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**

**Open to Public Inspection**

**For calendar year 2012 or tax year beginning** , 2012, and ending , 20

| | |
|---|---|
| Name of foundation<br>EPSTEIN FAMILY FOUNDATION | **A Employer identification number**<br>20-3905090 |
| Number and street (or P O box number if mail is not delivered to street address)<br>3990 RUFFIN ROAD, SUITE 100 — Room/suite | **B** Telephone number (see instructions)<br>(858) 614-7200 |
| City or town, state, and ZIP code<br>SAN DIEGO, CA 92123 | **C** If exemption application is pending, check here ▶ ☐ |

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

**D** 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

**I** Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 15,606,831.

**J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ________
*(Part I, column (d) must be on cash basis )*

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

**Part I** **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 (attach schedule) | 4,376,269. | | | |
| | 2 | Check ▶ ☐ if the foundation is **not** required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | | | | |
| | 4 | Dividends and interest from securities | 237,384. | 237,384. | 237,384. | ATCH 1 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 98,701. | | | |
| | b | Gross sales price for all assets on line 6a 2,706,125. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 98,701. | | |
| | 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) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | | | | |
| | 12 | **Total.** Add lines 1 through 11 | 4,712,354. | 336,085. | 237,384. | |
| 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) | 3,132. | 3,132. | 3,132. | 3,132. |
| | b | Accounting fees (attach schedule) | 10,000. | 10,000. | 10,000. | 10,000. |
| | c | Other professional fees (attach schedule) | | | | |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) ATCH 2 | 1,015. | 1,015. | 1,015. | 1,015. |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) ATCH 3 | 15,568. | 15,568. | 15,568. | 15,568. |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 29,715. | 29,715. | 29,715. | 29,715. |
| | 25 | Contributions, gifts, grants paid | 891,245. | | | 891,245. |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 920,960. | 29,715. | 29,715. | 920,960. |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 3,791,394. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 306,370. | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | 207,669. | |

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## Part II Balance Sheets

| | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions ) | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 6,017,193. | 2,065,442. | 2,065,442. |
| | 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 schedule) ▶ * | | * 1,426,919. | ATCH 4 |
| | | Less allowance for doubtful accounts ▶ | | 1,426,919. | 1,426,919. |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges ATCH 5 | | 3,220. | 3,220. |
| | 10 a | Investments - U S and state government obligations (attach schedule) | 1,375,689. | 910,115. | 910,115. |
| | b | Investments - corporate stock (attach schedule) ATCH 6 | 4,043,504. | 10,309,661. | 10,309,661. |
| | c | Investments - corporate bonds (attach schedule) | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) ATCH 7 | 844,444. | 891,474. | 891,474. |
| | 14 | Land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 12,280,830. | 15,606,831. | 15,606,831. |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (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 | | | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 12,280,830. | 15,606,831. | |
| | 30 | **Total net assets or fund balances** (see instructions) | 12,280,830. | 15,606,831. | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 12,280,830. | 15,606,831. | |

## 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 | 12,280,830. |
| 2 | Enter amount from Part I, line 27a | 2 | 3,791,394. |
| 3 | Other increases not included in line 2 (itemize) ▶ ATCH 8 | 3 | -465,393. |
| 4 | Add lines 1, 2, and 3 | 4 | 15,606,831. |
| 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 | 15,606,831. |

## 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 PART IV SCHEDULE | | | |
| 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) 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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 98,701. |
| 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 (col (b) divided by col (c)) |
|---|---|---|---|
| 2011 | 1,294,999. | 8,216,817. | 0.157603 |
| 2010 | 2,265,076. | 8,074,066. | 0.280537 |
| 2009 | 243,305. | 8,889,099. | 0.027371 |
| 2008 | 453,565. | 9,177,990. | 0.049419 |
| 2007 | 191,279. | 7,233,813. | 0.026442 |

| | | |
|---|---|---|
| 2 Total of line 1, column (d) | 2 | 0.541372 |
| 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 | 0.108274 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 10,857,872. |
| 5 Multiply line 4 by line 3 | 5 | 1,175,625. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 3,064. |
| 7 Add lines 5 and 6 | 7 | 1,178,689. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 920,960. |

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 . . .<br>Date of ruling or determination letter _______________ **(attach copy of letter if necessary - see instructions)** |  |  |  |  |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b . . . . . . | | | 1 | 6,127. |
| 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 |  |
| 3 | Add lines 1 and 2 . . . . . . |  |  | 3 | 6,127. |
| 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 | 6,127. |
| 6 | Credits/Payments |  |  |  |  |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . | 6a | 5,984. |  |  |
| b | Exempt foreign organizations - tax withheld at source . . . . . . | 6b |  |  |  |
| c | Tax paid with application for extension of time to file (Form 8868) . . . . | 6c |  |  |  |
| d | Backup withholding erroneously withheld . . . . . . | 6d |  |  |  |
| 7 | Total credits and payments Add lines 6a through 6d . . . . . . |  |  | 7 | 5,984. |
| 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 | 143. |
| 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 |  |

## Part VII-A Statements Regarding Activities

|  |  |  | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . . . | 1a |  | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . . | 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<br>**(1)** On the foundation ▶ $ __________ **(2)** On foundation managers ▶ $ __________ |  |  |  |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________ |  |  |  |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . .<br>*If "Yes," attach a detailed description of the activities* | 2 |  | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* . . . . . . | 3 |  | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? . . . . . . | 4a |  | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? . . . . . . | 4b |  | X |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . .<br>*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<br>● By language in the governing instrument, or<br>● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . . . | 6 | X |  |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X |  |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶<br>CA, |  |  |  |
| 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 |

## Part VII-A Statements Regarding Activities *(continued)*

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ EPSTEIN FAMILY FOUNDATION Telephone no ▶ 858-614-7200

Located at ▶ 3990 RUFFIN ROAD, SUITE 100 SAN DIEGO, CA ZIP+4 ▶ 92123

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

| | | | 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 ▶ | | | |

## 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)? | 1b | N | A |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **Yes** ☒ **No**<br>If "Yes," list the years ▶ ____ , ____ , ____ , ____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions ) | 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<br>▶ ____ , ____ , ____ , ____ | | | |
| 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 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 )* | 3b | N | A |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | | X |

## Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

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

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

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

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

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

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

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

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

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

*If "Yes" to 6b, file Form 8870*

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

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

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| **(a)** Name and address | **(b)** Title, and average hours per week devoted to position | **(c)** Compensation (If not paid, enter -0-) | **(d)** Contributions to employee benefit plans and deferred compensation | **(e)** Expense account, other allowances |
|---|---|---|---|---|
| ATCH 9 | | 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 ▶

Form **990-PF** (2012)

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

## Part IX-A Summary of Direct Charitable Activities

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

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

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

## 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 | 7,661,576. |
| b | Average of monthly cash balances | 1b | 2,470,170. |
| c | Fair market value of all other assets (see instructions) | 1c | 891,474. |
| d | **Total** (add lines 1a, b, and c) | 1d | 11,023,220. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) **1e** | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 11,023,220. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 165,348. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 10,857,872. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 542,894. |

## 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 | 542,894. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 6,127. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 6,127. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 536,767. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 536,767. |
| 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 | 536,767. |

## 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 | 920,960. |
| 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 | 920,960. |
| 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 | 0 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 920,960. |

**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.

Form **990-PF** (2012)

## Part XIII Undistributed Income (see instructions)

| | | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---|---|---|---|---|---|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | | 536,767. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | | |
| a Enter amount for 2011 only | | | | | |
| b Total for prior years 20 10 ,20 09 ,20 08 | | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | | |
| a From 2007 | | | | | |
| b From 2008 | | | | | |
| c From 2009 | | | | | |
| d From 2010 | 1,090,654. | | | | |
| e From 2011 | 889,950. | | | | |
| f **Total** of lines 3a through e | | 1,980,604. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 920,960. | | | | | |
| a Applied to 2011, but not more than line 2a | | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | | | | |
| d Applied to 2012 distributable amount | | | | | 536,767. |
| e Remaining amount distributed out of corpus | | 384,193. | | | |
| 5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a) )* | | | | | |
| 6 **Enter the net total of each column as indicated below:** | | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 2,364,797. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | | |
| 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 | | | | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | | | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions | | | | | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | | | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | | 2,364,797. | | | |
| 10 Analysis of line 9. | | | | | |
| a Excess from 2008 | | | | | |
| b Excess from 2009 | | | | | |
| c Excess from 2010 | 1,090,654. | | | | |
| d Excess from 2011 | 889,950. | | | | |
| e Excess from 2012 | 384,193. | | | | |

Form **990-PF** (2012)

**Part XIV** **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

**1** **Information Regarding Foundation Managers:**

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

ATTACHMENT 10

**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

N/A

**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:

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

**c** Any submission deadlines:

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

**Part XV** **Supplementary Information** (continued)

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

| Recipient<br>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* | | | | |
| EDUCATION | N/A | | | 274,850. |
| HEALTH AND SOCIAL SUPPORT | N/A | | | 358,740. |
| CULTURAL CENTERS | N/A | | | 257,655. |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 891,245. |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3b** | | | | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions.) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | | | 237,384. |
| 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 | | | | | 98,701. |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a RETURN OF CAPITAL | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | | 336,085. |

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . . . . . 13 336,085.

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

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

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

## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

| | | Yes | No |
|---|---|---|---|
| **1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| **a** Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| **(1)** Cash | **1a(1)** | | X |
| **(2)** Other assets | **1a(2)** | | X |
| **b** Other transactions: | | | |
| **(1)** Sales of assets to a noncharitable exempt organization | **1b(1)** | | X |
| **(2)** Purchases of assets from a noncharitable exempt organization | **1b(2)** | | X |
| **(3)** Rental of facilities, equipment, or other assets | **1b(3)** | | X |
| **(4)** Reimbursement arrangements | **1b(4)** | | X |
| **(5)** Loans or loan guarantees | **1b(5)** | | X |
| **(6)** Performance of services or membership or fundraising solicitations | **1b(6)** | | X |
| **c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees | **1c** | | X |

**d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

| **(a)** Line no | **(b)** Amount involved | **(c)** Name of noncharitable exempt organization | **(d)** Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | | N/A |
| | | | |
| | | | |
| | | | |
| | | | |
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| | | | |

**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 |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | 11/13/13 Date | ▶ Pres 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<br>KEITH DOWNS | Preparer's signature | Date<br>11/12/13 | Check ☐ if self-employed | PTIN<br>P00406143 |
| Firm's name ▶ KPMG LLP | | | Firm's EIN ▶ 13-5565207 | |
| Firm's address ▶ 4747 EXECUTIVE DRIVE, SUITE 600<br>SAN DIEGO, CA 92121 | | | Phone no 858-750-7100 | |

**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**
EPSTEIN FAMILY FOUNDATION

**Employer identification number**
20-3905090

**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).

**For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

JSA
2E1251 1 000

**Name of organization** EPSTEIN FAMILY FOUNDATION

**Employer identification number** 20-3905090

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | DANIEL J. EPSTEIN<br>3990 RUFFIN ROAD, SUITE 100<br>SAN DIEGO, CA 92123 | $ 1,373,000. | Person ☒<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |
| 2 | DANIEL J. EPSTEIN<br>3990 RUFFIN ROAD, SUITE 100<br>SAN DIEGO, CA 92123 | $ 2,300,000. | Person ☒<br>Payroll ☐<br>Noncash ☒<br>(Complete Part II if there is a noncash contribution ) |
| 3 | DANIEL J. EPSTEIN<br>3990 RUFFIN ROAD, SUITE 100<br>SAN DIEGO, CA 92123 | $ 353,269. | Person ☒<br>Payroll ☐<br>Noncash ☒<br>(Complete Part II if there is a noncash contribution.) |
| 4 | DANIEL J. EPSTEIN<br>3990 RUFFIN ROAD, SUITE 100<br>SAN DIEGO, CA 92123 | $ 350,000. | Person ☒<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution ) |
|  |  | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |
|  |  | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution ) |

**Name of organization** EPSTEIN FAMILY FOUNDATION

**Employer identification number** 20-3905090

**Part II** **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 |
|---|---|---|---|
| 2 | STOCK: OW GLOBAL SMALL & MIDCAP FUND | $ 2,300,000. | 12/19/2012 |
| 3 | STOCK: AMERICAN BUSINESS BANK | $ 353,269. | 12/31/2012 |
|  |  | $ |  |
|  |  | $ |  |
|  |  | $ |  |
|  |  | $ |  |

Name of organization EPSTEIN FAMILY FOUNDATION

Employer identification number 20-3905090

**Part III** ***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 the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $ ____________

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 |
|---|---|---|---|
| ---- | | | |

**(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 |
|---|---|
| | |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|---|---|---|---|---|
| DIVIDENDS | | 98,539. | 98,539. | 98,539. |
| INTEREST | | 138,845. | 138,845. | 138,845. |
| | TOTAL | 237,384. | 237,384. | 237,384. |

## ATTACHMENT 2

## FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| FOREIGN TAXES | 1,015. | 1,015. | 1,015. | 1,015. |
| TOTALS | 1,015. | 1,015. | 1,015. | 1,015. |

ATTACHMENT 3

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| INVESTMENT FEES | 15,408. | 15,408. | 15,408. | 15,408. |
| CA FILING FEES | 160. | 160. | 160. | 160. |
| TOTALS | 15,568. | 15,568. | 15,568. | 15,568. |

ATTACHMENT 4

## FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

| | |
|---|---|
| BORROWER: | OLIVER MCMILLAN, LLC |
| ORIGINAL AMOUNT: | 1,600,000. |
| INTEREST RATE: | 6.000000 |
| DATE OF NOTE: | 02/22/2012 |
| MATURITY DATE: | 02/02/2016 |

| | |
|---|---|
| ENDING BALANCE DUE | 1,426,919. |
| ENDING FAIR MARKET VALUE | 1,426,919. |
| TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE | 1,426,919. |
| TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE | 1,426,919. |

ATTACHMENT 5

## FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| PREPAID EXCISE TAXES | 3,220. | 3,220. |
| TOTALS | 3,220. | 3,220. |

ATTACHMENT 6

## FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| EQUITIES (SEE ATTACHMENT) | 10,309,661. | 10,309,661. |
| TOTALS | 10,309,661. | 10,309,661. |

ATTACHMENT 7

## FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| HEDGE FUND (SEE ATTACHMENT) | 891,474. | 891,474. |
| TOTALS | 891,474. | 891,474. |

ATTACHMENT 8

## FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| DESCRIPTION | AMOUNT |
|---|---|
| UNREALIZED GAIN/LOSS | -465,393. |
| TOTAL | -465,393. |

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | | | |
|---|---|---|---|---|
| DANIEL EPSTEIN<br>3990 RUFFIN ROAD, SUITE 100<br>SAN DIEGO, CA 92123 | PRESIDENT | 0 | 0 | 0 |
| JULIE BRONSTEIN<br>10809 CHERRY HILL DRIVE<br>SAN DIEGO, CA 92130 | CFO | 0 | 0 | 0 |
| PHYLLIS EPSTEIN<br>3990 RUFFIN ROAD, SUITE 100<br>SAN DIEGO, CA 92123 | SECRETARY | 0 | 0 | 0 |
| | GRAND TOTALS | | | |

ATTACHMENT 10

## FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

DANIEL EPSTEIN
PHYLLIS EPSTEIN

# FORM 990-PF - PART IV
# CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|---|---|---|---|---|---|---|---|---|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | TOTAL CAPITAL GAIN DISTRIBUTIONS | | | | | 72,909. | |
| | | PUBLICLY TRADED SECURITIES (SHORT TERM) | | | | | VAR | VAR |
| | | PROPERTY TYPE: SECURITIES | | | | | | |
| 1,559,255. | | 1,554,847. | | | | | 4,408. | |
| | | PUBLICLY TRADED SECURITIES (LONG TERM) | | | | | VAR | VAR |
| | | PROPERTY TYPE: SECURITIES | | | | | | |
| 1,073,961. | | 1,052,577. | | | | | 21,384. | |
| TOTAL GAIN(LOSS) | | | | | | | 98,701. | |

**SCHEDULE D**
**(Form 1041)**

Department of the Treasury
Internal Revenue Service

# Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

**2012**

| Name of estate or trust | Employer identification number |
|---|---|
| EPSTEIN FAMILY FOUNDATION | 20-3905090 |

**Note:** *Form 5227 filers need to complete only Parts I and II.*

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| **(a)** Description of property (Example 100 shares 7% preferred of "Z" Co ) | **(b)** Date acquired (mo , day, yr ) | **(c)** Date sold (mo , day, yr ) | **(d)** Sales price | **(e)** Cost or other basis (see instructions) | **(f) Gain or (loss) for the entire year** Subtract (e) from (d) |
|---|---|---|---|---|---|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | | |
|---|---|---|---|
| b | Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | 4,408. |
| 2 | Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 | Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 | Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet | 4 | ( ) |
| 5 | **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶ | 5 | 4,408. |

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| **(a)** Description of property (Example 100 shares 7% preferred of "Z" Co ) | **(b)** Date acquired (mo , day, yr ) | **(c)** Date sold (mo , day, yr ) | **(d)** Sales price | **(e)** Cost or other basis (see instructions) | **(f) Gain or (loss) for the entire year** Subtract (e) from (d) |
|---|---|---|---|---|---|
| 6a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | | |
|---|---|---|---|
| b | Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | 21,384. |
| 7 | Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 | Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 | Capital gain distributions | 9 | 72,909. |
| 10 | Gain from Form 4797, Part I | 10 | |
| 11 | Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet | 11 | ( ) |
| 12 | **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶ | 12 | 94,293. |

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.** **Schedule D (Form 1041) 2012**

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## Part III Summary of Parts I and II

**Caution:** *Read the instructions* ***before*** *completing this part.*

| | | | (1) Beneficiaries' (see instr ) | (2) Estate's or trust's | (3) Total |
|---|---|---|---|---|---|
| 13 | **Net short-term gain or (loss)** | 13 | | | 4,408. |
| 14 | **Net long-term gain or (loss):** | | | | |
| a | Total for year | 14a | | | 94,293. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 14b | | | |
| c | 28% rate gain | 14c | | | |
| 15 | **Total net gain or (loss).** Combine lines 13 and 14a ▶ | 15 | | | 98,701. |

**Note:** *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

## Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . . . 16 ( )

**Note:** *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

## Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

**Caution:** *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 21

22 Subtract line 21 from line 20. If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17. If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,400 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box
☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (.15) . . . 30

31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

**SCHEDULE D-1 (Form 1041)**

Department of the Treasury
Internal Revenue Service

# Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

**2012**

Name of estate or trust: EPSTEIN FAMILY FOUNDATION

Employer identification number: 20-3905090

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 1a PUBLICLY TRADED SECURITIES (SHORT TERM) | | | 1,559,255. | 1,554,847. | 4,408. |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . . . . . . . . . . . . . . . 4,408.

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.** **Schedule D-1 (Form 1041) 2012**

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| Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number |
|---|---|
| | |

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 6a PUBLICLY TRADED SECURITIES (LONG TERM) | | | 1,073,961. | 1,052,577. | 21,384. |

| | |
|---|---|
| 6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b | 21,384. |

Schedule D-1 (Form 1041) 2012

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## Cash and Short Term

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| BESSEMER SWEEP PROGRAM (8GB448)<br>0.010 % | 1,782,422.280 | $1.00 | $1,782,422 | $1.000 | $1,782,422 | 100.0% | | $178 | 0.01% |
| **Total cash and short term** | | | $1,782,422 | | $1,782,422 | 100.0% | | $178 | |

## Fixed Income

### Fixed Income - cash and short term

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| **BESSEMER SWEEP PROGRAM (8M3208)<br>0.010 %** | 10,772.930 | $1.00 | $10,772 | $1.000 | $10,772 | 1.0% | $0 | $1 | 0.01% |

### US government bonds

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| FEDERAL HOME LOAN BANK<br>3.875 % Due 03/08/2013 | 85,000 | $104.75 | $89,041 | $100.688 | $85,584 | 7.9% | ($3,457) | $3,293 | 3.85% |
| FEDERAL NATL MTG ASSN<br>4.625 % Due 10/15/2014 | 50,000 | 98.39 | 49,194 | 107.738 | 53,869 | 5.0 | 4,675 | 2,312 | 4.29 |
| FEDERAL FARM CREDIT BANK<br>1.050 % Due 03/28/2016 | 180,000 | 101.15 | 182,071 | 101.998 | 183,596 | 17 0 | 1,525 | 1,890 | 1.03 |
| FANNIE MAE FNMA<br>4.875 % Due 12/15/2016 | 25,000 | 100.04 | 25,009 | 116.513 | 29,128 | 2.7 | 4,119 | 1,218 | 4.18 |
| US TREASURY NOTE<br>2.125 % Due 08/15/2021 | 202,000 | 104.89 | 211,871 | 105.125 | 212,352 | 19.7 | 481 | 4,292 | 2.02 |
| US TREASURY NOTES<br>2.000 % Due 11/15/2021 | 165,000 | 106.17 | 173,533 | 103.789 | 171,251 | 15.9 | (2,282) | 3,300 | 1.93 |
| **Total US government bonds** | | | $730,719 | | $735,780 | 68.2% | $5,061 | $16,305 | 2.22% |

## Taxable municipal bonds

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| **ENERGY NW WA ELEC REV TAX COLUMBIA GENERATING**<br>**Not callable**<br>**2.147 % Due 07/01/2018 Aa1 /AA-** | **20,000** | **$101.76** | **$20,351** | **$103.350** | **$20,670** | **1.9%** | **$319** | **$429** | **2.06%** |

## Corporate bonds

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| CELGENE CORP<br>2.450 % Due 10/15/2015 Baa2 /BBB+ | 20,000 | $102.48 | $20,496 | $103.771 | $20,754 | 1.9% | $258 | $490 | 2.36% |
| FISERV INC<br>3.125 % Due 06/15/2016 Baa2 /BBB- | 20,000 | 103.19 | 20,638 | 105.047 | 21,009 | 2.0 | 371 | 625 | 2.97 |
| JP MORGAN CHASE & CO<br>3.150 % Due 07/05/2016 A2 /A | 20,000 | 102.97 | 20,593 | 105.945 | 21,189 | 2.0 | 596 | 630 | 2.97 |
| GENERAL ELEC CAP CORP<br>2.900 % Due 01/09/2017 A1 /AA+ | 20,000 | 103.61 | 20,722 | 105.734 | 21,146 | 2.0 | 424 | 580 | 2.74 |
| CITIGROUP INC<br>4.450 % Due 01/10/2017 Baa2 /A- | 20,000 | 104.25 | 20,850 | 110.780 | 22,156 | 2.1 | 1,306 | 890 | 4.02 |
| TOYOTA MOTOR CREDIT CORP<br>2.050 % Due 01/12/2017 Aa3 /AA- | 20,000 | 102.39 | 20,477 | 103.426 | 20,685 | 1.9 | 208 | 410 | 1.98 |
| BB&T CORPORATION<br>2.150 % Due 03/22/2017 A2 /A- | 20,000 | 100.12 | 20,023 | 103.428 | 20,685 | 1.9 | 662 | 430 | 2.08 |
| AMERICAN EXPRESS CREDIT<br>2.375 % Due 03/24/2017 A2 /A- | 20,000 | 100.94 | 20,187 | 104.632 | 20,926 | 1.9 | 739 | 475 | 2.27 |
| BERKSHIRE HATHAWAY FIN<br>1.600 % Due 05/15/2017 Aa2 /AA+ | 20,000 | 99.92 | 19,984 | 101.928 | 20,385 | 1.9 | 401 | 320 | 1.57 |
| DOMINION RESOURCES INC<br>1.400 % Due 09/15/2017 Baa2 /A- | 20,000 | 99.91 | 19,982 | 100.018 | 20,003 | 1.9 | 21 | 280 | 1.40 |
| COSTCO WHOLESALE CORP<br>1.125 % Due 12/15/2017 A1 | 20,000 | 99.98 | 19,996 | 100.670 | 20,134 | 1.9 | 138 | 225 | 1.12 |

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| BANK OF NEW YORK MELLON<br>1.300 % Due 01/25/2018 Aa /A+ | 20,000 | 99.86 | 19,971 | 99.676 | 19,935 | 1.9 | (36) | 260 | 1.30 |
| **Total corporate bonds** | | | **$243,919** | | **$249,007** | **23.1%** | **$5,088** | **$5,615** | **2.25%** |

## International bonds

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| DEUTSCHE BANK AG LONDON<br>3.250 % Due 01/11/2016 A2 /A+ | 20,000 | $103.32 | $20,664 | $105.820 | $21,164 | 2.0% | $500 | $650 | 3.07% |
| ONTARIO (PROVINCE OF)<br>1.600 % Due 09/21/2016 Aa2 /AA- | 20,000 | 101.48 | 20,296 | 103.182 | 20,636 | 1.9 | 340 | 320 | 1.55 |
| KFW<br>1.250 % Due 02/15/2017 Aaa /AAA | 20,000 | 100.07 | 20,013 | 102.041 | 20,408 | 1.9 | 395 | 250 | 1.22 |
| **Total international bonds** | | | **$60,973** | | **$62,208** | **5.8%** | **$1,235** | **$1,220** | **1.96%** |
| **Total fixed income** | | | **$1,066,734** | | **$1,078,497** | **100.0%** | **$11,703** | **$23,570** | **2.19%** |

# Large Cap Core - U.S.

## Consumer discretionary

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| COACH INC *(COH)* | 135 | $55.56 | $7,500 | $55.510 | $7,493 | 1.4% | ($7) | $162 | 2.16% |
| DOLLAR GENERAL CORP *(DG)* | 175 | 43.48 | 7,609 | 44.090 | 7,715 | 1.4 | 106 | | |
| LOWES COS INC *(LOW)* | 250 | 29.20 | 7,300 | 35.520 | 8,880 | 1.6 | 1,580 | 160 | 1.80 |
| MACY'S INC *(M)* | 80 | 32.26 | 2,581 | 39.020 | 3,121 | 0.6 | 540 | 64 | 2.05 |
| TARGET CORP *(TGT)* | 100 | 52.18 | 5,218 | 59.170 | 5,917 | 1.1 | 699 | 144 | 2.43 |
| **Total consumer discretionary** | | | **$30,208** | | **$33,126** | **6.1%** | **$2,918** | **$530** | **1.60%** |

|  | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| **Consumer staples** |  |  |  |  |  |  |  |  |  |
| CVS/CAREMARK CORP *(CVS)* | 200 | $38.53 | $7,706 | $48.350 | $9,670 | 1.8% | $1,984 | $180 | 1.86% |
| WALGREEN CO *(WAG)* | 325 | 36.51 | 11,865 | 37.010 | 12,028 | 2.2 | 163 | 357 | 2.97 |
| **Total consumer staples** |  |  | **$19,571** |  | **$21,698** | **4.0%** | **$2,127** | **$537** | **2.47%** |
| **Energy** |  |  |  |  |  |  |  |  |  |
| CONOCOPHILLIPS *(COP)* | 45 | $54.49 | $2,452 | $57.990 | $2,609 | 0.5% | $157 | $118 | 4.55% |
| MARATHON OIL CORP *(MRO)* | 200 | 27.91 | 5,582 | 30.860 | 6,132 | 1.1 | 550 | 136 | 2.22 |
| **Total energy** |  |  | **$8,034** |  | **$8,741** | **1.6%** | **$707** | **$254** | **2.91%** |
| **Financials** |  |  |  |  |  |  |  |  |  |
| ACE LIMITED | 125 | $49.65 | $6,206 | $79.800 | $9,975 | 1.8% | $3,769 | $245 | 2.46% |
| AMERICAN BUSINESS BANK *(AMBZ)*<br>Held away: 13,236 Shares/units | 13,236 |  | 0 | 26.500 | 350,754 | 64.4 | 350,754 |  |  |
| CITIGROUP INC *(C)* | 175 | 29.81 | 5,216 | 39.560 | 6,923 | 1.3 | 1,707 | 7 | 0.10 |
| **Total financials** |  |  | **$11,422** |  | **$367,652** | **67.5%** | **$356,230** | **$252** | **0.07%** |
| **Health care** |  |  |  |  |  |  |  |  |  |
| AETNA INC NEW *(AET)* | 180 | $42.93 | $7,728 | $46.310 | $8,335 | 1.5% | $607 | $144 | 1.73% |
| JOHNSON & JOHNSON *(JNJ)* | 110 | 64.45 | 7,090 | 70.100 | 7,711 | 1.4 | 621 | 268 | 3.48 |
| THERMO FISHER SCIENTIFIC *(TMO)* | 155 | 57,69 | 8,942 | 63.780 | 9,885 | 1.8 | 943 | 93 | 0.94 |
| UNITEDHEALTH GROUP INC *(UNH)* | 175 | 49.23 | 8,616 | 54.240 | 9,492 | 1.7 | 876 | 148 | 1.57 |
| ZIMMER HLDGS INC *(ZMH)* | 175 | 63.45 | 11,103 | 66.660 | 11,665 | 2.1 | 562 | 126 | 1.08 |
| **Total health care** |  |  | **$43,479** |  | **$47,088** | **8.6%** | **$3,609** | **$779** | **1.65%** |
| **Industrials** |  |  |  |  |  |  |  |  |  |
| GENERAL DYNAMICS CORP *(GD)* | 60 | $66.77 | $4,006 | $69.270 | $4,156 | 0.8% | $150 | $122 | 2.94% |

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| WASTE MANAGEMENT INC NEW *(WM)* | 200 | 33.60 | 6,720 | 33.740 | 6,748 | 1.2 | 28 | 284 | 4.21 |
| **Total industrials** | | | **$10,726** | | **$10,904** | **2.0%** | **$178** | **$406** | **3.72%** |

## Information technology

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| ACCENTURE PLC CL A | 125 | $57.99 | $7,249 | $66.500 | $8,312 | 1.5% | $1,063 | $202 | 2.44% |
| AVAGO TECHNOLOGIES | 175 | 35.26 | 6,170 | 31.651 | 5,538 | 1.0 | (632) | 119 | 2.15 |
| INTERNATIONAL BUS MACHINES *(IBM)* | 35 | 189.97 | 6,649 | 191.550 | 6,704 | 1.2 | 55 | 119 | 1.77 |
| MICROSOFT CORP *(MSFT)* | 400 | 25.39 | 10,157 | 26.710 | 10,683 | 2.0 | 526 | 368 | 3.44 |
| SEAGATE TECHNOLOGY PLC | 150 | 27.59 | 4,138 | 30.420 | 4,563 | 0.8 | 425 | 228 | 5.00 |
| **Total information technology** | | | **$34,363** | | **$35,800** | **6.6%** | **$1,437** | **$1,036** | **2.89%** |

## Materials

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| **NEWMONT MINING CORP *(NEM)*** | **100** | **$61.71** | **$6,171** | **$46.440** | **$4,644** | **0.9%** | **($1,527)** | **$140** | **3.01%** |

## Telecom services

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| **CENTURYLINK INC *(CTL)*** | **125** | **$36.92** | **$4,615** | **$39.120** | **$4,890** | **0.9%** | **$275** | **$362** | **7.41%** |

## Utilities

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| DETROIT ENERGY CO *(DTE)* | 95 | $52.91 | $5,026 | $60.050 | $5,704 | 1.1% | $678 | $235 | 4.13% |
| EXELON CORP *(EXC)* | 150 | 44.17 | 6,625 | 29.740 | 4,461 | 0.8 | (2,164) | 315 | 7.06 |
| **Total utilities** | | | **$11,651** | | **$10,165** | **1.9%** | **($1,486)** | **$550** | **6.41%** |
| **Total large cap core - u.s.** | | | **$180,240** | | **$544,708** | **100.0%** | **$364,468** | **$4,846** | **0.89%** |

# Large Cap Core - Non U.S.

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| **Consumer discretionary** | | | | | | | | | |
| DAIHATSU MOTOR CO. LTD ADR | 150 | $39.81 | $5,971 | $39.577 | $5,936 | 2.2% | ($35) | $169 | 2.86% |
| MAGNA INTL INC CL A | 125 | 35.61 | 4,451 | 50.020 | 6,252 | 2.3 | 1,801 | 180 | 2.88 |
| **Total consumer discretionary** | | | **$10,422** | | **$12,188** | **4.5%** | **$1,766** | **$349** | **2.86%** |
| **Consumer staples** | | | | | | | | | |
| AB FOODS LTD ADR | 850 | $17.47 | $14,848 | $25.423 | $21,609 | 7.9% | $6,761 | $332 | 1.54% |
| IMPERIAL TOBACCO LT ADR | 110 | 71.57 | 7,873 | 77.146 | 8,486 | 3.1 | 613 | 371 | 4.37 |
| KON AHOLD ADR | 800 | 13.17 | 10,533 | 13.362 | 10,689 | 3.9 | 156 | 348 | 3.26 |
| **Total consumer staples** | | | **$33,254** | | **$40,784** | **14.9%** | **$7,530** | **$1,051** | **2.58%** |
| **Energy** | | | | | | | | | |
| ENI S.P.A. ADR | 475 | $42.67 | $20,270 | $49.140 | $23,341 | 8.5% | $3,071 | $1,018 | 4.37% |
| SINOPEC/CHINA PETE&CHM ADR | 70 | 105.83 | 7,408 | 114.920 | 8,044 | 2.9 | 636 | 297 | 3.70 |
| TOTAL SA ADR | 150 | 51.77 | 7,765 | 52.010 | 7,801 | 2.9 | 36 | 376 | 4.82 |
| **Total energy** | | | **$35,443** | | **$39,186** | **14.3%** | **$3,743** | **$1,691** | **4.32%** |
| **Financials** | | | | | | | | | |
| ALLIANZ AKTIENGES ADR | 325 | $10.51 | $3,416 | $13.817 | $4,490 | 1.6% | $1,074 | $139 | 3.10% |
| CHINA CONSTRUCTION ADR | 1,050 | 14.38 | 15,101 | 16.050 | 16,852 | 6.2 | 1,751 | 655 | 3.89 |
| MUNICH RE GROUP ADR | 550 | 12.88 | 7,083 | 17.930 | 9,861 | 3.6 | 2,778 | 301 | 3.06 |
| NORDEA BK SWEDEN AB ADR | 1,050 | 7.78 | 8,165 | 9.546 | 10,023 | 3.7 | 1,858 | 289 | 2.89 |
| SUMITOMO MITSUI FIN ADR | 900 | 5.61 | 5,050 | 7.340 | 6,606 | 2.4 | 1,556 | 204 | 3.09 |
| SUNCORP GROUP ADR | 400 | 8.74 | 3,495 | 10.558 | 4,223 | 1.5 | 728 | 143 | 3.40 |

| | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| WHARF HOLDINGS ADR | 250 | 9.74 | 2,436 | 15.637 | 3,909 | 1.4 | 1,473 | - 66 | 1.70 |
| **Total financials** | | | **$44,746** | | **$55,964** | **20.4%** | **$11,218** | **$1,797** | **3.21%** |
| **Health care** | | | | | | | | | |
| ITOCHU CORP ADR | 425 | $20.45 | $8,693 | $20.980 | $8,916 | 3.3% | $223 | $416 | 4.68% |
| SANOFI - ADR | 200 | 34.98 | 6,996 | 47.380 | 9,476 | 3.5 | 2,480 | 286 | 3.02 |
| TEVA PHARM INDS LTD ADR | 200 | 40.14 | 8,028 | 37.340 | 7,468 | 2.7 | (560) | 160 | 2.15 |
| **Total health care** | | | **$23,717** | | **$25,860** | **9.4%** | **$2,143** | **$862** | **3.33%** |
| **Industrials** | | | | | | | | | |
| EAST JAPAN RAIL ADR | 2,250 | $10.06 | $22,644 | $10.756 | $24,201 | 8.8% | $1,557 | $436 | 1.80% |
| EMBRAER SA ADR | 225 | 28.31 | 6,370 | 28.510 | 6,414 | 2.3 | 44 | | |
| NIKON CORP PLC UNSPON-ADR | 175 | 29.63 | 5,186 | 29.214 | 5,112 | 1.9 | (74) | 71 | 1.40 |
| **Total industrials** | | | **$34,200** | | **$35,727** | **13.0%** | **$1,527** | **$507** | **1.42%** |
| **Materials** | | | | | | | | | |
| AKZO NOBEL NV ADR | 165 | $16.13 | $2,661 | $21.861 | $3,607 | 1.3% | $946 | $82 | 2.28% |
| BARRICK GOLD CORP | 275 | 46.43 | 12,769 | 35.010 | 9,627 | 3.5 | (3,142) | 110 | 1.14 |
| BHP BILLITON PLC-ADR | 155 | 58.08 | 9,003 | 70.370 | 10,907 | 4.0 | 1,904 | 347 | 3.18 |
| **Total materials** | | | **$24,433** | | **$24,141** | **8.8%** | **($292)** | **$539** | **2.23%** |
| **Telecom services** | | | | | | | | | |
| CHINA TELECOM ADR | 365 | $59.68 | $21,784 | $56.850 | $20,750 | 7.6% | ($1,034) | $359 | 1.73% |
| TELE2 AB ADR | 500 | 9.85 | 4,924 | 9.000 | 4,500 | 1.6 | (424) | 167 | 3.71 |
| VODAFONE GP PLC NEW ADR | 325 | 27.42 | 8,912 | 25.190 | 8,186 | 3.0 | (726) | 487 | 5.95 |
| **Total telecom services** | | | **$35,620** | | **$33,436** | **12.2%** | **($2,184)** | **$1,013** | **3.03%** |

| Utilities | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| SSE PLC ADR | 125 | $20.09 | $2,511 | $23.049 | $2,881 | 1.1% | $370 | $156 | 5.43% |
| TOKYO GAS LTD ADR | 212 | 17.66 | 3,744 | 18.273 | 3,873 | 1.4 | 129 | 78 | 2.03 |
| **Total utilities** | | | **$6,255** | | **$6,754** | **2.5%** | **$499** | **$234** | **3.46%** |
| **Total large cap core - non u.s.** | | | **$248,090** | | **$274,040** | **100.0%** | **$25,950** | **$8,043** | **2.93%** |

# Large Cap Strategies

## Large cap strategies funds

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| OW LARGE CAP STRATEGIES FD<br>BOOK COST 1,059,466 | 93,653.403 | $11.24 | $1,053,070 | $10.020 | $938,407 | 100.0% | ($114,663) | $6,836 | 0.73% |
| **Total large cap strategies** | | | **$1,053,070** | | **$938,407** | **100.0%** | **($114,663)** | **$6,836** | **0.73%** |

# Global Small & Mid Cap

## Global small & mid cap funds

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| OW GLOBAL SML & MID CAP FD<br>BOOK COST 2,698,460 | 237,017.513 | $11.19 | $2,651,294 | $14.690 | $3,481,787 | 100.0% | $830,493 | $38,870 | 1.12% |
| **Total global small & mid cap** | | | **$2,651,294** | | **$3,481,787** | **100.0%** | **$830,493** | **$38,870** | **1.12%** |

## Global Opportunities

### Global opportunities funds

|  | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| OW GLOBAL OPPORTUNITIES FD<br>BOOK COST 1,237,233 | 153,862.392 | $8.04 | $1,237,233 | $7.560 | $1,163,199 | 100.0% | ($74,034) | $36,926 | 3.17% |
| **Total global opportunities** |  |  | **$1,237,233** |  | **$1,163,199** | **100.0%** | **($74,034)** | **$36,926** | **3.17%** |

## Real Return / Commodities

### Real return funds

|  |  |  |  |  |  |  |  |  |  |
|---|---|---|---|---|---|---|---|---|---|
| OW REAL RETURN FUND<br>BOOK COST 460,238 | 44,813.827 | $10.27 | $460,238 | $9.270 | $415,424 | 100.0% | ($44,814) | $1,030 | 0.25% |
| **Total real return / commodities** |  |  | **$460,238** |  | **$415,424** | **100.0%** | **($44,814)** | **$1,030** | **0.25%** |

|  | Shares/units | Average tax cost per share/unit | Tax cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/loss | Estimated annual income | Current yield |
|---|---|---|---|---|---|---|---|---|---|
| **Total value of account without alternative investments** |  |  | $8,679,321 |  | $9,678,424 |  | $999,103 | $120,299 | 1.24% |

# Alternative Investments

## Alternative Investments

|  |  |
|---|---|
| **Total alternative investments (estimated fair value)** | $891,474 |
| **Total value of account** | $10,569,898 |

|  | Market value |
|---|---|
| Total interest and dividends accrued | 6,925 |
| **Total value of account including accruals** | $10,576,823 |

# ALTERNATIVE INVESTMENT ANALYSIS

## Bessemer Alternative Investments

| | Net contribution | Unadjusted tax basis | Estimated fair value |
|---|---|---|---|
| **Hedge funds** | | | |
| 5TH AVE SP SIT OFFSH A | $475,000 | | $464,944 |
| 5TH AVE GLBL EQ OFF FD LTD | 350,000 | | 306,303 |
| 5TH AVE GLBL EQ OFF LTDS63 | 125,000 | | 120,227 |
| **Total hedge funds** | **$950,000** | | **$891,474** |
| **Total alternative investments** | | | **$891,474** |

Estimated fair value represents an estimated value based on information received from underlying investment funds' managers and subsequent capital contributions valued at cost. Actual values may differ from these estimates and such differences may be material.

# Cash & Fixed Income Detail

| | Price | Quantity | Value | Adjusted Tax Cost<br>Original Cost | Unrealized Gain/Loss | Est. Annual Income<br>Accrued Interest | Yield |
|---|---|---|---|---|---|---|---|
| **Cash** | | | | | | | |
| US DOLLAR | 1.00 | 220,548.18 | 220,548.18 | 220,548.18 | | 22.05<br>0.78 | 0.01 % [1] |
| **US Fixed Income** | | | | | | | |
| JPM MORTG-BACKED SECURITIES FD - SEL<br>FUND 1273<br>4812C1-21-5 | 11.62 | 71,167.60 | 826,967.49 | 819,246.27 | 7,721.22 | 27,826.53<br>2,348.53 | 3.36% |
| FORD MOTOR CREDIT CO LLC<br>NOTES 8% JUN 01 2014<br>DTD 06/02/2009<br>345397-VJ-9 BB+ /BAA | 108.95 | 50,000.00 | 54,472.50 | 55,375.00 | (902.50) | 4,000.00<br>333.30 | 1.59% |
| Total US Fixed Income | | | $881,439.99 | $874,621.27 | $6,818.72 | $31,826.53<br>$2,681.83 | 3.25% |

## Account Positions

| Investment Description | Symbol/ CUSIP | Quantity | Current Price | Market Value | Purchase Date | Cost Basis | Average Cost | Unrealized Gain(Loss) | Estimated Income | Yield |
|---|---|---|---|---|---|---|---|---|---|---|
| **Stocks - Cash** | | | | | | | | | | |
| CADENCE PHARMACEUTICALS INC COM | CADX | 50,000 | $ 4.79 | $ 239,500.00 | - | $ - | $ - | $ - | $ - | - |
| **Total Stocks** | | | | **$239,500.00** | | **$0.00** | | **$0.00** | **$0.00** | **0.0%** |
| **Fixed Income - Cash** | | | | | | | | | | |
| US TREASURY TIPS 2.5%1/15/29 2.5% 01/15/2029 | 912810PZ5 | 100 | $ 142.625 | $ 153,665.60 | - | $ - | $ - | $ - | $ 2,693.53 | 1.8% |
| **Total Fixed Income** | | | | **$153,665.60** | | **$0.00** | | **$0.00** | **$2,693.53** | **1.8%** |
| **Total Cash Account** | | | | **$393,165.60** | | **$0.00** | | **$0.00** | **$2,693.53** | **0.7%** |

Yields displayed for fixed income products are the estimated current yield. Income displayed for fixed income products is the estimated yearly income and may not take into account certain features of bonds such as variable rate bonds, maturing bonds or called bonds.

## Insured Deposit Account Interest Credited

| Begin Date | Balance | Number of Days | Interest Rate | Interest Accrued | MTD Accrued | MTD PAID |
|---|---|---|---|---|---|---|
| 12/01/12 | $ 29,267.14 | 31 | 0.0100 | $ 0.25 | $ 0.25 | $ 0.25 |
| **Total Interest Income** | | | | | | **$0.25** |

## Insured Deposit Account Activity

| Date Cleared | Check Number | Date Written | Transaction | Description | Tracking Code | Expense Code | Amount | Balance |
|---|---|---|---|---|---|---|---|---|
| **Opening Balance** | | | | | | | | **$29,267.14** |
| 12/31/12 | - | 12/31/12 | Received | Interest: Insured Deposit Account | - | - | $ 0.25 | 29,267.39 |
| **Closing Balance** | | | | | | | | **$29,267.39** |
| **TD Bank NA** | | | | | | | **$29,267.39** | |

| Units | Description | CUSIP<br>Sector (2) | Market Value(1)/<br>Market Price | Accrued Income | Tax Cost/<br>Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/<br>YTM |
|---|---|---|---|---|---|---|---|---|
| **Cash/Currency** | | | | | | | | |
| **Cash Equivalents** | | | | | | | | |
| 34,439.870 | BOFA CASH RESERVES<br>CAPITAL CLASS | 097100853 | $34,439.87 | $3.13 | $34,439.87<br>1.000 | $0 00 | $41.33 | 0.12% |
| | **Total Cash Equivalents** | | **$34,439.87** | **$3.13** | **$34,439.87** | **$0.00** | **$41.33** | **0.12%** |
| **Total Cash/Currency** | | | **$34,439.87** | **$3.13** | **$34,439.87** | **$0.00** | **$41.33** | **0.12%** |
| **Fixed Income** | | | | | | | | |
| **Investment Grade Taxable** | | | | | | | | |
| 12,000.000 | ***2014***<br>CONOCOPHILLIPS<br>NT<br>DTD 02/03/09 4.750% DUE 02/01/14<br>Moody's: A1 S&P: A | 20825CAS3 | $12,543.36<br>104.528 | $237.49 | $12,787.56<br>106 563 | -$244.20 | $570.00 | 4.54%<br>0.54 |
| 50,000.000 | METLIFE INC<br>SR UNSECD NT<br>DTD 08/06/10 2.375% DUE 02/06/14<br>Moody's: A3 S&P: A- | 59156RAW8 | 50,936.00<br>101.872 | 478.30 | 51,034.50<br>102.069 | -98.50 | 1,187.50 | 2.33<br>0.69 |
| 50,000.000 | HEWLETT PACKARD CO<br>NT<br>DTD 12/05/08 6.125% DUE 03/01/14<br>Moody's: BAA1 S&P: BBB+ | 428236AT0 | 52,561.00<br>105.122 | 1,020.83 | 53,796.50<br>107.593 | -1,235.50 | 3,062.50 | 5.82<br>1.82 |
| 50,000.000 | BOEING CO<br>SR UNSECD NT<br>DTD 03/13/09 5 000% DUE 03/15/14<br>Moody's: A2 S&P: A | 097023AV7 | 52,656.50<br>105.313 | 736.11 | 53,950.00<br>107.900 | -1,293.50 | 2,500.00 | 4.74<br>0.62 |
| 50,000.000 | GOLDMAN SACHS GROUP INC<br>SR MTN<br>DTD 05/06/09 6.000% DUE 05/01/14<br>Moody's: A3 S&P: A- | 38141EA33 | 53,212.50<br>106.425 | 499.99 | 53,406.00<br>106.812 | -193.50 | 3,000.00 | 5.63<br>1.17 |

| Units | Description | CUSIP Sector (2) | Market Value(1)/ Market Price | Accrued Income | Tax Cost/ Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/ YTM |
|---|---|---|---|---|---|---|---|---|
| **Fixed Income (cont)** | | | | | | | | |
| **Investment Grade Taxable (cont)** | | | | | | | | |
| 50,000.000 | CAPITAL ONE FINL CORP<br>SR NT<br>DTD 05/22/09 7.375% DUE 05/23/14<br>Moody's: BAA1 S&P: BBB | 14040HAS4 | 54,391.50<br>108.783 | 389.23 | 55,072.00<br>110.144 | -680.50 | 3,687.50 | 6.78<br>1.00 |
| 50,000.000 | AMERICAN INTL GROUP INC<br>SR UNSECD NT<br>DTD 09/13/11 4.250% DUE 09/15/14<br>Moody's: BAA1 S&P: A- | 026874CA3 | 52,670.00<br>105.340 | 625.69 | 52,855.00<br>105.710 | -185.00 | 2,125.00 | 4.03<br>0.97 |
| 50,000.000 | GENERAL ELEC CAP CORP<br>SR UNSECD MTN SER A<br>DTD 11/16/09 3.750% DUE 11/14/14<br>Moody's: A1 S&P: AA+ | 36962G4G6 | 52,723.00<br>105.446 | 244.79 | 52,584.00<br>105.168 | 139.00 | 1,875.00 | 3.55<br>0.77 |
| 50,000.000 | BANK NEW YORK INC MEDIUM TERM SR<br>NTS CALL 10/25/14 @100<br>DTD 11/23/11 1.700% DUE 11/24/14<br>Moody's: AA3 S&P: A+ | 06406HBZ1 | 51,134.50<br>102.269 | 89.72 | 50,901.00<br>101.802 | 233.50 | 850.00 | 1.66<br>0.52 |
| 50,000.000 | DEERE JOHN CAP CORP<br>MTN<br>DTD 12/02/11 1.250% DUE 12/02/14<br>Moody's: A2 S&P: A | 24422ERK7 | 50,664.50<br>101.329 | 50.35 | 50,564.00<br>101.128 | 100.50 | 625.00 | 1.23<br>0.48 |
| 50,000.000 | ***2015***<br>BERKSHIRE HATHAWAY FIN CORP<br>GTD SR NT<br>DTD 01/11/05 4.850% DUE 01/15/15<br>Moody's: AA2 S&P: AA+ | 084664AT8 | 54,244.50<br>108.489 | 1,118.19 | 55,275.50<br>110.551 | -1,031.00 | 2,425.00 | 4.47<br>0.69 |
| 50,000.000 | DU PONT E I DE NEMOURS & CO<br>SR NT<br>DTD 11/09/09 3.250% DUE 01/15/15<br>Moody's: A2 S&P: A | 263534BY4 | 52,631.00<br>105.262 | 749.30 | 53,295.00<br>106.590 | -664.00 | 1,625.00 | 3.08<br>0.68 |
| 50,000.000 | JPMORGAN CHASE & CO<br>SR NT<br>DTD 09/18/09 3.700% DUE 01/20/15<br>Moody's: A2 S&P: A | 46625HHP8 | 52,644.00<br>105.288 | 827.36 | 51,929.00<br>103.858 | 715.00 | 1,850.00 | 3.51<br>0.98 |

| Units | Description | CUSIP<br>Sector (2) | Market Value(1)/<br>Market Price | Accrued Income | Tax Cost/<br>Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/<br>YTM |
|---|---|---|---|---|---|---|---|---|
| **Fixed Income (cont)** | | | | | | | | |
| **Investment Grade Taxable (cont)** | | | | | | | | |
| 50,000.000 | DOW CHEM CO<br>SR UNSECD NT<br>DTD 08/07/09 5.900% DUE 02/15/15<br>Moody's: BAA2 S&P: BBB | 260543CA9 | 55,161.50<br>110.323 | 1,114.44 | 55,755.50<br>111.511 | -594.00 | 2,950.00 | 5.34<br>0.91 |
| 50,000 000 | PROCTER & GAMBLE CO<br>NT<br>DTD 02/06/09 3.500% DUE 02/15/15<br>Moody's: AA3 S&P: AA- | 742718DM8 | 53,087.50<br>106.175 | 661.11 | 53,577.00<br>107.154 | -489.50 | 1,750.00 | 3.29<br>0.60 |
| 50,000.000 | TOYOTA MTR CR CORP<br>SR UNSECD MTN<br>DTD 02/17/12 1.000% DUE 02/17/15<br>Moody's: AA3 S&P: AA- | 89233P5Z5 | 50,335.50<br>100.671 | 186.11 | 50,057.50<br>100.115 | 278.00 | 500.00 | 0.99<br>0.70 |
| 50,000.000 | AMERICAN EXPRESS CR CORP<br>SR UNSECD MTN<br>DTD 06/12/12 1.750% DUE 06/12/15<br>Moody's: A2 S&P: A- | 0258M0DE6 | 51,047.00<br>102.094 | 46.18 | 51,076.00<br>102.152 | -29.00 | 875.00 | 1.71<br>0.82 |
| 50,000.000 | WELLS FARGO & CO NEW<br>UNSECD MEDIUM TERM SR NT<br>DTD 06/27/12 1.500% DUE 07/01/15<br>Moody's: A2 S&P: A+ | 94974BFE5 | 50,861 50<br>101.723 | 383.33 | 50,805.00<br>101.610 | 56.50 | 750.00 | 1.47<br>0.85 |
| 50,000.000 | DELL INC<br>SR UNSECD NT<br>DTD 09/10/10 2.300% DUE 09/10/15<br>Moody's: A2 S&P: A- | 24702RAL5 | 51,381.00<br>102.762 | 354.58 | 51,582.50<br>103.165 | -201.50 | 1,150.00 | 2.23<br>1.27 |
| 176,912.700 | ***2022***<br>FEDERAL HOME LN MTG CORP<br>POOL #E03114<br>DTD 04/01/12 2.500% DUE 04/01/22<br>Moody's: AAA S&P: AA+ | 31294MN72 | 184,790.62<br>104.453 | 368.57 | 184,044.50<br>104.031 | 746.12 | 4,422.82 | 2.39<br>0.85 |
| 88,503.864 | ***2024***<br>FEDERAL NATL MTG ASSN<br>POOL #MA0043<br>DTD 03/01/09 4.000% DUE 04/01/24<br>Moody's: AAA S&P: AA+ | 31417YBM8 | 94,825.70<br>107.143 | 295.01 | 94,367.25<br>106.625 | 458.45 | 3,540.15 | 3.73<br>1.20 |

| Units | Description | CUSIP Sector (2) | Market Value(1)/ Market Price | Accrued Income | Tax Cost/ Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/ YTM |
|---|---|---|---|---|---|---|---|---|
| **Fixed Income (cont)** | | | | | | | | |
| **Investment Grade Taxable (cont)** | | | | | | | | |
| 93,949.392 | FEDERAL NATL MTG ASSN<br>POOL #AC3906<br>DTD 12/01/09 4.000% DUE 12/01/24<br>Moody's: AAA S&P: AA+ | 31417NKU4 | 100,660.20<br>107.143 | 313.16 | 100,173.53<br>106.625 | 486.67 | 3,757.98 | 3.73<br>1.20 |
| 79,926.090 | ***2025***<br>FEDERAL NATL MTG ASSN<br>POOL #AD3832<br>DTD 04/01/10 4.500% DUE 04/01/25<br>Moody's: AAA S&P: AAA | 31418RHJ3 | 86,246.65<br>107.908 | 299.72 | 85,920.54<br>107.500 | 326.11 | 3,596.67 | 4.17<br>1.61 |
| 74,690.248 | FEDERAL NATL MTG ASSN<br>POOL #AB1773<br>DTD 10/01/10 3.000% DUE 11/01/25<br>Moody's: AAA S&P: AA+ | 31416W6K3 | 78,870.66<br>105.597 | 186.73 | 78,238.03<br>104.750 | 632.63 | 2,240.71 | 2.84<br>1.05 |
| | **Total Investment Grade Taxable** | | **$1,500,280.19** | **$11,276.29** | **$1,503,047.41** | **-$2,767.22** | **$50,915.83** | **3.39%** |
| **Global High Yield Taxable** | | | | | | | | |
| 50,200.803 | COLUMBIA INCOME OPPORTUNITIES FUND CL Z | 19763T889 | $506,024.09<br>10.080 | $2,321.15 | $500,000.00<br>9.960 | $6,024.09 | $27,961.85 | 5.52% |
| | **Total Global High Yield Taxable** | | **$506,024.09** | **$2,321.15** | **$500,000.00** | **$6,024.09** | **$27,961.85** | **5.52%** |
| **Total Fixed Income** | | | **$2,006,304.28** | **$13,597.44** | **$2,003,047.41** | **$3,256.87** | **$78,877.68** | **3.93%** |
| **Total Portfolio** | | | **$2,040,744.15** | **$13,600.57** | **$2,037,487.28** | **$3,256.87** | **$78,919.01** | **3.86%** |
| Accrued Income | | | $13,600.57 | | | | | |
| **Total** | | | **$2,054,344.72** | | | | | |

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

**Enter filer's identifying number, see instructions**

| | | |
|---|---|---|
| **Type or print**<br>File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions<br>EPSTEIN FAMILY FOUNDATION | Employer identification number (EIN) or<br>20-3905090 |
| | Number, street, and room or suite no If a P O box, see instructions<br>3990 RUFFIN ROAD, SUITE 100 | Social security number (SSN) |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>SAN DIEGO, CA 92123 | |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . . . . . . . . 0 4

| **Application Is For** | **Return Code** | **Application Is For** | **Return Code** |
|---|---|---|---|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720- (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ▶ EPSTEIN FAMILY FOUNDATION

Telephone No. ▶ 858 614-7200 FAX No ▶ 858 614-1874

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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ ☒ calendar year 20 12 or

▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___

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

| | | | |
|---|---|---|---|
| **3a** | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions. | **3a** | $ 0 |
| **b** | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | **3b** | $ 5,984. |
| **c** | **Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | **3c** | $ |

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

**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . . . . . ▶ ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

## Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

**Enter filer's identifying number, see instructions**

| | | |
|---|---|---|
| **Type or print**<br>File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions<br>EPSTEIN FAMILY FOUNDATION | Employer identification number (EIN) or<br>20-3905090 |
| | Number, street, and room or suite no If a P O box, see instructions<br>3990 RUFFIN ROAD, SUITE 100 | Social security number (SSN) |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>SAN DIEGO, CA 92123 | |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . . . . . . . . . 0 4

| **Application Is For** | **Return Code** | **Application Is For** | **Return Code** |
|---|---|---|---|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ▶ EPSTEIN FAMILY FOUNDATION

  Telephone No. ▶ 858 614-7200 FAX No. ▶ 858 614-1874
- If the organization does not have an office or place of business in the United States, check this box . . . . . . . . . . . . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

**4** I request an additional 3-month extension of time until 11/15 , 20 13

**5** For calendar year 2012 , or other tax year beginning ______ , 20 ____ , and ending ______ , 20 ____ .

**6** If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

**7** State in detail why you need the extension INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

| | | | |
|---|---|---|---|
| **8a** | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions | **8a** | $ 0 |
| **b** | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | **8b** | $ 5,984. |
| **c** | **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | **8c** | $ |

### Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA - AGENT Date ▶ 8/12/13