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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
LAND FAMILY FOUNDATION

A Employer identification number
22-3553116

Number and street (or P O box number if mail is not delivered to street address)
60 DEER HILL ROAD BOX 373

Room/suite

B Telephone number (see instructions)

City or town, state, and ZIP code
CORNWALL ON HUDSON, NY 12520

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)* ▶$ 286,498

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	11	11	11	
	4	Dividends and interest from securities	5,124	5,124	5,124	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,528			
	b	Gross sales price for all assets on line 6a 150,699				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	2,965		2,965	
	12	**Total.** Add lines 1 through 11	9,628	5,135	8,100	
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)	1,500			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	127	127		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,424	4,640		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,051	4,767		0
	25	Contributions, gifts, grants paid	57,183			57,183
	26	**Total expenses and disbursements.** Add lines 24 and 25	64,234	4,767		57,183
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-54,606			
	b	**Net investment income** (if negative, enter -0-)		368		
	c	**Adjusted net income** (if negative, enter -0-)			8,100	

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	3,324	10,930	10,930
	2 Savings and temporary cash investments			
	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 page 15 of the 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)	300,445	238,672	260,926
	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)	13,657	14,412	14,642
	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)	317,426	264,014	286,498
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	
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	317,426	264,014	
	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			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	317,426	264,014	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	317,426	264,014	

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	317,426
2	Enter amount from Part I, line 27a	2	-54,606
3	Other increases not included in line 2 (itemize) ▶	3	1,194
4	Add lines 1, 2, and 3	4	264,014
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	264,014

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			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	58,335	348,842	0 167225
2010	47,125	466,786	0 100956
2009			
2008			
2007			

2	**Total** of line 1, column (d).	2	0 268181
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 134091
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	295,909
5	Multiply line 4 by line 3.	5	39,679
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4
7	Add lines 5 and 6.	7	39,683
8	Enter qualifying distributions from Part XII, line 4.	8	57,183

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 page 18 of the 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	4
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	4
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	4
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	
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	4
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ | **Refunded** ▶	11	

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		No
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		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
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		
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶SCOTT SHAPIRO Telephone no ▶(201) 327-0400

Located at ▶900C LAKE STREET RAMSEY NJ ZIP+4 ▶07446

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 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?	16		No

See 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 page 20 of the 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 2012?	1c		
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 ▶ 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 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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? **6b** No

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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
DOUGLAS S LAND 60 DEER HILL ROAD PO BOX 373 CORNWALL ON HUDSON, NY 12570	PRESIDENT 7 00	0	0	0

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

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

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

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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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	290,178
b	Average of monthly cash balances	1b	10,237
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	300,415
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	300,415
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,506
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	295,909
6	**Minimum investment return.** Enter 5% of line 5	6	14,795

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	14,795
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4
3	Distributable amount before adjustments Subtract line 2c from line 1			3	14,791
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	14,791
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	14,791

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	57,183
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	57,183
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	4
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	57,179

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					14,791
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.	57,786				
b From 2008.	60,400				
c From 2009.	48,075				
d From 2010.	47,125				
e From 2011.	40,893				
f **Total** of lines 3a through e.		254,279			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 57,183					
a Applied to 2011, 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 2012 distributable amount.					14,791
e Remaining amount distributed out of corpus		42,392			
5 Excess distributions carryover applied to 2012 *(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		296,671			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		57,786			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		238,885			
10 Analysis of line 9					
a Excess from 2008. . . .	60,400				
b Excess from 2009. . . .	48,075				
c Excess from 2010. . . .	47,125				
d Excess from 2011. . . .	40,893				
e Excess from 2012. . . .	42,392				

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 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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 or e-mail of the person to whom applications should be addressed

DOUG LAND
C/O WEBER SHAPIRO 900C LAKE STREET
RAMSEY, NJ 07446

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

NO REQUIREMENTS

c Any submission deadlines

NONE

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

NONE

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 Additional Data Table				
Total . . . . ▶ **3a**				57,183
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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					11
4 Dividends and interest from securities. . . .			14	5,124	
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			18	1,528	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a K-1 ICAHN ENTERPRISES LP			18	1,195	
b K-1 THE BLACKSTONE GROUP			18	31	
c K-1 OAKTREE CAPITAL GROUP			18	48	
d K-1 KKR & CO			18	203	
e TAX REFUND			1	1,488	
12 Subtotal Add columns (b), (d), and (e). .				9,617	11

13 Total. Add line 12, columns (b), (d), and (e). **13** 9,628

(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)

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)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-07-30	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MARK S WEBER	MARK S WEBER	2013-07-29		

Firm's name ▶	WEBER SHAPIRO & COMPANY LLP	Firm's EIN ▶
Firm's address ▶	900C LAKE ST RAMSEY, NJ 074461246	Phone no (201) 327-0400

Form 990PF Part XV Line 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*				
A WISH & A SMILE INC 326 WEST 83RD STREET NEW YORK, NY 10024			EDUCATION	1,000
AIF AMERICAN INDIA FOUNDATION 216 E 45TH STREET 7TH FLOOR NEW YORK, NY 10017			EDUCATION	1,000
AMERICAN FRIENDS OF THE HEBREW ONE BATTERY PLAZA 25TH FLOOR NEW YORK, NY 10004			EDUCATION	1,000
AMERICAN INDIAN FOUNDATION 216 E 45TH STREET 7TH FLOOR NEW YORK, NY 10017			EDUCATION	1,500
ANTI DEFAMATION LEAGUE 605 THIRD AVENUE 9TH FLOOR NEW YORK, NY 10158			EDUCATION	5,000
BLACK ROCK FOREST CONSORTIUM 235 RESERVIOR ROAD CORNWALL, NY 12518			ENVIRONMENATL PROTECTION	1,500
CLEARWATER 2555 N ARHERTON STREET STATE COLLEGE, PA 16803			ENVIRONMENTAL PROTECTION	250
CORNWALL HISTORICAL SOCIETY P O BOX 393 CORNWALL HDSN, NY 12520			ENVIRONMENTAL PROTECTION	100
DOWNING FILM CENTER 20 FORSYTHE PLACE NEWBURGH, NY 12550			EDUCATION	100
ENVIRONMENTAL ADVOCATES OF NY 353 HAMILTON ST ALBANY, NY 12210			ENVIRONMENTAL PROTECTION	250
FRACTURED ATLAS WITH RAIL 248 WEST 35TH STREET 5TH FLOOR NEW YORK, NY 10001			EDUCATION	1,000
HUDSON HIGHLANDS LAND TRU PO BOX 226 GARRISON, NY 10524			ENVIRONMENTAL PROTECTION	7,500
HUDSON HIGHLANDS NATURE M 25 BOULEVARD CORNWALL ON HUDSON, NY 12520			EDUCATION	16,008
HUDSON VALLEY SHAKESPEARE 155 MAIN STREET COLD SPRING, NY 10516			EDUCATION	100
LAND TRUST ALLIANCE 1660 L STREET NW WASHINGTON, DC 20036			ENVIRONMENTAL PROTECTION	250

Form 990PF Part XV Line 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*				
NY PUBLIC RADIO 160 VARICK STREET NEW YORK, NY 10013			EDUCATION	150
ORANGE COUNTY LAND TRUST PO BOX 2442 MIDDLETOWN, NY 10940			ENVIRONMENTAL PROTECTION	11,500
RAILROAD PLAYHOUSE PO BOX 932 NEWBURGH, NY 12551			EDUCATION	2,000
SCENIC HUDSON ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE, NY 12601			ENVIRONMENTAL PROTECTION	1,500
STORM KING ART CENTER OLD PLEASANT HILL ROAD MOUNTAINVIEW, NY 10953			ART EDUCATION	1,750
THE POSSE FOUNDATION 14 WALL STREET SUITE 8A-60 NEW YORK, NY 10005			ENVIRONMENATL PROTECTION	1,000
UJA 130 EAST 59TH STREET NEW YORK, NY 10022			EDUCATION	2,075
WOMEN'S STUDIO WORKSHIP 722 BINNERWATER LANE ROSENDALE, NY 12472			EDUCATION	250
RITZ THEATER 111 BROADWAY NEWBURGH, NY 12550			EDUCATION	150
THE WOMEN OF ACHIEVEMENT ORANGE 484 TEMPLE HILL ROAD NEW WINDSOR, NY 12553			EDUCATION	250
Total . . . . ▶ **3a**				57,183

TY 2012 Accounting Fees Schedule

Name: LAND FAMILY FOUNDATION

EIN: 22-3553116

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,500			

TY 2012 Compensation Explanation

Name: LAND FAMILY FOUNDATION

EIN: 22-3553116

Person Name	Explanation
DOUGLAS S LAND	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: LAND FAMILY FOUNDATION
EIN: 22-3553116

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
AIR LEASE CORP	2011-11	PURCHASE	2012-02		483	414			69	
AIR LEASE CORP	2011-11	PURCHASE	2012-04		1,283	1,154			129	
AIR LEASE CORP	2011-11	PURCHASE	2012-04		436	393			43	
AIR LEASE CORP	2011-11	PURCHASE	2012-06		1,164	1,222			-58	
ANGLO AMERICAN PLC ADR	2010-01	PURCHASE	2012-12		584	944			-360	
AUTONATION INC	2011-08	PURCHASE	2012-07		522	498			24	
AUTONATION INC	2011-08	PURCHASE	2012-12		627	569			58	
AUTOZONE INC	2011-11	PURCHASE	2012-02		358	329			29	
AUTOZONE INC	2011-11	PURCHASE	2012-10		1,467	1,317			150	
BEIJING CAP INTL ARPT	2012-07	PURCHASE	2012-07		736	2,154			-1,418	
BEIJING CAP INTL ARPT	2007-07	PURCHASE	2012-12		1,369	3,538			-2,169	
BERKSHIRE HATHAWAY	2007-07	PURCHASE	2012-02		470	2,750			-2,280	
BERKSHIRE HATHAWAY	2007-07	PURCHASE	2012-07		836	4,583			-3,747	
BHP BILLITON LIMITED	2010-01	PURCHASE	2012-02		2,263	2,293			-30	
BHP BILLITON LIMITED	2010-01	PURCHASE	2012-04		1,514	1,720			-206	
BHP BILLITON LIMITED	2010-01	PURCHASE	2012-06		1,895	2,539			-644	
BROOKFIELD ASSET MANAGEMENT	2010-08	PURCHASE	2012-02		218	179			39	
BROOKFIELD ASSET MANAGEMENT	2010-08	PURCHASE	2012-07		1,504	1,125			379	
BROOKFIELD ASSET MANAGEMENT	2010-08	PURCHASE	2012-12		869	639			230	
BROOKFIELD RESIDENTIAL PPTYS INC	2012-04	PURCHASE	2012-12		370	248			122	
CANADIAN NATURAL	2007-07	PURCHASE	2012-06		841	2,158			-1,317	
CANADIAN NATURAL	2010-01	PURCHASE	2012-06		651	1,685			-1,034	
CANADIAN NATURAL	2010-06	PURCHASE	2012-06		81				81	
CANADIAN NATURAL	2010-06	PURCHASE	2012-07		448				448	
CANADIAN OIL SANDS TRUST	2010-01	PURCHASE	2012-01		1,519	1,670			-151	
CANADIAN OIL SANDS TRUST	2010-01	PURCHASE	2012-03		1,606	1,967			-361	
CANADIAN OIL SANDS TRUST	2010-01	PURCHASE	2012-12		20	27			-7	
CANADIAN OIL SANDS TRUST	2010-11	PURCHASE	2012-12		971	1,246			-275	
CBOE HOLDINGS	2010-11	PURCHASE	2012-02		957	840			117	
CBOE HOLDINGS	2010-11	PURCHASE	2012-03		1,685	1,488			197	
CBOE HOLDINGS	2010-11	PURCHASE	2012-05		1,641	1,560			81	
CBOE HOLDINGS	2010-11	PURCHASE	2012-07		704	600			104	
CBOE HOLDINGS	2010-11	PURCHASE	2012-12		868	696			172	
CENOVUS ENERGY	2010-01	PURCHASE	2012-02		387	256			131	
CENOVUS ENERGY	2010-01	PURCHASE	2012-05		1,589	1,253			336	
CENOVUS ENERGY	2010-01	PURCHASE	2012-05		1,169	946			223	
CHEUNG KONG HOLDINGS	2011-03	PURCHASE	2012-02		936	1,090			-154	
CHEUNG KONG HOLDINGS	2011-03	PURCHASE	2012-03		1,340	1,652			-312	
CHEUNG KONG HOLDINGS	2011-03	PURCHASE	2012-03		1,561	1,916			-355	
CHEUNG KONG HOLDINGS	2011-03	PURCHASE	2012-04		1,493	1,933			-440	
CHEUNG KONG HOLDINGS	2011-03	PURCHASE	2012-04		900	1,190			-290	
CME GROUP	2008-06	PURCHASE	2012-04		1,393	2,209			-816	
CME GROUP	2008-06	PURCHASE	2012-04		1,640	2,650			-1,010	
CME GROUP	2008-06	PURCHASE	2012-05		540	883			-343	
CME GROUP	2008-06	PURCHASE	2012-05		1,080	1,748			-668	
CME GROUP	2008-06	PURCHASE	2012-05		1,003	1,748			-745	
CME GROUP	2008-06	PURCHASE	2012-05		259	437			-178	
CME GROUP	2010-11	PURCHASE	2012-05		1,297	1,452			-155	
COLFAX CORP	2011-11	PURCHASE	2012-02		387	264			123	
COLFAX CORP	2011-11	PURCHASE	2012-12		344	216			128	
CONTINENTAL RESOURCES	2011-11	PURCHASE	2012-02		574	449			125	
CONTINENTAL RESOURCES	2011-11	PURCHASE	2012-06		1,162	1,090			72	
CONTINENTAL RESOURCES	2011-11	PURCHASE	2012-06		410	377			33	
CONTINENTAL RESOURCES	2011-11	PURCHASE	2012-12		216	189			27	
CSX CORP	2010-01	PURCHASE	2012-06		331	269			62	
CSX CORP	2010-01	PURCHASE	2012-07		489	369			120	
CSX CORP	2010-01	PURCHASE	2012-12		472	403			69	
DISH NETWORK CORP	2011-08	PURCHASE	2012-02		908	737			171	
DISH NETWORK CORP	2011-08	PURCHASE	2012-07		405	333			72	
DISH NETWORK CORP	2011-08	PURCHASE	2012-12		628	404			224	
DREAMWORKS ANIMATION	2011-08	PURCHASE	2012-02		276	300			-24	
DREAMWORKS ANIMATION	2011-08	PURCHASE	2012-07		406	420			-14	
DREAMWORKS ANIMATION	2011-08	PURCHASE	2012-12		386	480			-94	
ECHOSTAR CORP	2011-08	PURCHASE	2012-02		286	236			50	
ECHOSTAR CORP	2011-08	PURCHASE	2012-12		292	236			56	
EQUITY LIFESTYLE	2011-07	PURCHASE	2012-07		350	339			11	
FAIRFAX FINANCIAL	2011-10	PURCHASE	2012-07		394	376			18	
FOREST CITY ENTERPRISE	2010-08	PURCHASE	2012-02		692	555			137	
FOREST CITY ENTERPRISE	2010-08	PURCHASE	2012-07		501	419			82	
FOREST CITY ENTERPRISE	2010-08	PURCHASE	2012-12		459	370			89	
FRANCO NEVADA CORP	2010-01	PURCHASE	2012-01		2,633	1,716			917	
FRANCO NEVADA CORP	2010-01	PURCHASE	2012-02		1,702	1,014			688	
FRANCO NEVADA CORP	2010-01	PURCHASE	2012-07		326	182			144	
FRANCO NEVADA CORP	2010-01	PURCHASE	2012-12		333	156			177	
FREEPORT MCMORAN COPPER	2010-01	PURCHASE	2012-06		494	631			-137	
FREEPORT MCMORAN COPPER	2010-01	PURCHASE	2012-06		1,338	1,768			-430	
FREEPORT MCMORAN COPPER	2010-01	PURCHASE	2012-07		282	337			-55	
FREEPORT MCMORAN COPPER	2010-01	PURCHASE	2012-07		2,441	3,030			-589	
GENERAL GROWTH PROPERTIEIS	2010-11	PURCHASE	2012-02		1,027	1,049			-22	
GENERAL GROWTH PROPERTIEIS	2010-11	PURCHASE	2012-07		532	499			33	
GENERAL GROWTH PROPERTIEIS	2010-11	PURCHASE	2012-12		603	533			70	
GOOGLE INCL CL A	2011-10	PURCHASE	2012-06		575	588			-13	
GREENLIGHT CAPITAL	2011-07	PURCHASE	2012-12		838	913			-75	
HELLENIC EXCHANGE HLDG	2012-03	PURCHASE	2012-07		576	772			-196	
HENDERSON LAND DEVELOPMENT	2011-03	PURCHASE	2012-02		731	825			-94	
HENDERSON LAND DEVELOPMENT	2011-03	PURCHASE	2012-07		368	471			-103	
HENDERSON LAND DEVELOPMENT	2011-03	PURCHASE	2012-11		1,394	1,387			7	
HENDERSON LAND DEVELOPMENT	2011-03	PURCHASE	2012-11		1,397	1,387			10	
HENDERSON LAND DEVELOPMENT	2011-03	PURCHASE	2012-12		421	423			-2	
HOWARD HUGHES CORP	2010-11	PURCHASE	2012-02		1,251				1,251	
HOWARD HUGHES CORP	2010-11	PURCHASE	2012-07		871				871	
HOWARD HUGHES CORP	2011-03	PURCHASE	2012-07		622	624			-2	
HOWARD HUGHES CORP	2011-03	PURCHASE	2012-12		1,819	1,560			259	
ICAHN ENTERPRISES LTD PARTNERSHIP DE	2007-07	PURCHASE	2012-07		1,148	2,657			-1,509	
IMPERIAL OIL LTD	2010-01	PURCHASE	2012-02		477	365			112	
IMPERIAL OIL LTD	2010-01	PURCHASE	2012-12		429	365			64	
INTERCONTINENTAL EXCHANGE	2009-07	PURCHASE	2012-05		1,448	994			454	
INTERCONTINENTAL EXCHANGE	2010-11	PURCHASE	2012-05		658	568			90	
KKR & COMPANY DEL	2012-01	PURCHASE	2012-12		206	208			-2	
LAS VEGAS SANDS CORP	2010-08	PURCHASE	2012-01		1,878	1,218			660	
LAS VEGAS SANDS CORP	2010-08	PURCHASE	2012-02		1,672	878			794	
LAS VEGAS SANDS CORP	2010-08	PURCHASE	2012-07		649	425			224	
LAS VEGAS SANDS CORP	2010-08	PURCHASE	2012-12		640	396			244	
LAS VEGAS SANDS CORP	2010-08	PURCHASE	2012-12		1,648	1,048			600	
LENNAR CORP	2012-01	PURCHASE	2012-12		1,998	1,068			930	
LENNAR CORP	2012-01	PURCHASE	2012-12		656	363			293	
LENNAR CORP	2012-03	PURCHASE	2012-12		620	449			171	
LEUCADIA NATIONAL CORP	2010-08	PURCHASE	2012-02		229	175			54	
LEUCADIA NATIONAL CORP	2010-08	PURCHASE	2012-07		904	897			7	
LEUCADIA NATIONAL CORP	2010-08	PURCHASE	2012-12		706	679			27	
LIBERTY INTERACTIVE CORP SER A	2012-03	PURCHASE	2012-07		411	453			-42	
LIBERTY INTERACTIVE CORP SER A	2012-03	PURCHASE	2012-12		560	571			-11	
LIBERTY INTERACTIVE CORP VENTURES	2012-08	PURCHASE	2012-12		347	264			83	
LIBERTY INTERACTIVE RTS	2012-09	PURCHASE	2012-10							
LIBERTY MEDIA CORP NEW LIBERTY	2011-03	PURCHASE	2012-02		87	75			12	
LIBERTY MEDIA CORP NEW LIBERTY	2011-03	PURCHASE	2012-02		1,303	1,095			208	
LIBERTY MEDIA CORP NEW LIBERTY	2011-07	PURCHASE	2012-07		1,279	1,198			81	
LIBERTY MEDIA CORP NEW LIBERTY	2011-03	PURCHASE	2012-07		1,188	949			239	
LIBERTY MEDIA CORP NEW LIBERTY	2011-07	PURCHASE	2012-12		1,671	1,283			388	
LIBERTY MEDIA CORP NEW LIBERTY	2011-07	PURCHASE	2012-12		669	513			156	
LIMITED BRANDS	2011-12	PURCHASE	2012-12		361	299			62	
MCEWEN MINING	2012-01	PURCHASE	2012-02		202	262			-60	
MCEWEN MINING RTS	2012-11	PURCHASE	2012-12							
MCEWEN MINING RTS	2012-12	PURCHASE	2012-12			54			-54	
MSC INDUSTRIAL DIRECT	2012-01	PURCHASE	2012-11		1,420	1,468			-48	
NORFOLK SOUTHERN CORP	2010-01	PURCHASE	2012-06		391	299			92	
NORFOLK SOUTHERN CORP	2010-01	PURCHASE	2012-07		1,861	1,297			564	
NORFOLK SOUTHERN CORP	2010-01	PURCHASE	2012-07		1,463	997			466	
NORFOLK SOUTHERN CORP	2010-01	PURCHASE	2012-10		1,495	1,097			398	
NORFOLK SOUTHERN CORP	2010-01	PURCHASE	2012-12		239	199			40	
NYSE EURONEXT	2007-07	PURCHASE	2012-02		325	891			-566	
NYSE EURONEXT	2007-07	PURCHASE	2012-04		1,540	4,534			-2,994	
NYSE EURONEXT	2007-07	PURCHASE	2012-12		345	1,214			-869	
NYSE EURONEXT	2010-11	PURCHASE	2012-12		299	387			-88	
ONEX CORP SUB VTG	2012-04	PURCHASE	2012-07		468	463			5	
ONEX CORP SUB VTG	2012-04	PURCHASE	2012-12		812	772			40	
PENN WEST ENERGY TRUST	2010-01	PURCHASE	2012-12		241	409			-168	
PHILIP MORRIS INTERNATIONAL	2011-10	PURCHASE	2012-07		355	264			91	
RIO TINTO PLC	2010-05	PURCHASE	2012-02		521				521	
RIO TINTO PLC	2010-05	PURCHASE	2012-05		1,451				1,451	
RIO TINTO PLC	2010-05	PURCHASE	2012-06		1,717				1,717	
ROUSE PROPERTIES	2012-02	PURCHASE	2012-12		225				225	
ROUSE PROPERTIES	2012-04	PURCHASE	2012-12		1,020	945			75	
SEARS HOLDING	2007-07	PURCHASE	2012-02		752	2,326			-1,574	
SEARS HOLDING	2007-07	PURCHASE	2012-07		602	1,551			-949	
SEARS HOLDING	2007-07	PURCHASE	2012-12		465	1,706			-1,241	
SEARS HOLDING CORP RTS	2012-09	PURCHASE	2012-10							
SUNCOR ENERGY	2008-05	PURCHASE	2012-02		306				306	
SUNCOR ENERGY	2008-05	PURCHASE	2012-07		301				301	
SUNCOR ENERGY	2008-05	PURCHASE	2012-10		1,355				1,355	
SUNCOR ENERGY	2010-11	PURCHASE	2012-10		1,024	1,021			3	
TOURMALINE OIL CORP	2011-08	PURCHASE	2012-06		302	400			-98	
TOURMALINE OIL CORP	2011-08	PURCHASE	2012-12		427	400			27	
UNION PACIFIC CORP	2010-01	PURCHASE	2012-02		225	132			93	
UNION PACIFIC CORP	2010-01	PURCHASE	2012-06		1,896	1,124			772	
UNION PACIFIC CORP	2010-01	PURCHASE	2012-07		356	198			158	
UNION PACIFIC CORP	2010-01	PURCHASE	2012-09		1,487	794			693	
UNION PACIFIC CORP	2010-01	PURCHASE	2012-10		1,385	728			657	
UNION PACIFIC CORP	2010-01	PURCHASE	2012-11		1,465	794			671	
UNION PACIFIC CORP	2010-01	PURCHASE	2012-12		244	132			112	
US GOLD CORP	2011-07	PURCHASE	2012-01		1,836	1,836				
VALUE PARTNERS GROUP LIMITED	2010-01	PURCHASE	2012-02		409	397			12	
VALUE PARTNERS GROUP LIMITED	2010-01	PURCHASE	2012-07		295	418			-123	
VALUE PARTNERS GROUP LIMITED	2010-01	PURCHASE	2012-12		310	405			-95	
VIACOM INC CL B NEW	2011-08	PURCHASE	2012-02		293	261			32	
VIACOM INC CL B NEW	2011-08	PURCHASE	2012-12		510	435			75	
VISA INC CLASS A	2009-03	PURCHASE	2012-07		2,529	1,085			1,444	
VISA INC CLASS A	2009-03	PURCHASE	2012-07		1,287	542			745	
VISA INC CLASS A	2009-03	PURCHASE	2012-07		128	54			74	
VISA INC CLASS A	2009-03	PURCHASE	2012-07		1,539	644			895	
VISA INC CLASS A	2009-03	PURCHASE	2012-07		1,354	590			764	
VISA INC CLASS A	2009-03	PURCHASE	2012-08		1,431	590			841	
VISA INC CLASS A	2009-03	PURCHASE	2012-08		1,296	537			759	
VISA INC CLASS A	2009-03	PURCHASE	2012-09		1,578	644			934	
VISA INC CLASS A	2009-03	PURCHASE	2012-09		269	107			162	
VISA INC CLASS A	2010-01	PURCHASE	2012-09		941	580			361	
VISA INC CLASS A	2010-01	PURCHASE	2012-12		296	166			130	
WPX ENERGY	2012-01	PURCHASE	2012-07		332	334			-2	
WYNN RESORTS LIMITED	2010-08	PURCHASE	2012-02		450	361			89	
WYNN RESORTS LIMITED	2010-08	PURCHASE	2012-07		303	270			33	

TY 2012 Investments Corporate Stock Schedule

Name: LAND FAMILY FOUNDATION

EIN: 22-3553116

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	238,672	260,926

TY 2012 Investments - Other Schedule

Name: LAND FAMILY FOUNDATION

EIN: 22-3553116

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ICAHN ENTERPRISES	AT COST	10,975	10,996
BLACKSTONE GROUP	AT COST	1,146	1,154
KKR & COMPANY	AT COST	888	1,036
OAKTREE CAPITAL	AT COST	1,403	1,456

TY 2012 Other Expenses Schedule

Name: LAND FAMILY FOUNDATION

EIN: 22-3553116

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT FEES	4,640	4,640		
K-1 EXPENSES KKR	8			
K-1 EXPENSES ICAHN ENTERPRISE	756			
OTHER FEES	20			

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TY 2012 Other Income Schedule

Name: LAND FAMILY FOUNDATION

EIN: 22-3553116

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 ICAHN ENTERPRISES LP	1,195		1,195
K-1 THE BLACKSTONE GROUP	31		31
K-1 OAKTREE CAPITAL GROUP	48		48
K-1 KKR & CO	203		203
TAX REFUND	1,488		1,488

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TY 2012 Other Increases Schedule

Name: LAND FAMILY FOUNDATION

EIN: 22-3553116

Description	Amount
ADJUSTMENT TO INVESTMENTS	1,194

TY 2012 Taxes Schedule

Name: LAND FAMILY FOUNDATION

EIN: 22-3553116

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON DIVIDEND INCOME	127	127		