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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

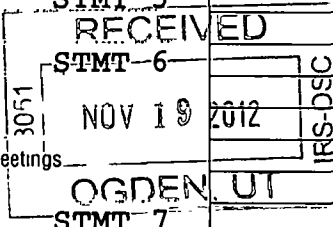
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation GREENBAUM FAMILY FOUNDATION		A Employer identification number 52-1761398						
Number and street (or P.O. box number if mail is not delivered to street address) 8201 LAKENHEATH WAY		B Telephone number 2027858887						
City or town, state, and ZIP code POTOMAC, MD 20854		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
☐ 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		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 616,377. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B interest on savings and temporary cash investments					
4 Dividends and interest from securities		8,315.	8,315.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		106.			
b Gross sales price for all assets on line 6a		113,902.			
7 Capital gain net income (from Part IV, line 2)			106.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		200.	200.		STATEMENT 2
12 Total. Add lines 1 through 11		8,621.	8,621.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		2,980.	0.		0.
b Accounting fees STMT 4		1,883.	0.		0.
c Other professional fees STMT 5		7,510.	7,510.		0.
17 Interest					
18 Taxes STMT 6		353.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		24.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		12,750.	7,510.		0.
25 Contributions, gifts, grants paid		14,275.			14,275.
26 Total expenses and disbursements. Add lines 24 and 25		27,025.	7,510.		14,275.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<18,404.>			
b Net investment income (if negative, enter -0-)			1,111.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,513.	6,208.	6,208.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	474,731.	455,632.	610,169.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	480,244.	461,840.	616,377.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	480,244.	461,840.	
30 Total net assets or fund balances	480,244.	461,840.		
31 Total liabilities and net assets/fund balances	480,244.	461,840.		

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	480,244.
2 Enter amount from Part I, line 27a	2	<18,404.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	461,840.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	461,840.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE		P		
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 113,902.		113,796.	106.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			106.
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** **106.**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** **N/A**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	48,847.	609,263.	.080174
2009	37,812.	564,417.	.066993
2008	32,607.	544,015.	.059938
2007	8,870.	706,163.	.012561
2006	33,175.	720,087.	.046071

2 Total of line 1, column (d)	2	.265737
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	.053147
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	598,466.
5 Multiply line 4 by line 3	5	31,807.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11.
7 Add lines 5 and 6	7	31,818.
8 Enter qualifying distributions from Part XII, line 4	8	14,275.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	22.
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, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	22.
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	22.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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		0.
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		22.
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
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DC		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

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? Website address ► N/A	13	X	
14	The books are in care of ► STEPHEN BODZIN Telephone no. ► 703-212-2277 Located at ► 6266 KINGFISHER LANE, ALEXANDRIA, VA ZIP+4 ► 22312			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
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 ► 2010		
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	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

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

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVEN M GREENBAUM 50 OTTERVILLE ROAD NEW LONDON, NH 03257	PRESIDENT	0.00	0.	0.
STEPHEN A. BODZIN 6266 KINGFISHER LANE ALEXANDRIA, VA 22312	VICE PRESIDENT/SECRETARY	0.00	0.	0.
MARCIA G. KRAFT 8201 LAKENHEATH WAY POTOMAC, MD 20854	ASST SECRETARY/TREASURER	0.00	0.	0.

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

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

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

0

Form 990-PF (2011)

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	601,560.
b	Average of monthly cash balances	1b	6,020.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	607,580.
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	607,580.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,114.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	598,466.
6	Minimum investment return. Enter 5% of line 5	6	29,923.

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	29,923.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	22.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,901.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	29,901.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	29,901.

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	14,275.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,275.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,275.

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				29,901.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			14,311.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 14,275.				
a Applied to 2010, but not more than line 2a			14,275.	
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				0.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			36.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				29,901.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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				
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	100.
BEST FRIENDS ANNIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,800.
COLUMBIA LIGHTHOUSE FOR THE BLIND 1825 K ST NE STE 1103 WASHINGTON, DC 20006		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE NEW YORK, NY 10001		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	525.
DR. MICHAEL FEINGLASS CANCER FOUNDATION P O BOX 252 STEVENSON, MD 21153		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	400.
Total	SEE CONTINUATION SHEET(S)			14,275.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[illegible]

- 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		

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.

Sign Here  11-12-12 

Signature of officer or trustee Date Title

☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr.)?

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	ELLIOT P. BLUM		11/06/12		P00035370
	Firm's name ▶ ELLIOT P. BLUM, CPA, PFS, CFP			Firm's EIN ▶ 33-1077394	
	Firm's address ▶ 9816 TIBRON COURT POTOMAC, MD 20854			Phone no. 301/299-4411	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ERIKA THIMEY DANCE & THEATER COMPANY, INC 337 NORTH CAROLINA AVENUE SE WASHINGTON, DC 20003		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	200.
GUIDING EYES FOR THE BLIND 611 GRANITE SPRING RD YORKTOWN HEIGHTS, NY 10598		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	300.
HEARTS UNITED FOR ANIMALS BOX 286 AUBURN, NE 68305		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	400.
HUGHES MEMORIAL UNITED METHODIST CHURCH 25 53RD STREET, NE WASHINGTON, DC 20019		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	700.
HUMANE SOCIETY OF BROWARD COUNTY 270 GRIFFIN ROAD FORT LAUDERDALE, FL 33312		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	200.
JEWISH COMMUNITY CENTER OF GREATER WASHINGTON 6126 MONTROSE ROAD ROCKVILLE, MD 20852		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	800.
JORDAN'S FOOTSTEPS P O BOX 573 PLAINVIEW, NY 11803		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
KEARSARGE FOOD PANTRY 4440 MAIN STREET NEW LONDON, NH 03257		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	2,500.
MARTHA'S TABLE, INC 72114 74TH ST NW WASHINGTON, DC 20009		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	700.
MONTGOMERY HOSPICE FOUNDATION 1355 PICCARD DRIVE SUITE 100 ROCKVILLE, MD 20850		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	325.
Total from continuation sheets				10,950.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MULTIPLE SCLEROSIS SOCIETY C/O K MILLMAN, 14317 BAUER DR ROCKVILLE, MD 20853		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,000.
NATIONAL ASSN OF THE 10TH MOUNTAIN DIVISION, INC P O. BOX 150 CARTHAGE, NY 13619		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	100.
PEARLSTONE CONFERENCE & RETREAT CENTER, INC. 5425 MT. GILEAD RD REISTERSTOWN, MD 21136		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,800.
SOME (SO OTHERS MAY EAT) 71 O STREET, NW WASHINGTON, DC 20001		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	400.
ST. JUDE CHILDREN'S HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	725.
THE LIVING DESERT 47-900 PORTOLA AVE PALM DESERT, CA 92260		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	300.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST & DIVIDENDS FROM SECURITIES	4.	0.	4.
INTEREST - UNITED BANK	8,311.	0.	8,311.
TOTAL TO FM 990-PF, PART I, LN 4	8,315.	0.	8,315.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	200.	200.	
TOTAL TO FORM 990-PF, PART I, LINE 11	200.	200.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,980.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,980.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,883.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,883.	0.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	7,282.	7,282.		0.
CUSTODIAN FEES	228.	228.		0.
TO FORM 990-PF, PG 1, LN 16C	7,510.	7,510.		0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	353.	0.		0.
TO FORM 990-PF, PG 1, LN 18	353.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	17.	0.		0.
MISCELLANEOUS	7.	0.		0.
TO FORM 990-PF, PG 1, LN 23	24.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	455,632.	610,169.
TOTAL TO FORM 990-PF, PART II, LINE 10B	455,632.	610,169.

Marshfield Associates
REALIZED GAINS AND LOSSES
Greenbaum Family Foundation, Inc.
ACCT # 646-211923
From 07-01-11 Through 06-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-08-09	07-01-11	155	Sysco Corp	3,656.09	4,857.85		1,201.76
04-18-05	07-01-11	121	YUM! Brands Inc	3,011.08	6,819.95		3,808.86
05-08-09	07-06-11	21	Sysco Corp	495.34	658.33		162.99
05-12-09	07-06-11	21	Sysco Corp	491.32	658.34		167.02
05-12-09	07-07-11	7	Sysco Corp	163.77	221.60		57.83
01-28-10	07-21-11	51	Symetra Financial Corp	650.84	670.15		19.31
01-28-10	07-22-11	13	Symetra Financial Corp	165.90	168.21		2.31
01-28-10	07-25-11	11	Symetra Financial Corp	140.38	142.20		1.82
09-08-09	08-09-11	20	Fairfax Financial Hldgs LTD	6,940.00	7,600.96		660.96
04-18-05	08-09-11	35	YUM! Brands Inc	870.97	1,735.66		864.68
04-09-09	08-25-11	189	J.P. Morgan Chase & Co.	5,848.91	6,780.29		931.38
04-09-09	08-26-11	43	J.P. Morgan Chase & Co.	1,330.70	1,549.97		219.27
01-28-10	09-07-11	7	Symetra Financial Corp	89.33	71.75		-17.58
06-06-08	09-13-11	44	Vulcan Materials Co	3,162.77	1,454.06		-1,708.71
06-06-08	09-14-11	39	Vulcan Materials Co	2,803.36	1,302.52		-1,500.84
06-06-08	09-16-11	28	Vulcan Materials Co	2,012.67	938.34		-1,074.33
06-06-08	09-19-11	32	Vulcan Materials Co	2,300.19	1,002.77		-1,297.42
06-06-08	09-20-11	35	Vulcan Materials Co	2,515.84	1,104.56		-1,411.28
06-06-08	09-21-11	12	Vulcan Materials Co	862.57	368.98		-493.59
06-06-08	09-28-11	8	Vulcan Materials Co	575.05	240.74		-334.31
06-29-10	09-28-11	17	Vulcan Materials Co	746.66	511.56		-235.10
06-29-10	10-04-11	115	Vulcan Materials Co	5,050.94	3,031.33		-2,019.61
04-18-05	10-05-11	18	Berkshire Hathaway Class B	1,028.25	1,313.97		285.72
01-22-10	10-06-11	31	Arch Capital Group Ltd	740.79	1,028.56		287.77
11-09-10	10-06-11	20	Assured Guaranty Ltd	381.15	224.39	-156.76	
10-23-07	10-06-11	45	Brown & Brown, Inc.	1,132.09	806.38		-325.71
03-15-11	10-06-11	17	Capital Source Inc	118.86	104.37	-14.49	
06-29-10	10-06-11	2	Devon Energy Corp	122.40	113.31		-9.09
08-26-09	10-06-11	21	Fastenal Co	385.31	710.62		325.31
09-08-09	10-06-11	8	Fairfax Financial Hldgs LTD	2,776.00	3,025.06		249.06
04-16-10	10-06-11	8	Goldman Sachs Group Inc	1,293.07	753.58		-539.49
10-27-08	10-06-11	17	Leucadia National Corporation	380.67	394.90		14.23
10-28-08	10-06-11	20	Leucadia National Corporation	439.94	464.59		24.65
08-25-09	10-06-11	3	Mc Donald's Corporation	169.53	260.03		90.50
10-17-07	10-06-11	23	Moody's Corp.	1,082.91	702.40		-380.51
06-09-11	10-06-11	1	Strayer Education Inc	132.20	82.57	-49.63	
01-28-10	10-06-11	14	Symetra Financial Corp	178.66	116.75		-61.91
05-04-10	10-06-11	19	Toll Brothers Inc	416.51	287.08		-129.43

Marshfield Associates
REALIZED GAINS AND LOSSES
Greenbaum Family Foundation, Inc.
ACCT # 646-211923
From 07-01-11 Through 06-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-06-10	10-06-11	10	Toll Brothers Inc	215.56	151.10		-64.46
12-11-08	10-06-11	15	US Bancorp	373.93	351.14		-22.79
06-28-11	10-06-11	2	Visa Inc Cl A	150.55	172.01	21.46	
06-29-10	10-06-11	3	Vulcan Materials Co	131.76	85.02		-46.74
05-06-11	10-06-11	7	Vulcan Materials Co	288.89	198.37	-90.52	
04-18-05	10-06-11	46	Wells Fargo & Company	1,370.76	1,121.45		-249.31
04-18-05	10-06-11	74	YUM! Brands Inc	1,841.49	3,595.22		1,753.73
11-09-10	11-30-11	8	Assured Guaranty Ltd	152.46	77.10		-75.36
11-12-10	11-30-11	127	Assured Guaranty Ltd	2,327.25	1,223.99		-1,103.26
11-15-10	11-30-11	37	Assured Guaranty Ltd	660.59	356.60		-303.99
11-16-10	11-30-11	87	Assured Guaranty Ltd	1,499.25	838.48		-660.77
02-07-11	11-30-11	7	Assured Guaranty Ltd	104.40	67.46	-36.94	
02-08-11	11-30-11	22	Assured Guaranty Ltd	328.02	212.03	-115.99	
02-04-11	11-30-11	166	Assured Guaranty Ltd	2,472.49	1,599.86	-872.63	
01-26-11	11-30-11	86	Assured Guaranty Ltd	1,271.80	828.84	-442.96	
04-16-10	11-30-11	96	Goldman Sachs Group Inc	15,516.87	8,962.39		-6,554.48
01-26-11	12-02-11	41	Assured Guaranty Ltd	606.32	461.74	-144.58	
01-26-11	12-05-11	29	Assured Guaranty Ltd	428.86	360.69	-68.17	
01-26-11	12-06-11	39	Assured Guaranty Ltd	576.75	496.55	-80.20	
05-06-11	12-12-11	35	Vulcan Materials Co	1,444.45	1,386.88	-57.57	
08-10-10	12-12-11	140	Vulcan Materials Co	5,695.69	5,547.53		-148.16
08-13-10	12-12-11	128	Vulcan Materials Co	4,940.62	5,072.03		131.41
08-13-10	12-13-11	17	Vulcan Materials Co	656.18	667.62		11.44
04-18-05	01-11-12	53	YUM! Brands Inc	1,318.90	3,237.89		1,918.98
04-18-05	01-12-12	42	YUM! Brands Inc	1,045.17	2,566.02		1,520.85
04-18-05	03-09-12	72	YUM! Brands Inc	1,791.72	4,856.49		3,064.77
04-18-05	03-13-12	91	YUM! Brands Inc	2,264.53	6,175.54		3,911.00
09-08-09	05-01-12	5	Fairfax Financial Hldgs LTD	1,735.00	2,052.65		317.65
04-18-05	05-01-12	12	YUM! Brands Inc	298.62	890.54		591.92
04-18-05	05-02-12	28	YUM! Brands Inc	696.78	2,066.15		1,369.37
04-18-05	05-03-12	4	YUM! Brands Inc	99.54	295.99		196.45
09-08-09	05-08-12	3	Fairfax Financial Hldgs LTD	1,041.00	1,231.89		190.89
06-09-11	06-26-12	9	Strayer Education Inc	1,189.81	901.26		-288.55
06-10-11	06-26-12	30	Strayer Education Inc	3,940.64	3,004.22		-936.42
06-10-11	06-28-12	5	Strayer Education Inc	656.77	511.06		-145.71
TOTAL SUPERVISED GAINS						21.46	24,353.91
TOTAL SUPERVISED LOSSES						-2,130.46	-22,138.92
						113,796.49	113,902.48
TOTAL SUPERVISED REALIZED GAIN/LOSS 105.99						-2,108.99	2,214.99

Marshfield Associates
REALIZED GAINS AND LOSSES
Greenbaum Family Foundation, Inc.
ACCT # 646-211923
From 07-01-11 Through 06-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
Grand Total				113,796.49	113,902.48	-2,108.99	2,214.99
GRAND TOTAL REALIZED GAIN/LOSS 105.99							