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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

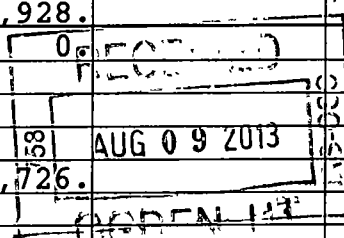
Name of foundation LAINOFF FAMILY FOUNDATION INC		A Employer identification number 13-3949510
Number and street (or P.O. box number if mail is not delivered to street address) 477 MADISON AVENUE, 10TH FL	Room/suite	B Telephone number 212-686-7160
City or town, state, and ZIP code NEW YORK, NY 10022		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,707,221. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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		7,452.		N/A	
2 Check ☐ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		677.	677.		STATEMENT 1
4 Dividends and interest from securities		98,843.	98,843.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		34,408.			
b Gross sales price for all assets on line 6a	506,315.				
7 Capital gain net income (from Part IV, line 2)			34,408.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		141,380.	133,928.		
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 3	7,452.	3,726.		3,726.
c Other professional fees					
17 Interest					
18 Taxes	STMT 4	2,368.	2,368.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	17,469.	17,176.		293.
24 Total operating and administrative expenses. Add lines 13 through 23		27,289.	23,270.		4,019.
25 Contributions, gifts, grants paid		174,500.			174,500.
26 Total expenses and disbursements. Add lines 24 and 25		201,789.	23,270.		178,519.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-60,409.			
b Net investment income (if negative, enter -0-)			110,658.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses

Revenue



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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	272,821.	202,154.	202,154.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	103,325.	105,584.	111,453.
	b Investments - corporate stock STMT 7	1,409,042.	1,417,042.	1,675,430.
	c Investments - corporate bonds STMT 8	1,638,661.	1,638,660.	1,718,184.
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ... ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	3,423,849.	3,363,440.	3,707,221.	
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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,423,849.	3,363,440.	
30 Total net assets or fund balances	3,423,849.	3,363,440.		
31 Total liabilities and net assets/fund balances	3,423,849.	3,363,440.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,423,849.
2 Enter amount from Part I, line 27a	2	-60,409.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,363,440.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,363,440.

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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 STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 506,315.		471,907.	34,408.

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			34,408.

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	34,408.
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 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))
2011	167,294.	3,835,132.	.043621
2010	167,798.	3,359,760.	.049943
2009	233,983.	3,597,963.	.065032
2008	125,298.	4,120,366.	.030409
2007	102,778.	3,682,593.	.027909

2 Total of line 1, column (d)	2	.216914
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	.043383
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,737,336.
5 Multiply line 4 by line 3	5	162,137.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,107.
7 Add lines 5 and 6	7	163,244.
8 Enter qualifying distributions from Part XII, line 4	8	178,519.

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 1,107.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2 0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3 1,107.
3 Add lines 1 and 2		4 0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5 1,107.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,516.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 1,516.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 409.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	11 0.	

Part VII A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</u>		
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► N/A	13	X	
14	The books are in care of ► HERTZ, HERSON & CO, LLP Telephone no. ► 212-686-7160 Located at ► 477 MADISON AVENUE, NEW YORK, NY ZIP+4 ► 10022			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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?

N/A

7b

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

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

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

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A

0.

2

3

4

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NONE

0.

2

All other program-related investments. See instructions.

3 NONE

0.

Total. Add lines 1 through 3

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,471,302.
b	Average of monthly cash balances	1b	322,948.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,794,250.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d.	3	3,794,250.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,914.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,737,336.
6	Minimum investment return. Enter 5% of line 5	6	186,867.

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	186,867.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,107.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,107.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	185,760.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	185,760.
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	185,760.

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	178,519.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	178,519.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,107.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	177,412.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				185,760.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			164,859.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 178,519.				
a Applied to 2011, but not more than line 2a			164,859.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				13,660.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				172,100.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SCHEDULE ATTACHED	N/A	PUBLIC	GENERAL CHARITABLE & EDUCATIONAL PURPOSES	174,500.
Total			3a	174,500.
b Approved for future payment				
NONE				
Total			3b	0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

✓ 8/3/13
Date


Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN	
------	--

BRIAN J GLOZNEK

15.

7/26/13

P00106849

Firm's name ► **HERTZ HERSON LLP**

Firm's EIN ► 13-5676811

Firm's address ► **477 MADISON AVENUE**
NEW YORK, NY 10022

Phone no. 212-686-7160

Form **990-PF** (2012)

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

2012

Name of the organization

Employer identification number

LAINOFF FAMILY FOUNDATION INC

13-3949510

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)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

LAINOFF FAMILY FOUNDATION INC**13-3949510****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
<u>1</u>	<u>CAROLE LAINOFF</u> <u>205 WEST 76 STREET, APT #804</u> <u>NEW YORK, NY 10023</u>	\$ <u>7,452.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

13-3949510

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

Lainoff Family Foundation
Attachment to Form 990-PF Schedule XV
EIN 13-3949510
December 31, 2012

Name	Amount
Anti-Defamation League	5,000.00
Arlington Free Clinic	25,000.00
Bread For The City	3,000.00
Bright Beginnings	2,500.00
Capital Area Food Bank	2,000.00
Comfort For America's Uniformed Services	2,500.00
Critical Exposure	1,000.00
DC Arts & Humanities	2,500.00
DC Central Kitchen	2,000.00
Fairfax CASA	15,000.00
For Love of Children	7,500.00
Free Minds Book Club	3,000.00
Healthy Babies Project Inc	2,500.00
Higher Achievement DC Program	3,000.00
Homestretch	1,000.00
Horton's Kids	7,500.00
Iona Senior Services	2,500.00
Jubilee Jumpstart	2,500.00
Jumpstart DC	2,500.00
Life Pieces to Masterpieces	3,000.00
Little Lights Urban Ministries	1,000.00
Mary's Center	2,500.00
Neediest Kids	5,000.00
Playworks	2,500.00
Sinai House	1,000.00
Patricia M Sitar Center for the Arts	5,000.00
Thrive DC	5,000.00
Top Banana	2,500.00
Washington Nationals Youth Baseball Academy	45,000.00
A Wider Circle	5,000.00
Yellow Ribbon Fund	2,000.00
Young Playwrights' Theatre	2,500.00
	174,500.00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	LAINOFF FAMILY FOUNDATION, INC.	X 13-3949510
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O HERTZ HERSON & CO., LLP 477 MADISON AVENUE City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10022	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 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 ► _____

Telephone No. ► _____ FAX No. ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 12 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	0.00
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 \$	0.00
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.00

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

LAINOFF FAMILY FOUNDATION INC

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	100 SHS BLACKROCK INC	P	02/13/12	04/11/12
b	650 SHS CYPRESS SEMICONDUCTOR CORP	P	01/19/12	06/07/12
c	800 SHS FREEPORT MCMORAN COPPER & GOLD	P	08/14/12	12/05/12
d	3500 SHS ISHARES MSCI JAPAN INDEX FUND	P	03/04/11	01/31/12
e	100 SHS POTASH CORP OF SASKATCHEWAN INC CANADIAN	P	09/05/12	11/20/12
f	1100 SHS SILVER WHEATON CORP	P	07/12/11	05/08/12
g	4000 SHS APOLLO INVESTMENT CORPORATION	P	02/10/10	02/09/12
h	1950 SHS CYPRESS SEMICONDUCTOR CORP CYPRESS SEMIC	P	02/01/10	06/07/12
i	650 SHS GOLDCORP INC NEW	P	03/15/10	04/26/12
j	450 SHS GOLDCORP INC NEW	P	10/15/10	04/26/12
k	30 SHS GOOGLE INC CL A	P	01/28/10	08/27/12
l	700 SHS INVESCO LTD	P	03/11/10	04/11/12
m	900 SHS INVESCO LTD	P	06/04/10	04/11/12
n	250 SHS PHILIP MORRIS INTERNATIONAL INC	P	09/09/09	10/18/12
o	150 SHS PHILIP MORRIS INTERNATIONAL INC	P	09/09/09	04/19/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 19,895.		19,151.	744.
b 8,622.		11,206.	-2,584.
c 26,220.		28,901.	-2,681.
d 33,325.		39,874.	-6,549.
e 3,825.		4,121.	-296.
f 28,947.		40,194.	-11,247.
g 28,215.		40,612.	-12,397.
h 25,865.		20,281.	5,584.
i 25,001.		25,343.	-342.
j 17,308.		20,113.	-2,805.
k 20,111.		16,075.	4,036.
l 17,349.		13,796.	3,553.
m 22,306.		16,408.	5,898.
n 22,106.		11,795.	10,311.
o 12,976.		7,077.	5,899.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			744.
b			-2,584.
c			-2,681.
d			-6,549.
e			-296.
f			-11,247.
g			-12,397.
h			5,584.
i			-342.
j			-2,805.
k			4,036.
l			3,553.
m			5,898.
n			10,311.
o			5,899.

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

LAINOFF FAMILY FOUNDATION INC

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	250 SHS PHILIP MORRIS INTERNATIONAL INC	P	02/02/10	02/22/12
b	150 SHS POTASH CORP OF SASKATCHEWAN INC CANADIAN	P	12/13/10	11/20/12
c	600 SHS POTASH CORP OF SASKATCHEWAN INC CANADIAN	P	11/07/11	11/20/12
d	550 SHS SANOFI AVENTIS SPONS ADR	P	10/05/10	08/17/12
e	800 SHS TREASURY WINE ESTATES US LISTED	P	07/13/11	08/31/12
f	4200 SHS TREASURY WINE ESTATES US LISTED	P	07/14/11	08/31/12
g	300 SHS TREASURY WINE ESTATES US LISTED	P	08/03/11	08/31/12
h	350 SHS UNITED PARCEL SVC INC CL B	P	09/09/09	05/23/12
i	400 SHS UNITED PARCEL SVC INC CL B	P	02/02/10	04/26/12
j	150 SHS UNITED PARCEL SVC INC CL B	P	02/02/10	05/23/12
k	75 SHS VALMONT INDUSTRIES INC	P	10/29/10	05/23/12
l	175 SHS VALMONT INDUSTRIES INC	P	10/29/10	04/02/12
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 20,558.		11,872.	8,686.
b 5,738.		6,880.	-1,142.
c 22,952.		28,180.	-5,228.
d 22,545.		18,836.	3,709.
e 3,800.		2,919.	881.
f 19,951.		15,666.	4,285.
g 1,425.		1,069.	356.
h 25,954.		19,367.	6,587.
i 30,914.		23,564.	7,350.
j 11,123.		8,837.	2,286.
k 8,609.		5,931.	2,678.
l 20,675.		13,839.	6,836.
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			8,686.
b			-1,142.
c			-5,228.
d			3,709.
e			881.
f			4,285.
g			356.
h			6,587.
i			7,350.
j			2,286.
k			2,678.
l			6,836.
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	34,408.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
NEUBERGER BERMAN - NOMINEE	677.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	677.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NEUBERGER BERMAN - CORP BOND INTEREST	58,605.	0.	58,605.
NEUBERGER BERMAN - NOMINEE DIVIDENDS	37,452.	0.	37,452.
NEUBERGER BERMAN - US GOVT INTEREST	2,786.	0.	2,786.
TOTAL TO FM 990-PF, PART I, LN 4	98,843.	0.	98,843.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HERTZ HERSON & COMPANY, LLP	7,452.	3,726.		3,726.
TO FORM 990-PF, PG 1, LN 16B	7,452.	3,726.		3,726.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	2,368.	2,368.		0.
TO FORM 990-PF, PG 1, LN 18	2,368.	2,368.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	17,110.	17,110.		0.	
NY STATE FILING FEE	250.	0.		250.	
STATUTORY ADVERTISEMENT	43.	0.		43.	
ADR FEES	66.	66.		0.	
TO FORM 990-PF, PG 1, LN 23	17,469.	17,176.		293.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US TSY NT 05 YR INFLATION INDEXED .500%	X		105,584.	111,453.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			105,584.	111,453.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			105,584.	111,453.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
1650 SHS ALLSTATE CORP	55,416.		66,281.	
1050 SHS AMERICAN EXPRESS COMPANY	54,551.		60,354.	
1100 SHS AMERICAN INTERNATIONAL GROUP	38,485.		38,830.	
750 SHS APACHE CORP	31,519.		58,875.	
275 SHS BLACKROCK INC	49,515.		56,845.	
900 SHS BOEING CO	59,868.		67,824.	
1600 SHS CENOVUS ENERGY INC	37,255.		53,553.	
2050 SHS CISCO SYSTEMS INC	38,707.		40,281.	
1000 SHS CRESCENT POINT ENERGY CORP	40,277.		37,824.	
450 SHS DEERE & CO	37,222.		38,889.	
1400 SHS EMC CORP-MASS	20,580.		35,420.	
525 SHS FRANKLIN RESOURCES INC	54,150.		65,993.	
40 SHS GOOGLE INC CL A	17,975.		28,295.	
45 SHS GOOGLE INC CL A	23,832.		31,832.	

850 SHS HONEYWELL INTL INC	37,887.	53,950.
1800 SHS INTEL CORP	46,993.	37,116.
2200 SHS JOHNSON & JOHNSON	135,813.	154,220.
1400 SHS KUBOTA CORPORATION ADR	63,766.	80,668.
1800 SHS LINEAR TECHNOLOGY CORP	60,073.	61,740.
1200 SHS MICROCHIP TECHNOLOGY INC	37,464.	39,108.
1900 SHS MICROSOFT CORP	56,808.	50,748.
600 SHS NEWMONT MINING CORP HLDG	28,539.	27,864.
200 SHS PHILIP MORRIS INTL INC	9,436.	16,728.
450 SHS POTASH CORP OF SASKATCHEWAN INC	15,397.	18,315.
300 SHS POTASH CORP OF SASKATCHEWAN INC	12,363.	12,210.
1050 SHS RANGE RESOURCES CORP	50,370.	65,971.
1150 SHS SANOFI AVENTIS SPONS ADR	39,268.	54,487.
700 SHS SCHLUMBERGER LTD	47,611.	48,509.
650 SHS SOCIEDAD QUIMICA MINERA DE CHILE	38,803.	37,466.
600 SHS SOUTHWESTERN ENERGY CO	27,376.	20,046.
500 SHS SPDR GOLD TR GOLD SHS	53,744.	81,010.
3300 SHS TREASURY WINE ESTATES US LISTED	8,302.	16,091.
1900 SHS TREASURY WINE ESTATES US LISTED	6,773.	9,265.
1950 SHS UNILEVER NV	61,135.	74,685.
250 SHS VALMONT INDUSTRIES INC	19,769.	34,137.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,417,042.	1,675,430.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMGEN INC SR UNSECURED 2.300%	99,131.	103,965.
ANADARKO PETE CORP SR NOTE 5.950%	49,022.	57,556.
ANHEUSER BUSCH INBEV WOR SR NT 1.500%	99,997.	101,444.
BHP BILLITON FINANCE USA NOTE 4.800%	49,991.	50,626.
CHURCH & DWIGHT INC 3.350%	49,934.	52,583.
CISCO SYS SR NT 1.625%	99,881.	101,496.
EXELON CORP NOTE 4.900%	46,563.	54,427.
FPL GROUP CAP INC 2.550%	99,934.	101,579.
GOLDMAN SACHS GROUP INC 5.625%	50,388.	54,859.
HEALTH CARE REIT SR UNSECURED NT 3.625%	99,638.	105,597.
INTERNATIONAL BUSINESS MACHINES CORP 2.000%	99,678.	103,327.
JPMORGAN CHASE & CO NOTE 4.650%	49,688.	52,681.
KINDER MORGAN ENERGY PARTNERS LP 5.000%	50,475.	51,891.
KRAFT FOODS INC 4.125%	102,319.	108,951.
LIMITED BRANDS INC 5.250%	49,500.	52,500.
POTASH CORP SASK INC SR NOTES 5.250%	49,972.	53,088.
SPECTRA ENERGY PARTNERS LP SR NT 2.950%	99,893.	102,931.
STATE STREET CORP SR NOTE 4.300%	50,195.	52,699.
UNILEVER CAP CORP 3.650%	49,643.	51,697.
VENTAS REALTY LTD PARTNERSHIP NT 3.125%	99,468.	105,423.
WAL MART STORES INC NOTES 3.200%	92,090.	93,493.
WESTINGHOUSE AIR BRAKE CO 6.875%	51,063.	51,375.

LAINOFF FAMILY FOUNDATION INC

13-3949510

YUM BRANDS INC 4.250%

50,197.

53,996.

TOTAL TO FORM 990-PF, PART II, LINE 10C

1,638,660.

1,718,184.