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 , and ending

Name of foundation: THE LANTERMAN FOUNDATION

A Employer identification number: 91-1789916

Number and street (or P O box number if mail is not delivered to street address): 221 FIRST AVENUE WEST — Room/suite: 108

B Telephone number: 206-281-8610

City or town, state, and ZIP code: SEATTLE, WA 98119-4223

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: [X] 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)* ▶$ 6,140,293.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____ *(Part I, column (d) must be on cash basis)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	422,880.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	215,583.	215,583.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-249,133.			
	b Gross sales price for all assets on line 6a 1,147,481.				
	7 Capital gain net income (from Part IV, line 2)		346,445.		
	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	14,570.	14,570.		
	12 **Total**. Add lines 1 through 11	403,900.	576,598.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	26,478.	26,478.		0.
	17 Interest				
	18 Taxes	4,280.	1,273.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	36.	1.		35.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	30,794.	27,752.		35.
	25 Contributions, gifts, grants paid	350,100.			350,100.
	26 **Total expenses and disbursements** Add lines 24 and 25	380,894.	27,752.		350,135.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	23,006.			
	b **Net investment income** (if negative, enter -0-)		548,846.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	61,659.	122,627.	122,627.
	3 Accounts receivable ▶ 1,394.			
	Less allowance for doubtful accounts ▶		1,394.	1,394.
	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 ▶ 750,000.			
	Less allowance for doubtful accounts ▶ 0.	750,000.	750,000.	750,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	4,636,694.	4,267,330.	4,678,530.
	c Investments - corporate bonds			
	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 ▶ SCHEDULE 1)	314,677.	615,549.	587,742.
	16 **Total assets** (to be completed by all filers)	5,763,030.	5,756,900.	6,140,293.
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 ▶ OPEN TRADE)	24,045.	0.	
	23 **Total liabilities** (add lines 17 through 22)	24,045.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	1,268,411.	1,268,411.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,470,574.	4,488,489.	
	30 **Total net assets or fund balances**	5,738,985.	5,756,900.	
	31 **Total liabilities and net assets/fund balances**	5,763,030.	5,756,900.	

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	5,738,985.
2	Enter amount from Part I, line 27a	2	23,006.
3	Other increases not included in line 2 (itemize) ▶ TAX EXEMPT INCOME	3	2,864.
4	Add lines 1, 2, and 3	4	5,764,855.
5	Decreases not included in line 2 (itemize) ▶ NON-DEDUCTIBLE LOSSES	5	7,955.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,756,900.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE SCHEDULE 2	P	VARIOUS	12/31/12
b	SEE SCHEDULE 2	D	VARIOUS	12/31/12
c	CAPITAL GAINS DIVIDENDS			
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	105,925.		101,473.	4,452.
b	1,030,895.		699,563.	331,332.
c	10,661.			10,661.
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				4,452.
b				331,332.
c				10,661.
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** 346,445.

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	309,688.	5,489,006.	.056420
2010	274,750.	4,840,751.	.056758
2009	244,042.	3,761,656.	.064876
2008	201,020.	4,256,129.	.047231
2007	271,183.	4,819,726.	.056265

2	Total of line 1, column (d)	2	.281550
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	.056310
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,956,697.
5	Multiply line 4 by line 3	5	335,422.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,488.
7	Add lines 5 and 6	7	340,910.
8	Enter qualifying distributions from Part XII, line 4	8	350,135.

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	5,488.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	5,488.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	5,488.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,960.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,960.
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	2,528.
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KIRLAN VENTURE CAPITAL, INC. Telephone no ▶206-281-8610

Located at ▶221 FIRST AVENUE WEST, SUITE 108, SEATTLE, WA ZIP+4 ▶98119-4223

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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

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 NONE	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	
Total. Add lines 1 through 3 ▶	0.

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	4,503,007.
b	Average of monthly cash balances		1b	206,659.
c	Fair market value of all other assets		1c	1,337,742.
d	**Total** (add lines 1a, b, and c)		1d	6,047,408.
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	6,047,408.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	90,711.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,956,697.
6	**Minimum investment return.** Enter 5% of line 5		6	297,835.

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	297,835.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 5,488.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	5,488.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	292,347.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	292,347.
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	292,347.

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	350,135.
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	350,135.
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	5,488.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	344,647.

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					292,347.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007	49,531.				
b From 2008					
c From 2009	58,905.				
d From 2010	38,480.				
e From 2011	41,132.				
f Total of lines 3a through e		188,048.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 350,135.					
a Applied to 2011, but not more than line 2a				0.	
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					292,347.
e Remaining amount distributed out of corpus		57,788.			
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		245,836.			
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					0.
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		49,531.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		196,305.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009	58,905.				
c Excess from 2010	38,480.				
d Excess from 2011	41,132.				
e Excess from 2012	57,788.				

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)

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

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

1 **Information Regarding Foundation Managers:**

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

A. KIRK LANTERMAN

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

A. KIRK LANTERMAN

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

Check here ▶ [X] 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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				
NATIONAL ACADEMY FOUNDATION 218 W 40TH STREET, 5TH FLR NEW YORK, NY 10018	N/A	PUBLIC	TO ASSIST THE ORGANIZATION IN CARRYING OUT ITS CHARITABLE PURPOSE.	25,000.
UNIVERSITY OF MARY 7500 UNIVERSITY DRIVE BISMARCK, ND 58504	N/A	PUBLIC	TO ASSIST THE ORGANIZATION IN CARRYING OUT ITS CHARITABLE PURPOSE.	100,000.
STATE HISTORICAL SOCIETY OF ND P.O. BOX 1976 BISMARCK, ND 58501	N/A	PUBLIC	TO ASSIST THE ORGANIZATION IN CARRYING OUT ITS CHARITABLE PURPOSE.	100,000.
ASSOC. OF WASHINGTON BUSINESS 1414 CHERRY ST. SE OLYMPIA, WA 98507	N/A	PUBLIC	TO ASSIST THE ORGANIZATION IN CARRYING OUT ITS CHARITABLE PURPOSE.	100.
THE LIVING DESERT 47900 PORTOLA AVENUE PALM DESERT, CA 92260	N/A	PUBLIC	TO ASSIST THE ORGANIZATION IN CARRYING OUT ITS CHARITABLE PURPOSE	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	350,100.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income: (a) Business code	Unrelated business income: (b) Amount	Excluded by section 512, 513, or 514: (c) Exclusion code	Excluded by section 512, 513, or 514: (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	215,583.	
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	-249,133.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a RENTAL REAL ESTATE			16	14,570.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		-18,980.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 -18,980.

(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)
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/9/13 Title: President

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
JANIS P. WEST	Janis P West	5/6/13		P00007221

Firm's name ▶ SWEENEY CONRAD P.S. Firm's EIN ▶ 91-1301672

Firm's address ▶ 2606 116TH AVENUE NE, SUITE 200 BELLEVUE, WA 98004-1422 Phone no (425) 629-1990

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**
THE LANTERMAN FOUNDATION	91-1789916

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE LANTERMAN FOUNDATION	91-1789916

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	A. KIRK LANTERMAN 221 FIRST AVENUE WEST, SUITE 108 SEATTLE, WA 98119	$ 99,520.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	A. KIRK LANTERMAN 221 FIRST AVENUE WEST, SUITE 108 SEATTLE, WA 98119	$ 189,350.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	JANET O. LANTERMAN 221 FIRST AVENUE WEST, SUITE 108 SEATTLE, WA 98119	$ 57,900.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	JANET O. LANTERMAN 221 FIRST AVENUE WEST, SUITE 108 SEATTLE, WA 98119	$ 76,110.	Person [X] Payroll [ ] Noncash [X] (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.)

Name of organization	Employer identification number
THE LANTERMAN FOUNDATION	91-1789916

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,000 SHARES OF DU PONT EI DE NEMOURS & CO (DD)	$ 99,520.	10/22/12
2	5000 SHARES OF CARNIVAL CP NEW PAIRED COM	$ 189,350.	12/12/12
3	2000 SHARES OF MICROSOFT CORP.	$ 57,900.	10/10/12
4	3000 BAC CAPITAL TRUST III	$ 76,110.	10/10/12
		$	
		$	

Name of organization	Employer identification number
THE LANTERMAN FOUNDATION	91-1789916

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SACRED HEART CHURCH 43-775 DEEP CANYON ROAD PALM DESERT, CA 92260	N/A	PUBLIC	TO ASSIST THE ORGANIZATION IN CARRYING OUT ITS CHARITABLE PURPOSE	75,000.
THEODORE ROOSEVELT MEDORA FOUNDATION 301 5TH STREET MEDORA, ND 58645	N/A	PUBLIC	TO ASSIST THE ORGANIZATION IN CARRYING OUT ITS CHARITABLE PURPOSE.	25,000.
Total from continuation sheets				100,000.

223631
05-01-12

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE SCHEDULE 2	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
105,925.	101,473.	0.	0.	4,452.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE SCHEDULE 2	DONATED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,030,895.	1,295,141.	0.	0.	-264,246.

CAPITAL GAINS DIVIDENDS FROM PART IV	10,661.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-249,133.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	226,244.	10,661.	215,583.
TOTAL TO FM 990-PF, PART I, LN 4	226,244.	10,661.	215,583.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
RENTAL REAL ESTATE	14,570.	14,570.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,570.	14,570.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	26,478.	26,478.		0.
TO FORM 990-PF, PG 1, LN 16C	26,478.	26,478.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	4,280.	1,273.		0.
TO FORM 990-PF, PG 1, LN 18	4,280.	1,273.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES	36.	1.		35.
TO FORM 990-PF, PG 1, LN 23	36.	1.		35.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE 1	4,267,330.	4,678,530.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,267,330.	4,678,530.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
A. KIRK LANTERMAN 221 1ST AVENUE W., SUITE 108 SEATTLE, WA 98119	PRESIDENT/TREASURER 5.00	0.	0.	0.
JANET O. LANTERMAN 221 1ST AVENUE W., SUITE 108 SEATTLE, WA 98119	SR. VICE PRESIDENT/SECRETA 1.00	0.	0.	0.
PATRICIA GABLE 15207 152ND AVENUE N.E. WOODINVILLE, WA 98072	VICE PRESIDENT 1.00	0.	0.	0.
BARBARA NIXON 36820 NE 91ST WAY CARNATION, WA 98014	VICE PRESIDENT 1.00	0.	0.	0.
LINDA YOUNG 13004 NE 87TH KIRKLAND, WA 98033	VICE PRESIDENT 1.00	0.	0.	0.
DOROTHY HEBERLING 2532 204TH STREET SE BOTHELL, WA 98012	VICE PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE LANTERMAN FOUNDATION
EIN: 91-1789916
December 31, 2012 Form 990-PF **Schedule 1**

Part I, line 11 - Other Income

Rental Real Estate Income from K-1:

Soulx Falls Assocites, LLC, (EIN 91-2037430)	9,525 00
Casper Associates, LLC, (EIN 91-2098739)	5,045 00
Total	14,570 00

Part II, line 10b - Investments in Corporate Stock at End of Year

Description	Shares	Book Value	FMV
Bank One Capital Tr Pfd	1,500	37,560 00	38,535
Barrick Gold Corp	5,000	216,267 00	175,050
Carnival Cruise Lines, Inc	13,000	424,775 00	478,010
Deere & Co	500	47,004 10	43,210
Dollar Tree, Inc	3,000	49,070 00	121,680
Dow Chemical	2,000	66,853 40	64,659
Du Pont EL DE Nemours & Co	3,000	152,166 90	134,936
Encana Corp	3,000	82,400 00	59,280
Exelis, Inc	1,000	13,864 98	11,270
Ford Motor Company Pfd	1,000	25,000 00	25,900
General Electric Co	1,300	41,787 00	27,287
GMAC, LLC	2,000	40,928 80	50,000
Glacier Water Trust I	2,000	49,120 00	50,800
Goldman Sachs bond (5 25% due 04/01/13)	50,000	48,336 00	50,585
ING Global Advantage Fund	4,000	68,017 62	45,400
ITT Corp	500	11,424 89	11,730
JP Morgan Chase & Co	1,000	41,700 00	43,969
Johnson & Johnson	3,500	106,531 00	245,350
Johnson Controls, Inc	5,000	186,550 00	153,350
Lincoln National	1,000	61,290 00	25,900
MDU Resources Group	3,000	57,654 00	63,720
Microsoft Corp	2,000	57,900 00	53,419
Norfolk Southern Corp	1,000	53,060 85	61,840
Partnerre LTD 6 5 Ser D Pfd	2,000	50,381 00	50,360
Pennymac Mortgage Investment	9,000	194,133 00	227,610
Seaspan Corporation	2,000	50,430 08	55,100
Target Corporation	1,000	56,829 90	59,170
Travelers Co	1,500	57,990 00	107,730
US Bancorp	3,000	92,715 00	95,820
Union Pacific Corp	1,000	67,315 85	125,720
Vornado Realty L P Pfd	1,000	25,039 40	27,080
Wells Fargo & Co	6,000	190,520 00	205,080
Xylem, Inc	1,000	34,370 13	27,100
Annaly Capital Mgmt Inc	605	10,039 25	8,494
American Beacon Large Cap Fund	4,164	90,089 54	90,108
Artisan International Fund	1,942	55,000 00	47,742
Artisan Int'l Small Cap Fund	1,438	26,622 12	32,173
DFA US Small Cap Portfolio	2,248	50,647 59	58,930
Dodge & Cox Intl Stock Fund	2,271	86,469 42	78,663
Eaton Vance Tax Mgd Glbl	4,500	45,480 27	48,105
Ell International	952	21,515 00	18,379
Harbor Cap Appreciation Fund	3,632	111,697 22	154,443
Harbor Intl Fund	777	46,160 38	48,266
iShares Russell Midcap Fund	1,013	84,475 28	114,570
Kalmar Growth/Value Fund	3,196	45,458 22	51,785
Loomis Sayles Bond Fund	13,703	144,816 14	207,193
Market Field	4,716	71,500 00	74,706
Natixis Gateway Y Fund	2,584	68,393 86	70,039
Nuveen High Yield Muni Bond Fund	2,814	38,233.07	48,228
Oakmark Int'l Small Cap Fund	2,225	27,761 71	31,106
Pimco All Asset Instl Cl Fund	6,305	75,060 00	79,322
Pimco Commodity Fund	5,163	60,589 86	34,283
Pimco Low Duration Fund	6,225	61,709.00	65,424
Pimco Total Return Fund	5,477	56,855 00	61,561
Vanguard Div Appreciation	1,756	89,473 22	104,605
Vanguard Precious Metals	2,409	45,000 00	38,423
Virtus Real Estate Fund	489	13,000 00	17,082
William Blair Intl Growth Fund	3,411	82,298 25	78,251
	Total	$ 4,267,330 30	$ 4,678,530 30

THE LANTERMAN FOUNDATION
EIN: 91-1789916
December 31, 2012 Form 990-PF **Schedule 1**

Part II, line 15 - Other Assets at End of Year

Souix Falls Assocites, LLC, (EIN 91-2037430)	158,853 00	141,012
Casper Associates, LLC, (EIN 91-2098739)	100,647 00	78,500
Boardwalk Pipeline partners, LP (EIN 20-3265614)	94,271 00	99,600
Buckeye Partners LP (EIN 23-2432497)	96,130 20	90,820
Cedar Fair LP (EIN 34-1560655)	50,227 00	66,900
El Paso Pipeline Partners, LP (EIN 26-0789784)	115,421 10	110,910
	615,549 30	587,742 00

THE LANTERMAN FOUNDATION
Transactions in Gain/Loss ac
As of December 31, 2011

THE LANTERMAN FOUNDATION
EIN: 91-1789916
December 31, 2012 Form 990-PF

Schedule 2

Part IV, line 1a - Capital Tains and Losses for tax on Investment Income

Security sold	Number of shares	Acquisition Date	Sales date	Sales Proceeds	Donor's Basis	Gain/Loss
PRINCIPAL FINANCIAL GROUP INC	15	10/19/11	1/6/12	4,154 91	1,545 00	2,609 91
JOHNSON CONTROLS, INC	34	3/14/12	7/21/12	6,499 88	-	6,499 88
HARBOR CAPITAL APPR	497 144	1/7/11	5/31/12	20,000 00	18,522 20	1,477 80
AMERICAN BEACON LARGE CAP VALUE	1029 306	5/16/07	5/31/12	20,000 00	26,644 46	(6,644 46)
ISHARES RUSSELL MIDCAP	100	3/7/07	5/31/12	10,270 62	10,210 10	60 52
ARTISAN INTL SMALL CAP	547 645	7/4/08	5/31/12	10,000 00	10,377 88	(377 88)
OAKMARK INTERNATIONAL SMALL CAP I	821 693	7/7/08	5/31/12	10,000 00	10,238 29	(238 29)
USB CAPITAL X	1000	2/26/10	2/22/12	25,000 00	23,934 90	1,065 10
Total Purchased Stock				105,925 41	101,472 83	4,452 58
WELLS FARGO & CO NEW	8000	11/29/96	1/20/12	219,646 17	50,651 34	168,994 83
BOSTON PROPERTIES INC	1000	7/8/02	4/16/12	101,361 22	35,724 94	65,636 28
PRINCIPAL FINANCIAL GROUP INC	500	3/19/04	4/20/12	13,205 00	17,530 00	(4,325 00)
PRINCIPAL FINANCIAL GROUP INC	1000	4/13/09	4/20/12	26,409 11	14,618 00	11,791 11
BANK ONE CAPITAL TR VI	4000	9/26/01	4/30/12	100,000 00	101,157 00	(1,157 00)
BANK ONE CAPITAL TR VI	2500	12/26/01	4/30/12	62,500 00	63,223 00	(723 00)
FLEET CAP T VIII	4000	3/4/02	7/25/12	100,000 00	100,000 00	-
FLEET CAP T VIII	4000	3/26/03	7/25/12	100,000 00	103,230 00	(3,230 00)
BAC CAP TRST III	2000	10/21/02	11/5/12	50,000 00	51,860 00	(1,860 00)
BAC CAP TRST III	4000	2/5/09	11/5/12	100,000 00	49,192 80	50,807 20
BAC CAP TRST III	3000	2/5/09	11/5/12	75,000 00	37,023 60	37,976 40
BAC CAP TRST III	1000	2/5/09	11/5/12	25,000 00	12,280 00	12,720 00
BAC CAP TR I	1000	6/26/09	11/5/12	25,000 00	19,042 50	5,957 50
ALCOA INC	4000	6/4/10	11/20/12	32,773 66	44,029 60	(11,255 94)
Total Donated Stock				1,030,895 16	699,562 78	331,332 38
CASPER ASSOCIATES K-1				147 00	-	147 00
SOUIX FALLS ASSOCIATES K-1				-56 00	-	(56 00)
RECLASS DIVIDENDS TO MATCH CS 1099				9,185 65	-	9,185 65
RECLASS DIVIDENDS TO MATCH SMITH BARNEY 1099				184 89	-	184 89
RECLASS 1099 CAP GAINS ING GLBL ADVTG				1,264 97	-	1,264 97
BOARDWALK PIPELINE PARTNERS K-1				-66 00	-	(66 00)
Capital gain Distributions				10,660 51	-	10,660 51
			TOTAL	1,147,481 08	801,035 61	346,445 47