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 11/1 **, 2012, and ending** 10/31 **, 20**13

Name of foundation: THE LANGDON FAMILY FOUNDATION, INC

A Employer identification number: 13-4114123

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

Room/suite:

B Telephone number (see instructions):

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

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 156,864

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).)*

	Line	Description	(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)	18,733			
	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	197	197	197	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	95,003			
	b	Gross sales price for all assets on line 6a 210,253				
	7	Capital gain net income (from Part IV, line 2)		95,003		
	8	Net short-term capital gain			12,530	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	98	98	98	
	12	**Total.** Add lines 1 through 11	114,031	95,298	12,825	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,850	1,850		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	148	148	148	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	170	170	170	170
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,168	2,168	318	~~170~~
	25	Contributions, gifts, grants paid	86,250			86,250
	26	**Total expenses and disbursements.** Add lines 24 and 25	88,418	2,168	318	86,420
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	25,613			
	b	**Net investment income** (if negative, enter -0-)		93,130		
	c	**Adjusted net income** (if negative, enter -0-)			12,507	

RECEIVED
JUN 30 2014
OGDEN, UT
IRS-OSC

SCANNED JUL 02 2014

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	13,265	9,830	9,830
2	Savings and temporary cash investments	8,064	15,980	15,980
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	75,152	84,359	131,054
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment. basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	96,481	110,169	156,864
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	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			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	96,481	110,169	
30	**Total net assets or fund balances** (see instructions)	96,481	110,169	
31	**Total liabilities and net assets/fund balances** (see instructions)	96,481	110,169	

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	96,481
2	Enter amount from Part I, line 27a	2	25,613
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	122,094
5	Decreases not included in line 2 (itemize) ▶ Misc.	5	11,925
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	110,169

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				12,530
b				82,473
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 95,003

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** 12,530

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	37,850	110,308	0.3431
2010	38,853	103,468	0.3755
2009	84,717	92,070	0.9201
2008	93,064	77,077	1.2074
2007	49,530	200,021	0.2476

2	**Total** of line 1, column (d) . . .	2	3.0937
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	0.6187
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . .	4	135,236
5	Multiply line 4 by line 3 . . .	5	83,671
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	931
7	Add lines 5 and 6 . . .	7	84,602
8	Enter qualifying distributions from Part XII, line 4 . . .	8	86,420

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	931
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	931
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	931
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	98		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,098
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,167
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,167 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEW YORK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ▶

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

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

			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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ 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		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)? (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: 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? **7b**

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Total number of others receiving over $50,000 for professional services ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

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	114,819
b	Average of monthly cash balances	1b	22,476
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	137,295
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	137,295
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	2,059
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	135,236
6	**Minimum investment return.** Enter 5% of line 5	6	6,762

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	6,762
2a	Tax on investment income for 2012 from Part VI, line 5	2a	931		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	931
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	5,831
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,831
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	5,831

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	86,420
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	86,420
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	931
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	85,489

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					5,831
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	39,529				
b From 2008	89,606				
c From 2009	80,931				
d From 2010	34,222				
e From 2011	33,350				
f **Total** of lines 3a through e		277,638			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 86,420					
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					5,831
e Remaining amount distributed out of corpus		80,589			
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		358,227			
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					
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 instructions				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) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		39,529			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		318,698			
10 Analysis of line 9.					
a Excess from 2008	89,606				
b Excess from 2009	80,931				
c Excess from 2010	34,222				
d Excess from 2011	33,350				
e Excess from 2012	80,589				

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 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
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

KAREN LEGOTTE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT			TO ENABLE THE DONNES TO SATISFY THEIR TAX-EXEMPT PURPOSES	86,250
Total . . . . ▶ 3a				86,250
b *Approved for future payment*				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
	a					
	b					
	c					
	d					
	e					
	f					
	g Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
	a Debt-financed property					
	b Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
	b					
	c					
	d					
	e					
12	Subtotal. Add columns (b), (d), and (e)		0		0	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 0

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ 6/24/14 ▶

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN M LEICHT		6/16/2014		P00848227
Firm's name ▶ LEICHT & REIN TAX ASSOCIATES			Firm's EIN ▶ 22-2760934	
Firm's address ▶ 570 SEVENTH AVE., STE 1804 NEW YORK, NY 10018			Phone no (212)921-5777	

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

Schedule of Contributors

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

OMB No. 1545-0047

2012

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

Organization type (check one):

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

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

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

General Rule

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

Special Rules

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

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

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

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	SEE ATTACHED SCHEDULE	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

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

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

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

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

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

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

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

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

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. See instructions.) ▶ $

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

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

Schedule B - Part 1 (Contributions)

No.	Name, Address, and Zip	Total Contributions	Type of Contribution
1	Karen P. Legotte 188 East 78th Street, Apt. 23A New York, NY 10021	$ 2,198	Person Noncash
2	Karen P. Legotte 188 East 78th Street, Apt. 23A New York, NY 10022	$ 5,287	Person Noncash
3	Karen P Legotte 188 East 78th Street, Apt. 23A New York, NY 10023	$ 6,262	Person Noncash
4	Karen P. Legotte 188 East 78th Street, Apt. 23A New York, NY 10024	$ 2,675	Person Noncash
5	Karen P. Legotte 188 East 78th Street, Apt. 23A New York, NY 10025	$ 20,106	Person Noncash
6	Karen P. Legotte 188 East 78th Street, Apt 23A New York, NY 10026	$ 20,117	Person Noncash
7	Karen P Legotte 188 East 78th Street, Apt. 23A New York, NY 10027	$ 6,990	Person Noncash
8	Karen P. Legotte 188 East 78th Street, Apt 23A New York, NY 10028	$ 7,639	Person Noncash
	Total	**$ 71,274**	

Schedule B - Part 2 (Noncash Property)

No.	Description of noncash property given	FMV	Date Received
1	50 Shs. Whole Foods Mkt, Inc.	$ 2,198	2/19/2013
2	20 Shs. Amazon.com	$ 5,287	2/22/2013
3	20 Shs Chipotle Mexican Grill	$ 6,262	2/22/2013
4	40 Shs. Lulumelon Athletica, Inc.	$ 2,675	2/22/2013
5	59 Shs. Chipotle Mexican Grill	$ 20,106	4/16/2013
6	286 Shs. Lulumelon Athletica, Inc.	$ 20,117	4/16/2013
7	100 Shs Lulumelon Athletica, Inc.	$ 6,990	9/11/2013
8	15 Shs. Chipotle Mexican Grill	$ 7,639	10/21/2013
	Total	**$ 71,274**	

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

Part I

Line 11 - Excise tax overpayment credit	$	98
Line 18 - Taxes		
Excise Taxes	$	98
NYS Tax		50
	$	148
Line 23 - Miscellaneous Expenses		
ALM Publication	$	135
Bank Fees	$	35
	$	170

Part VII-A - Question 10

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

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

Part VIII, List of Officers, Directors, and Trustees

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

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

Part XV - Contributions

Art 21	$ 1,000 00
Buckley School	1,000 00
CCOM NYC	5,500 00
Columbus Club	8,050 00
Elephany Lauder	1,000.00
Farm Aid	1,000.00
First Tee Girls Golf	250.00
Guild Hall MS	12,500.00
Kick Start Gettysberg	1,000.00
Indian Museum	1,000.00
Montauk Chamber of Commerce	200.00
Montauk Downs	1,000.00
Montauk Playhouse	5,000.00
MS Society	500.00
Natural Heritage Trust	1,750.00
Pan Mass Challenege Hood Cancer	500.00
Poly Prep	33,000.00
Reach Granada	1,000.00
RG Historical Society	10,000 00
St Jean the Baptiste	500.00
Trees NY 78th St	500 00
	$ 86,250

Realized Gains/Losses

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

Account Executive. KAREN LEGOTTE / 0955

Account Name Langdon Family Foundation / 19153709

Report Generation Key

Filtered By Exclude Non-Reportable Transactions = Y, Liq Date 1-Nov-12 - 31-Oct-13, Exclude Zero Gain/Loss

Run Date/Time 11-Mar-2014 01 09 PM ET

Liq Date	Acq Date	Security ID	Description	Quantity	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
01-Nov-2012	05-Jan-2010	AAPL	APPLE INC	25	14,804 46	5,372 50	0 00	9,431 96
07-Nov-2012	08-Mar-2011	ALXN	ALEXION PHARMACEUTICALS INC	26	2,264 23	1,309 70	0 00	954 53
30-Nov-2012	25-Sep-2012	UNFI	UNITED NATURAL FOODS INC	33	1,675 17	2,021 51	(346 34)	0 00
30-Nov-2012	11-Oct-2012	UNFI	UNITED NATURAL FOODS INC	20	1,015 25	1,173 28	(158 03)	0 00
22-Jan-2013	27-Sep-2011	83616T108000	SOURCEFIRE INC	29	1,225 60	845 25	0 00	380 35
22-Jan-2013	04-Dec-2008	AMZN	AMAZON COM INC	4	1,068 46	193 04	0 00	875 42
22-Jan-2013	27-May-2008	AMZN	AMAZON COM INC	5	1,335 58	395 16	0 00	940 42
22-Jan-2013	12-Sep-2008	CMG	CHIPOTLE MEXICAN GRILL INC COMMC	9	2,619 31	521 24	0 00	2 098 07
22-Jan-2013	27-Apr-2010	LULU	LULULEMON ATHLETICA INC	19	1,246 70	415 65	0 00	831 05
22-Jan-2013	07-May-2010	LULU	LULULEMON ATHLETICA INC	26	1,706 01	495 65	0 00	1,210 36
22-Jan-2013	19-Mar-2009	WFM	WHOLE FOODS MARKET INC	25	2,279 17	403 14	0 00	1,876 03
24-Jan-2013	31-Oct-2012	NFLX	NETFLIX COM INC	33	4,566 25	2,624 73	1,941 52	0 00
25-Jan-2013	09-Mar-2012	SWI	SOLARWINDS INC	62	3,345 66	2,342 11	1,003 55	0 00
04-Feb-2013	01-Feb-2012	MDVN	MEDIVATION INC	56	3,051 03	1,874 90	0 00	1,176 13
20-Feb-2013	12-Oct-2012	HAIN	HAIN CELESTIAL GROUP INC	35	2,026 93	2,099 94	(73 01)	0 00
25-Feb-2013	04-Dec-2008	AMZN	AMAZON COM INC	20	5,289 68	965 17	0 00	4,324 51
25-Feb-2013	23-May-2007	CMG	CHIPOTLE MEXICAN GRILL INC COMMC	20	6,265 84	1,503 00	0 00	4,762 84
25-Feb-2013	27-Apr-2010	LULU	LULULEMON ATHLETICA INC	40	2,674 52	866 38	0 00	1,808 14
01-Mar-2013	17-May-2011	GB0009303123	***IMAGINATION TECHNOLOGIES GROL	287	2,156 50	2,314 97	0 00	(158 47)
12-Mar-2013	27-Apr-2012	FIO	FUSION-IO INC	39	655 93	1,097 78	(441 85)	0 00
12-Mar-2013	01-Feb-2013	FIO	FUSION-IO INC	39	655 94	697 09	(41 15)	0 00
12-Mar-2013	05-Aug-2011	FIO	FUSION-IO INC	22	370 01	577 78	0 00	(207 77)
12-Mar-2013	25-Jan-2012	FIO	FUSION-IO INC	22	370 01	592 16	0 00	(222 15)
12-Mar-2013	28-Jun-2011	FIO	FUSION-IO INC	70	1,177 31	2,519 91	0 00	(1,342 60)
12-Mar-2013	19-Mar-2009	WFM	WHOLE FOODS MARKET INC	26	2,202 27	419 26	0 00	1,783 01
22-Mar-2013	21-Dec-2012	HALO	HALOZYME THERAPEUTICS INC	445	2,654 89	3,033 78	(378 89)	0 00
16-Apr-2013	27-Sep-2011	83616T108000	SOURCEFIRE INC	16	838 71	466 34	0 00	372 37
16-Apr-2013	04-Dec-2008	AMZN	AMAZON COM INC	1	268 63	48 26	0 00	220 37
16-Apr-2013	04-Dec-2008	AMZN	AMAZON COM INC	8	2,149 04	389 93	0 00	1,759 11
16-Apr-2013	07-Dec-2009	PODD	INSULET CORPORATION	33	849 08	405 61	0 00	443 47
16-Apr-2013	03-May-2012	PRLB	PROTO LABS INC COM	31	1,394 52	890 84	503 68	0 00
16-Apr-2013	11-Oct-2012	SSTK	SHUTTERSTOCK INC COM	47	1,917 46	1,044 34	873 12	0 00
16-Apr-2013	30-Nov-2012	ULTA	ULTA SALON COSMETICS & FRAGRANC	10	854 35	1,002 93	(148 58)	0 00
16-Apr-2013	12-Jun-2012	ULTA	ULTA SALON COSMETICS & FRAGRANC	14	1,196 09	1,314 05	(117 96)	0 00
16-Apr-2013	18-Mar-2009	WFM	WHOLE FOODS MARKET INC	23	1,973 66	364 83	0 00	1,608 83
17-Apr-2013	10-Jan-2008	CMG	CHIPOTLE MEXICAN GRILL INC COMMC	35	11,754 85	3,466 75	0 00	8,288 10
17-Apr-2013	07-May-2010	LULU	LULULEMON ATHLETICA INC	168	11,888 39	3,170 92	0 00	8,717 47
02-May-2013	10-Jan-2013	C	CITIGROUP INC COM	45	2,047 03	1,942 07	104 96	0 00
09-May-2013	07-Jun-2012	FRAN	FRANCESCAS HOLDINGS CORPORATIC	20	561 33	515 10	46 23	0 00
09-May-2013	06-Sep-2012	FRAN	FRANCESCAS HOLDINGS CORPORATIC	32	898 12	1,013 23	(115 11)	0 00
09-May-2013	15-Mar-2012	FRAN	FRANCESCAS HOLDINGS CORPORATIC	63	1,768 18	1,972 53	0 00	(204 35)

Report Generation Key'

Filtered By Exclude Non-Reportable Transactions = Y, Liq Date 1-Nov-12 - 31-Oct-13, Exclude Zero Gain/Loss

Run Date/Time 11-Mar-2014 01 09 PM ET

Liq Date	Acq. Date	Security ID	Description	Quantity	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
09-May-2013	07-May-2010	LULU	LULULEMON ATHLETICA INC	3	226 62	56 62	0 00	170 00
09-May-2013	07-May-2010	LULU	LULULEMON ATHLETICA INC	50	3,777 15	953 16	0 00	2,823 99
10-May-2013	01-May-2012	DWRE	DEMANDWARE INC	92	2,732 33	2,508 84	0 00	223 49
23-May-2013	28-Nov-2012	TFM	FRESH MARKET INC	29	1,296 03	1,515 75	(219 72)	0 00
23-May-2013	30-Aug-2012	TFM	FRESH MARKET INC	34	1,519 49	1,926 99	(407 50)	0 00
03-Jun-2013	24-Jan-2013	P	PANDORA MEDIA INC	110	1,669 97	1 247 45	422 52	0 00
03-Jun-2013	10-Aug-2011	P	PANDORA MEDIA INC	83	1,260 06	989 19	0 00	270 87
03-Jun-2013	21-Jul-2011	P	PANDORA MEDIA INC	57	865 34	1,083 79	0 00	(218 45)
18-Jun-2013	21-Dec-2012	EBAY	EBAY INC	19	986 64	985 28	1 36	0 00
18-Jun-2013	07-Sep-2012	EBAY	EBAY INC	28	1,454 00	1,390 84	63 16	0 00
18-Jun-2013	11-Oct-2012	EBAY	EBAY INC	24	1,246 28	1,146 79	99 49	0 00
18-Jun-2013	18-Oct-2012	EBAY	EBAY INC	14	726 99	699 22	27 77	0 00
18-Jun-2013	19-Dec-2012	YHOO	YAHOO INC	75	1,984 14	1,486 97	497 17	0 00
18-Jun-2013	16-Jul-2012	YHOO	YAHOO INC	79	2,089 96	1,291 80	798 16	0 00
23-Jul-2013	17-Apr-2012	83616T108000	SOURCEFIRE INC	17	1,273 91	853 15	0 00	420 76
23-Jul-2013	27-Sep-2011	83616T108000	SOURCEFIRE INC	11	824 29	320 61	0 00	503 68
23-Jul-2013	15-Feb-2012	83616T108000	SOURCEFIRE INC	33	2,472 87	1,211 15	0 00	1,261 72
25-Jul-2013	31-May-2013	EXP	EAGLE MATERIALS INC	39	2,583 23	2,994 30	(411 07)	0 00
25-Jul-2013	13-Feb-2013	GB0000595859	***ARM HLDGS ORD GBP0 0005	177	2,269 63	2,582 67	(313 04)	0 00
05-Aug-2013	10-Jan-2008	CMG	CHIPOTLE MEXICAN GRILL INC COMMC	17	6,927 84	1,683 85	0 00	5,243 99
05-Aug-2013	07-Dec-2009	PODD	INSULET CORPORATION	50	1,571 60	614 55	0 00	957 05
05-Aug-2013	23-Apr-2013	XOOM	XOOM CORPORATION COM	131	4,273 76	2,646 20	1,627 56	0 00
06-Aug-2013	14-Aug-2012	KORS	***MICHAEL KORS HLDGS LTD	28	1,882 12	1,341 58	540 54	0 00
05-Sep-2013	15-Mar-2013	JNY	THE JONES GROUP INC	130	1,866 11	1,667 22	198 89	0 00
05-Sep-2013	12-Apr-2013	JNY	THE JONES GROUP INC	41	588 54	608 70	(20 16)	0 00
06-Sep-2013	26-Jul-2013	QLIK	QLIK TECHNOLOGIES INC	28	954 05	835 86	118 19	0 00
06-Sep-2013	29-May-2013	QLIK	QLIK TECHNOLOGIES INC	117	3,986 57	3,597 63	388 94	0 00
11-Sep-2013	07-May-2010	LULU	LULULEMON ATHLETICA INC	27	1,879 08	509 61	0 00	1,369 47
11-Sep-2013	31-May-2013	PANW	PALO ALTO NETWORKS INC COM	40	1,856 57	1,994 14	(137 57)	0 00
27-Sep-2013	24-Apr-2013	LL	LUMBER LIQUIDATORS HOLDINGS INC	16	1,592 22	1 228 96	363 26	0 00
27-Sep-2013	24-Oct-2012	LL	LUMBER LIQUIDATORS HOLDINGS INC	35	3,482 99	2,007 88	1,475 11	0 00
03-Oct-2013	27-Apr-2010	LULU	LULULEMON ATHLETICA INC	81	6,029 55	1,754 42	0 00	4,275 13
03-Oct-2013	24-Oct-2012	YELP	YELP INC CL A	41	2,916 12	1,142 48	1,773 64	0 00
03-Oct-2013	10-Jul-2012	YELP	YELP INC CL A	10	711 24	242 24	0 00	469 00
07-Oct-2013	06-Sep-2013	Z	ZILLOW INC CL A	36	2,886 21	3,581 21	(695 00)	0 00
07-Oct-2013	12-Sep-2013	Z	ZILLOW INC CL A	11	881 49	1,084 70	(203 21)	0 00
08-Oct-2013	27-Apr-2010	LULU	LULULEMON ATHLETICA INC	19	1,376 51	411 53	0 00	964 98
08-Oct-2013	07-May-2010	LULU	LULULEMON ATHLETICA INC	88	6,375 45	1,660 96	0 00	4,714 49
29-Oct-2013	14-May-2013	TSLA	TESLA MOTORS INC	12	1,836 21	1,127 16	709 05	0 00
29-Oct-2013	10-May-2013	TSLA	TESLA MOTORS INC	20	3,060 35	1,570 89	1,489 46	0 00
31-Oct-2013	10-Jan-2008	CMG	CHIPOTLE MEXICAN GRILL INC COMMC	2	1,036 41	198 10	0 00	838 31
31-Oct-2013	09-Nov-2011	CMG	CHIPOTLE MEXICAN GRILL INC COMMC	5	2,591 02	563 65	0 00	2,027 37
31-Oct-2013	23-May-2007	CMG	CHIPOTLE MEXICAN GRILL INC COMMC	10	5,182 04	751 50	0 00	4,430 54
31-Oct-2013	02-Aug-2013	PCRX	PACIRA PHARMACEUTICALS INC	17	837 64	583 49	254 15	0 00
31-Oct-2013	18-Mar-2013	PCRX	PACIRA PHARMACEUTICALS INC	68	3,350 60	1,914 32	1,436 28	0 00
			Grand Total		**$210,253 37**	**$115,250.21**	**$12,529.57**	**$82,473.59**
			Total Realized G/L:					**$95,003 16**

Account Open Position Detail - Oct 31, 2013

Account· 53709 LANGDON FAMILY FOUNDATION

Account	Mgr	RR	Equity	Target Ratio	Target	Risk Ratio	Leverage	L/S Ratio	YTD Realized Short Term	YTD Realized Long Term	Master Acct	Linked
53709	KL	955	161,328	6 00%	9,680	0 812	0 812	0 000	13,034	72,087		☐

	Symbol	Trade Date B	Quantity	Avg Pnce	Cost	Last Price	Value	Profit	Target Ratio	Tax Term	Descnption
Long	AMZN	12/04/2008	12	48 2592	579 11	364 0300	4,368 36	3,789 25	0 45		AMAZON COM INC
	BLOX	09/11/2013	69	43 7328	3,017 56	44 4500	3,067 05	49 49	0 32		INFOBLOX INC
		09/27/2013	23	42 0048	966 11	44 4500	1,022 35	56 24	0 11		
	BNNY	04/03/2012	69	38 3800	2,648 22	47 2500	3,260 25	612 03	0 34		ANNIES INC
		01/08/2013	56	35 6307	1,995 32	47 2500	2,646 00	650 68	0 27		
	BSET	07/15/2013	100	17 6750	1,767 50	14 0000	1,400 00	-367 50	0 14		BASSETT FURNITURE INDS INC
	BSX	05/10/2013	265	8 6860	2,301 79	11 6900	3,097 85	796.06	0.32		BOSTON SCIENTIFIC CORP
	CHUY	02/11/2013	112	29 2768	3,279 00	37 6000	4,211 20	932 20	0 44		CHUY S HOLDINGS INC
	CMG	05/23/2007	5	75 1500	375 75	526 9700	2,634 85	2,259 10	0 27		CHIPOTLE MEXICAN GRILL INC COMMON STOCK
		09/12/2008	8	57 9150	463 32	526 9700	4,215 76	3,752 44	0 44		
		09/12/2008	3	57 9167	173 75	526 9700	1,580 91	1,407 16	0 16		
	CRTO	10/31/2013	97	37 1235	3,600 98	35 3100	3,425 07	-175 91	0 35		***CRITEO S A SPONSORED ADS
	FB	01/10/2013	44	31 6634	1,393 19	50 2050	2,209 02	815 83	0 23		FACEBOOK INC CL A
		07/24/2013	86	32 0170	2,753 46	50 2050	4,317 63	1,564 17	0 45		
	FEYE	09/20/2013	92	41 6047	3,827 63	37 9000	3,486 80	-340 83	0 36		FIREEYE INC COM
	FLTX	06/24/2013	92	30 8050	2,834 06	31 7500	2,921 00	86 94	0 30		***FLEETMATICS GROUP PLC COM
		07/24/2013	27	33 0000	891 00	31 7500	857 25	-33 75	0 09		
		08/01/2013	31	37 8748	1,174 12	31 7500	984 25	-189 87	0 10		
	FMI	10/01/2013	103	38 1242	3,926 79	32 0720	3,303 42	-623 37	0.34		FOUNDATION MEDICINE INC COM
	FWM	04/30/2013	233	17 6731	4,117 83	24 4300	5,692.19	1,574 35	0 59		FAIRWAY GROUP HOLDINGS CORP CLASS A
	GIMO	07/30/2013	84	33 4208	2,807 35	30 7800	2,585 52	-221 83	0 27		GIGAMON INC COM
		10/21/2013	21	36 8800	774 48	30.7800	646 38	-128 10	0 07		
	KYTH	09/17/2013	44	43 7834	1,926 47	44 7100	1,967.24	40 77	0 20		KYTHERA BIOPHARMACEUTICALS INC COM
	LDRH	10/16/2013	208	21 2072	4,411 10	20 7100	4,307 68	-103 42	0.45		LDR HOLDING CORPORATION
	LNKD	08/16/2011	10	89 8290	898 29	223 6700	2,236.70	1,338 41	0 23		LINKEDIN CORPORATION COM CL A
		11/04/2011	7	84 0286	588 20	223 6700	1,565 69	977 49	0 16		
	NGVC	09/20/2012	76	22 8163	1,734 04	39 9000	3,032 40	1,298 36	0 31		NATURAL GROCERS BY VITAMIN COTTAGE INC

Account Open Position Detail - Oct 31, 2013

Account: 53709 LANGDON FAMILY FOUNDATION

	Symbol	Trade Date B	Quantity	Avg Price	Cost	Last Price	Value	Profit	Target Ratio	Tax Term	Description
Long	NGVC	05/13/2013	49	29 2900	1,435 21	39 9000	1,955 10	519 89	0 20		
	NOW	08/30/2012	46	30 8050	1,417 03	54 6100	2,512 06	1,095 03	0 26		SERVICENOW INC COM
		10/25/2012	51	31 9841	1,631 19	54 6100	2,785 11	1,153 92	0 29		
	OCDO LN	07/16/2013	595	4 9655	2,954 47	6 9658	4,144 65	1,190 20	0 43		***OCADO GROUP PLC
	PRLB	05/03/2012	50	28 7366	1,436 83	83 8600	4,193 00	2,756 17	0 43		PROTO LABS INC COM
		04/25/2013	30	46 8967	1,406 90	83 8600	2,515 80	1,108 90	0 26		
	RH	12/19/2012	103	33 3742	3,437 54	69 7400	7,183 22	3,745 68	0 74		RESTORATION HARDWARE HLDGS INC COM
		07/11/2013	15	70 0000	1,050 00	69 7400	1,046 10	-3 90	0 11		
		07/12/2013	6	70 5483	423 29	69 7400	418 44	-4 85	0 04		
	SPLK	05/10/2012	73	33 5285	2,447 58	62 7100	4,577 83	2,130 25	0 47		SPLUNK INC COM
		07/25/2013	33	52 4291	1,730 16	62 7100	2,069 43	339 27	0 21		
	SSTK	10/11/2012	78	22 2200	1,733 16	70 8000	5,522 40	3,789 24	0 57		SHUTTERSTOCK INC COM
	TXTR	07/02/2013	109	27 2455	2,969 76	38 3300	4,177 97	1,208 21	0 43		TEXTURA CORP COM
		09/20/2013	35	38 0000	1,330.00	38 3300	1,341 55	11 55	0 14		
	VEEV	10/23/2013	31	41 5903	1,289 30	38 9100	1,206 21	-83 09	0 12		VEEVA SYSTEMS INC CL A COM
	WFM	03/18/2009	54	7 9309	428 27	63.1300	3,409 02	2,980 75	0 35		WHOLE FOODS MARKET INC
		03/19/2009	20	8 0625	161 25	63 1300	1,262 60	1,101 35	0 13		
	YELP	03/06/2012	51	20 6106	1,051.14	67 7500	3,455 25	2,404 11	0 36		YELP INC CL A
		07/10/2012	33	24 2242	799 40	67 7500	2,235 75	1,436 35	0 23		
						Long Position Total:	**131,054.31**	**46,695.42**			
						Total:	**131,054 31**	**46,695.42**			

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

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

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ KAREN LEGOTTE

Telephone No. ▶ 212-231-4250 Fax No. ▶ 212-921-9756

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until SEPTEMBER 15 , 20 14 .

5 For calendar year _____, or other tax year beginning NOVEMBER 1 , 20 12 , and ending OCTOBER 31 , 20 13 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL INFORMATION NEEDED TO COMPLETE TAX RETURN

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 2,098
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 2,098
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.00

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 6/5/14