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

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

DIANA AND MICHAEL DAVID EPSTEIN
FAMILY FOUNDATION, INC
5410 EDSON LANE #300
ROCKVILLE, MD 20852

A Employer identification number: 31-1684510

B Telephone number (see the instructions)

C If exemption application is pending, check here [ ]

D 1 Foreign organizations, check here [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 2,880,388.

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

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 the instructions).)*

	Line		(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 (att sch)				
	2	Ck ► [X] if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	29,932.	29,932.		
	4	Dividends and interest from securities	46,352.	46,352.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	2,912.			
	b	Gross sales price for all assets on line 6a 8,745.				
	7	Capital gain net income (from Part IV, line 2)		2,912.		
	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/(loss) (att sch)				
	11	Other income (attach schedule) SEE STATEMENT 1	12,084.	8,984.		
	12	**Total.** Add lines 1 through 11	91,280.	88,180.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 2	5,200.	5,200.		
	c	Other prof fees (attach sch) SEE ST 3	6,106.	6,106.		
	17	Interest				
	18	Taxes (attach schedule)(see instr) SEE STM 4	96.	96.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 5	370.			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,772.	11,402.		
	25	Contributions, gifts, grants paid PART XV	710,380.			710,380.
	26	**Total expenses and disbursements.** Add lines 24 and 25	722,152.	11,402.	0.	710,380.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-630,872.			
	b	**Net investment income** (if negative, enter -0-)		76,778.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	974,692.	302,935.	302,935.
	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 the instructions)	188,116.		
	7	Other notes and loans receivable (attach sch) ►			
		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) STATEMENT 6	193,200.	193,040.	108,120.
	c	Investments – corporate bonds (attach schedule) STATEMENT 7	65,610.	59,937.	55,736.
	11	Investments – land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 8	2,278,329.	2,511,533.	2,413,597.
	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 instructions Also, see page 1, item I)	3,699,947.	3,067,445.	2,880,388.
LIABILITIES	17	Accounts payable and accrued expenses	1,630.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	1,630.	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	3,698,317.	3,067,445.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see the instructions)	3,698,317.	3,067,445.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	3,699,947.	3,067,445.	

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	3,698,317.
2	Enter amount from Part I, line 27a	2	-630,872.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,067,445.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,067,445.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 9			
b			
c			
d			
e			

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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	2,912.
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 the instructions). If (loss), enter -0- in Part I, line 8	3	0.

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 (column (b) divided by column (c))
2008	538,605.	2,691,174.	0.200138
2007	508,337.	3,380,921.	0.150355
2006	436,024.	3,571,884.	0.122071
2005	455,637.	3,596,003.	0.126707
2004	253,993.	1,728,717.	0.146926

2 **Total** of line 1, column (d)	2	0.746197
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	0.149239
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,903,428.
5 Multiply line 4 by line 3	5	433,305.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	768.
7 Add lines 5 and 6	7	434,073.
8 Enter qualifying distributions from Part XII, line 4	8	710,380.

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 the instructions)

1 a 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 instr.) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	768.
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	768.
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	768.
6 Credits/Payments:				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	5,744.		
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	5,744.
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	4,976.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ►		1,000. **Refunded** ►	11	3,976.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► MD			
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 2009 or the taxable year beginning in 2009 (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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ► DIANA & MICHAEL DAVID EPSTEIN Telephone no. ► 301-354-5519

Located at ► 10501 WILLOWBROOK DR. POTOMAC, MD ZIP + 4 ► 20854

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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 the instructions)?	1b	N/A	
	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 the instructions.)	2b	N/A	
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 2009 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 2009.)*	3b	N/A	
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 2009?	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** N/A

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

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

If 'Yes' to 6b, file Form 8870

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

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

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 STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 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 – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See 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	1,837,298.
b	Average of monthly cash balances		1b	710,672.
c	Fair market value of all other assets (see instructions)		1c	399,673.
d	**Total** (add lines 1a, b, and c)		1d	2,947,643.
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	2,947,643.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	44,215.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,903,428.
6	**Minimum investment return.** Enter 5% of line 5		6	145,171.

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	145,171.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 768.		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	768.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	144,403.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	144,403.
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	144,403.

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	710,380.
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	710,380.
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	768.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	709,612.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					144,403.
2 Undistributed income, if any, as of the end of 2009:					
a Enter amount for 2008 only				0.	
b Total for prior years 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004	168,555.				
b From 2005	281,778.				
c From 2006	261,401.				
d From 2007	345,791.				
e From 2008	405,529.				
f **Total** of lines 3a through e		1,463,054.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 710,380.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2009 distributable amount					144,403.
e Remaining amount distributed out of corpus		565,977.			
5 Excess distributions carryover applied to 2009. *(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		2,029,031.			
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 2008. Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					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)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		168,555.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		1,860,476.			
10 Analysis of line 9:					
a Excess from 2005	281,778.				
b Excess from 2006	261,401.				
c Excess from 2007	345,791.				
d Excess from 2008	405,529.				
e Excess from 2009	565,977.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a 'Assets' alternative test – enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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

a The name, address, and telephone number 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		PRIV	CHARITABLE	710,380.
Total			► **3a**	710,380.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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	29,932.	
4 Dividends and interest from securities			14	46,352.	
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	2,912.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a MISCELLANEOUS INCOME				8,984.	
b TAX EXEMPT MUNI INCOME					3,100.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				88,180.	3,100.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 91,280.

(See worksheet in the instructions for line 13 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 the instructions.)
11A	INTEREST FROM TAX-EXEMPT BONDS - EXLUDED FROM GROSS INCOME BY CODE SECTION 103.

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

► [signature] 5/15/10 ► President

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature ► [signature]	Date 5/13/10	Check if self-employed ► ☐	Preparer's Identifying number (See **Signature** in the instrs) 578 42 1079
Firm's name (or yours if self employed), address, and ZIP code ► HARITON, MANCUSO & JONES, P.C. 11140 ROCKVILLE PIKE ROCKVILLE, MD 20852		EIN ► 52-1706411	Phone no ► (301) 984-6400

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	$ 8,984.	$ 8,984.	
TAX EXEMPT MUNI INCOME	3,100.		
TOTAL	$ 12,084.	$ 8,984.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 5,200.	$ 5,200.		
TOTAL	$ 5,200.	$ 5,200.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM PARTNERSHIP	$ 6,106.	$ 6,106.		
TOTAL	$ 6,106.	$ 6,106.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	$ 96.	$ 96.		
TOTAL	$ 96.	$ 96.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NON DEDUCTIBLE	$ 370.			
TOTAL	$ 370.	$ 0.	$ 0.	$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TYCO INTERNATIONAL - 1,000 SHARES	MKT VAL	$ 75,387.	$ 35,680.
TYCO ELECTRONICS STOCK - 1,000 SHARES	MKT VAL	56,312.	24,550.
COVIDIEN STOCK - 1,000 SHARES	MKT VAL	61,341.	47,890.
	TOTAL	$ 193,040.	$ 108,120.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN-BONDS-SEE ATTACHED	MKT VAL	$ 59,937.	$ 55,736.
	TOTAL	$ 59,937.	$ 55,736.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
VINTAGE CAPITAL PARTNERS LP	MKT VAL	$ 339,090.	$ 339,090.
VINTAGE CAPITAL PARTNERS, LP - GAAP/TAX	MKT VAL	-30,599.	-30,599.
TOTAL OTHER INVESTMENTS		$ 308,491.	$ 308,491.
OTHER PUBLICLY TRADED SECURITIES			
JPMORGAN-MUTUAL FUNDS-SEE ATTACHED	MKT VAL	2,203,042.	2,105,106.
TOTAL OTHER PUBLICLY TRADED SECURITIES		$ 2,203,042.	$ 2,105,106.
	TOTAL	$ 2,511,533.	$ 2,413,597.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	JP MORGAN - LONG TERM CAPITAL GAIN DISTR	PURCHASED	VARIOUS	VARIOUS
2	2.33 GNMA - POOL #181122	PURCHASED	10/01/2002	1/15/2009
3	2.34 GNMA - POOL #181122	PURCHASED	10/01/2002	2/17/2009
4	2.36 GNMA - POOL #181122	PURCHASED	10/01/2002	3/16/2009
5	2.39 GNMA - POOL #181122	PURCHASED	10/01/2002	4/15/2009
6	2.39 GNMA - POOL #181122	PURCHASED	10/01/2002	5/15/2009
7	3.54 GNMA - POOL #181122	PURCHASED	10/01/2002	6/15/2009
8	2.44 GNMA - POOL #181122	PURCHASED	10/01/2002	7/15/2009
9	5,000.000 CITY & COUNTY OF DENVER COLO SINGLE FAMI	PURCHASED	9/30/2002	8/03/2009
10	2.45 GNMA - POOL #181122	PURCHASED	10/01/2002	8/17/2009
11	AMERICAN CAPITAL LTD - CASH IN LIEU	PURCHASED	VARIOUS	8/20/2009
12	2.47 GNMA - POOL #181122	PURCHASED	10/01/2002	9/15/2009
13	2.49 GNMA - POOL #181122	PURCHASED	10/01/2002	10/15/2009
14	3.64 GNMA - POOL #181122	PURCHASED	10/01/2002	11/16/2009
15	2.53 GNMA - POOL #181122	PURCHASED	10/01/2002	12/15/2009
16	2.55 GNMA - POOL #181122	PURCHASED	10/01/2002	12/31/2009
17	TYCO - RETURN OF CAPITAL	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	3,550.		0.	3,550.				$ 3,550.
2	2.		0.	2.				2.
3	2.		0.	2.				2.
4	2.		0.	2.				2.
5	2.		0.	2.				2.
6	2.		0.	2.				2.
7	4.		60.	-56.				-56.
8	2.		41.	-39.				-39.
9	5,000.		5,300.	-300.				-300.
10	2.		41.	-39.				-39.
11	3.		0.	3.				3.
12	2.		42.	-40.				-40.
13	2.		42.	-40.				-40.
14	4.		61.	-57.				-57.
15	3.		43.	-40.				-40.
16	3.		43.	-40.				-40.
17	160.		160.	0.				0.
							TOTAL	$ 2,912.

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MICHAEL DAVID EPSTEIN 10501 WILLOWBROOK DRIVE POTOMAC, MD 20854	PRES & TREAS 0	$ 0.	$ 0.	$ 0.
DIANA ELY EPSTEIN 10501 WILLOWBROOK DRIVE POTOMAC, MD 20854	VP/SECRETARY 0	0.	0.	0.
SAMANTHA EPSTEIN 300 EAST 77TH ST, #4B NEW YORK, NY 10021-3375	ASST SECRETARY 0	0.	0.	0.
MICHAEL DAVID EPSTEIN 10501 WILLOWBROOK DRIVE POTOMAC, MD 20854	DIRECTOR 0	0.	0.	0.
DIANA ELY EPSTEIN 10501 WILLOWBROOK DRIVE POTOMAC, MD 20854	DIRECTOR 0	0.	0.	0.
JONATHAN RUBENSTEIN 300 EAST 77TH STREET, #4B NEW YORK, NY 10021-3375	DIRECTOR 0	0.	0.	0.
SAMANTHA EPSTEIN 300 EAST 77TH ST, #4B NEW YORK, NY 10021-3375	DIRECTOR 0	0.	0.	0.
NEIL GURVITCH 4416 EAST WEST HIGHWAY BETHESDA, MD 20814-4568	VICE PRESIDENT 0	0.	0.	0.
NEIL GURVITCH 4416 EAST WEST HIGHWAY BETHESDA, MD 20814-4568	DIRECTOR 0	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

DIANA AND MICHAEL DAVID EPSTEIN FAMILY FOUNDATION, INC

EIN 31-1684510
2009
Tax Schedule I

Recipient Name and Address	Purpose of Contribution	Amount
ACWIS 633 Third Avenue, New York, NY 10017	Charitable	5,000
AISH DC/MD/VA 11418 Old Georgetown Rd , North Bethesda, MD 20852	Charitable	20,000
AISH HATORAH 3150 Sheridan Avenue, Miami Beach, FL 33140-3946	Charitable	6,100
AISH JERUSALEM FELLOWSHIPS 119 W 72nd St , New York, NY 10023	Charitable	500
AISH COM 408 South Lake Drive, Lakewood, NJ 08701-3167	Charitable	2,500
ALEF BET MONTESSORI SCHOOL 11418 Old Georgetown Road, North Bethesda, MD 20852	Charitable	1,000
ALYSSA PARKER MEMORIAL FUND Woodland Hills, CA 91367	Charitable	100
AMERICAN FRIENDS OF LUBAVITCH 2110 Leroy Place, Northwest Washington, DC 20008	Charitable	5,000
AMERICAN FRIENDS OF MAGEN DAVID 352 Seventh Avenue, Ste 400 New York, NY 10001	Charitable	500
AMERICAN FRIENDS OF SHALVA 315 Fifth Avenue, 6th Floor New York, NY 10016	Charitable	1,800
AMERICAN FRIENDS OF SIEBENBERG HOUSE FOUNDATION 8 Garden Lane, New Orleans, LA 70124	Charitable	1,000
AMERICAN MIKLAT COMMITTEE 200 West 57th Street, Suite 1005 New York, NY 10019	Charitable	5,000
AMIT 817 Broadway New York, NY 10003	Charitable	2,000
ASIRT 11769 Gainsborough Road Potomac, MD 20854	Charitable	1,000
BET ELAZRAKI CHILDREN'S HOME 7 Rabbi Tarfon St Netanya, 42448 Israel	Charitable	50,000
BETH SHOLOM CONGREGATION AND TALMUD TORAH 11825 Seven Locks Road, Potomac, MD 20854	Charitable	42,500
B'NAI B'RITH 2020 K Street, NW 7th floor Washington, DC 20006	Charitable	100
CHABAD CENTER FOR JEWISH DISCOVERY 199 West 19th Street, New York, NY 10011	Charitable	770
CHABAD HOUSE FOR TUFTS UNIVERSITY 21 Chetwynd Road, Somerville, MA 02144	Charitable	7,500
CHABAD SHUL OF POTOMAC 11621 Seven Locks, Road, Potomac, MD 20854	Charitable	5,000
CHAI LIFELINE 151 West 30th Street, New York, NY 10001	Charitable	5,100
CONGREGATION B'NAI Israel 335 East 77th street, New York, NY 10021	Charitable	2,500
CROHN'S AND COLITIS FOUNDATION 386 Park Avenue South 17th floor, New York, NY 10016	Charitable	100

DIANA AND MICHAEL DAVID EPSTEIN FAMILY FOUNDATION, INC

EIN 31-1684510
2009
Tax Schedule I

Recipient Name and Address	Purpose of Contribution	Amount
EMET (ENDOWMWNT FOR MIDDLE EAST TRUTH) 1050 Connecticut Avenue, N W 10th Floor Washington, DC 20036	Charitable	2,500
FRIENDS OF LUBAVITCH 11621 Seven Locks Rd , Potomac, MD 20854	Charitable	17,000
FRIENDS OF THE FORUM 4116 N Kennicott, Arlington Hights, IL 60004	Charitable	20,000
FOUNDATION FOR DEFENSE OF DEMOCRACIES 1146 19th Street, N W , Suite 300 Washington, DC 20036	Charitable	5,000
GESHER JEWISH DAY SCHOOL 8900 Little River Turnpike, Fairfax, VA 22031	Charitable	10,000
HEBREW HOME OF GREATER WASHINGTON 6121 Montrose Road, Rockville, MD 20852-4856	Charitable	200
HEBREW SHELTERING HOME OF GREATER WASHINGTON 11524 Daffodil Lane Silver Spring, MD 20902	Charitable	500
HEIFETZ INTERNATIONAL MUSIC INSTITUTE P O Box 6443, Ellicott City, MD 21042	Charitable	10,000
HILLEL AT UNIVERSITY OF MARYLAND 7612 Mowatt Lane, College park, MD 20740	Charitable	25,000
INVESTIGATIVE PROJECT ON TERRORISM FOUNDATION 5505 Connecticut Ave NW #341 Washington, DC	Charitable	15,000
JCADA (JEWISH COALITION AGAINST DOMESTIC ABUSE) 1010 Rockville Pike Suite 500, Rockville, MD 20852	Charitable	5,000
JCCGW SPORTS HALL OF FAME 6125 Montrose Road, Rockville, MD 20852	Charitable	1,000
JCRC (JEWISH COMMUNITY RELATIONS COUNCIL) 6101 Montrose Road, Suite 205 Rockville, MD 20852	Charitable	10,000
JDRF (JUVENILE DIABETES RESEARCH FOUNDATION) 1400 K Street Suite 725, Washington, DC 20005	Charitable	1,000
JEWISH FEDERATION OF GREATER WASHINGTON 6101 Montrose Road, Rockville, MD 20852	Charitable	250,000
JEWISH POLICY CENTER 50 F Street NW Suite 100, Washington, DC 20001	Charitable	15,000
JEWISH ROCKVILLE OUTREACH CENTER 11304 Old Georgetown Road, Rockville, MD 20852	Charitable	360
JSSA (JEWISH SOCIAL SERVICE AGENCY) 200 Wood Hill Road, Rockville, MD 20850	Charitable	2,500
KIDS CONNECT CHARITABLE FUND 2325 Dulles Corner Boulevard Suite 670, Hernadon, VA 201	Charitable	2,000
LIUBAVITCH ON THE PALISADES PRESCHOOL 11 Harold Street, Tenafly, NJ 07670	Charitable	500
MELVIN J BERMAN HEBREW ACADEMY 13300 Arctic Avenue, Silver Spring, MD 20901	Charitable	50,000
MIDDLE EAST FORUM 1500 Walnut Street, Philadelphia, PA 19102	Charitable	250
MEMRI (THE MIDDLE EAST MEDIA RESEARCH INSTITUTE) 1819 L Street NW 5th Floor, Washington, DC 20036	Charitable	5,000
MIKVAH ATERES YISROEL 11621 7 Locks Road, Potomac, MD 20854-3201	Charitable	250

DIANA AND MICHAEL DAVID EPSTEIN FAMILY FOUNDATION, INC

EIN 31-1684510
2009
Tax Schedule I

Recipient Name and Address	Purpose of Contribution	Amount
MIKVAH EMUNAH SOCIETY OF GREATER WASHINGTON 8901 Georgia Ave, Silver spring, MD 20910	Charitable	100
MSU HILLEL JEWISH STUDENT CENTER 360 Charles Street, East Lansing, MI 48823	Charitable	500
NATIONAL JEWISH HEALTH 1400 Jackson Street, Denver, CO 80206	Charitable	1,500
NATIONAL M S SOCIETY 1100 New York Ave NW Suite 660, Washington, DC 20005	Charitable	250
OPERATION EMBRACE 7731 Tuckerman Lane PMB #163, Potomac, Maryland 20854	Charitable	2,330
REACHOUT JEWISH EDUCATIONAL SERVICES, INC 5223 Grande Palm Circle, Delray Beach, FL 33484	Charitable	500
ROCKVILLE VOLUNTEER FIRE DEPARTMENT PO Box 1547, Rockville MD 20849	Charitable	100
SAVE A CHILD'S HEART FOUNDATION, U S 10050 Chapel Road, Ste 18, Potomac, MD 20854	Charitable	1,000
SMITH FARM CENTER 1632 U Street NW, Washington, DC 20009	Charitable	3,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 Danny Thomas Place, Memphis, TN 38105	Charitable	100
SULAM 13300 Arctic Avenue, Rockville, MD 20853	Charitable	5,000
SUNFLOWER BAKERY p o Box 34520, Bethesda, MD 20827	Charitable	1,000
TORAH SCHOOL OF GREATER WASHINGTTON 2010 Linden Lane, Silver Spring, MD 20910	Charitable	500
TUFTS UNIVERSITY 80 George Street, Medford, MA 02155	Charitable	2,500
UNIVERISTY OF TEXAS CHABAD 2101 Neces Street, Austin, TX 78705	Charitable	25,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 Raoul Wallenberg Place, SW Washington, DC 20024-2126	Charitable	20,000
YESHIVA OF GREATER WASHINGTON 1216 Arcola Avenue, Silver Spring, MD 20902	Charitable	12,300
YESHIVA GEDOLA OF BRIDGEPORT P O Box 6384 Bridgeport, CT 06606-4915	Charitable	5,000
YESHIVA OR TZAFON Washington, DC	Charitable	270
YESHIVA UNIVERSITY 500 West 185th Street BH 725, New York, NY 10033	Charitable	20,000
YOUNG ISRAEL EZRAS ISRAEL OF POTOMAC 11618 Seven Locks Road, Potomac, MD 20854	Charitable	1,000
YOUNG ISRAEL OF SCARSDALE 1313 Weaver Street, Scarsdale, New York 10583	Charitable	2,500
YAD SARAH 450 Park Avenue, Suite 3201 New York, NY 10022	Charitable	300
		717,880
Less Bet Elazraki Children's Home - returned funds of a charitable contribution for a previous year (2007)		(7,500)
		710,380

DIANA AND MICHAEL EPSTEIN FOUNDATION

INVESTMENTS

DECEMBER 31, 2009

	Date purchased	Balance at 12/31/08 Shares	Balance at 12/31/08 Cost	Balance at 12/31/08 FMV	2009 Activity Shares	Purc/Rein	shares sold	basis Sales	sale proceeds	Gain/ (Loss)	ROC	Description	Balance at 12/31/09 Shares	Balance at 12/31/09 Cost	Balance at 12/31/09 FMV
STOCKS															
Covidien Limited (xfer from FBR account)		1,000 000	61,341 00	36 240 00									1,000 000	61,341 00	47,890 00
Tyco Electronics Ltd (xfer from FBR account)		1,000 000	56,472 36	16,210 00							(160 00)		1 000 000	56,312 36	24,550 00
Tyco International Ltd (xfer from FBR account)		1,000 000	75,386 64	21,600 00									1,000 000	75,386 64	35,680 00
			193,200 00	74,050 00		0 00		0 00	0 00	0 00	(160 00)			193,040 00	108,120 00
BONDS															
GNMA - pool #165909	5-May-98	0 000	0 00							0 00			0 000	0 00	
GNMA - passthru pool #181122	5-May-98	266 280	4,497 48	284 44			(31 37)	(373 44)	33 92	(339 52)			234 910	4,124 04	259 19
Denver Colo City & Co Single Family Mort Revenue	30-Apr-98	5,000 000	5,300 00	5,329 65			(5,000 00)	(5 300 00)	5,000 00	(300 00)	(44 19)		0 000	0 00	
MD St Hlth & Hghr Ed - due 07/01/26	30-Apr-98	50,000 000	50 812 50	45,052 00							(61 53)		50,000 000	50,812 50	50,022 50
Westinghouse Electric Corp Note	17-Nov-00	5,000 000	5,000 00	4,088 75									5,000 000	5,000 00	5,454 30
			65,609 97	54,754 84		0 00		(5,673 44)	5,033 92	(639 52)	(105 72)			59,936 53	55,735 99
MUTUAL FUNDS AND UNIT INVESTMENT TRUSTS															
American Capital Ltd (name chg from American Capital Strateg	20-Sep-05	2,700 000	100,197 00	8,748 00					2 91				2,700 000	100,197 00	incl below
American Capital Ltd	11-Aug-09	0 000	0 00	0 00	741 0000	2,388 98							741 000	2,388 98	8 396 04
Apollo Investment Corp	18-Jan-07	5,000 000	112,200 00	46,550 00									5,000 000	112,200 00	47,700 00
IShares Russell 2000 Index Fund	12-Feb-07	1,025 000	82,963 50	50,471 00									1,025 000	82,963 50	64,001 00
IShares Russell Midcap Growth Index Fund (stk split 07/24/08)	26-Apr-07	1,400 000	78,493 00	43,792 00									1,400 000	78 493 00	63 476 00
JPM Asia Equity Fund	13-Oct-05	2,224 199	50 000 00	incl below									2,224 199	50,000 00	incl below
JPM Asia Equity Fund	16-Dec-05	40 326	922 66	incl below									40 326	922 66	incl below
JPM Asia Equity Fund	16-Dec-05	39 419	901 91	incl below									39 419	901 91	incl below
JPM Asia Equity Fund	21-Dec-05	15 187	348 40	incl below									15 187	348 40	incl below
JPM Asia Equity Fund	18-Dec-06	8 550	246 25	incl below									8 550	246 25	incl below
JPM Asia Equity Fund	18-Dec-06	31 222	899 20	incl below									31 222	899 20	incl below
JPM Asia Equity Fund	26-Dec-06	8 266	238 13	incl below									8 266	238 13	incl below
JPM Asia Equity Fund	1-Jun-07	703 611	24,162 01	incl below						0 00			703 611	24,162 01	incl below
JPM Asia Equity Fund	23-Dec-08	18 950	352 06	58,056 03									18 950	352 06	incl below
JPM Asia Equity Fund	2-Jan-09	0 000	0 00	0 00	0 4300	8 10							0 430	8 10	incl below
JPM Asia Equity Fund	8-Oct-09	0 000	0 00	0 00	1,645 2780	50,000 00							1,645 278	50,000 00	147,745 67
JPM Intrepid Growth Fd	20-Jun-06	2,567 345	50,229 88	incl below									2,567 345	50,229 88	incl below
JPM Intrepid Growth Fd	23-Dec-08	21 000	301 53	38,411 04									21 000	301 53	incl below
JPM Intrepid Growth Fd	22-Dec-09	0 000	0 00	0 00	23 6020	463 08							23 602	463 08	51,403 12
JPM Int'l Value Fd (Fmly JPM Fleming Int'l Value Fd Select)	4-Feb-05	4 409 171	50,000 00	incl below									4,409 171	50,000 00	incl below
JPM Int'l Value Fd (Fmly JPM Fleming Int l Value Fd Select)	12-Apr-05	297 958	3,492 07	47,400 79									297 958	3,492 07	incl below
JPM Int'l Value Fd (Fmly JPM Fleming Int'l Value Fd Select)	8-Oct-09	0 000	0 00	0 00	5,854 8010	75,000 00							5,854 801	75,000 00	133,925 27
JPM Intrepid America Fund Select	4-Feb-05	2,241 147	50,000 00	incl below									2,241 147	50,000 00	incl below
JPM Intrepid America Fund Select	12-Apr-05	1,017 303	22 950 36	52,004 86						0 00			1,017 303	22,950 36	66,179 12
JPM Mid Cap Value Fd (Fmly JPM Mid Cap Fd)	25-Nov-02	2,340 346	34,543 60	36,181 86									2,340 346	34,543 60	44,747 55
JPM Multi Strategy Fund (convert to Strat 2 Ltd)	2-Dec-02	311 920	250,000 00	307,858 80									311 920	250,000 00	342 940 44
JPMorgan Short Duration Bond Fund	31-Dec-08	46,860 356	500,000 00	498,125 58									46 860 356	500,000 00	incl below
JPMorgan Short Duration Bond Fund	2-Jan-09	0 000	0 00	0 00	163 1100	1,733 83							163 110	1 733 83	incl below
JPMorgan Short Duration Bond Fund	2-Feb-09	0 000	0 00	0 00	119 3300	1,269 63							119 330	1,269 63	incl below
JPMorgan Short Duration Bond Fund	2-Mar-09	0 000	0 00	0 00	124 2900	1,320 00							124 290	1,320 00	incl below
JPMorgan Short Duration Bond Fund	1-Apr-09	0 000	0 00	0 00	128 4700	1,370 75							128 470	1,370 75	incl below
JPMorgan Short Duration Bond Fund	1-May-09	0 000	0 00	0 00	119 6000	1,279 68							119 600	1,279 68	incl below
JPMorgan Short Duration Bond Fund	1-Jun-09	0 000	0 00	0 00	110 6000	1,187 88							110 600	1,187 88	incl below
JPMorgan Short Duration Bond Fund	1-Jul-09	0 000	0 00	0 00	106 5300	1,143 02							106 530	1,143 02	incl below
JPMorgan Short Duration Bond Fund	3-Aug-09	0 000	0 00	0 00	115 3400	1 241 04							115 340	1 241 04	incl below
JPMorgan Short Duration Bond Fund	1-Sep-09	0 000	0 00	0 00	110 5500	1,196 19							110 550	1 196 19	incl below
JPMorgan Short Duration Bond Fund	1-Oct-09	0 000	0 00	0 00	101 6600	1,103 04							101 660	1 103 04	incl below
JPMorgan Short Duration Bond Fund	2-Nov-09	0 000	0 00	0 00	101 6000	1 105 38							101 600	1,105 38	incl below
JPMorgan Short Duration Bond Fund	1-Dec-09	0 000	0 00	0 00	92 5330	1,011 39							92 533	1,011 39	523,555 56
JPMorgan Strategic Income Opportunities Fund	8-Oct-09	0 000	0 00	0 00	6,544 5030	75,000 00							6,544 503	75,000 00	75,850 79
JPMorgan Total Return Fund Select	28-Jul-08	21,101 091	212 910 01	197,506 21									21,101 091	212,910 01	216 919 22
JPM US Large Capital Core Plus Fund Select	28-Feb-07	5,361 930	100 000 00	incl below									5,361 930	100,000 00	incl below
JPMorgan US Large Cap Core Plus Fund Select	18-Dec-07	161 668	3,328 74	incl below									161 668	3,328 74	incl below
JPMorgan US Large Cap Core Plus Fund Select	18-Dec-07	8 742	180 00	incl below									8 742	180 00	incl below
JPMorgan US Large Cap Core Plus Fund Select	21-Dec-07	21 194	438 71	incl below									21 194	438 71	incl below
JPMorgan US Large Cap Core Plus Fund Select	23-Dec-08	78 930	1,017 35	75,531 34									78 930	1,017 35	incl below
JPMorgan US Large Cap Core Plus Fund Select	22-Dec-09	0 000	0 00	0 00	35 5170	644 64							35 517	644 64	103,043 89
Merrill Lynch Annual review notes - 02/19/10	7-Feb-07	100,000 000	100,000 00	63,310 00									100,000 000	100 000 00	84 850 00
Merrill Lynch Annual review notes - 10/13/10	28-Sep-07	100 000 000	100,000 00	56,490 00									100,000 000	100 000 00	77,280 00
Highbridge Statistical Market	15-Jun-06	1,587 302	25,000 00	incl below									1,587 302	25 000 00	incl below
Highbridge Statistical Market	17-Nov-06	1,572 327	25 000 00	incl below									1,572 327	25,000 00	incl below
Highbridge Statistical Market	18-Dec-06	7 363	117 44	incl below									7 363	117 44	incl below
Highbridge Statistical Market	18-Dec-06	0 008	0 13	incl below									0 008	0 13	incl below
Highbridge Statistical Market	28-Dec-06	33 371	528 26	incl below									33 371	528 26	incl below
Highbridge Statistical Market	21-Dec-07	154 652	2,325 97	incl below									154 652	2,325 97	incl below
Highbridge Statistical Market	1-Apr-08	10 635	166 01	incl below									10 635	166 01	incl below
Highbridge Statistical Market	1-Jul-08	0 091	1 48	incl below									0 091	1 48	incl below
Highbridge Statistical Market	1-Oct-08	0 638	10 20	incl below									0 638	10 20	incl below

Highbridge Statistical Market	23-Dec-08	6 680	109 91	55,520 68						6 680	109 91	53,092 07
			1,984,575 77	1,635,958 19	218,466 63	0 00	2 91	0 00	0 00		2,203,042 40	2,105,105 74
			2,243,385 74	1,764,763 03	218,466 63	(5,673 44)	5,036 83	(639 52)	(265 72)		2,456 018 93	2,268,961 73