Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

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

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

A Employer identification number
31-1684510

B Telephone number (see the instructions)

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,512,096.

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

Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► ☒ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments	19,481.	19,481.		
4	Dividends and interest from securities	29,243.	29,243.		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain/(loss) from sale of assets not on line 10	61,900.			
b	Gross sales price for all assets on line 6a 504,314.				
7	Capital gain net income (from Part IV, line 2)		61,900.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) SEE STATEMENT 1	3,180.	430.		
12	**Total.** Add lines 1 through 11	113,804.	111,054.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 2	5,000.	5,000.		
c	Other prof fees (attach sch) SEE ST 3	6,454.	6,454.		
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 4	636.	636.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	12,090.	12,090.		
25	Contributions, gifts, grants paid PART XV	508,340.			508,340.
26	**Total expenses and disbursements.** Add lines 24 and 25	520,430.	12,090.	0.	508,340.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-406,626.			
b	**Net investment income** (if negative, enter -0-)		98,964.		
c	**Adjusted net income** (if negative, enter -0-)			0.	

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BAA For Paperwork Reduction Act Notice, see instructions.

1 Ca14

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	5,058.	9,317.	9,317.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►	30,000.		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 5	193,040.	96,440.	79,527.
	c	Investments – corporate bonds (attach schedule) STATEMENT 6	57,683.	52,269.	50,173.
	11	Investments – land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 7	1,643,126.	1,362,255.	1,373,079.
	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)	1,928,907.	1,520,281.	1,512,096.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,928,907.	1,520,281.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,928,907.	1,520,281.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,928,907.	1,520,281.	

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	1,928,907.
2	Enter amount from Part I, line 27a	2	-406,626.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,522,281.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 8	5	2,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,520,281.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	SEE STATEMENT 9			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	61,900.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	620,200.	2,334,868.	0.265625
2010	618,458.	2,775,762.	0.222807
2009	709,612.	2,903,428.	0.244405
2008	538,605.	2,691,174.	0.200138
2007	508,337.	3,380,921.	0.150355

2	**Total** of line 1, column (d)	2	1.083330
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	0.216666
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,870,875.
5	Multiply line 4 by line 3	5	405,355.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	990.
7	Add lines 5 and 6	7	406,345.
8	Enter qualifying distributions from Part XII, line 4	8	508,340.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary – see instrs)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	990.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	990.
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	990.
6	Credits/Payments:				
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	600.		
b	Exempt foreign organizations – tax withheld at source	6 b			
c	Tax paid with application for extension of time to file (Form 8868)	6 c			
d	Backup withholding erroneously withheld	6 d			
7	Total credits and payments. Add lines 6a through 6d			7	600.
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	390.
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
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	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 ► DIANA & MICHAEL DAVID EPSTEIN Telephone no. ► 301-354-5519

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

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

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

			Yes	No
16	At any time during calendar year 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
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

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

5 a 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)? **5 b** N/A

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

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

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

6 a 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? **6 b** No: X

If 'Yes' to 6b, file Form 8870

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:				
a	Average monthly fair market value of securities			1a	1,387,192.
b	Average of monthly cash balances			1b	111,374.
c	Fair market value of all other assets (see instructions)			1c	400,799.
d	**Total** (add lines 1a, b, and c)			1d	1,899,365.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	1,899,365.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	28,490.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,870,875.
6	**Minimum investment return.** Enter 5% of line 5			6	93,544.

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	93,544.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	990.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	990.
3	Distributable amount before adjustments. Subtract line 2c from line 1.			3	92,554.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	92,554.
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	92,554.

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	508,340.
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	508,340.
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	990.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	507,350.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					92,554.
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only				0.	
b Total for prior years: 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	345,791.				
b From 2008	405,529.				
c From 2009	565,977.				
d From 2010	480,736.				
e From 2011	504,649.				
f **Total** of lines 3a through e		2,302,682.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 508,340.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2012 distributable amount					92,554.
e Remaining amount distributed out of corpus		415,786.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		2,718,468.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		345,791.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,372,677.			
10 Analysis of line 9:					
a Excess from 2008	405,529.				
b Excess from 2009	565,977.				
c Excess from 2010	480,736.				
d Excess from 2011	504,649.				
e Excess from 2012	415,786.				

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

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

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

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

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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED		PRIV	CHARITABLE	508,340.
Total ► 3a				508,340.
b *Approved for future payment*				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19,481.	
4 Dividends and interest from securities			14	29,243.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	61,900.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME - PARTNERSHI				430.	
b TAX EXEMPT MUNI INCOME					2,750.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				111,054.	2,750.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	113,804.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
11A	INTEREST FROM TAX-EXEMPT BONDS - EXLUDED FROM GROSS INCOME BY CODE SECTION 103.

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

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

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

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

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee

Date 5/14/13

Title President

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

Paid Preparer Use Only

Print/Type preparer's name SAMUEL MANCUSO	Preparer's signature Mancuso	Date 5/9/13	Check ☐ if self-employed	PTIN P01231059

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

Firm's EIN ▶ 52-1706411

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

Phone no (301) 984-6400

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - PARTNERSHI	$ 430.	$ 430.	
TAX EXEMPT MUNI INCOME	2,750.		
TOTAL	$ 3,180.	$ 430.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 5,000.	$ 5,000.		
TOTAL	$ 5,000.	$ 5,000.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM PARTNERSHIP	$ 5,935.	$ 5,935.		
LEGAL FEES	519.	519.		
TOTAL	$ 6,454.	$ 6,454.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	$ 636.	$ 636.		
TOTAL	$ 636.	$ 636.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TYCO INTERNATIONAL - 1,000 SHARES	MKT VAL	$ 18,737.	$ 14,625.
TE CONNECTIVITY STOCK - 1,000 SHARES	MKT VAL	28,076.	18,560.
COVIDIEN STOCK - 1,000 SHARES	MKT VAL	30,671.	28,870.
ADT CORPORATION	MKT VAL	12,254.	11,623.
PENTAIR LTD.	MKT VAL	6,702.	5,849.
	TOTAL	$ 96,440.	$ 79,527.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN-BONDS-SEE ATTACHED	MKT VAL	$ 52,269.	$ 50,173.
	TOTAL	$ 52,269.	$ 50,173.

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

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VINTAGE CAPITAL PARTNERS LP	MKT VAL	$ 414,282.	$ 414,282.
VINTAGE CAPITAL PARTNERS, LP - GAAP/TAX	MKT VAL	-106,159.	-106,159.
TOTAL OTHER INVESTMENTS		$ 308,123.	$ 308,123.
OTHER PUBLICLY TRADED SECURITIES			
JPMORGAN-MUTUAL FUNDS-SEE ATTACHED	MKT VAL	1,054,132.	1,064,956.
TOTAL OTHER PUBLICLY TRADED SECURITIES		$ 1,054,132.	$ 1,064,956.
	TOTAL	$ 1,362,255.	$ 1,373,079.

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

NONDEDUCTIBLE EXPENSES	$ 2,000.
TOTAL	$ 2,000.

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

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	JP MORGAN - LONG TERM CAPITAL GAIN DISTR	PURCHASED	VARIOUS	VARIOUS
2	155.96 JPM MULTI STRATEGY FUND - PARTIAL	PURCHASED	12/02/2002	5/02/2012
3	77.072 JPM SHORT DURATION BOND FD - SEL	PURCHASED	VARIOUS	4/09/2012
4	119.802 JPM SHORT DURATION BOND FD - SEL	PURCHASED	VARIOUS	12/05/2012
5	11.363 JPM ASIA EQUITY FD - SEL	PURCHASED	12/21/2011	7/06/2012
6	118.415 JPM SHORT DURATION BOND FD - SEL	PURCHASED	VARIOUS	4/09/2012
7	500 COVIDIEN PLC NEW	PURCHASED	11/28/2008	1/31/2012
8	1.78 GNMA 8% 11/15/16	PURCHASED	10/01/2002	2/15/2012
9	1.79 GNMA 8% 11/15/16	PURCHASED	10/01/2002	3/15/2012
10	2.95 GNMA 8% 11/15/16	PURCHASED	10/01/2002	4/16/2012
11	1.83 GNMA 8% 11/15/16	PURCHASED	10/01/2002	5/15/2012
12	1.84 GNMA 8% 11/15/16	PURCHASED	10/01/2002	6/15/2012
13	1.85 GNMA 8% 11/15/16	PURCHASED	10/01/2005	7/16/2012
14	1.87 GNMA 8% 11/15/16	PURCHASED	10/01/2002	8/15/2012
15	1.88 GNMA 8% 11/15/16	PURCHASED	10/01/2002	9/17/2012
16	3.09 GNMA 8% 11/15/16	PURCHASED	10/01/2002	10/15/2012
17	1.92 GNMA 8% 11/15/16	PURCHASED	10/01/2002	11/15/2012
18	1.93 GNMA 8% 11/15/16	PURCHASED	10/01/2012	12/17/2012
19	1.94 GNMA 8% 11/15/16	PURCHASED	10/01/2012	1/15/2013
20	1912.45 JPM ASIA EQUITY FD - SEL	PURCHASED	VARIOUS	7/06/2012
21	715.26 JPM SHORT DURATION BOND FD - SEL	PURCHASED	12/30/2008	4/09/2012
22	15095.917 JPM SHORT DURATION BOND FD - SEL	PURCHASED	VARIOUS	12/05/2012
23	PENTAIR LTD - CASH IN LIEU	PURCHASED	VARIOUS	10/11/2012
24	500 TE CONNECTIVITY LTD	PURCHASED	11/28/2008	1/31/2012
25	500 TYCO INTERNATIONAL LTD	PURCHASED	11/28/2008	1/31/2012
26	5000 WESTINGHOUSE ELECTRIC CORP	PURCHASED	9/30/2002	8/01/2012
26	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	5,085.		0.	5,085.				$ 5,085.
2	195,060.		125,000.	70,060.				70,060.
3	846.		846.	0.				0.
4	1,319.		1,318.	1.				1.
5	316.		327.	-11.				-11.
6	1,300.		1,301.	-1.				-1.
7	25,837.		30,671.	-4,834.				-4,834.
8	2.		30.	-28.				-28.
9	2.		30.	-28.				-28.
10	3.		50.	-47.				-47.
11	2.		31.	-29.				-29.
12	2.		31.	-29.				-29.
13	2.		31.	-29.				-29.
14	2.		32.	-30.				-30.
15	2.		32.	-30.				-30.
16	3.		52.	-49.				-49.
17	2.		32.	-30.				-30.
18	2.		33.	-31.				-31.
19	2.		33.	-31.				-31.
20	53,166.		42,916.	10,250.				10,250.
21	7,854.		7,632.	222.				222.
22	166,206.		161,057.	5,149.				5,149.
23	44.		0.	44.				44.
24	17,010.		28,236.	-11,226.				-11,226.

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

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
25	25,245.		37,693.	-12,448.				$ -12,448.
26	5,000.		5,000.	0.				0.
							TOTAL	$ 61,900.

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

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

DIANA AND MICHAEL DAVID EPSTEIN FAMILY FOUNDATION, INC

EIN 31-1684510
2012
Tax Schedule I

Recipient Name and Address	Purpose of Contribution	Amount
AICE (AMERICAN ISRAELI COOPERATIVE ENTERPRISE) 2810 Blaine Drive, Chevy Chase, MD 20815	Charitable	500
AISH HATORAH 3150 Sheridan Avenue, Miami Beach, FL 33140-3946	Charitable	5,000
AMERICAN FRIENDS OF SHALVA 315 Fifth Avenue, 6th Floor New York, NY 10016	Charitable	1,800
AMERICAN FRIENDS OF YESHIVAT LEV HATORAH 65 Argyll Avenue, New Rochelle, NY 10804	Charitable	1,000
AMIT 817 Broadway New York, NY 10003	Charitable	500
ASIRT 11769 Gainsborough Road Potomac, MD 20854	Charitable	1,000
BETH SHOLOM CONGREGATION AND TALMUD TORAH 11825 Seven Locks Road, Potomac, MD 20854	Charitable	20,800
BIKUR CHOLIM PO Box 707 Silver Spring, MD 20918	Charitable	350
CHABAD HOUSE FOR TUFTS UNIVERSITY 21 Chetwynd Road, Somerville, MA 02144	Charitable	7,500
CHABAD SHUL OF POTOMAC 11621 Seven Locks, Road, Potomac, MD 20854	Charitable	5,000
CHILDRENS HOSPITAL FOUNDATION 111 Michigan Avenue, NW Washington, DC 20010	Charitable	150
CHRISTIANS UNITED FOR ISRAEL PO Box 1307 San Antonio, TX 78295-1307	Charitable	1,000
DEVELOPMENT CORP FOR ISRAEL 6900 Wisconsin Avenue, Ste 307 Bethesda, MD 20815	Charitable	1,500
EAST 77TH STREET SYNAGOGUE 335 East 77th Street New York, NY 10021	Charitable	2,500
EMET (ENDOWMENT FOR MIDDLE EAST TRUTH) 1050 Connecticut Avenue, N W 10th Floor Washington, DC 20036	Charitable	2,500
FRIENDS OF LUBAVITCH 11621 Seven Locks Rd , Potomac, MD 20854	Charitable	17,000
FOUNDATION FOR DEFENSE OF DEMOCRACIES 1146 19th Street, N W , Suite 300 Washington, DC 20036	Charitable	5,000
GEORGETOWN UNIVERSITY MEDICAL CENTER 4000 Reservoir Road, NW Ste 120 Washington, DC 20007	Charitable	500
HATIKVAH EDUCATIONAL FOUNDATION Bellaire, TX 77401	Charitable	2,500
HEIFETZ INTERNATIONAL MUSIC INSTITUTE P O Box 6443, Ellicott City, MD 21042	Charitable	23,000
HILLEL AT UNIVERSITY OF MARYLAND 7612 Mowatt Lane, College park, MD 20740	Charitable	25,000
INVESTIGATIVE PROJECT ON TERRORISM FOUNDATION 5505 Connecticut Ave NW #341 Washington, DC	Charitable	5,000
JCADA PO Box 2266 Rockville, MD 20847	Charitable	5,000
JINSA (JEWISH INSTITUTE FOR NATIONAL SECURITY AFFAIRS) 1307 New York Ave , NW Ste 200 Washington, DC 20005	Charitable	4,800
JCCGW BIRTHDAY CELEBRATION 6125 Montrose Road Rockville, MD 20852	Charitable	1,000
JCRC (JEWISH COMMUNITY RELATIONS COUNCIL) 6101 Montrose Road, Suite 205 Rockville, MD 20852	Charitable	10,000

DIANA AND MICHAEL DAVID EPSTEIN FAMILY FOUNDATION, INC

EIN 31-1684510
2012
Tax Schedule I

Recipient Name and Address	Purpose of Contribution	Amount
JEWISH FEDERATION OF GREATER WASHINGTON 6101 Montrose Road, Rockville, MD 20852	Charitable	250,000
JEWISH POLICY CENTER 50 F Street NW Suite 100, Washington, DC 20001	Charitable	7,500
JEWISH WOMEN RENAISSANCE PROJECT 12230 Wilkins Avenue Rockville, MD 20852	Charitable	4,600
KEREN YEHOSHUA V'YISROEL FOUNDATION 805-A Roosevelt Ct , Far Rockaway, NY 11691	Charitable	250
KIDS CONNECT CHARITABLE FUND 2325 Dulles Corner Boulevard Suite 670 Herndon, VA 20171	Charitable	2,000
MELVIN J BERMAN HEBREW ACADEMY 13300 Arctic Avenue, Silver Spring, MD 20901	Charitable	31,100
MEMRI (THE MIDDLE EAST MEDIA RESEARCH INSTITUTE) 1819 L Street NW 5th Floor, Washington, DC 20036	Charitable	5,000
OHR TORAH STONE 49 West 45th Street, Suite 701 New York, NY 10036	Charitable	5,000
OPERATION EMBRACE 7731 Tuckerman Lane PMB #163, Potomac, Maryland 20854	Charitable	5,000
OVARIAN CYCLE 14 Pennsylvania Plaza, Suite 1710 New York, NY 10122	Charitable	500
ROCK TERRACE SCHOOL 390 Martins Lane Rockville, MD 20850	Charitable	50
ROCKVILLE VOLUNTEER FIRE DEPARTMENT PO Box 1547 Rockville, MD 20849	Charitable	140
SAVE A CHILD'S HEART FOUNDATION 10050 Chapel Road, Ste 18 Potomac, MD 20854	Charitable	1,000
ST LUKE'S HOUSE/THRESHOLD SERVICES UNITED 6040 Southport Drive North Bethesda, MD 20814	Charitable	250
SULAM 13300 Arctic Avenue, Rockville, MD 20853	Charitable	15,000
SUNFLOWER BAKERY 8507 Ziggy Lane Gaithersburg, MD 20877	Charitable	1,000
TEAM YACHAD 800 Eighth Street, N W Washington, DC 20001	Charitable	100
THANK ISRAELI SOLDIERS 5185 Macarthur Blvd, N W Suite 636 Washington, DC 20016-3341	Charitable	500
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 Raoul Wallenberg Place, SW Washington, DC 20024-2126	Charitable	26,200
WOODSIDE SYNAGOGUE 9001 Georgia Avenue Silver Spring, MD 20910	Charitable	250
WOUNDED WARRIOR PROJECT 1120 G Street, NW Suite 700 Washington, DC 20005	Charitable	500
YESHIVA GEDOLA OF BRIDGEPORT 85 Arlington Street Bridgeport, CT 06606	Charitable	2,500
		508,340

DIANA AND MICHAEL EPSTEIN FOUNDATION

INVESTMENTS

12/31/2012

		Balance at 12/31/11							2012 Activity				Balance at 12/31/12		
	Date purchased	Shares	Cost	FMV	Shares	Purc/Rein	shares sold	basis Sales	sale proceeds	Gain/ (Loss)	ROC	Description	Shares	Cost	FMV
STOCKS															
ADT Corporation (spun off from Tyco Int'l Ltd)	28-Sep-12	0 000	0 00	0 00	250 0000	12,254 10							250 000	12,254 10	11,622 50
Covidien PLC New (fmly Covidien Limited)		1,000 000	61,341 00	45,010 00			(500 000)	(30,670 50)	25,837 22	(4,833 28)			500 000	30,670 50	28,870 00
Pentair Ltd (spun off from Tyco Int'l Ltd)	28-Sep-12	0 000	0 00	0 00	119 0000	6,701 87							119 000	6,701 87	5,848 85
TE Connectivity Ltd (fmly Tyco Electronics)		1,000 000	56,312 36	30,810 00			(500 000)	(28,236 18)	17,009 69	(11,226 49)			500 000	28,076 18	18,560 00
Tyco International Ltd (xfer from FBR account)		1,000 000	75,386 64	46,710 00		(18,955 97)	(500 000)	(37,693 32)	25,244 51	(12,448 81)			500 000	18,737 35	14,625 00
			193,040 00	122,530 00		0 00		(96,600 00)	68,091 42	(28,508 58)	0 00			96,440 00	79,526 35
BONDS															
GNMA - passthru pool #181122	05/05/98	101 490	1,870 57	103 83			(24 50)	(413 81)	24 50	(389 31)			76 990	1,456 76	83 12
MD St Hlth & Hghr Ed - due 07/01/26	04/30/98	50,000 000	50,812 50	50,137 50									50,000 000	50,812 50	50,090 00
Westinghouse Electric Corp Note	11/17/00	5,000 000	5,000 00	5,198 65			(5,000 00)	(5,000 00)	5,000 00	0 00			0 000	0 00	0 00
			57,683 07	55,439 98		0 00		(5,413 81)	5,024 50	(389 31)	0 00			52,269 26	50,173 12
MUTUAL FUNDS AND UNIT INVESTMENT TRUSTS															
American Capital Ltd (name chg from American Capital Strategi	09/20/05	2,700 000	100,197 00	incl below									2,700 000	100,197 00	41,364 26
American Capital Ltd	08/11/09	741 000	2,388 98	23,157 93									741 000	2,388 98	see above
Apollo Investment Corp	01/18/07	5,000 000	112,200 00	32,200 00									5,000 000	112,200 00	41 800 00
IShares Russell 2000 Index Fund	02/12/07	775 000	62,744 46	57,156 25									775 000	62,744 46	65,346 45
IShares Russell Midcap Growth Index Fund (stk split 07/24/08)	04/26/07	1,000 000	56,066 43	55,050 00									1,000 000	56,066 43	62,800 00
JPM Asia Equity Fund	10/13/05	1,912 020	42,916 38	incl below			(1,912 020)	(42,916 38)	53,166 11	10,249 73			0 000	0 00	0 00
JPM Asia Equity Fund	12/21/11	11 363	326 93	55,328 86			(11 363)	(326 93)	315 89	(11 04)			0 000	0 00	0 00
JPM Intrepid Growth Fd	06/20/06	1,953 952	38,110 00	incl below									1,953 952	38,110 00	incl below
JPM Intrepid Growth Fd	12/21/11	11 333	256 14	44,788 85									11 333	256 14	incl below
JPM Intrepid Growth Fd	12/19/12	0 000	0 00	0 00	19 1700	508 60							19 170	508 60	51,933 19
JPM Int'l Value Fd (Fmly JPM Fleming Int'l Value Fd Select)	02/04/05	3,985 874	45,199 81	incl below									3,985 874	45,199 81	51,258 34
JPM Int'l Value Fd (Fmly JPM Fleming Int'l Value Fd Select)	10/08/09	0 000	0 00	44,681 65									0 000	0 00	see above
JPM Mid Cap Value Fd (Fmly JPM Mid Cap Fd)	11/25/02	1,859 808	27,450 86	43,835 84									1,859 808	27,450 86	51,628 46
JPM Multi Strategy Fund (convert to Strat 2 Ltd)	12/02/02	311 920	250,000 00	376,238 33			(155 96)	(125,000 00)	195,060 12	70,060 12			155 960	125,000 00	197,684 96
JPMorgan High Yield Bond Fund	10/06/10	11,708 445	94,948 57	incl below									11,708 445	94,948 57	107,166 10
JPM High Yield Fd - Sel	09/01/11	75 343	585 42	incl below									75 343	585 42	see above
JPM High Yield Fd - Sel	10/03/11	73 943	553 84	incl below									73 943	553 84	see above
JPM High Yield Fd - Sel	11/01/11	67 974	533 60	incl below									67 974	533 60	see above
JPM High Yield Fd - Sel	12/01/11	76 386	584 36	incl below									76 386	584 36	see above
JPM High Yield Fd - Sel	12/16/11	153 366	1,162 52	incl below									153 366	1,162 52	see above
JPM High Yield Fd - Sel	12/16/11	94 005	712 56	93,340 90									94 005	712 56	see above
JPM High Yield Fd - Sel	01/03/12	0 000	0 00	0 00	78 7690	600 22							78 769	600 22	see above
JPM High Yield Fd - Sel	02/01/12	0 000	0 00	0 00	64 8020	505 46							64 802	505 46	see above
JPM High Yield Fd - Sel	03/01/12	0 000	0 00	0 00	68 8490	545 29							68 849	545 29	see above
JPM High Yield Fd - Sel	04/02/12	0 000	0 00	0 00	72 6550	573 25							72 655	573 25	see above
JPM High Yield Fd - Sel	05/01/12	0 000	0 00	0 00	60 1400	476 31							60 140	476 31	see above
JPM High Yield Fd - Sel	06/01/12	0 000	0 00	0 00	68 1670	528 98							68 167	528 98	see above
JPM High Yield Fd - Sel	07/02/12	0 000	0 00	0 00	67 5780	531 84							67 578	531 84	see above
JPM High Yield Fd - Sel	08/01/12	0 000	0 00	0 00	70 3690	560 14							70 369	560 14	see above
JPM High Yield Fd - Sel	09/04/12	0 000	0 00	0 00	70 2280	563 23							70 228	563 23	see above
JPM High Yield Fd - Sel	10/01/12	0 000	0 00	0 00	70 0890	566 32							70 089	566 32	see above
JPM High Yield Fd - Sel	11/01/12	0 000	0 00	0 00	70 2970	569 41							70 297	569 41	see above
JPM High Yield Fd - Sel	12/03/12	0 000	0 00	0 00	68 0920	559 49							68 092	559 49	see above
JPM High Yield Fd - Sel	12/14/12	0 000	0 00	0 00	18 2190	148 85							18 219	148 85	see above
JPM High Yield Fd - Sel	12/14/12	0 000	0 00	0 00	66 8420	546 10							66 842	546 10	see above
JPM Phoenix Auto-Call Cat 10/09/13	09/21/12	0 000	0 00	0 00	25,000 0000	25,000 00							25,000 000	25,000 00	25,330 00
JPMorgan Short Duration Bond Fund	12/31/08	15,811 177	168,688 89	incl below			(15,811 177)	(168,688 89)	174,053 74	5,364 85			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	09/01/11	22 956	252 98	incl below			(22 956)	(252 98)	252 75	(0 23)			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	10/03/11	21 631	237 51	incl below			(21 631)	(237 51)	238 16	0 65			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	11/01/11	21 641	237 84	incl below			(21 641)	(237 84)	238 27	0 43			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	12/01/11	20 262	222 28	incl below			(20 262)	(222 28)	223 08	0 80			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	12/16/11	20 510	224 79	incl below			(20 510)	(224 79)	225 82	1 03			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	12/16/11	11 415	125 11	174,429 03			(11 415)	(125 11)	125 68	0 57			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	01/03/12	0 000	0 00	0 00	21 8210	238 94	(21 821)	(238 94)	240 25	1 31			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	02/01/12	0 000	0 00	0 00	18 8680	207 37	(18 868)	(207 37)	207 74	0 37			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	03/01/12	0 000	0 00	0 00	17 4370	191 64	(17 437)	(191 64)	191 98	0 34			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	04/02/12	0 000	0 00	0 00	18 9460	207 84	(18 946)	(207 84)	208 60	0 76			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	05/01/12	0 000	0 00	0 00	16 4830	181 15	(16 483)	(181 15)	181 48	0 33			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	06/01/12	0 000	0 00	0 00	16 5160	181 35	(16 516)	(181 35)	181 84	0 49			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	07/02/12	0 000	0 00	0 00	15 1560	166 42	(15 156)	(166 42)	166 87	0 45			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	08/01/12	0 000	0 00	0 00	16 5200	181 73	(16 520)	(181 73)	181 89	0 16			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	09/04/12	0 000	0 00	0 00	15 1330	166 77	(15 133)	(166 77)	166 61	(0 16)			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	10/01/12	0 000	0 00	0 00	12 3930	136 58	(12 393)	(136 58)	136 45	(0 13)			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	11/01/12	0 000	0 00	0 00	15 1740	167 07	(15 174)	(167 07)	167 07	0 00			0 000	0 00	0 00
JPMorgan Short Duration Bond Fund - sel	12/03/12	0 000	0 00	0 00	12 4270	136 83	(12 427)	(136 83)	136 79	(0 04)			0 000	0 00	0 00

DIANA AND MICHAEL EPSTEIN FOUNDATION

INVESTMENTS

12/31/2012

	Date	Balance at 12/31/11							2012 Activity				Balance at 12/31/12		
	purchased	Shares	Cost	FMV	Shares	Purc/Rein	shares sold	basis Sales	sale proceeds	Gain/ (Loss)	ROC	Description	Shares	Cost	FMV
JPMorgan Strategic Income Opportunities Fund	10/08/09	6,544 503	75,000 00	74,149 22									6,544 503	75,000 00	77,421 47
JPMorgan Total Return Fund Select	07/28/08	10,824 801	109,222 24	107,923 27									10,824 801	109,222 24	112,036 69
JPM US Large Capital Core Plus Fund Select	02/28/07	4,422 341	82,004 22	incl below									4,422 341	82,004 22	incl below
JPMorgan US Large Cap Core Plus Fund Select	12/22/10	19 228	392 84	incl below									19 228	392 84	incl below
JPMorgan US Large Cap Core Plus Fund Select	12/21/11	29 079	568 79	88,250 59									29 079	568 79	incl below
JPMorgan US Large Cap Core Plus Fund Select	12/14/12	0 000	0 00	0 00	198 7910	4,387 32							198 791	4,387 32	incl below
JPMorgan US Large Cap Core Plus Fund Select	12/19/12	0 000	0 00	0 00	35 1770	787 97							35 177	787 97	104,066 11
Highbridge Statistical Market	06/15/06	1,587 302	25,000 00	incl below									1,587 302	25,000 00	30,590 39
Highbridge Statistical Market	11/17/06	445 282	6 941 56	incl below									445 282	6,941 56	see above
Highbridge Statistical Market	12/23/08	0 000	0 00	30,102 57									0 000	0 00	see above
Vanguard Emerging Market ETF	11/16/10	1 000 000	48,349 17	38,210 00									1,000 000	48,349 17	44,530 00
			1,354,406 08	1,338,843 29		40,122 47		(340,396 40)	426,067 19	85,670 79	0 00			1,054,132 15	1,064,956 42
			1,605,129 15	1,516,813 27		40,122 47		(442,410 21)	499,183 11	56,772 90	0 00			1,202,841 41	1,194,655 89
							cash in lieu		43 72						
									499,226 83						