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 JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation: GREENBAUM FAMILY FOUNDATION

A Employer identification number: 52-1761398

Number and street (or P O box number if mail is not delivered to street address): 280 MAIN STREET | Room/suite:

B Telephone number: 603-526-6955

City or town, state, and ZIP code: NEW LONDON, NH 03257

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)* ▶$ 662,903.

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))

		(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			N/A	
	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	9,964.	9,964.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,456.			
	b Gross sales price for all assets on line 6a 121,167.				
	7 Capital gain net income (from Part IV, line 2)		27,456.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	37,420.	37,420.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	2,500.	0.		0.
	c Other professional fees STMT 3	8,043.	8,043.		0.
	17 Interest				
	18 Taxes STMT 4	57.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	140.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	10,740.	8,043.		0.
	25 Contributions, gifts, grants paid	74,590.			74,590.
	26 **Total expenses and disbursements.** Add lines 24 and 25	85,330.	8,043.		74,590.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<47,910.>			
	b **Net investment income** (if negative, enter -0-)		29,377.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		11,928.	11,928.
	2 Savings and temporary cash investments	6,208.		
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	455,632.	402,002.	650,975.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	461,840.	413,930.	662,903.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	461,840.	413,930.	
	30 **Total net assets or fund balances**	461,840.	413,930.	
	31 **Total liabilities and net assets/fund balances**	461,840.	413,930.	

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	461,840.
2	Enter amount from Part I, line 27a	2	<47,910.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	413,930.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	413,930.

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	PUBLICLY TRADED SECURITIES - SEE ATTACHED			
b	SCHEDULE	P		
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	121,167.		93,711.	27,456.
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				27,456.
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	27,456.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	14,275.	598,466.	.023853
2010	48,847.	609,263.	.080174
2009	37,812.	564,417.	.066993
2008	32,607.	544,015.	.059938
2007	8,870.	706,163.	.012561

2 Total of line 1, column (d)	2	.243519
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	.048704
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	629,411.
5 Multiply line 4 by line 3	5	30,655.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	294.
7 Add lines 5 and 6	7	30,949.
8 Enter qualifying distributions from Part XII, line 4	8	74,590.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	294.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	294.
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	294.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 24.		
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	24.
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	270.
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 definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
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, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
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

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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 ▶ MICHAEL L. WOOD Telephone no. ▶ 703-212-2277

Located at ▶ 280 MAIN STREET, NEW LONDON, NH ZIP+4 ▶ 03257

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

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

			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)? N/A | 1b | | |

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

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.) N/A | 2b | | |

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ______, ______, ______, ______

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

b If "Yes," did it have excess business holdings in 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.)* N/A | 3b | | |

			Yes	No
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)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVEN M GREENBAUM 50 OTTERVILLE ROAD NEW LONDON, NH 03257	PRESIDENT 0.00	0.	0.	0.
MICHAEL L. WOOD 280 MAIN STEET NEW LONDON, NH 03257	VICE PRESIDENT/SECRETARY 0.00	0.	0.	0.
MARCIA G. KRAFT 8201 LAKENHEATH WAY POTOMAC, MD 20854	ASST SECRETARY/TREASURER 0.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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

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	630,575.
b	Average of monthly cash balances		1b	8,421.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	638,996.
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	638,996.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	9,585.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	629,411.
6	**Minimum investment return** Enter 5% of line 5		6	31,471.

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	31,471.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 294.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	294.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	31,177.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	31,177.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	31,177.

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	74,590.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	74,590.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	294.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	74,296.

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				31,177.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			29,905.	
b Total for prior years: 2010 , ____ , ____		36.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 74,590.				
a Applied to 2011, but not more than line 2a			29,905.	
b Applied to undistributed income of prior years (Election required - see instructions)		36.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				31,177.
e Remaining amount distributed out of corpus	13,472.			
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	13,472.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	13,472.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 13,472.				

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:

MARCIA G. KRAFT, 8201 LAKEHEATH WAY, POTOMAC, MD 20854

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

GENERAL REQUEST LETTER: INCLUDE ALL PERTINENT INFORMATION

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN RED CROSS PO BOX 4002018 DES MOINES, IA 50340		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
AUSBON SARGENT LAND PRESERVATION TRUST 71 PLEASANT ST NEW LONDON, NH 03257		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	3,000.
BEST FRIENDS ANNIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,500.
BETHEDSDA FIRE & RESCUE SQUAD 5020 BATTERY LANE BETHESDA, MD 20814		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
CENTER FOR THE ARTS - GEORGE MASON UNIVERSITY 4400 UNIVERSITY DR FAIRFAX, VA 22030		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	74,590.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	9,964.	
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	27,456.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		37,420.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 37,420.

(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).
	NOT APPLICABLE

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	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date: 11/12/13 — Title: Vice President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
ELLIOT P. BLUM		11/06/13		P00035370
Firm's name ▶ ELLIOT P. BLUM, CPA, PFS, CFP			Firm's EIN ▶ 33-1077394	
Firm's address ▶ 9816 TIBRON COURT POTOMAC, MD 20854			Phone no. 301/299-4411	

223622
12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLUMBIA LIGHTHOUSE FOR THE BLIND 1825 K ST NE STE 1103 WASHINGTON, DC 20006		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,400.
DISABLED AMERICAN VETERANS PO BOX 14301 CINCINNATI, OH 45250		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	400.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE NEW YORK, NY 10001		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	400.
DR. MICHAEL FEINGLASS CANCER FOUNDATION P O BOX 252 STEVENSON, MD 21153		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
ELKINS FISH & GAME CLUB PO BOX 3 ELKINS, NH 03233		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	12,000.
ERIKA THIMEY DANCE & THEATER COMPANY, INC 337 NORTH CAROLINA AVENUE SE WASHINGTON, DC 20003		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	2,700.
FUND FOR GLOBAL HUMAN RIGHTS, INC 1666 CONNECTICUT AVE, NW WASHINGTON, DC 20009		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	300.
GENEVA PRESBYTERIAN CHURCH 11931 SEVEN LOCK ROAD POTOMAC, MD 20854		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	800.
GUIDING EYES FOR THE BLIND 611 GRANITE SPRING RD YORKTOWN HEIGHTS, NY 10598		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	
HADASSAH INTERNATIONAL 50 WEST 58TH STREET NEW YORK, NY 10019		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	400.
Total from continuation sheets				67,090.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HIAS 333 SEVENTH AVENUE NEW YORK, NY 10001		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	400.
HOPE CONNECTIONS FOR CANCER SUPPORT 9650 ROCKVILLE PIKE BETHESDA, MD 20814		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	350.
HOUSE OF RUTH 5 THOMAS CIRCLE NW WASHINGTON, DC 20005		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	250.
HUGHES MEMORIAL UNITED METHODIST CHURCH 25 53RD STREET, NE WASHINGTON, DC 20019		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,800.
JDRF 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	400.
JEWISH COMMUNITY CENTER OF GREATER WASHINGTON 6126 MONTROSE ROAD ROCKVILLE, MD 20852		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	2,300.
JEWISH COMMUNITY CENTER OF NORTHERN VIRGINIA 8900 LITTLE RIVER TURNPIKE FAIRFAX, VA 22031		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	300.
JIM MAYO ARTS SCHOLARSHIP FUND 6218 3RD ST NW WASHINGTON, DC 20011		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	400.
JORDAN'S FOOTSTEPS P O BOX 573 PLAINVIEW, NY 11803		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,000.
K A T COMPANY 84 WOODLAND TRCE NEW LONDON, NH 03257		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KAYMAN FARM 10 BURTON DR LONDONDERRY, NH 03053		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	200.
KLS FOOD PANTRY 461 MAIN STREET NEW LONDON, NH 03257		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	8,000.
KOLMAC FOUNDATION 3919 NATIONAL DRIVE BURTONSVILLE, MD 20866		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	700.
LAKE SUNAPEE REGION VNA & HOSPICE PO BOX 2209 NN, NH 03257		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,000.
LIVING CLASSROOMS 802 S CAROLINE STREET BALTIMORE, MD 21231		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	250.
MAKE A WISH FOUNDATION 4742 NORTH 24TH STREET PHOENIX, AZ 85016		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
MONTGOMERY HOSPICE FOUNDATION 1355 PICCARD DRIVE SUITE 100 ROCKVILLE, MD 20850		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,900.
NATIONAL MULTIPLE SCLEROSIS SOCIETY P. O. BOX 4527 NEW YORK, NY 10163		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,400.
NER TAMID CONGREGATION 6241 PIMLICO ROAD BALTIMORE, MD 21209		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
NEW LONDON BARN PLAYHOUSE 84 MAIN ST NEW LONDON, NH 03257		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW LONDON HISTORICAL SOCIETY PO BOX 965 NEW LONDON, NH 03257		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	2,000.
NEW LONDON HOSPITAL 273 COUNTY ROAD NEW LONDON, NH 03257		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	3,000.
NEW LONDON OUTING CLUB PO BOX 1856 NEW LONDON, NH 03258		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,000.
OPERATION SMILE 3641 FACULTY BLVD VIRGINIA BEACH , VA 23453		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	240.
OTTER POND PROTECTIVE ASSOCIATION PO BOX 26 GEORGIA MILLS, NH 03751		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	2,000.
PEARLSTONE FAMILY FUND 101 W MOUNT ROYAL AVE BALTIMORE, MD 21201		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	300.
R BABY FOUNDATION 1375 BROADWAY, 3RD FLOOR NEW YORK, NY 10018		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
REISTERSTOWN VOLUNTEER FIRE COMPANY 108 MAIN ST REISTERSTOWN, MD 21136		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	250.
RONALD MCDONALD HOUSE CHARITIES ONE KROC DRIVE OAK BROOK, IL 60523		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	400.
SKYLAND RANCH 43100 REITER RD GOLD BAR, WA 98251		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	300.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. ANDREWS EPISCOPAL CHURCH 852 GOULD RD NEW LONDON , NH 03102		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,500.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	2,000.
THE HAPPINESS FOUNDATION PP. O. BOX 5559 DERWOOD , MD 20855		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	100.
THE ASSOCIATED: JEWISH COMMUNITY FEDERATION OF BALTIMORE 10 W MT. ROYAL AVE. BALTIMORE, MD 21201		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
THE CHILDREN'S INN AT NIH 7 WEST DRIVE BETHESDA, MD 20814		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
THE SALVATION ARMY 615 SLATERS LANE ALEXANDRIA, VA 22314		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
THERE GOES MY HERO FOUNDATION PO BOX 701 BEL AIR, MD 21014		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	250.
TRACY MEMORIAL LIBRARY 304 MAIN ST NEW LONDON, NH 03257		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	3,000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 15TH ST NW WASHINGTON, DC 20024		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	250.
UNIVERSITY OF BALTIMORE FOUNDATION, INC. 1130 NORTH CHARLES ST BALTIMORE, MD 21201		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	250.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VETERANS OF FOREIGN WARS OF TEH UNITED STATES 406 W 34TH ST KANSAS CITY, MO 64111		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	200.
VISITING NURSE ASSOCIATION 900 19TH ST NW WASHINGTON, DC 20006		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	1,000.
WASHINGTON HEBREW CONGREGATION 3935 MACOMB ST NW WASHINGTON, DC 20016		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	500.
YMCA CAMP CONISTON, INC P. O. BOX 185 GRANTHAM , NH 03753		SEC 501(C)(3)	CHARITABLE CONTRIBUTION/GRANT	2,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST & DIVIDENDS FROM SECURITIES	9,958.	0.	9,958.
INTEREST - UNITED BANK	6.	0.	6.
TOTAL TO FM 990-PF, PART I, LN 4	9,964.	0.	9,964.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	7,800.	7,800.		0.
CUSTODIAN FEES	243.	243.		0.
TO FORM 990-PF, PG 1, LN 16C	8,043.	8,043.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	57.	0.		0.
TO FORM 990-PF, PG 1, LN 18	57.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	140.	0.		0.
TO FORM 990-PF, PG 1, LN 23	140.	0.		0.

FORM 990-PF — CORPORATE STOCK — STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	402,002.	650,975.
TOTAL TO FORM 990-PF, PART II, LINE 10B	402,002.	650,975.

Marshfield Associates

REALIZED GAINS AND LOSSES

Greenbaum Family Foundation, Inc.

ACCT # 646-211923

From 07-01-12 Through 06-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-28-10	07-03-12	3	Symetra Financial Corp	38 28		37.60		-0 68
01-27-10	07-03-12	75	Symetra Financial Corp	955 54		940.04		-15 50
01-27-10	07-09-12	4	Symetra Financial Corp	50 96		50 35		-0 61
01-27-10	07-10-12	37	Symetra Financial Corp	471.40		466 96		-4 44
01-22-10	07-19-12	45	Arch Capital Group Ltd	1,075 34		1,782 04		706 70
04-18-05	07-19-12	26	Berkshire Hathaway Class B	1,485 25		2,202 82		717 57
10-23-07	07-19-12	66	Brown & Brown, Inc	1,660 40		1,738 80		78 40
05-03-12	07-19-12	5	C H. Robinson Worldwide Inc	308 21		298 49	-9 72	
03-15-11	07-19-12	119	Capital Source Inc	830.85		785 31		-45 54
06-29-10	07-19-12	4	Devon Energy Corp	244 80		236 21		-8 59
01-03-12	07-19-12	20	Expeditors International of Washington Inc	829 76		771 30	-58 46	
08-26-09	07-19-12	30	Fastenal Co	550 44		1,360 17		809.73
09-08-09	07-19-12	9	Fairfax Financial Hldgs LTD	3,123 00		3,501 47		378 47
04-16-10	07-19-12	8	Goldman Sachs Group Inc	1,293.07		769 22		-523 85
07-19-10	07-19-12	3	Goldman Sachs Group Inc	437 79		288 46		-149 33
10-28-08	07-19-12	33	Leucadia National Corporation	725 90		728 19		2 29
10-24-08	07-19-12	20	Leucadia National Corporation	438.81		441 32		2 51
05-17-12	07-19-12	2	Mastercard Inc Class A	802 63		864 30	61 67	
08-25-09	07-19-12	4	Mc Donald's Corporation	226 04		371 79		145 75
10-17-07	07-19-12	33	Moody's Corp	1,553.74		1,220 31		-333 43
09-16-11	07-19-12	11	Martin Marietta Materials	757 66		918 10	160 44	
01-27-10	07-19-12	15	Symetra Financial Corp	191 11		180 65		-10 46
05-06-10	07-19-12	42	Toll Brothers Inc	905 33		1,228 09		322 76
12-11-08	07-19-12	21	US Bancorp	523 51		709.39		185 88
06-28-11	07-19-12	3	Visa Inc Cl A	225.82		380 81		154 99
04-18-05	07-19-12	67	Wells Fargo & Company	1,996.54		2,290 98		294 44
04-18-05	07-19-12	55	YUM! Brands Inc	1,368 67		3,642 33		2,273 65
09-08-09	07-31-12	3	Fairfax Financial Hldgs LTD	1,041 00		1,132 30		91 30
09-08-09	08-01-12	6	Fairfax Financial Hldgs LTD	2,082 00		2,265 49		183.49
09-08-09	08-08-12	5	Fairfax Financial Hldgs LTD	1,735 00		1,886 65		151 65
09-08-09	08-09-12	1	Fairfax Financial Hldgs LTD	347.00		382 81		35 81

Marshfield Associates
REALIZED GAINS AND LOSSES
Greenbaum Family Foundation, Inc.
ACCT # 646-211923
From 07-01-12 Through 06-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-27-10	09-06-12	41	Symetra Financial Corp	522.36		522 38		0.02
08-15-12	12-03-12	3	Arch Capital Group Ltd	119 01		133.95	14 94	
08-16-12	12-03-12	25	Arch Capital Group Ltd	988 23		1,116 22	127 99	
08-14-12	12-03-12	8	Arch Capital Group Ltd	316 14		357 19	41 05	
08-09-12	12-03-12	10	Arch Capital Group Ltd	394.37		446 49	52 12	
04-18-05	12-03-12	23	Berkshire Hathaway Class B	1,313.87		2,025 10		711 22
10-23-07	12-03-12	59	Brown & Brown, Inc.	1,484 30		1,577.16		92 86
05-03-12	12-03-12	4	C H Robinson Worldwide Inc.	246 57		243 45	-3.12	
03-15-11	12-03-12	19	Capital Source Inc	132.66		152 86		20 20
01-05-11	12-03-12	60	Capital Source Inc	418 56		482 73		64 17
03-16-11	12-03-12	27	Capital Source Inc	186 07		217 23		31 16
08-26-09	12-03-12	27	Fastenal Co	495.40		1,137 83		642 43
07-19-10	12-03-12	10	Goldman Sachs Group Inc	1,459.30		1,186 01		-273 29
10-24-08	12-03-12	39	Leucadia National Corporation	855 68		867 73		12 05
04-18-05	12-03-12	8	Leucadia National Corporation	134 68		178 00		43 32
05-17-12	12-03-12	2	Mastercard Inc Class A	802 63		974 33	171 70	
08-25-09	12-03-12	4	Mc Donald's Corporation	226 04		348 53		122 49
10-17-07	12-03-12	29	Moody's Corp.	1,365 41		1,423 40		57 99
09-16-11	12-03-12	3	Martin Marietta Materials	206.63		272 88		66 25
09-14-11	12-03-12	7	Martin Marietta Materials	479 76		636.73		156 97
01-27-10	12-03-12	55	Symetra Financial Corp	700 73		676.40		-24 33
01-21-10	12-03-12	239	Symetra Financial Corp	2,868.00		2,939 25		71 25
05-06-10	12-03-12	37	Toll Brothers Inc	797 56		1,193 50		395 94
12-11-08	12-03-12	19	US Bancorp	473 65		610.37		136 72
06-28-11	12-03-12	3	Visa Inc Cl A	225.82		446.52		220 70
07-23-12	12-03-12	3	Waters Corp	224 28		251 89	27 61	
04-18-05	12-03-12	59	Wells Fargo & Company	1,758 15		1,940 00		181 85
04-18-05	12-03-12	49	YUM! Brands Inc	1,219.36		3,287 94		2,068.57
09-08-09	12-04-12	11	Fairfax Financial Hldgs LTD	3,817 00		3,799 59		-17 41
09-08-09	02-19-13	5	Fairfax Financial Hldgs LTD	1,735 00		1,908 13		173 13
04-18-05	02-26-13	0	Crimson Wine Group Ltd	1 97		3 20		1 23
09-08-09	04-01-13	16	Fairfax Financial Hldgs LTD	5,552 00		6,321 80		769 80
09-08-09	04-03-13	5	Fairfax Financial Hldgs LTD	1,735.00		1,992 45		257 45

Marshfield Associates

REALIZED GAINS AND LOSSES

Greenbaum Family Foundation, Inc.

ACCT # 646-211923

From 07-01-12 Through 06-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-08-09	04-26-13	8	Fairfax Financial Hldgs LTD	2,776.00		3,177 60		401.60
09-08-09	05-02-13	10	Fairfax Financial Hldgs LTD	3,470 00		4,020.90		550 90
09-08-09	05-06-13	7	Fairfax Financial Hldgs LTD	2,429.00		2,921.24		492 24
07-15-08	05-06-13	2	Fairfax Financial Hldgs LTD	530 10		834 64		304 54
07-15-08	05-06-13	8	Fairfax Financial Hldgs LTD	2,119 49		3,338 57		1,219 08
07-15-08	05-07-13	12	Fairfax Financial Hldgs LTD	3,179 23		5,018.22		1,838 99
07-16-08	05-07-13	4	Fairfax Financial Hldgs LTD	1,055 96		1,672 74		616 78
08-09-12	06-14-13	41	Arch Capital Group Ltd	1,616.94		2,118.43	501 49	
08-06-12	06-14-13	2	Arch Capital Group Ltd	78 06		103.34	25 28	
08-02-12	06-14-13	3	Arch Capital Group Ltd	116.93		155 00	38 07	
07-31-12	06-14-13	2	Arch Capital Group Ltd	77.87		103 34	25 47	
04-18-05	06-14-13	24	Berkshire Hathaway Class B	1,371 00		2,746 03		1,375.03
10-23-07	06-14-13	61	Brown & Brown, Inc	1,534 61		1,990.39		455 78
03-16-11	06-14-13	110	Capital Source Inc	758 05		1,008 08		250 03
04-18-05	06-14-13	5	Crimson Wine Group Ltd	24 65		43 94		19 29
08-26-09	06-14-13	28	Fastenal Co	513 75		1,358.53		844 78
07-16-08	06-14-13	4	Fairfax Financial Hldgs LTD	1,055 96		1,625 53		569 57
07-19-10	06-14-13	9	Goldman Sachs Group Inc	1,313.37		1,478 40		165.03
04-18-05	06-14-13	1	HomeFed Corp	60.13		32 23		-27 90
04-18-05	06-14-13	49	Leucadia National Corporation	800 76		1,369 52		568 76
05-17-12	06-14-13	2	Mastercard Inc Class A	802.63		1,144.66		342 03
08-25-09	06-14-13	4	Mc Donald's Corporation	226 04		395 95		169 91
10-17-07	06-14-13	31	Moody's Corp.	1,459 58		1,941 49		481 91
09-14-11	06-14-13	10	Martin Marietta Materials	685 37		1,095.38		410 01
05-06-10	06-14-13	39	Toll Brothers Inc	840 67		1,304 91		464 24
06-28-11	06-14-13	3	Visa Inc Cl A	225 82		545.78		319 96
04-18-05	06-14-13	60	Wells Fargo & Company	1,787 95		2,436 55		648 60
04-18-05	06-14-13	51	YUM! Brands Inc	1,269 13		3,641 84		2,372.70
TOTAL SUPERVISED GAINS							1,247.83	27,714 94
TOTAL SUPERVISED LOSSES							-71.30	-1,435 37
				93,711 11	0 00	121,167 22	1,176 54	26,279 57

This document has been prepared by Marshfield Associates for information only.
Clients should refer to the gains and loss statement provided by their custodian for an accurate representation of their portfolio.
Please contact reports@marshfieldinc com with any questions.