
34	***MICHAEL KORS HLDGS LTD Security KORS		02/14/2012	40.7538	1,385.63	07/11/2012	39.5500	1,344 70	(40.93)	
	Subtotals of Security: KORS				**2,814.79**			**3,124.45**	**309.66**	**0.00**
39	LIQUIDITY SERVICES INC Security LQDT		03/14/2012	46 6094	1,817 77	07/05/2012	40 5135	1,580.03	(237 74)	
17	LIQUIDITY SERVICES INC Security: LQDT		05/18/2012	60.1652	1,022.81	07/05/2012	40 5135	688.73	(334.08)	
	Subtotals of Security: LQDT				**2,840.58**			**2,268.76**	**(571.82)**	**0.00**
30	LULULEMON ATHLETICA INC Security. LULU		04/27/2010	21.8760	656.28	03/05/2012	69.6850	2,090.55		1,434.27
35	LULULEMON ATHLETICA INC Security: LULU		04/27/2010	21.8760	765.66	10/23/2012	68.7440	2,406.04		1,640.38
	Subtotals of Security: LULU				**1,421.94**			**4,496.59**	**0.00**	**3,074.65**
64	MAKO SURGICAL CORP Security MAKO		04/04/2011	26 3129	1,684 03	10/23/2012	15.3940	985 22		(698.81)
31	MATTRESS FIRM HOLDING CORP Security. MFRM		02/06/2012	31 4616	975.31	04/27/2012	38.9709	1,208 10	232.79	

Please see important disclosures on Last Page.

Realized Gain/Loss Report

From 11/01/2011 To 10/31/2012 - Without Outside Holdings, Excluding Zero Gain/Loss, Excluding Non Reportable Transactions and Excluding Foreign Currency Contract(s)

Account: LANGDON FAMILY FOUNDATI/191-53709 1/8,2/6

Quantity	Description	Maturity Date	Acq Date	Unit Cost	Cost	Liq Date	Liq Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
	LONG TRANSACTIONS									
	Common Stock									
31	MATTRESS FIRM HOLDING CORP Security: MFRM		02/06/2012	31.4612	975.30	05/23/2012	30.7616	953 61	(21 69)	
			Subtotals of Security: MFRM		**1,950.61**			**2,161.71**	**211.10**	**0.00**
44	NUANCE COMMUNICATIONS INC Security: NUAN		10/18/2011	23.2263	1,021.96	04/17/2012	23.6902	1,042.37	20.41	
81	PROSHARES SHORT QQQ Security: PSQ		09/22/2011	33.6127	2,722.63	01/19/2012	28.8976	2,340.71	(381.92)	
23	PROSHARES SHORT QQQ Security: PSQ		09/30/2011	34.1173	784 70	01/19/2012	28.8973	664.64	(120.06)	
			Subtotals of Security: PSQ		**3,507.33**			**3,005.35**	**(501.98)**	**0.00**
8	RALPH LAUREN CORPORATION Security: RL		11/09/2011	152.3887	1,219 11	05/22/2012	138 5962	1,108 77	(110.34)	
3	RALPH LAUREN CORPORATION Security. RL		02/16/2012	176.3133	528.94	05/22/2012	138.5966	415 79	(113 15)	
			Subtotals of Security: RL		**1,748.05**			**1,524.56**	**(223.49)**	**0.00**
86	SOLAZYME INC Security. SZYM		06/10/2011	22.2200	1,910.92	02/15/2012	11.3847	979.09	(931 83)	
44	TRIPADVISOR INC Security· TRIP		04/27/2012	38 0756	1,675 33	07/25/2012	36.4415	1,603 43	(71.90)	
14	TRIPADVISOR INC Security. TRIP		05/02/2012	44 8435	627.81	07/25/2012	36 4414	510.18	(117.63)	
			Subtotals of Security: TRIP		**2,303.14**			**2,113.61**	**(189.53)**	**0.00**
20	UNDER ARMOUR INC Security. UA		03/09/2011	69 8025	1,396.05	01/26/2012	71.7635	1,435.27	39.22	
20	UNDER ARMOUR INC Security· UA		06/13/2011	67 3075	1,346.15	01/26/2012	71.7640	1,435 28	89.13	
			Subtotals of Security: UA		**2,742.20**			**2,870.55**	**128.35**	**0.00**
59	UBIQUITI NETWORKS INC Security: UBNT		11/17/2011	21 6488	1,277.28	05/02/2012	28 5835	1,686 43	409.15	
22	UBIQUITI NETWORKS INC Security: UBNT		11/29/2011	19.7381	434.24	05/02/2012	28.5831	628.83	194.59	
			Subtotals of Security: UBNT		**1,711.52**			**2,315.26**	**603.74**	**0.00**
42	WESTERN DIGITAL CORP Security: WDC		04/27/2012	39.3900	1,654.38	06/01/2012	30.3988	1,276.75	(377.63)	
28	***WESTPORT INNOVATIONS INC Security: WPRT		02/01/2012	43.4614	1,216 92	02/01/2012	38.0725	1,066 03	(150.89)	
95	ZIPCAR INC 'Security· ZIP		04/26/2011	27.8067	2,641.64	04/17/2012	13.3052	1,264 00	(1,377.64)	

Please see important disclosures on Last Page.

Realized Gain/Loss Report

From 11/01/2011 To 10/31/2012 - Without Outside Holdings, Excluding Zero Gain/Loss, Excluding Non Reportable Transactions and Excluding Foreign Currency Contract(s)

Account: LANGDON FAMILY FOUNDATI/191-53709 1/8,2/6

Quantity Description	Maturity Date	Acq Date	Unit Cost	Cost	Liq Date	Liq Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS									
Common Stock									
43 ZIPCAR INC Security. ZIP		02/16/2012	14.4113	619.69	04/17/2012	13 3053	572.13	(47.56)	
		Subtotals of Security: ZIP		3,261.33			1,836.13	(1,425.20)	0.00
		Subtotals of Common Stock		75,065.90			127,564.33	(8,987.96)	61,486.39
		Subtotals of LONG TRANSACTIONS		75,065.90			127,564.33	(8,987.96)	61,486.39
		Grand Total		75,065.90			127,564.33	(8,987.96)	61,486.39

52,498

Please see Important disclosures on Last Page.

Accourit Open Position Detail - Oct 31, 2012

:count: 53709 LANGDON FAMILY FOUNDATION

ccount	Mgr	RR	Equity	Target Ratio	Target	Risk Ratio	Leverage	L/S Ratio	YTD Realized Short Term	YTD Realized Long Term	Master Acct	Linked
3709	KL	955	115,134	6.00%	6,908	0.919	0.919	0.000	-5,775	53,302		☐

	Symbol	Trade Date	B	Quantity	Avg Price	Cost	Last Price	Value	Profit	Target Ratio	Tax Term	Description
.ong	AAPL	01/05/2010		25	214.9000	5,372.50	595.3200	14,883.00	9,510.50	2.15		APPLE INC
	ALXN	03/08/2011		26	50.3731	1,309.70	90.3800	2,349.88	1,040.18	0.34		ALEXION PHARMACEUTICALS INC
	AMZN	05/27/2008		5	79.0320	395.16	232.8931	1,164.47	769.31	0.17		AMAZON.COM INC
		12/04/2008		25	48.2588	1,206.47	232.8931	5,822.33	4,615.86	0.84		
	BNNY	04/03/2012		69	38.3800	2,648.22	39.5000	2,725.50	77.28	0.39		ANNIES INC
	CMG	09/12/2008		8	57.9150	463.32	254.5300	2,036.24	1,572.92	0.29		CHIPOTLE MEXICAN GRILL INC COMMON STOCK
		09/12/2008		12	57.9158	694.99	254.5300	3,054.36	2,359.37	0.44		
	DWRE	05/01/2012		92	27.2700	2,508.84	29.6900	2,731.48	222.64	0.40		DEMANDWARE INC
	EBAY	09/07/2012		28	49.6729	1,390.84	48.2600	1,351.28	-39.56	0.20		EBAY INC
		10/11/2012		24	47.7829	1,146.79	48.2600	1,158.24	11.45	0.17		
		10/18/2012		14	49.9443	699.22	48.2600	675.64	-23.58	0.10		
	FIO	06/28/2011		70	35.9987	2,519.91	23.6000	1,652.00	-867.91	0.24		FUSION-IO INC
		08/05/2011		22	26.2627	577.78	23.6000	519.20	-58.58	0.08		
		01/25/2012		22	26.9164	592.16	23.6000	519.20	-72.96	0.08		
		04/27/2012		39	28.1482	1,097.78	23.6000	920.40	-177.38	0.13		
	FIRE	09/27/2011		56	29.1464	1,632.20	42.7900	2,396.24	764.04	0.35		SOURCEFIRE INC
		02/15/2012		33	36.7015	1,211.15	42.7900	1,412.07	200.92	0.20		
		04/17/2012		17	50.1853	853.15	42.7900	727.43	-125.72	0.11		
	FRAN	03/15/2012		63	31.3100	1,972.53	29.5300	1,860.39	-112.14	0.27		FRANCESCAS HOLDINGS CORPORATION COM
		06/07/2012		20	25.7550	515.10	29.5300	590.60	75.50	0.09		
		09/06/2012		32	31.6634	1,013.23	29.5300	944.96	-68.27	0.14		
	HAIN	10/12/2012		35	59.9983	2,099.94	57.8000	2,023.00	-76.94	0.29		HAIN CELESTIAL GROUP INC
	IMG LN	05/17/2011		287	8.0661	2,314.97	7.3645	2,113.61	-201.36	0.31		***IMAGINATION TECHNOLOGIES GROUP PLC GBP0.10
	KORS	08/14/2012		28	47.9136	1,341.58	54.6900	1,531.32	189.74	0.22		***MICHAEL KORS HLDGS LTD US LISTED
	LL	10/24/2012		35	57.3680	2,007.88	55.8200	1,953.70	-54.18	0.28		LUMBER LIQUIDATORS HOLDINGS INC
	LNKD	08/16/2011		10	89.8290	898.29	106.9300	1,069.30	171.01	0.15		LINKEDIN CORPORATION COM CL A
		11/04/2011		7	84.0286	588.20	106.9300	748.51	160.31	0.11		

Account Open Position Detail - Oct 31, 2012

.count: 53709 LANGDON FAMILY FOUNDATION

	Symbol	Trade Date B	Quantity	Avg Price	Cost	Last Price	Value	Profit	Target Ratio	Tax Term	Description
ong	LULU	04/27/2010	19	21.8763	415.65	68.8415	1,307.99	892.34	0.19		LULULEMON ATHLETICA INC
		05/07/2010	76	19.0633	1,448.81	68.8415	5,231.95	3,783.14	0.76		
	MDVN	02/01/2012	56	33.4804	1,874.90	51.1200	2,862.72	987.82	0.41		MEDIVATION INC
	NFLX	10/31/2012	33	79.5373	2,624.73	79.2394	2,614.90	-9.83	0.38		NETFLIX COM INC
	NGVC	09/20/2012	76	22.8163	1,734.04	20.2800	1,541.28	-192.76	0.22		NATURAL GROCERS BY VITAMIN COTTAGE INC
	NOW	08/30/2012	46	30.8050	1,417.03	30.6500	1,409.90	-7.13	0.20		SERVICENOW INC COM
		10/25/2012	51	31.9841	1,631.19	30.6500	1,563.15	-68.04	0.23		
	P	07/21/2011	57	19.0139	1,083.79	8.4200	479.94	-603.85	0.07		PANDORA MEDIA INC
		08/10/2011	83	11.9180	989.19	8.4200	698.86	-290.33	0.10		
	PODD	12/07/2009	83	12.2911	1,020.16	21.2100	1,760.43	740.27	0.25		INSULET CORPORATION
	PRLB	05/03/2012	81	28.7367	2,327.67	34.7000	2,810.70	483.03	0.41		PROTO LABS INC COM
	SPLK	05/10/2012	73	33.5285	2,447.58	28.0300	2,046.19	-401.39	0.30		SPLUNK INC COM
	SSTK	10/11/2012	125	22.2200	2,777.50	23.7500	2,968.75	191.25	0.43		SHUTTERSTOCK INC COM
	SWI	03/09/2012	62	37.7760	2,342.11	50.5900	3,136.58	794.47	0.45		SOLARWINDS INC
	TFM	08/30/2012	34	56.6762	1,926.99	56.5900	1,924.06	-2.93	0.28		FRESH MARKET INC
	ULTA	06/12/2012	14	93.8607	1,314.05	92.1900	1,290.66	-23.39	0.19		ULTA SALON COSMETICS & FRAGRANCE INC
	UNFI	09/25/2012	33	61.2579	2,021.51	53.1400	1,753.62	-267.89	0.25		UNITED NATURAL FOODS INC
		10/11/2012	20	58.6640	1,173.28	53.1400	1,062.80	-110.48	0.15		
	WFM	03/19/2009	61	16.1254	983.65	94.7900	5,782.19	4,798.54	0.84		WHOLE FOODS MARKET INC
	YELP	03/06/2012	51	20.6106	1,051.14	24.1000	1,229.10	177.96	0.18		YELP INC CL A
		07/10/2012	43	24.2242	1,041.64	24.1000	1,036.30	-5.34	0.15		
		10/24/2012	41	27.8654	1,142.48	24.1000	988.10	-154.38	0.14		
	YHOO	07/16/2012	79	16.3519	1,291.80	16.8350	1,329.97	38.17	0.19		YAHOO INC
						Long Position Total:	105,764.48	30,611.69			
						Total:	105,764.48	30,611.69			

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. THE LANGDON FAMILY FOUNDATION	Employer identification number (EIN) or 13-4114123
File by the due date for filing your return See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. C/O K. LEGOTTE---188 E.78TH ST--APT 23A	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, N.Y. 10021	

Enter the Return code for the return that this application is for (file a separate application for each return) 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEVEN M. LEICHT

Telephone No. ▶ 212-921-5777 FAX No. ▶ 212-921-9756

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until JUNE 15 , 20 201to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning NOVEMBER 1 , 20 1011 and ending OCTOBER 31 , 20 12 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 1,113
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 13
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 1,100.00

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