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

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

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 ► ☐

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

H Check type of organization. ☒ 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)* ► $ 1,840,591.

J Accounting method: ☒ 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 instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	14,388.	14,388.		
	4 Dividends and interest from securities	41,556.	41,556.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	16,147.			
	b Gross sales price for all assets on line 6a 579,796.				
	7 Capital gain net income (from Part IV, line 2)		16,147.		
	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	2,766.	16.		
	12 **Total.** Add lines 1 through 11	74,857.	72,107.	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	5,600.	5,600.		
	c Other prof fees (attach sch) SEE ST 3	6,785.	6,785.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	133.	133.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,518.	12,518.		
	25 Contributions, gifts, grants paid PART XV	620,796.			620,796.
	26 **Total expenses and disbursements.** Add lines 24 and 25	633,314.	12,518.	0.	620,796.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-558,457.			
	b **Net investment income** (if negative, enter -0-)		59,589.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/05/11 Form **990-PF** (2011)

Part II Balance Sheets

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

			Beginning-of-year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	49,822.	5,058.	5,058.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ► 30,000.			
		Less. allowance for doubtful accounts ►		30,000.	30,000.
	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 5	193,040.	193,040.	122,530.
	c	Investments – corporate bonds (attach schedule) STATEMENT 6	58,062.	57,683.	55,440.
	11	Investments – land, buildings, and equipment: basis ►			
		Less. accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 7	2,190,544.	1,643,126.	1,627,563.
	14	Land, buildings, and equipment: basis ►			
		Less. accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,491,468.	1,928,907.	1,840,591.
LIABILITIES	17	Accounts payable and accrued expenses			
	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)	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	2,491,468.	1,928,907.	
	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 instructions)	2,491,468.	1,928,907.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,491,468.	1,928,907.	

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	2,491,468.
2	Enter amount from Part I, line 27a	2	-558,457.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,933,011.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 8	5	4,104.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,928,907.

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**	16,147.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	**3**	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))
2010	618,458.	2,775,762.	0.222807
2009	709,612.	2,903,428.	0.244405
2008	538,605.	2,691,174.	0.200138
2007	508,337.	3,380,921.	0.150355
2006	436,024.	3,571,884.	0.122071

2	**Total** of line 1, column (d)	**2**	0.939776
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**	0.187955
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	**4**	2,334,868.
5	Multiply line 4 by line 3	**5**	438,850.
6	Enter 1% of net investment income (1% of Part I, line 27b)	**6**	596.
7	Add lines 5 and 6	**7**	439,446.
8	Enter qualifying distributions from Part XII, line 4	**8**	620,796.

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)

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 instrs)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ 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	596.
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	596.
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	596.
6 Credits/Payments:				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	560.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	36.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	596.
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	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ►	**Refunded** ►		11	

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 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 2011 or the taxable year beginning in 2011 (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 ► 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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

				Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2b	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 2011 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 2011.)*		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 2011?		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

If 'Yes' to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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	1,976,708.
b Average of monthly cash balances		1b	33,576.
c Fair market value of all other assets (see instructions)		1c	360,140.
d **Total** (add lines 1a, b, and c)		1d	2,370,424.
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	2,370,424.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	35,556.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,334,868.
6 **Minimum investment return.** Enter 5% of line 5		6	116,743.

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	116,743.
2a Tax on investment income for 2011 from Part VI, line 5	2a 596.		
b Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	596.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	116,147.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	116,147.
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	116,147.

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	620,796.
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	620,796.
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	596.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	620,200.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					116,147.
2 Undistributed income, if any, as of the end of 2011.					
a Enter amount for 2010 only				0.	
b Total for prior years 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006	261,401.				
b From 2007	345,791.				
c From 2008	405,529.				
d From 2009	565,977.				
e From 2010	480,736.				
f **Total** of lines 3a through e		2,059,434.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► $ 620,796.					
a Applied to 2010, 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 2011 distributable amount					116,147.
e Remaining amount distributed out of corpus		504,649.			
5 Excess distributions carryover applied to 2011 *(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		2,564,083.			
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 2010 Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					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 2006 not applied on line 5 or line 7 (see instructions)		261,401.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		2,302,682.			
10 Analysis of line 9:					
a Excess from 2007	345,791.				
b Excess from 2008	405,529.				
c Excess from 2009	565,977.				
d Excess from 2010	480,736.				
e Excess from 2011	504,649.				

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 2011, 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) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(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 ► ☒ 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	620,796.
Total			► **3a**	620,796.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14,388.	
4 Dividends and interest from securities			14	41,556.	
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	11,802.	4,345.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a MISCELLANEOUS INCOME				16.	
b TAX EXEMPT MUNI INCOME					2,750.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				67,762.	7,095.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	74,857.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
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	**1 a (1)**		X
(2) Other assets	**1 a (2)**		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4) Reimbursement arrangements	**1 b (4)**		X
(5) Loans or loan guarantees	**1 b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		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

▶ 5/22/12 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name SAMUEL MANCUSO	Preparer's signature Mancuso	Date 5/17/12	Check ☐ if self-employed	PTIN P01231059

Firm's name ▶ HARITON, MANCUSO & JONES, P.C.

Firm's EIN ▶ 52-1706411

Firm's address ▶ 11140 ROCKVILLE PIKE
ROCKVILLE, MD 20852

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	$ 16.	$ 16.	
TAX EXEMPT MUNI INCOME	2,750.		
TOTAL	$ 2,766.	$ 16.	$ 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	$ 5,600.	$ 5,600.		
TOTAL	$ 5,600.	$ 5,600.	$ 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	$ 6,635.	$ 6,635.		
LEGAL FEES	150.	150.		
TOTAL	$ 6,785.	$ 6,785.	$ 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
TAXES	$ 133.	$ 133.		
TOTAL	$ 133.	$ 133.	$ 0.	$ 0.

STATEMENT 5
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.	$ 46,710.
TE CONNECTIVITY STOCK - 1,000 SHARES	MKT VAL	56,312.	30,810.
COVIDIEN STOCK - 1,000 SHARES	MKT VAL	61,341.	45,010.
	TOTAL	$ 193,040.	$ 122,530.

STATEMENT 6
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	$ 57,683.	$ 55,440.
	TOTAL	$ 57,683.	$ 55,440.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
VINTAGE CAPITAL PARTNERS LP	MKT VAL	$ 381,990.	$ 381,990.
VINTAGE CAPITAL PARTNERS, LP - GAAP/TAX	MKT VAL	-93,270.	-93,270.
TOTAL OTHER INVESTMENTS		$ 288,720.	$ 288,720.
OTHER PUBLICLY TRADED SECURITIES			
JPMORGAN-MUTUAL FUNDS-SEE ATTACHED	MKT VAL	1,354,406.	1,338,843.
TOTAL OTHER PUBLICLY TRADED SECURITIES		$ 1,354,406.	$ 1,338,843.
	TOTAL	$ 1,643,126.	$ 1,627,563.

STATEMENT 8
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NONDEDUCTIBLE EXPENSES	$ 4,104.
TOTAL	$ 4,104.

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	776.583 JPM HIGH YIELD FD - SEL	PURCHASED	VARIOUS	4/12/2011
2	8.843 JPM ASIA EQUITY FD - SEL	PURCHASED	VARIOUS	4/26/2011
3	146.298 JPM SHORT DURATION BOND FD - SEL	PURCHASED	VARIOUS	4/26/2011
4	2406.739 JPM HIGH YIELD FD - SEL	PURCHASED	VARIOUS	6/06/2011
5	3631.961 JPM HIGH YIELD FD - SEL	PURCHASED	VARIOUS	7/28/2011
6	82.863 JPM SHORT DURATION BOND FD - SEL	PURCHASED	VARIOUS	7/28/2011
7	1273.885 JPM HIGH YIELD FD - SEL	PURCHASED	VARIOUS	8/17/2011
8	22.725 JPM SHORT DURATION BOND FD - SEL	PURCHASED	8/01/2011	8/17/2011
9	22.277 JPM INTREPID GROWTH FD - SEL	PURCHASED	12/21/2010	11/28/2011
10	1.620 GNMA 8% 11/15/16	PURCHASED	10/01/2002	2/15/2011
11	1.63 GNMA 8% 11/15/16	PURCHASED	10/01/2002	3/15/2011
12	1.64 GNMA 8% 11/15/16	PURCHASED	10/01/2002	4/15/2011
13	370.808 JPM ASIA EQUITY FD - SEL	PURCHASED	5/31/2007	4/26/2011
14	953.289 JPM TOTAL RETURN FD - SEL	PURCHASED	7/25/2008	4/26/2011
15	2126.429 JPM SHORT DURATION BOND FD - SEL	PURCHASED	12/30/2008	4/26/2011
16	2.79 GNMA 8% 11/15/16	PURCHASED	10/01/2002	5/16/2011
17	1.68 GNMA 8% 11/15/16	PURCHASED	10/01/2002	6/15/2011
18	1.69 GNMA 8% 11/15/16	PURCHASED	10/01/2002	7/15/2011
19	3093.181 JPM SHORT DURATION BOND FD - SEL	PURCHASED	12/30/2008	7/28/2011
20	2356.268 JPM TOTAL RETURN FD - SEL	PURCHASED	7/25/2008	8/10/2011
21	1.70 GNMA 8% 11/15/16	PURCHASED	10/01/2002	8/15/2011
22	2009.646 JPM INT'L VALUE FD - SEL	PURCHASED	10/07/2009	8/17/2011
23	939.85 JPM TOTAL RETURN FD - SEL	PURCHASED	7/25/2008	8/17/2011
24	883.893 JPM SHORT DURATION BOND FD - SEL	PURCHASED	12/30/2008	8/17/2011
25	100000.00 HSBC SPX MKT PLS NOTE 08/25/11	PURCHASED	2/19/2010	8/25/2011
26	1.71 GNMA 8% 11/15/16	PURCHASED	10/01/2002	9/15/2011
27	480.538 JPM MID CAP VALUE FD - SEL	PURCHASED	11/22/2002	9/22/2011
28	2334.267 JPM INT'L VALUE FD - SEL	PURCHASED	VARIOUS	9/22/2011
29	1068.376 JPM ASIA EQUITY FD - SEL	PURCHASED	VARIOUS	9/22/2011
30	2148.326 JPM INTREPID AMERICA FD - SEL	PURCHASED	2/03/2005	9/22/2011
31	1405.811 JPM TOTAL RETURN FD - SEL	PURCHASED	7/25/2008	9/22/2011
32	250 ISHARES RUSSELL 2000 INDEX FUND	PURCHASED	2/07/2007	9/22/2011
33	2.86 GNMA 8% 11/15/16	PURCHASED	10/01/2002	10/17/2011
34	1340.483 JPM TR I HIGHBRIDGE STATISTICAL - SEL	PURCHASED	VARIOUS	10/20/2011
35	1.74 GNMA 8% 11/15/16	PURCHASED	10/01/2002	11/15/2011
36	867.453 JPM ASIA EQUITY FD - SEL	PURCHASED	10/07/2009	11/22/2011
37	516.351,JPM ASIA EQUITY FD - SEL	PURCHASED	VARIOUS	11/28/2011
38	657.995 JPM INTREPID GROWTH FD - SEL	PURCHASED	VARIOUS	11/28/2011
39	1.76 GNMA 8% 11/15/16	PURCHASED	10/01/2002	12/15/2011
40	400 ISHARES RUSSELL MIDCAP GROWTH INDEX FUND	PURCHASED	4/23/2007	12/13/2011
41	1.77 GNMA 8% 11/15/16	PURCHASED	10/01/2002	1/17/2012
42	JP MORGAN - LONG TERM CAPITAL GAIN DISTR	PURCHASED	VARIOUS	VARIOUS
43	VINTAGE CAPITAL PARTNERS	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	6,500.		6,376.	124.				$ 124.
2	349.		327.	22.				22.
3	1,609.		1,604.	5.				5.
4	20,000.		19,577.	423.				423.
5	30,000.		29,464.	536.				536.
6	913.		912.	1.				1.

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

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)
7	10,000.		10,338.	-338.				$ -338.
8	251.		250.	1.				1.
9	491.		501.	-10.				-10.
10	2.		27.	-25.				-25.
11	2.		28.	-26.				-26.
12	2.		28.	-26.				-26.
13	14,651.		12,734.	1,917.				1,917.
14	10,000.		9,619.	381.				381.
15	23,391.		22,689.	702.				702.
16	3.		47.	-44.				-44.
17	2.		28.	-26.				-26.
18	2.		29.	-27.				-27.
19	34,087.		33,004.	1,083.				1,083.
20	25,000.		23,775.	1,225.				1,225.
21	2.		29.	-27.				-27.
22	25,000.		25,744.	-744.				-744.
23	10,000.		9,483.	517.				517.
24	9,749.		9,431.	318.				318.
25	103,300.		100,000.	3,300.				3,300.
26	2.		29.	-27.				-27.
27	10,000.		7,093.	2,907.				2,907.
28	25,000.		28,955.	-3,955.				-3,955.
29	30,000.		33,783.	-3,783.				-3,783.
30	44,449.		47,929.	-3,480.				-3,480.
31	15,000.		14,185.	815.				815.
32	16,272.		20,219.	-3,947.				-3,947.
33	3.		48.	-45.				-45.
34	20,000.		21,318.	-1,318.				-1,318.
35	2.		29.	-27.				-27.
36	25,000.		26,362.	-1,362.				-1,362.
37	15,000.		12,284.	2,716.				2,716.
38	14,509.		12,884.	1,625.				1,625.
39	2.		30.	-28.				-28.
40	21,881.		22,427.	-546.				-546.
41	2.		30.	-28.				-28.
42	3,322.		0.	3,322.				3,322.
43	14,046.		0.	14,046.				14,046.
							TOTAL	$ 16,147.

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
2011
Tax Schedule I

Recipient Name and Address	Purpose of Contribution	Amount
AICE (AMERICAN ISRAELI COOPERATIVE ENTERPRISE) 2810 Blaine Drive, Chevy Chase, MD 20815	Charitable	250
AISH HATORAH 3150 Sheridan Avenue, Miami Beach, FL 33140-3946	Charitable	900
AMERICAN FRIENDS OF HEBREW UNIVERSITY 5100 Wisconsin Ave, NW Ste 250 Washington, DC 20016	Charitable	500
AMERICAN FRIENDS OF LUBAVITCH 2110 Leroy Place, Northwest Washington, DC 20008	Charitable	5,000
AMERICAN HEART ASSOCIATION 7272 Greenville Avenue Dallas, TX 75231	Charitable	1,050
AMERICAN FRIENDS OF SHALVA 315 Fifth Avenue, 6th Floor New York, NY 10016	Charitable	1,800
ASIRT 11769 Gainsborough Road Potomac, MD 20854	Charitable	1,000
BETH ISRAEL CONGREGATION 770 West 40th Street Miami Beach, FL 33140	Charitable	200
BETH SHOLOM CONGREGATION AND TALMUD TORAH 11825 Seven Locks Road, Potomac, MD 20854	Charitable	40,000
CENTER FOR JEWISH COMMUNITY STUDIES 2020 K Street, NW 7th floor Washington, DC 20006	Charitable	15,000
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
CHRISTIANS UNITED FOR ISRAEL PO Box 1307 San Antonio, TX 78295-1307	Charitable	5,000
CONGREGATION B'NAI ISRAEL 6301 Montrose Road Rockville, MD 20852	Charitable	2,500
EAST 77TH STREET SYNAGOGUE 335 East 77th Street New York, NY 10021	Charitable	2,500
EMET (ENDOWMENT FOR MIDDLE EAST TRUTH) 1050 Connecticut Avenue, N W 10th Floor Washington, DC 20036	Charitable	2,500
FORT BRAGG CTOF Fort Bragg, NC	Charitable	1,000
FRIENDS OF LUBAVITCH 11621 Seven Locks Rd , Potomac, MD 20854	Charitable	17,000
FOUNDATION FOR DEFENSE OF DEMOCRACIES 1146 19th Street, N W , Suite 300 Washington, DC 20036	Charitable	5,000
HEIFETZ INTERNATIONAL MUSIC INSTITUTE P O Box 6443, Ellicott City, MD 21042	Charitable	20,000
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	5,000
JINSA (JEWISH INSTITUTE FOR NATIONAL SECURITY AFFAIRS) 1307 New York Ave , NW Ste 200 Washington, DC 20005	Charitable	5,000
JUBILEE FOUNDATION 143 The Gardens, Brighton BN42 4AR, UK	Charitable	396
JCRC (JEWISH COMMUNITY RELATIONS COUNCIL) 6101 Montrose Road, Suite 205 Rockville, MD 20852	Charitable	10,000

DIANA AND MICHAEL DAVID EPSTEIN FAMILY FOUNDATION, INC

EIN 31-1684510
2011
Tax Schedule I

Recipient Name and Address	Purpose of Contribution	Amount
JEWISH FEDERATION OF GREATER WASHINGTON 6101 Montrose Road, Rockville, MD 20852	Charitable	300,000
JEWISH POLICY CENTER 50 F Street NW Suite 100, Washington DC 20001	Charitable	7,500
KIDS CONNECT CHARITABLE FUND 2325 Dulles Corner Boulevard Suite 670, Hernadon, VA 201	Charitable	2,000
MELVIN J BERMAN HEBREW ACADEMY 13300 Arctic Avenue, Silver Spring, MD 20901	Charitable	50,000
MEMRI (THE MIDDLE EAST MEDIA RESEARCH INSTITUTE) 1819 L Street NW 5th Floor, Washington, DC 20036	Charitable	5,000
NAMI MARYLAND (NATIONAL ALLIANCE ON MENTAL ILLNESS) 10630 Little Patuxent Parkway, Ste 475 Columbia, MD 21044	Charitable	100
OHR TORAH STONE 49 West 45th Street, Suite 701 New York, NY 10036	Charitable	10,000
OPERATION EMBRACE 7731 Tuckerman Lane PMB #163, Potomac, Maryland 20854	Charitable	2,750
ROCKVILLE VOLUNTEER FIRE DEPARTMENT PO Box 1547 Rockville, MD 20849	Charitable	250
SAVE A CHILD'S HEART FOUNDATION 10050 Chapel Road, Ste 18 Potomac, MD 20854	Charitable	1,000
SULAM 13300 Arctic Avenue Rockville, MD 20853	Charitable	10,000
SUNFLOWER BAKERY 8507 Ziggy Lane Gaithersburg, MD 20877	Charitable	1,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 Raoul Wallenberg Place, SW Washington, DC 20024-2126	Charitable	22,100
UNIVERSITY OF TEXAS CHABAD 2101 Nueces St Austin, TX 78705	Charitable	25,000
YESHIVA OF GREATER WASHINGTON 2010 Linden Lane Silver Spring, MD 20910	Charitable	5,000
		620,796

DIANA AND MICHAEL EPSTEIN FOUNDATION

INVESTMENTS

12/31/2011

		Balance at 12/31/10			2011 Activity								Balance at 12/31/11		
	Date purchased	Shares	Cost	FMV	Shares	Purc/Rein	shares sold	basis Sales	sale proceeds	Gain/ (Loss)	ROC	Description	Shares	Cost	FMV
STOCKS															
Covidien PLC New (fmly Covidien Limited)		1,000 000	61,341 00	45,660 00									1,000 000	61,341 00	45 010 00
TE Connectivity Ltd (fmly Tyco Electronics)		1,000 000	56,312 38	35,400 00									1,000 000	56,312 36	30 810 00
Tyco International Ltd (xfer from FBR account)		1,000 000	75,386 64	41,440 00									1,000 000	75,386 64	46,710 00
			193,040 00	122,500 00		0 00		0 00	0 00	0 00	0 00			193,040 00	122,530 00
BONDS															
GNMA - passthru pool #181122	05/05/98	123 920	2,249 41	139 26			(22 43)	(378 84)	22 43	(356 41)			101 490	1,870 57	103 83
MD St Hlth & Hghr Ed - due 07/01/26	04/30/98	50 000 000	50,812 50	50,114 50									50 000 000	50,812 50	50 137 50
Westinghouse Electric Corp Note	11/17/00	5,000 000	5,000 00	5,452 50									5,000 000	5,000 00	5,198 65
			58,061 91	55,706 26		0 00		(378 84)	22 43	(356 41)	0 00			57,683 07	55,439 98
MUTUAL FUNDS AND UNIT INVESTMENT TRUSTS															
American Capital Ltd (name chg from American Capital Strategi	09/20/05	2,700 000	100,197 00	incl below									2,700 000	100,197 00	incl below
American Capital Ltd	08/11/09	741 000	2,388 98	26,013 96									741 000	2,388 98	23 157 93
Apollo Investment Corp	01/18/07	5,000 000	112,200 00	55,350 00									5,000 000	112,200 00	32,200 00
IShares Russell 2000 Index Fund	02/12/07	1,025 000	82,963 50	80,196 00			(250 000)	(20,219 04)	16,272 21	(3,946 83)			775 000	62,744 46	57,156 25
IShares Russell Midcap Growth Index Fund (stk split 07/24/08)	04/26/07	1,400 000	78,493 00	79,254 00			(400 000)	(22,426 57)	21,880 57	(546 00)			1,000 000	56,066 43	55,050 00
JPM Asia Equity Fund	10/13/05	2,224 199	50,000 00	incl below			(312 179)	(7 083 62)	10,817 67	3,734 05			1,912 020	42,916 38	incl below
JPM Asia Equity Fund	12/16/05	40 326	922 66	incl below			(40 326)	(922 66)	1,171 47	248 81			0 000	0 00	incl below
JPM Asia Equity Fund	12/16/05	39 419	901 91	incl below			(39 419)	(901 91)	1,145 12	243 21			0 000	0 00	incl below
JPM Asia Equity Fund	12/21/05	15 187	348 40	incl below			(15 187)	(348 40)	441 18	92 78			0 000	0 00	incl below
JPM Asia Equity Fund	12/18/06	8 550	246 25	incl below			(8 550)	(246 25)	248 38	2 13			0 000	0 00	incl below
JPM Asia Equity Fund	12/18/06	31 222	899 20	incl below			(31 222)	(899 20)	907 00	7 80			0 000	0 00	incl below
JPM Asia Equity Fund	12/26/06	8 266	238 13	incl below			(8 266)	(238 13)	240 13	2 00			0 000	0 00	incl below
JPM Asia Equity Fund	06/01/07	703 611	24,162 01	incl below			(703 611)	(24,162 01)	18,530 89	(5,631 12)			0 000	0 00	incl below
JPM Asia Equity Fund	12/23/08	18 950	352 06	incl below			(18 950)	(352 06)	546 14	194 08			0 000	0 00	incl below
JPM Asia Equity Fund	01/02/09	0 430	8 10	incl below			(0 430)	(8 10)	12 39	4 29			0 000	0 00	incl below
JPM Asia Equity Fund	10/08/09	1,645 278	50,000 00	incl below			(1,645 278)	(50 000 00)	50,590 25	590 25			0 000	0 00	incl below
JPM Asia Equity Fund	12/21/10	8 480	313 20	179,699 61			(8 480)	(313 20)	335 04	21 84			0 000	0 00	incl below
JPM Asia Equity Fund	01/03/11	0 000	0 00	0 00	0 3630	13 76	(0 363)	(13 76)	14 34	0 58			0 000	0 00	incl below
JPM Asia Equity Fund	12/21/11	0 000	0 00	0 00	11 3630	326 93							11 363	326 93	55,328 86
JPM Intrepid Growth Fd	06/20/06	2,567 345	50 229 88	incl below			(613 393)	(12,119 88)	13,525 32	1,405 44			1,953 952	38,110 00	incl below
JPM Intrepid Growth Fd	12/23/08	21 000	301 53	incl below			(21 000)	(301 53)	463 05	161 52			0 000	0 00	incl below
JPM Intrepid Growth Fd	12/22/09	23 602	463 08	incl below			(23 602)	(463 08)	520 42	57 34			0 000	0 00	incl below
JPM Intrepid Growth Fd	12/21/10	22 277	501 47	59,559 80			(22 277)	(501 47)	491 21	(10 26)			0 000	0 00	incl below
JPM Intrepid America Fund Select	02/04/05	2,148 326	47,929 16	49 261 12			(2,148 326)	(47,929 16)	44,448 86	(3,480 30)			0 000	0 00	0 00
JPM Intrepid Growth Fd	12/21/11	0 000	0 00	0 00	11 3330	256 14							11 333	256 14	44,788 85
JPM Int'l Value Fd (Fmly JPM Fleming Int'l Value Fd Select)	02/04/05	4,409 171	50,000 00	incl below			(423 297)	(4,800 19)	4,533 51	(266 68)			3 985 874	45,199 81	incl below
JPM Int'l Value Fd (Fmly JPM Fleming Int'l Value Fd Select)	04/12/05	297 958	3,492 07	incl below			(297 958)	(3,492 07)	3,191 13	(300 94)			0 000	0 00	incl below
JPM Int'l Value Fd (Fmly JPM Fleming Int'l Value Fd Select)	10/08/09	3,622 658	46,406 25	111,819 15			(3,622 658)	(46,406 25)	42,275 36	(4,130 89)			0 000	0 00	44,681 65
JPM Mid Cap Value Fd (Fmly JPM Mid Cap Fd)	11/25/02	2,340 346	34,543 60	54,530 22			(480 538)	(7,092 74)	10,000 00	2,907 26			1,859 808	27,450 86	43,835 84
JPM Multi Strategy Fund (convert to Strat 2 Ltd)	12/02/02	311 920	250,000 00	370 526 90									311 920	250,000 00	376,238 33
JPMorgan High Yield Bond Fund	10/06/10	18,858 964	152,939 19	incl below			(7,150 519)	(57 990 62)	58,696 00	705 38			11,708 445	94,948 57	incl below
JPMorgan High Yield Bond Fund	12/15/10	31 199	253 65	incl below			(31 199)	(253 65)	261 14	7 49			0 000	0 00	incl below
JPMorgan High Yield Bond Fund	12/15/10	33 125	269 31	154,224 80			(33 125)	(269 31)	277 26	7 95			0 000	0 00	incl below
JPMorgan High Yield Bond Fund	01/03/11	0 000	0 00	0 00	130 0240	1,059 70	(130 024)	(1,059 70)	1,088 30	28 60			0 000	0 00	incl below
JPMorgan High Yield Bond Fund	02/01/11	0 000	0 00	0 00	114 6410	952 67	(114 641)	(952 67)	959 55	6 88			0 000	0 00	incl below
JPM High Yield Fd - Sel	03/01/11	0 000	0 00	0 00	103 1770	862 56	(103 177)	(862 56)	863 59	1 03			0 000	0 00	incl below
JPM High Yield Fd - Sel	04/01/11	0 000	0 00	0 00	120 5890	1,002 10	(120 589)	(1,002 10)	1,021 37	19 27			0 000	0 00	incl below
JPM High Yield Fd - Sel	05/02/11	0 000	0 00	0 00	117 7320	986 60	(117 732)	(986 60)	978 35	(8 25)			0 000	0 00	incl below
JPM High Yield Fd - Sel	06/01/11	0 000	0 00	0 00	116 7990	974 11	(116 799)	(974 11)	970 60	(3 51)			0 000	0 00	incl below
JPM High Yield Fd - Sel	07/01/11	0 000	0 00	0 00	94 2460	772 82	(94 246)	(772 82)	778 47	5 65			0 000	0 00	incl below
JPM High Yield Fd - Sel	08/01/11	0 000	0 00	0 00	77 1170	632 36	(77 117)	(632 36)	605 37	(26 99)			0 000	0 00	incl below
JPM High Yield Fd - Sel	09/01/11	0 000	0 00	0 00	75 3430	585 42							75 343	585 42	incl below
JPM High Yield Fd - Sel	10/03/11	0 000	0 00	0 00	73 9430	553 84							73 943	553 84	incl below
JPM High Yield Fd - Sel	11/01/11	0 000	0 00	0 00	67 9740	533 60							67 974	533 60	incl below
JPM High Yield Fd - Sel	12/01/11	0 000	0 00	0 00	76 3860	584 36							76 386	584 36	incl below
JPM High Yield Fd - Sel	12/16/11	0 000	0 00	0 00	153 3660	1,162 52							153 368	1,162 52	incl below
JPM High Yield Fd - Sel	12/16/11	0 000	0 00	0 00	94 0050	712 56							94 005	712 56	93,340 90
JPMorgan Short Duration Bond Fund	12/31/08	21,914 680	233,813 27	incl below			(6,103 503)	(65,124 38)	67,226 90	2,102 52			15,811 177	168,688 89	incl below
JPMorgan Short Duration Bond Fund	12/15/10	10 817	118 56	incl below			(10 817)	(118 56)	118 99	0 43			0 000	0 00	incl below
JPMorgan Short Duration Bond Fund	12/15/10	17 176	188 25	240,711 12			(17 176)	(188 25)	188 94	0 69			0 000	0 00	incl below
JPMorgan Short Duration Bond Fund	01/03/11	0 000	0 00	0 00	32 0030	351 08	(32 003)	(351 08)	352 03	0 95			0 000	0 00	incl below
JPMorgan Short Duration Bond Fund	02/01/11	0 000	0 00	0 00	28 0190	307 65	(28 019)	(307 65)	308 21	0 56			0 000	0 00	incl below
JPMorgan Short Duration Bond Fund - sel	03/01/11	0 000	0 00	0 00	28 1050	308 04	(28 105)	(308 04)	309 16	1 12			0 000	0 00	incl below
JPMorgan Short Duration Bond Fund - sel	04/01/11	0 000	0 00	0 00	30 1780	330 46	(30 178)	(330 46)	331 96	1 50			0 000	0 00	incl below
JPMorgan Short Duration Bond Fund - sel	05/02/11	0 000	0 00	0 00	27 0080	296 82	(27 008)	(296 82)	297 63	0 81			0 000	0 00	incl below
JPMorgan Short Duration Bond Fund - sel	06/01/11	0 000	0 00	0 00	28 7950	317 04	(28 795)	(317 04)	317 32	0 28			0 000	0 00	incl below
JPMorgan Short Duration Bond Fund - sel	07/01/11	0 000	0 00	0 00	27 0600	297 66	(27 060)	(297 66)	298 20	0 54			0 000	0 00	incl below

DIANA AND MICHAEL EPSTEIN FOUNDATION

INVESTMENTS

12/31/2011

		Balance at 12/31/10					2011 Activity						Balance at 12/31/11		
	Date purchased	Shares	Cost	FMV	Shares	Purc/Rein	shares sold	basis Sales	sale proceeds	Gain/ (Loss)	ROC	Description	Shares	Cost	FMV
JPMorgan Short Duration Bond Fund - sel	08/01/11	0 000	0 00	0 00	22 7250	250 43	(22 725)	(250 43)	250 66	0 23			0 000	0 00	incl below
JPMorgan Short Duration Bond Fund - sel	09/01/11	0 000	0 00	0 00	22 9560	252 98							22 956	252 98	incl below
JPMorgan Short Duration Bond Fund - sel	10/03/11	0 000	0 00	0 00	21 6310	237 51							21 631	237 51	incl below
JPMorgan Short Duration Bond Fund - sel	11/01/11	0 000	0 00	0 00	21 6410	237 84							21 641	237 84	incl below
JPMorgan Short Duration Bond Fund - sel	12/01/11	0 000	0 00	0 00	20 2620	222 28							20 262	222 28	incl below
JPMorgan Short Duration Bond Fund - sel	12/16/11	0 000	0 00	0 00	20 5100	224 79							20 510	224 79	incl below
JPMorgan Short Duration Bond Fund - sel	12/16/11	0 000	0 00	0 00	11 4150	125 11							11 415	125 11	174,429 03
JPMorgan Strategic Income Opportunities Fund	10/08/09	6,544 503	75,000 00	77,421 47									6,544 503	75,000 00	74,149 22
JPMorgan Total Return Fund Select	07/28/08	16,480 019	166,283 39	170,403 40			(5,655 218)	(57 061 15)	60,000 00	2,938 85			10,824 801	109,222 24	107,923 27
JPM US Large Capital Core Plus Fund Select	02/28/07	4,422 341	82,004 22	incl below									4,422 341	82,004 22	incl below
JPMorgan US Large Cap Core Plus Fund Select	12/22/10	19 228	392 84	91,807 23									19 228	392 84	incl below
JPMorgan US Large Cap Core Plus Fund Select	12/21/11	0 000	0 00	0 00	29 0790	568 79							29 079	568 79	88,250 59
HSBC 18M SPX Mkt Pls Note 08/25/11	02/24/11	100,000 000	100,000 00	112,050 00			(100,000 000)	(100,000 00)	103,300 00	3,300 00			0 000	0 00	0 00
Highbridge Statistical Market	06/15/06	1,587 302	25,000 00	incl below									1,587 302	25,000 00	incl below
Highbridge Statistical Market	11/17/06	1,572 327	25,000 00	incl below			(1,127 045)	(18,058 440)	16,815 49	(1,242 95)			445 282	6,941 56	incl below
Highbridge Statistical Market	12/18/06	7 363	117 44	incl below			(7 363)	(117 440)	109 86	(7 58)			0 000	0 00	incl below
Highbridge Statistical Market	12/18/06	0 008	0 13	incl below			(0 008)	(0 130)	0 12	(0 01)			0 000	0 00	incl below
Highbridge Statistical Market	12/28/06	33 371	528 26	incl below			(33 371)	(528 260)	497 90	(30 36)			0 000	0 00	incl below
Highbridge Statistical Market	12/21/07	154 652	2,325 97	incl below			(154 652)	(2,325 970)	2,307 41	(18 56)			0 000	0 00	incl below
Highbridge Statistical Market	04/01/08	10 635	166 01	incl below			(10 635)	(166 010)	158 67	(7 34)			0 000	0 00	incl below
Highbridge Statistical Market	07/01/08	0 091	1 48	incl below			(0 091)	(1 480)	1 36	(0 12)			0 000	0 00	incl below
Highbridge Statistical Market	10/01/08	0 638	10 20	incl below			(0 638)	(10 200)	9 52	(0 68)			0 000	0 00	incl below
Highbridge Statistical Market	12/23/08	6 680	109 91	51,135 70			(6 680)	(109 910)	99 67	(10 24)			0 000	0 00	30,102 57
Vanguard Emerging Market ETF	11/16/10	1,000 000	48,349 17	48,146 00									1,000 000	48,349 17	38,210 00
			1,901,372 69	2,011,910 48		16,300 53		(563,267 14)	562,401 64	(865 50)	0 00			1,354,406 08	1,338,843 29
			2,152,474 60	2,190,116 74		16,300 53		(563,645 98)	562,424 07	(1,221 91)	0 00			1,605,129 15	1,516,813 27

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► ☐

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions DIANA AND MICHAEL DAVID EPSTEIN FAMILY FOUNDATION, INC	Employer identification number (EIN) or ☒ 31-1684510
	Number, street, and room or suite number If a P O box, see instructions 5410 EDSON LANE #300	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions ROCKVILLE, MD 20852	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► DIANA & MICHAEL DAVID EPSTEIN

Telephone No. ► 301-354-5519 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ► ☐. If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year 20 11 or
► ☐ tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ *Change in accounting period*

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 596.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$ 560.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 36.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions