Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation

LAINOFF FAMILY FOUNDATION INC

A Employer identification number: 13-3949510

Number and street (or P O box number if mail is not delivered to street address) | Room/suite

477 MADISON AVENUE, 10TH FL

B Telephone number: 212-686-7160

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10022

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) ▶$ 3,689,930.

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))

		(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	3,728.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	356.	356.		STATEMENT 1
	4 Dividends and interest from securities	71,636.	71,636.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	181,032.			
	b Gross sales price for all assets on line 6a 1,850,415.				
	7 Capital gain net income (from Part IV, line 2)		181,032.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	256,752.	253,024.		
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 STMT 3	3,728.	1,864.		1,864.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	103.	103.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	16,326.	16,251.		75.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	20,157.	18,218.		1,939.
	25 Contributions, gifts, grants paid	197,500.			197,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	217,657.	18,218.		199,439.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	39,095.			
	b **Net investment income** (if negative, enter -0-)		234,806.		
	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	27,074.	180,732.	180,732.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		1,299.	1,299.
	10a Investments - U.S. and state government obligations STMT 6	0.	99,900.	97,256.
	b Investments - corporate stock STMT 7	1,479,845.	1,341,731.	1,720,327.
	c Investments - corporate bonds STMT 8	1,768,952.	1,691,304.	1,690,316.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,275,871.	3,314,966.	3,689,930.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,275,871.	3,314,966.	
	30 **Total net assets or fund balances**	3,275,871.	3,314,966.	
	31 **Total liabilities and net assets/fund balances**	3,275,871.	3,314,966.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,275,871.
2	Enter amount from Part I, line 27a	2	39,095.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,314,966.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,314,966.

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	SCHEDULE ATTACHED	P		
b	SCHEDULE ATTACHED	P		
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	337,991.		386,400.	-48,409.
b	1,512,424.		1,282,983.	229,441.
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				-48,409.
b				229,441.
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	181,032.
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))
2015	194,635.	3,674,607.	.052968
2014	198,548.	3,912,324.	.050749
2013	197,703.	3,864,503.	.051159
2012	177,412.	3,737,336.	.047470
2011	167,294.	3,835,132.	.043621

2 **Total** of line 1, column (d)	2	.245967
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	.049193
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,625,096.
5 Multiply line 4 by line 3	5	178,329.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,348.
7 Add lines 5 and 6	7	180,677.
8 Enter qualifying distributions from Part XII, line 4	8	199,439.

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	2,348.
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	2,348.
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	2,348.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 1,395.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	1,395.
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	953.
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 2017 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 the definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
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) ▶ NY			
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 2016 or the taxable year beginning in 2016 (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 ▶ HERTZ, HERSON & CO, LLP Telephone no. ▶ 212-686-7160			
	Located at ▶ 477 MADISON AVENUE, NEW YORK, NY ZIP+4 ▶ 10022			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
			Yes	No
16	At any time during calendar year 2016, 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 FinCEN Form 114. 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016.)* 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 2016?	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 [X] 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 [X] No

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) [ ] Yes [X] 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 [X] 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 [X] No

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

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

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

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

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

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	3,537,745.
b	Average of monthly cash balances			1b	142,556.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	3,680,301.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	3,680,301.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	55,205.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,625,096.
6	**Minimum investment return.** Enter 5% of line 5			6	181,255.

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	181,255.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,348.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,348.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	178,907.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	178,907.
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	178,907.

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	199,439.
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	199,439.
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	2,348.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	197,091.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				178,907.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			143,644.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 199,439.				
a Applied to 2015, but not more than line 2a			143,644.	
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 2016 distributable amount				55,795.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				123,112.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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 (a) 2016	Prior 3 years (b) 2015	(c) 2014	(d) 2013	(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).)

NONE

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.

NONE

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 address 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				
SCHEDULE ATTACHED	N/A	PC	GENERAL CHARITABLE & EDUCATIONAL PURPOSES	197,500.
Total			▶ 3a	197,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2016)

623611 11-23-16

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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			14	356.	
4 Dividends and interest from securities			14	71,636.	
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	181,032.	
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.		253,024.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 253,024.

(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).

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: 5/4/17 Title: Treas.

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
BRIAN J GLOZNEK	[signature]	5/1/17		P00106849

Firm's name ▶ HERTZ HERSON CPA LLP — Firm's EIN ▶ 13-5676811

Firm's address ▶ 477 MADISON AVENUE NEW YORK, NY 10022 — Phone no. 212-686-7160

Lainoff Family Foundation Inc
Attachment to Form 990-PF Schedule XV
EIN 13-3949510
December 31, 2016

Qualified Charitable Organization	Foundation Status of Recipient	Amount
Arlington Free Clinic	Hospital	25,000 00
Ayuda DC/Md	Public	2,000 00
Brain Food	Educ Inst	1,000 00
Build Metro DC	Public	1,000 00
Catalogue For Philanthrophy	Educ Inst	3,000 00
Collegiate Directions	Educ Inst	4,000 00
Communities in School	Public	1,000 00
Critical Exposure	Educ Inst	1,000 00
DC Creative Writing Workshop	Educ Inst	1,000 00
DC Hunger Solutions	Educ Inst	1,000 00
DC Special Education Co-op	Educ Inst	2,000 00
Diabetes Research Institute	Scientific Organization	25,000 00
Edu-futuro	Educ Inst	2,000 00
826DC	Public	1,000 00
Fairfax CASA	Public	10,000 00
Food for Others	Public	2,000 00
For Love of Children	Public	1,000 00
Free Minds Book Club	Public	8,000 00
Homeless Children's Playtime	Public	5,000 00
Hortan's Kids	Educ Inst	8,000 00
Inner City-Inner Child	Public	1,000 00
Interplay Company Orchestra	Public	1,000 00
Jubilee Jumpstart	Public	3,000 00
Just Neighbors	Public	2,000 00
Leland Deacon's Alliance	Public	3,000 00
Leland Food Pantry	Public	2,000 00
Leland Habitat For Humanity	Public	2,500 00
Life Pieces To Masterpieces	Educ Inst	3,000 00
Literacy Lab	Educ Inst	4,000 00
Northern Virginia Therapy	Educ Inst	1,000 00
An Open Book Foundation	Public	1,000 00
Planned Parenthood Action Fund	Public	10,000 00
Project Create	Educ Inst	4,000 00
Reading Partners Washington	Educ Inst	2,000 00
Sitar Arts Center	Educ Inst	7,000 00
SOME So Others Might Eat	Public	5,000 00
Tahirih Justice	Public	2,000 00
Thrive DC	Public	8,000 00
Turning the Page	Educ Inst	2,000 00
Washington Nationals Youth Baseball Academy	Educ Inst	20,000 00
A Wider Circle	Public	10,000 00
		197,500 00

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NEUBERGER BERMAN - NOMINEE	356.	356.	
TOTAL TO PART I, LINE 3	356.	356.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NEUBERGER BERMAN - DIVIDENDS	31,726.	0.	31,726.	31,726.	
NEUBERGER BERMAN - INTEREST	38,644.	0.	38,644.	38,644.	
NEUBERGER BERMAN - US INTEREST	1,266.	0.	1,266.	1,266.	
TO PART I, LINE 4	71,636.	0.	71,636.	71,636.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	3,728.	1,864.		1,864.
TO FORM 990-PF, PG 1, LN 16B	3,728.	1,864.		1,864.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	103.	103.		0.
TO FORM 990-PF, PG 1, LN 18	103.	103.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	16,244.	16,244.		0.
STATUTORY ADVERTISEMENT	75.	0.		75.
ADR FEES	7.	7.		0.
TO FORM 990-PF, PG 1, LN 23	16,326.	16,251.		75.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL FARM CREDIT BANK 1.625%	X		99,900.	97,256.
TOTAL U.S. GOVERNMENT OBLIGATIONS			99,900.	97,256.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			99,900.	97,256.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
300 SHS ALLERGAN PLC	67,785.	63,003.
85 SHS ALPHABET INC CL C	20,870.	65,605.
250 SHS AMERICAN TOWER CORPORATION	27,239.	26,420.
400 SHS AON PLC	31,042.	44,612.
300 SHS APPLE INC	37,670.	34,746.
400 SHS AUTOMATIC DATA PROCESSING	36,126.	41,112.
325 SHS BERKSHIRE HATHAWAY INC DEL CL A NEW	47,399.	52,968.
850 SHS BEST BUY COMPANY INC	29,493.	36,269.
220 SHS BOSTON BEER COMPANY	39,020.	37,367.
1200 SHS CABOT OIL & GAS CORP	39,306.	28,032.
800 SHS CARNIVAL CORP PAIRED STOCK	36,398.	41,648.
2000 SHS CISCO SYSTEMS INC	37,763.	60,440.
500 SHS EOG RES INC	35,154.	50,550.
900 SHS EXPRESS SCRIPTS HOLDING CO	57,109.	61,911.
250 SHS FEDEX CORP	33,687.	46,550.
700 SHS GLAXOSMITHKLINE PLC	29,143.	26,957.
200 SHS GOLDMAN SACHS GROUP IN	31,216.	47,890.
400 SHS HONEYWELL INTL INC	17,735.	46,340.
800 SHS INDUSTRIA DE DISENO TEXTILE	26,673.	27,364.
1000 SHS INTERNATIONAL PAPER CO	34,930.	53,060.
600 SHS JOHNSON & JOHNSON	37,040.	69,126.
750 SHS JPMORGAN CHASE & CO	38,654.	64,717.
250 SHS KIMBERLY CLARK CORP	24,951.	28,530.
1150 SHS LENNAR CORP CL A	40,489.	49,370.
1000 SHS ELI LILLY & CO	57,542.	73,550.
950 SHS MICROSOFT CORP	27,584.	59,033.
1150 SHS MONDELEZ INTERNATIONAL INC	44,023.	50,980.
250 SHS NVIDIA CORP	5,084.	26,685.
225 SHS PIONEER NATURAL RESOURCES	37,151.	40,516.
400 SHS PNC FINANCIAL SVCS GROUP IN	39,582.	52,632.
300 SHS PROCTER & GAMBLE CO	28,086.	25,224.
250 SHS RAYTHEON CO NEW	29,252.	35,500.
600 SHS SCHLUBERGER LTD	56,088.	50,370.
600 SHS TEXAS INSTRUMENTS INCORPORATED	34,758.	43,782.
1400 SHS TEXTRON INC	51,251.	67,984.
400 SHS UNION PACIFIC CORP	38,259.	41,472.
300 SHS UNITEDHEALTH GROUP INC	36,179.	48,012.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,341,731.	1,720,327.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBVIE INC SR NOTE 2.000%	74,951.	75,046.
AMGEN INC VAR RATE	99,327.	100,610.
AT&T INC SR UNSEC NOTE 1.400%	99,536.	99,780.
COMCAST CORP NOTE 1.100%	99,901.	95,852.
CONOCOPHILLIPS CO GTD NOTE 1.500%	72,034.	74,747.
CROWN CASTLE INTL CORP 2.250%	99,442.	96,745.
EBAY INC 2.600%	99,185.	96,927.
EXPRESS SCRIPTS HLDG CO NOTE 2.250%	99,806.	99,989.
GOLDMAN SACHS GROUP INC 5.625%	50,217.	50,061.
HCP INC INC SR UNSEC NOTE 2.625%	99,847.	100,134.
IBM CORP SR UNSEC GLOBAL NOTE 1.875%	99,819.	100,230.
JPMORGAN CHASE CO 1.625%	99,827.	99,872.
MATTEL INC 2.350%	100,000.	100,259.
MCKESSON CORP 1.400%	98,556.	99,593.
MICROSOFT CORP NOTE 1.100%	99,897.	98,655.
NORTHROP GRUMMAN CORP SR GLOBAL NT 1.750%	99,309.	100,275.
SILGAN HOLDINGS INC NOTE 5.000%	50,229.	50,875.
VENTAS REALTY LP/VENTAS CAP CORP NT 3.125%	99,591.	100,605.
ZIMMER BIOMET HLDGS INC SR GLOBAL NT 2.000%	49,830.	50,061.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,691,304.	1,690,316.

Lainoff Family Foundation Inc
EIN 13-3949510
Attachment to Form 990-PF, Part IV
December 31, 2016

		Date Bought	Date Sold	Sales Proceeds	Cost or Other Basis	Short-Term Gain/(Loss)	Long-Term Gain/(Loss)
650	Lincoln National Corp	4/20/2015	2/16/2016	22,096 33	37,375 26	(15,278 93)	
500	Nordstrom Inc	5/7/2015	2/5/2016	24,091 05	38,387 90	(14,296 85)	
4,800	Nokia Corporation Spons ADR	1/27/2016	5/10/2016	25,492 24	34,515 36	(9,023 12)	
350	Nvidia Corp	5/13/2015	4/29/2016	12,400 40	7,195 40	5,205 00	
250	Ralph Lauren Corp	2/23/2015	2/12/2016	21,700 02	34,630 48	(12,930 46)	
350	Walt Disney Co Hldg Co	3/16/2016	11/2/2016	32,211 05	34,330 28	(2,119 23)	
100,000	Federal Home Loan Banks 1 500%	3/17/2016	6/30/2016	100,000 00	99,975 00	25 00	
100,000	Federal Farm Credit Bank 1 870%	5/3/2016	5/20/2016	100,000 00	99,990 00	10 00	
				337,991 09	386,399 68	(48,408 59)	
15	Alphabet Cl A	7/31/2009	11/8/2016	12,049 49	3,375 74		8,673 75
25	Alphabet Cl A	7/31/2009	12/13/2016	20,384 22	5,626 24		14,757 98
200	American International Group Inc New	12/18/2012	2/4/2016	10,801 26	6,997 29		3,803 97
900	American International Group Inc New	12/18/2012	4/18/2016	49,668 92	31,487 78		18,181 14
700	American International Group Inc New	7/12/2013	2/4/2016	37,804 41	32,664 66		5,139 75
100	Aon PLC	10/25/2013	12/2/2016	11,173 85	7,760 46		3,413 39
50	Blackrock Inc	2/13/2012	10/31/2016	17,101 15	9,575 73		7,525 42
100	Blackrock Inc	5/23/2012	10/31/2016	34,202 31	16,000 00		18,202 31
250	Check Point Software Technologies Ltd	2/3/2015	4/21/2016	21,239 16	19,255 05		1,984 11
500	Check Point Software Technologies Ltd	2/3/2015	7/22/2016	40,774 61	38,510 10		2,264 51
300	Chevron Corp	3/27/2013	5/10/2016	30,299 43	36,098 79		(5,799 36)
350	Chevron Corp	7/12/2013	5/10/2016	35,349 33	43,180 80		(7,831 47)
50	Cisco Systems Inc	8/16/2012	6/20/2016	1,447 15	944 08		503 07
550	Cisco Systems Inc	4/19/2013	4/8/2016	15,262 60	11,179 24		4,083 36
950	Cisco Systems Inc	4/19/2013	6/20/2016	27,495 91	19,309 61		8,186 30
500	E I Du Pont De Nemours & Co	3/17/2014	1/27/2016	25,860 62	31,509 41		(5,648 79)
150	Express Scripts Holding Company	8/27/2013	11/30/2016	11,500 11	9,587 19		1,912 92
250	Honeywell Intl Inc	8/25/2011	3/18/2016	27,980 29	11,143 29		16,837 00
200	Honeywell Intl Inc	8/25/2011	5/25/2016	22,921 54	8,914 63		14,006 91
16	AdvanSix Inc	8/25/2011	10/5/2016	227 16	94 39		132 77
200	Honeywell Intl Inc	4/19/2013	3/18/2016	22,450 31	14,788 00		7,662 31
250	Johnson & Johnson	3/3/2008	3/11/2016	26,887 26	15,433 30		11,453 96
150	Johnson & Johnson	3/3/2008	4/8/2016	16,370 76	9,259 98		7,110 78
200	Johnson & Johnson	3/3/2008	5/25/2016	22,666 30	12,346 64		10,319 66
300	JPMorgan Chase & Co	7/15/2013	11/7/2016	20,948 33	16,439 67		4,508 66
200	JPMorgan Chase & Co	7/15/2013	11/18/2016	15,570 58	10,959 78		4,610 80
250	JPMorgan Chase & Co	7/15/2013	12/5/2016	20,744 24	13,699 73		7,044 51
200	Nvidia Corp	5/13/2015	5/19/2016	8,727 52	4,111 66		4,615 86
150	Nvidia Corp	5/13/2015	11/18/2016	13,876 79	3,063 05		10,813 74
100	Nvidia Corp	5/13/2015	12/5/2016	9,178 83	2,033 63		7,145 20
350	Nvidia Corp	5/13/2015	12/28/2016	40,149 02	7,117 70		33,031 32
1,550	Oracle Corporation	10/13/2014	10/24/2016	59,359 05	60,013 83		(654 78)
300	Sandisk Corp	12/6/2013	2/24/2016	20,317 74	20,328 48		(10 74)
200	Textron Inc	1/7/2015	12/1/2016	9,391 79	8,313 36		1,078 43
50	Valmont Industries Inc	10/29/2010	1/11/2016	5,084 61	3,953 86		1,130 75
200	Valmont Industries Inc	10/29/2010	1/12/2016	20,013 41	15,815 46		4,197 95
100,000	IBM Corp Note 2 000%	12/6/2010	1/5/2016	100,000 00	99,678 00		322 00
100,000	Mondelez Intl Inc Note 4 125%	4/29/2010	2/9/2016	100,000 00	101,259 10		(1,259 10)
100,000	Health Care REIT Sr Unsecured Nt 3 625%	3/9/2011	3/15/2016	100,000 00	99,638 00		362 00
100,000	Amgen Inc Sr Unsecured 2 300%	7/1/2011	1/8/2016	100,545 00	99,131 00		1,414 00
50,000	Anadarko Pete Corp Sr Note 5 950%	6/17/2009	5/2/2016	50,986 00	49,021 75		1,964 25
75,000	Thermo Fisher Scientific Inc 1 300%	9/15/2014	10/7/2016	75,190 50	74,813 25		377 25
100,000	L-3 Communications Corp 1 500%	9/15/2014	12/30/2016	100,323 00	99,399 00		924 00
100,000	EBay Inc Note 1 350%	7/11/2013	11/9/2016	100,099 00	99,150 00		949 00
				1,512,423 56	1,282,982 71		229,440 85