Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

THE GREENE-MILSTEIN FAMILY FOUNDATION
C/O NANCY MILSTEIN
6608 LYBROOK COURT
BETHESDA, MD 20817

A Employer identification number: 01-6009341

B Telephone number (see the instructions): 301-469-6737

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)* ► $ 3,179,524.

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)	25,000.			
2 Ck ► ☐ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	90,870.	90,870.	90,870.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	36,305.			
b Gross sales price for all assets on line 6a 373,924.				
7 Capital gain net income (from Part IV, line 2)		36,305.		
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)				
12 **Total.** Add lines 1 through 11	152,175.	127,175.	90,870.	
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) SEE ST 1	934.	934.		
b Accounting fees (attach sch) SEE ST 2	2,075.	2,075.		
c Other prof fees (attach sch) SEE ST 3	21,106.	21,106.		
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 4	2,160.	2,160.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 5	244.	244.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	26,519.	26,519.		
25 Contributions, gifts, grants paid PART XV	158,180.			158,180.
26 **Total expenses and disbursements.** Add lines 24 and 25	184,699.	26,519.	0.	158,180.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-32,524.			
b **Net investment income** (if negative, enter -0-)		100,656.		
c **Adjusted net income** (if negative, enter -0-)			90,870.	

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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	9,798.	22,542.	22,542.
	2 Savings and temporary cash investments			
	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) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule) STATEMENT 6	150,593.	250,593.	272,136.
	b Investments — corporate stock (attach schedule) STATEMENT 7	1,429,750.	1,281,028.	1,694,194.
	c Investments — corporate bonds (attach schedule) STATEMENT 8	1,052,669.	1,050,545.	1,157,758.
	11 Investments — land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 9	26,998.	32,576.	32,576.
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► SEE STATEMENT 10)	318.	318.	318.
	16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	2,670,126.	2,637,602.	3,179,524.
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	2,670,126.	2,637,602.	
	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)	2,670,126.	2,637,602.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	2,670,126.	2,637,602.	

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	2,670,126.
2	Enter amount from Part I, line 27a	2	-32,524.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,637,602.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,637,602.

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 11			
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** 36,305.

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))
2011	154,092.	3,103,861.	0.049645
2010	149,858.	2,960,141.	0.050625
2009	130,478.	2,726,639.	0.047853
2008	188,928.	3,185,192.	0.059314
2007	163,317.	3,550,914.	0.045993

2	**Total** of line 1, column (d)	2	0.253430
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	0.050686
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,216,076.
5	Multiply line 4 by line 3	5	163,010.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,007.
7	Add lines 5 and 6	7	164,017.
8	Enter qualifying distributions from Part XII, line 4	8	158,180.

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.

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		1	2,013.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	2,013.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,013.
6	Credits/Payments			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 1,540.		
b	Exempt foreign organizations — tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,540.
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	473.
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 2013 estimated tax** ►	**Refunded** ►	11	

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
4 a	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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► ME			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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 ► NANCY MILSTEIN Telephone no ► 301-469-6737

Located at ► 6608 LYBROOK COURT BETHESDA MD ZIP + 4 ► 20817

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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►

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

1 a 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)? **1 b** 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 2012? **1 c** X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No

If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions) **2 b** 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__

3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* **3 b** N/A

4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4 a** X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? **4 b** X

Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

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

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

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

If 'Yes' to 6b, file Form 8870

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

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

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
MARK B MILSTEIN 129 MIDWAY RD ITHICA, NY 14850	TRUSTEE 0	0.	0.	0.
NANCY G. MILSTEIN 6608 LYBROOK COURT BETHESDA, MD 20817	TREASURER 0	0.	0.	0.
HERBERT E. MILSTEIN 6608 LYBROOK COURT BETHESDA, MD 20817	PRESIDENT 0	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

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

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	

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a	Average monthly fair market value of securities		**1a**	3,257,088.
b	Average of monthly cash balances		**1b**	7,964.
c	Fair market value of all other assets (see instructions)		**1c**	
d	**Total** (add lines 1a, b, and c)		**1d**	3,265,052.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	**1e** 0.		
2	Acquisition indebtedness applicable to line 1 assets		**2**	0.
3	Subtract line 2 from line 1d		**3**	3,265,052.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		**4**	48,976.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		**5**	3,216,076.
6	**Minimum investment return.** Enter 5% of line 5		**6**	160,804.

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**	160,804.
2a	Tax on investment income for 2012 from Part VI, line 5	**2a** 2,013.		
b	Income tax for 2012. (This does not include the tax from Part VI)	**2b**		
c	Add lines 2a and 2b		**2c**	2,013.
3	Distributable amount before adjustments Subtract line 2c from line 1		**3**	158,791.
4	Recoveries of amounts treated as qualifying distributions		**4**	
5	Add lines 3 and 4		**5**	158,791.
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**	158,791.

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**	158,180.
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**	158,180.
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**	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	158,180.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				158,791.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years. 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010 2,921.				
e From 2011 1,979.				
f **Total** of lines 3a through e	4,900.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► $ 158,180.				
a Applied to 2011, 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 2012 distributable amount				158,180.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*	611.			611.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,289.			
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 2011 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	4,289.			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 2,310.				
d Excess from 2011 1,979.				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines·

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE ,	NONE	PUBLIC	CHARITABLE	158,180.
Total			► **3a**	158,180.
b *Approved for future payment*				
Total			► **3b**	

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	90,870.	
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					36,305.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				90,870.	36,305.
13 Total. Add line 12, columns (b), (d), and (e)				13	127,175.

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

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

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?

		Yes	No
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			

2 a 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

Nancy G. Milstein | 5-13-13 | Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JULIANNE K. ARCHER	Julianne K Archer	5/10/13		P00226884

Firm's name ► BRANTNER, THIBODEAU & ASSOC. Firm's EIN ► 01-0535888

Firm's address ► 674 MT. HOPE AVENUE SUITE 1
BANGOR, ME 04401 Phone no (207) 947-3325

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

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization THE GREENE-MILSTEIN FAMILY FOUNDATION
C/O NANCY MILSTEIN

Employer identification number
01-6009341

Organization type (check one)

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

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE GREENE-MILSTEIN FAMILY FOUNDATION	01-6009341

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NANCY & HERBERT MILSTEIN 6608 LYBROOK CT BETHESDA, MD 20817	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization

THE GREENE-MILSTEIN FAMILY FOUNDATION

Employer identification number

01-6009341

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

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

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

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

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

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

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

Name of organization	Employer identification number
THE GREENE-MILSTEIN FAMILY FOUNDATION	01-6009341

***Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.
For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ► $ N/A
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	$ 934.	$ 934.		
TOTAL	$ 934.	$ 934.	$ 0.	$ 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	$ 2,075.	$ 2,075.		
TOTAL	$ 2,075.	$ 2,075.	$ 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
FIDUCIARY FEES	$ 21,106.	$ 21,106.		
TOTAL	$ 21,106.	$ 21,106.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	$ 2,160.	$ 2,160.		
TOTAL	$ 2,160.	$ 2,160.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	$ 237.	$ 237.		
MISCELLANEOUS	7.	7.		
TOTAL	$ 244.	$ 244.	$ 0.	$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT - SEE ATTACHED	COST	$ 199,085.	$ 211,641.
ISHARES IBOXX INV BD FD	COST	51,508.	60,495.
		$ 250,593.	$ 272,136.
	TOTAL	$ 250,593.	$ 272,136.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK SECURITIES-SEE ATTACHED	COST	$ 1,063,913.	$ 1,461,844.
EQUITY MUTUAL FUNDS - SEE ATTACHED	COST	154,770.	169,795.
PREFERRED STOCK - SEE ATTACHED	COST	62,345.	62,555.
	TOTAL	$ 1,281,028.	$ 1,694,194.

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED	COST	$ 950,937.	$ 1,048,098.
FOREIGN BONDS - SEE ATTACHED	COST	99,608.	109,660.
	TOTAL	$ 1,050,545.	$ 1,157,758.

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER PUBLICLY TRADED SECURITIES			
VICTORY GOVT RESERVES FD TR CL	COST	$ 0.	$ 0.
FEDERATED GOVT OBLIG TAX MGD INST SH FED	COST	32,576.	32,576.
	TOTAL	$ 32,576.	$ 32,576.

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
COST REIMBURSEMENT	$ 318.	$ 318.
TOTAL	$ 318.	$ 318.

STATEMENT 11
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	50000 GOLDMAN SACHS GROUP INC	PURCHASED	VARIOUS	1/09/2012
2	1000 PNC CAPITAL TRUST D PFD 6.125%	PURCHASED	VARIOUS	4/25/2012
3	50000 BB&T CORP SUB NT DTD12/23/03	PURCHASED	VARIOUS	6/18/2012
4	.33 DUKE ENERGY CORP	PURCHASED	VARIOUS	7/17/2012
5	476 AGILENTTECHNOLOGIES INC	PURCHASED	VARIOUS	8/16/2012
6	800 FORTUNE BRANDS INC	PURCHASED	VARIOUS	8/16/2012
7	600 MOODYS CORP	PURCHASED	VARIOUS	8/16/2012
8	500 DIRECTV	PURCHASED	VARIOUS	10/04/2012
9	333 DUKE ENERGY CORP	PURCHASED	VARIOUS	10/04/2012
10	1000 HEWLETT PACKARD CO	PURCHASED	VARIOUS	10/18/2012
11	.33 KRAFT FOODS GROUP INC	PURCHASED	VARIOUS	10/25/2012
12	1000 BNY CAPITAL V PFD SER F 5.95	PURCHASED	VARIOUS	11/26/2012
13	1250 ANNALY CAPITAL MANAGEMENT INC	PURCHASED	VARIOUS	12/20/2012
14	750 ISHARES MSCI CANADA INDEX FD	PURCHASED	VARIOUS	12/21/2012
15	346 MONDELEZ INTERNATIONAL INC	PURCHASED	VARIOUS	12/21/2012
16	FHLB PRINCIPAL PAYMENTS	PURCHASED	VARIOUS	VARIOUS
17	STRADDLES AND NET GAINS - PARTNERSHIP	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	47,625.		50,000.	-2,375.				$ -2,375.
2	25,000.		24,809.	191.				191.
3	55,500.		50,000.	5,500.				5,500.
4	22.		18.	4.				4.
5	19,211.		16,584.	2,627.				2,627.
6	17,976.		14,123.	3,853.				3,853.

STATEMENT 11 (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	23,561.		685.	22,876.				$ 22,876.
8	25,896.		11,918.	13,978.				13,978.
9	21,468.		18,430.	3,038.				3,038.
10	14,407.		29,325.	-14,918.				-14,918.
11	16.		0.	16.				16.
12	25,000.		25,085.	-85.				-85.
13	17,663.		21,625.	-3,962.				-3,962.
14	21,232.		24,908.	-3,676.				-3,676.
15	8,923.		109.	8,814.				8,814.
16	50,000.		50,000.	0.				0.
17	424.		0.	424.				424.
							TOTAL	$ 36,305.

STATEMENT 12
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	THE GREENE-MILSTEIN FAMILY FOUNDATION
CARE OF:	NANCY MILSTEIN
STREET ADDRESS:	6608 LYBROOK COURT
CITY, STATE, ZIP CODE:	BETHESDA, MD 20817
TELEPHONE:	301-469-6737
E-MAIL ADDRESS:	
FORM AND CONTENT:	LETTER GIVING DETAILS FOR USE OF FUNDS
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	NONE

#01-6009341 Form 990PF

Account Statement

GREENE-MILSTEIN FAMILY FDN A/AG 10-10-123-0029860

December 1, 2012 - December 31, 2012

Part II - Balance Sheets 1 of 9

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Common Stock								
AETNA INC AET	1,200.00	46.31	55,572.00	8 69	10,425.00	45,147.00	960	1 73
ALTRIA GROUP INC MO	500 00	31.44	15,720 00	0.33	164.03	15,555.97	880	5.60
AMGEN INC AMGN	300.00	86 20	25,860.00	75 49	22,647.00	3,213.00	564	2.18
ANADARKO PETE CORP APC	500 00	74.31	37,155.00	59.09	29,547 50	7,607.50	180	0 48
APACHE CORP APA	200.00	78 50	15,700 00	120 55	24,110.00	-8,410.00	136	0 87
ARCHER DANIELS MIDLAND CO ADM	500.00	27.39	13,695.00	24.44	12,221.30	1,473.70	350	2.56
BANK OF NOVA SCOTIA FGN COM BNS	500.00	57.88	28,940 00	47.25	23,626.00	5,314.00	1,150	3.97
BEAM INC BEAM	800.00	61.09	48,872.00	63 49	50,789.23	-1,917.23	656	1.34
CVS/CAREMARK CORP CVS	600.00	48.35	29,010.00	27.05	16,232.00	12,778.00	540	1.86
CELGENE CORP CELG	500 00	78.47	39,235 00	59.83	29,916.23	9.318 77		0.00
CENTURYLINK INC CTL	200 00	39 12	7,824.00	32 92	6,584 00	1,240.00	580	7 41
COCA COLA CO KO	1,600.00	36.25	58,000.00	13.59	21,739.24	36,260.76	1,632	2.81
COLGATE PALMOLIVE CO CL	600.00	104.54	62,724.00	54 21	32,529.00	30,195.00	1,488	2.37
CONOCOPHILLIPS COP	200.00	57.99	11,598.00	53.42	10,683.44	914.56	528	4.55

05#20 001-NO-20121231-04-252-0000001-NNNN-

Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
DOW CHEMICAL CO DOW	500.00	32 33	16,164.70	46.01	23,007.50	-6,842 80	640	3 96
DU PONT E I DE NEMOURS & CO DD	600.00	44 98	26,987.10	43 14	25,882.00	1,105.10	1,032	3.82
EBAY INC EBAY	500 00	51 00	25,498 85	45 31	22,655 00	2,843 85		0 00
EXELON CORP EXC	300 00	29.74	8,922.00	51.57	15,471.00	-6,549.00	630	7.06
EXXON MOBIL CORP XOM	1,000 00	86 55	86,550.00	58.94	58,940 00	27,610.00	2,280	2 63
F5 NETWORKS INC FFIV	100.00	97 15	9,715.00	94 20	9,419 60	295.40		0 00
FOREST LABS INC FRX	700 00	35 32	24,724.00	38 64	27,049.00	-2,325.00		0 00
FREEPORT-MCMORAN COPPER & GOLD FCX	402 00	34.20	13,748.40	30 79	12,379 59	1,368 81	503	3.65
GENERAL ELEC CO GE	1,500 00	20.99	31,485.00	23 01	34,512 96	-3,027 96	1,140	3 62
HESS CORP HES	225 00	52 96	11,916 00	56 82	12,784.50	-868.50	90	0 75
HONEYWELL INTERNATIONAL INC HON	200 00	63 47	12,694 00	36 51	7,302 00	5,392 00	328	2 58
INTEL CORP INTC	2,500.00	20.62	51,550.00	16 11	40,264.49	11,285 51	2,250	4 36
KRAFT FOODS GROUP INC KRFT	115 00	45.47	5,229.05	0.51	58.88	5,170.17	230	4 40
LOWES COS INC LOW	400.00	35 52	14,208.00	15 77	6,307 00	7,901.00	256	1.80
MEDTRONIC INC MDT	300.00	41 02	12,306.00	50 70	15,209 00	-2,903 00	312	2.53

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GREENE-MILSTEIN FAMILY FDN A/AG 10-10-123-0029860

December 1, 2012 - December 31, 2012

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Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
METLIFE INC MET	500.00	32.94	16,470.00	45.04	22,518.15	-6,048.15	370	2.25
MICROSOFT CORP MSFT	1,500.00	26.71	40,064.55	7.81	11,718.75	28,345.80	1,380	3.44
NATIONAL-OILWELL VARCO INC NOV	400.00	68.35	27,340 00	43.51	17,403 00	9,937 00	208	0.76
ORACLE CORP ORCL	500.00	33.32	16,660.00	22.99	11,494.97	5,165.03	120	0.72
PFIZER INC PFE	1,000.00	25 08	25,079.30	17.51	17,515.00	7,564.30	960	3.83
PHILIP MORRIS INTERNATIONAL INC PM	500.00	83.64	41,820 00	0.75	373.72	41,446.28	1,700	4.06
PHILLIPS 66 PSX	100.00	53.10	5,310.00	31.75	3,174.56	2,135.44	100	1.88
PRAXAIR INC PX	800.00	109 45	87,560.00	48.36	38,689.00	48,871.00	1,760	2.01
PROCTER & GAMBLE CO PG	300 00	67.89	20,367.00	57 46	17,238 00	3,129 00	674	3 31
RAYTHEON CO RTN	250.00	57.56	14,390.00	55.72	13,930.40	459.60	500	3 47
SIEMENS AG SPONS ADR SI	250 00	109 47	27,367.50	116.05	29,013.50	-1,646.00	716	2.61
SMUCKER J M CO SJM	500.00	86 24	43,120 00	58.95	29,475.55	13,644.45	1,040	2 41
SOUTHERN CO SO	300.00	42.81	12,843.00	34 73	10,420.50	2,422.50	588	4.58
TARGET CORP TGT	300.00	59.17	17,751.00	52.68	15,803.00	1,948.00	432	2.43

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Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
TEVA PHARMACEUTICAL INDS LTD SPONS ADR TEVA	450.00	37.34	16,803.00	37 03	16,662.55	140.45	362	2.15
TEXTRON INC TXT	800 00	24 79	19,832.00	38.35	30,678.00	-10,846.00	64	0 32
3M CO MMM	500 00	92 85	46,425 00	78 74	39,372 50	7,052.50	1,180	2 54
TRAVELERS COS INC TRV	600 00	71.82	43,092.00	44 63	26,778.22	16,313.78	1,104	2.56
UNITED TECHNOLOGIES CORP UTX	200 00	82 01	16,402.00	50 80	10,160 00	6,242 00	428	2 61
UNITEDHEALTH GROUP INC UNH	600.00	54 24	32,544 00	60 88	36,525.00	-3,981 00	510	1.57
VERIZON COMMUNICATIONS INC VZ	366.00	43 27	15,836.82	24.94	9,128.91	6,707.91	754	4 76
VISA INC COM CL A V	300 00	151 58	45,474.00	71.13	21,339.00	24,135.00	396	0 87
VMWARE INC COM CL A VMW	100 00	94.14	9,414.00	85 54	8,554.34	859 66		0.00
WELLPOINT INC WLP	300.00	60.92	18,276.00	78 30	23,490.00	-5,214.00	345	1.89
Total Common Stock LINE 10B			**$1,461,844.27**		**$1,063,913.11**	**$397,931.16**	**$35,025**	**2.40**

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Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Equity mutual funds								
INVESCO INTERNATIONAL GROWTH FD OPEN-END FUND CL Y AIIYX	1,028 025	28.88	29,689.36	28.24	29,031.41	657.95	354	1 19
HARBOR INTERNATIONAL FD OPEN-END FUND HAINX	232.541	62.12	14,445.45	74.88	17,411.60	-2,966 15	292	2.02
ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND EPP	500.000	47 14	23,570.00	46 95	23,475.00	95 00	991	4.20
ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND EEM	225.000	44.35	9,978 75	53.13	11,955 00	-1,976.25	168	1 68
POWERSHARES DB COMMODITY INDEX CLOSED-END FUND DBC	1,000.000	27 78	27,780 00	28.74	27,372.90	-959.90		0.00
SPDR GOLD TRUST FUND CLOSED-END FUND GLD	250.000	162.02	40,505.10	95.93	23,982.50	16,522.60		0.00
TFS MARKET NEUTRAL FUND OPEN-END FUND TFSMX	1,525.361	15.62	23,826.14	14.12	21,541 65	2,284 49		0.00
Total Equity mutual funds LINE 10B			**$169,794.80**		$154,770.06	**$13,657.74**	**$1,804**	**1.06**

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Holdings Detail-Principal Assets

EQUITIES

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Preferred stock								
GENERAL ELECT CAP CORP PFD 6.10%	1,000.00	24 80	24,800 00	25.17	25,170 00	-370.00	1,525	6.15
HSBC HOLDINGS PLC PFD ADR SER A 6 20%	1,000.00	25.03	25,030.00	24.82	24,820.00	210.00	1,550	6.19
METLIFE INC PFD 5.875%	500 00	25 45	12,725 00	24 71	12,355 00	370 00	735	5 77
Total Preferred stock LINE 10B			**$62,555.00**		**$62,345.00**	**$210.00**	**$3,810**	**6.09**
TOTAL EQUITIES LINE 10B			**$1,694,194.07**		**$1,281,028.17**	**$411,798.90**	**$40,639**	**2.40**

FIXED INCOME

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
U.S. Government								
FEDERAL FARM CR BANKS DEB DTD 07/10/12 2.98% DUE 07/10/26	100,000.00	100 44	100,443.00	100 00	100,000.00	443 00	2,980	2.97
FEDERAL HOME LN BANKS DEB DTD 05/25/05 4 625% DUE 06/12/20	50,000 00	122 33	61,166.00	98 17	49,085.00	12,081 00	2,313	3 78
FEDERAL FARM CR BANKS DEB DTD 01/11/12 2.84% DUE 01/11/22	50,000 00	100 06	50,031.50	100.00	50,000.00	31.50	1,420	2 84
Total U.S. Government LINE 10A			**$211,640.50**		**$199,085.00**	**$12,555.50**	**$6,713**	**3.17**

Holdings Detail-Principal Assets

FIXED INCOME

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
Foreign bonds								
BANK OF NOVA SCOTIA FGN SR NT DTD 01/22/10 3.40% DUE 01/22/15	50,000 00	105.43	52,714.00	100.22	50,108.00	2,606.00	1,700	3 22
BARCLAYS BANK PLC FGN SR NT DTD 01/08/10 5.125% DUE 01/08/20	50,000.00	113.89	56,946.50	99 00	49,500.00	7,446.50	2,563	4.50
Total Foreign bonds LINE 10C			**$109,660.50**		**$99,608.00**	**$10,052.50**	**$4,263**	**3.89**
Corporate bonds								
ALLERGAN INC SENIOR BD DTD 09/14/10 3.375% DUE 09/15/20	50,000 00	108.16	54,080.50	100.00	50,000.00	4,080.50	1,688	3.12
BLACKROCK INC NOTE SER 2 DTD 12/10/09 5 00% DUE 12/10/19	40,000.00	119.65	47,861.20	99 27	39,709.60	8,151.60	2,000	4.18
BRISTOL-MYERS SQUIBB CO SENIOR BD DTD 07/31/12 2.00% DUE 08/01/22	50,000 00	96.79	48,397 50	96 25	48,125.00	272 50	1,000	2.07
COCA-COLA CO SENIOR NT DTD 11/15/10 3.15% DUE 11/15/20	50,000.00	108.82	54,409.00	96 75	48,375 00	6,034.00	1,575	2.89
COLGATE-PALMOLIVE CO MED TERM NT SER F DTD 11/03/10 2 95% DUE 11/01/20	25,000.00	107.25	26,813.75	99.50	24,875.00	1,938.75	738	2.75
DELL INC SENIOR NT DTD 09/10/10 2.30% DUE 09/10/15	50,000.00	102.76	51,381.00	100.46	50,228.50	1,152.50	1,150	2.24
GENERAL ELECTRIC CO NOTE DTD 12/06/07 5.25% DUE 12/06/17	50,000.00	117.91	58,957.50	100 00	50,000 00	8,957.50	2,625	4.45

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GREENE-MILSTEIN FAMILY FDN A/AG 10-10-123-0029860

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Holdings Detail-Principal Assets

FIXED INCOME

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
GENERAL ELECT CAP CORP MED TERM NT SER NOTZ DTD 06/04/10 5.15% DUE 06/15/22	100,000 00	110 92	110,917 00	100 00	100,000 00	10,917.00	5,150	4 64
GENERAL ELECT CAP CORP MED TERM NT SER NOTZ DTD 08/05/10 4 00% DUE 08/15/18	50,000.00	106.67	53,335.50	100 00	50,000 00	3,335.50	2,000	3.75
GENERAL ELECT CAP CORP MED TERM NT SER NOTZ DTD 07/08/11 4.55% DUE 07/15/24	50,000.00	105 76	52,878.00	100.00	50,000 00	2,878 00	2,275	4 30
MICROSOFT CORP SENIOR BD DTD 09/27/10 3.00% DUE 10/01/20	50,000.00	107.91	53,957.50	100 43	50,213 50	3,744.00	1,500	2.78
MICROSOFT CORP SENIOR NT DTD 02/08/11 4.00% DUE 02/08/21	50,000 00	114 51	57,255 50	100 00	50,000 00	7,255 50	2,000	3 49
PROCTER & GAMBLE CO NOTE DTD 02/06/09 3.50% DUE 02/15/15	50,000 00	106.17	53,087.50	100 00	49,998.50	3,089.00	1,750	3.30
TOYOTA MOTOR CREDIT CORP MED TERM NT STEP UP DTD 09/19/12 ADJ% DUE 09/19/27	50,000.00	98 24	49,121 00	99.50	49,750.00	-629 00	1,125	2 29
UNITED PARCEL SERVICE INC SENIOR BD DTD 11/12/10 3 125% DUE 01/15/21	96,000.00	107.57	103,268 16	95 43	91,609.00	11,659.16	3,000	2 90

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December 1, 2012 - December 31, 2012

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Holdings Detail-Principal Assets

FIXED INCOME

Description	Quantity	Unit price	Market value	Cost per unit	Tax cost	Unrealized gain/loss	Estimated annual income	Current market yield (%)
WACHOVIA CORP MED TERM BK NT DTD 01/31/08 5.75% DUE 02/01/18	50,000.00	119.80	59,902.00	99.88	49,940.00	9,962.00	2,875	4 80
WAL-MART STORES INC NOTE DTD 01/23/09 4.125% DUE 02/01/19	50,000 00	113.78	56,892 00	96 22	48,112 00	8,780.00	2,063	3 63
WAL-MART STORES INC SENIOR NT DTD 07/08/10 3 625% DUE 07/08/20	50,000 00	111 17	55,583 00	100 00	50,000.00	5,583 00	1,813	3.26
Total Corporate bonds LINE 10C TOTAL LINE 10C			**$1,048,097.61** $ 1,157,758.11		**$950,936.10** $1,059,544.10	**$97,161.51**	**$36,325**	**3.47**
Fixed income mutual funds								
ISHARES IBOXX $INVESTMENT BD FD CLOSED-END FUND LQD	500.000	120.99	60,495.00	103 02	51,508.65	8,986.35	2,315	3.83
Total Fixed income mutual funds LINE 10A			**$60,495.00**		**$51,508.65**	**$8,986.35**	**$2,315**	**3.83**
TOTAL FIXED INCOME			**$1,429,893.61**		**$1,301,137.75**	**$128,755.86**	**$49,615**	**3.47**

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THE GREENE-MILSTEIN FAMILY FOUNDATION
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PART XV ~ SUPPLEMENTARY INFORMATION, LINE 3A, PAGE 1 OF 2

ACLU Foundation	$ 2,500
ADL	1,000
ALS Foundation for Research	500
Alzheimers Disease Research	500
American Cancer Society	500
American Committee for Weitzman Institute of Science	1,000
American Indian College Fund	1,000
American Jewish Committee	1,500
American Red Cross MD-NCA Chapter	500
Amnesty International	500
Androscoggin Home Care & Hospice	1,000
Appleseed Foundation	2,875
Arena Stage	1,500
Avalon Theatre	500
Bach Choir of Bethlehem	1,000
BCC Rescue Squad	1,000
Boston Latin School	1,000
Bread for the City	250
Brennan Center for Justice	500
Camp CaPella	3,000
Capital Area Food Bank	500
Central Maine Healthcare	1,500
CHES PTA	2,500
Cheyenne River Youth Project	1,500
Children's Defense Fund	1,000
Children's Hospital Foundation	1,000
Children's Home Society & Family Services	1,500
Colby College - Henry and Fanny Greene Scholarship Fund	2,500
Columbia Law School	2,000
Congregation Tikkun v'Or	4,000
Defenders of Wildlife Foundation	1,000
DC Library Renaissance Project	1,000
Doctors Without Borders USA	1,500
Eastern Michigan University Foundation	1,000
Eastern Social Welfare Society - Korea	2,500
Education Fund to Stop Gun Violence	5
Family and Children / Services of Ithaca	1,000
For Love of Children	250
Global Playground	1,000
Harvard College Fund	6,000
Harvard Hillel	100
Hebrew College Fund	500
Hebrew Home of Greater Washington	1,500
Heifer International	1,000
Holocaust Rights Center of Maine	1,000
House Ear Institute	1,000
House of Ruth	500
J Street Education Fund	1,000
Jewish Community Hospice - JESSA	1,500
Jewish Council for the Aging of Greater Washington	1,500
Jewish Federation of Greater Washington	10,000
Jewish National Fund	1,000
Jowonio School Friends of Jowonio	3,500

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THE GREENE-MILSTEIN FAMILY FOUNDATION
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PART XV ~ SUPPLEMENTARY INFORMATION, LINE 3A, PAGE 2 OF 2

Learning Ally	$ 500
Legal Momentum	250
Locks of Love	250
Lolly's Locks	2,000
MADD	300
Maine Initiatives	1,000
Make a Wish Foundation	1,500
March of Dimes	100
My Sister's Place	250
National Museum of African American History & Culture	500
National Symphony Orchestra - Kennedy Center	1,200
PCRM	1,000
People for the American Way	500
Phillips Brooks House	250
Poplar Springs Animal Sanctuary	3,000
Primary Care Coalition of Montgomery County	500
Project Hope	1,000
Public Citizen Foundation	500
Round House Theatre	500
SEC Historical Society	100
Seeds of Peace	3,000
Sejong Cultural Education, Inc.	250
Simmons College	10,000
SOME	500
Strathmore Hall Foundation	1,500
Temple Beth El	500
The Edmund Burke School	1,000
The Harold Alfond Cancer Center/ME General Health	1,000
The Harold L Bloch CA Center	250
The Lab School of Washington	500
The National Center for Children and Families	500
The Shakespeare Theatre	1,500
The Smile Train	1,500
The Southern Institute For Education and Research	1,000
The Studio Theater	13,500
The Vivaldi Project	1,500
The Washington Animal Rescue League	500
The Yachana Foundation	2,500
Theatre Washington	500
Touchstone Discussion Project	500
United States Holocaust Memorial Museum	1,000
Vera House Inc	1,000
WAMU-FM	500
WBJC-FM	500
WETA	500
Washington Bach Consort	500
WAVAPA	500
Whitman-Walker Clinic	500
Wooly Mammoth Theatre	6,000
WPAS	10,000
Zemer Chai	500
Net grants and contributions	$158,180