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

2012

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

For calendar year 2012 or tax year beginning AUG 1, 2012, and ending JUL 31, 2013

Name of foundation ELAINE AND DAVID MILESTONE FAMILY CHARITABLE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)  
5610 WISCONSIN AVENUE, #1607

Room/suite

A Employer identification number  
26-0163357City or town, state, and ZIP code  
CHEVY CHASE, MD 20815B Telephone number  
301-652-6700G Check all that apply  
 Initial return    Initial return of a former public charity  
 Final return    Amended return  
 Address change    Name changeC If exemption application is pending, check here ► H Check type of organization  
 Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust    Other taxable private foundationD 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
► \$ 668,986. (Part I, column (d) must be on cash basis)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 ► Part I Analysis of Revenue and Expenses  
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books   (b) Net investment income   (c) Adjusted net income   (d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received			N/A
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments	5,220.	5,220.	STATEMENT 1
4 Dividends and interest from securities	11,523.	11,523.	STATEMENT 2
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	6,449.		
Gross sales price for all assets on line 6a	88,047.		
7 Capital gain net income (from Part IV, line 2)		6,449.	
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	23,192.	23,192.	0.
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	2,050.	1,025.	1,025.
c Other professional fees	4,213.	2,107.	2,106.
17 Interest			
18 Taxes			
19 Depreciation and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses	162.	81.	81.
24 Total operating and administrative expenses. Add lines 13 through 23	6,425.	3,213.	3,212.
25 Contributions, gifts, grants paid	23,913.		23,913.
26 Total expenses and disbursements. Add lines 24 and 25	30,338.	3,213.	27,125.
27 Subtract line 26 from line 12	<7,146.		
a Excess of revenue over expenses and disbursements			
b Net investment income (if negative, enter -0-)		19,979.	
c Adjusted net income (if negative, enter -0-)			N/A

P  
N

ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

Form 990-PF (2012)

26-0163357

Page 2

Assets	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
			2,549.	71,750.	71,750.
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments				
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
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				
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 6	551,929.	475,582.	597,236.
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ► )				
16	Total assets (to be completed by all filers)		554,478.	547,332.	668,986.
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 ► )			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		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 ► <input checked="" type="checkbox"/>			
		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	554,478.	547,332.	
	30	Total net assets or fund balances	554,478.	547,332.	
	31	Total liabilities and net assets/fund balances	554,478.	547,332.	

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	554,478.
2	Enter amount from Part I, line 27a	2	<7,146.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	547,332.
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	547,332.

ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

Form 990-PF (2012)

26-0163357 Page 3

**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.)
<b>a</b>					
<b>b</b>	<b>SEE ATTACHED STATEMENTS</b>				
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b> 88,047.		81,598.			6,449.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					6,449.
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	6,449.
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	24,850.	532,169.	.046696
2010	6,760.	502,992.	.013440
2009	23,701.	420,268.	.056395
2008	29,067.	351,260.	.082751
2007	17,639.	651,340.	.027081
<b>2 Total of line 1, column (d)</b>			2 .226363
<b>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</b>			3 .045273
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			4 571,951.
<b>5 Multiply line 4 by line 3</b>			5 25,894.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			6 200.
<b>7 Add lines 5 and 6</b>			7 26,094.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			8 27,125.

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

ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

Form 990-PF (2012)

26-0163357

Page 4

**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 ► <input type="checkbox"/> and enter "N/A" on line 1	200.
b	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
d	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-)	0.
3	Add lines 1 and 2	200.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	200.
6	<b>Credits/Payments</b>	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	287.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	287.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	►
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	►
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ►	87.   Refunded ► 0.

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	
1c	Did the foundation file Form 1120-POL for this year?	
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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	X
4b	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	
5	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X
6	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X
7	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>MD</u>	X
8a	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X

Form 990-PF (2012)

ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

Form 990-PF (2012)

26-0163357

Page 5

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11  X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12  X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13  X

14 The books are in care of ► SNYDER COHN Telephone no ► 301-652-6700  
Located at ► 11200 ROCKVILLE PIKE, #415, NORTH BETHESDA, MD ZIP+4 ► 20852

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ► 16  Yes  No X

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

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

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  X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  X 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  X 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  X No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A

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? 1b  N/A

1c 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(l)(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  X 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

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  X 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 3b

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

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

Form 990-PF (2012)

ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

Form 990-PF (2012)

26-0163357

Page 6

**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

Yes  No  
 Yes  No  
 Yes  No  
 Yes  No  
 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 53.4945-5(d) 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

6b

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

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

Yes  No

N/A

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

**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
ELAINE G. MILESTONE 5610 WISCONSIN AVE, #1607 CHEVY CHASE, MD 20815	PRESIDENT 5.00	0.	0.	0.
RICHARD KALMAR 380 N. VENTURA CLUB DRIVE ROSELLE, IL 60172	SECRETARY/TREASURER 5.00	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

Form 990-PF (2012)

ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

Form 990-PF (2012)

26-0163357 Page 7

**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		
3		

All other program-related investments See instructions

3		

**Total. Add lines 1 through 3**



0.

Form 990-PF (2012)

223561  
12-05-12

11131025 757209 5645M031

2012.04040 ELAINE AND DAVID MILESTONE 5645M031

ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

Form 990-PF (2012)

26-0163357 Page 8

**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	555,613.
b Average of monthly cash balances	1b	25,048.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	580,661.
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	580,661.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,710.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	571,951.
6 Minimum investment return. Enter 5% of line 5	6	28,598.

**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	28,598.
2a Tax on investment income for 2012 from Part VI, line 5	2a	200.
b Income tax for 2012 (This does not include the tax from Part VI )	2b	
c Add lines 2a and 2b	2c	200.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	28,398.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	28,398.
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	28,398.

**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	27,125.
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	27,125.
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	200.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,925.

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

Form 990-PF (2012)

ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

Form 990-PF (2012)

26-0163357 Page 9

**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				28,398.
2 Undistributed income, if any, as of the end of 2012			23,724.	
a Enter amount for 2011 only				
b Total for prior years		0.		
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 ► \$ 27,125.			23,724.	
a Applied to 2011, but not more than line 2a				
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				3,401.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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.	
1 Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				24,997.
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		0.		
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				



ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

Form 990-PF (2012)

26-0163357 Page 11

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
<b>a Paid during the year</b>				
<u>AARP</u> PO BOX 93207 LONG BEACH, CA 90809	N/A	PUBLIC CHARITY	GENERAL	350.
<u>AMERICAN CANCER SOCIETY</u> P.O. BOX 22718 OKLAHOMA CITY, OK 73123-1718	N/A	PUBLIC CHARITY	GENERAL	100.
<u>AMERICAN INSTITUTE FOR CANCER RESEARCH</u> 1759 R STREET NW WASHINGTON, DC 20009	N/A	PUBLIC CHARITY	GENERAL	100.
<u>AMERICAN RED CROSS</u> 11820 PARKLAWN DR #510 ROCKVILLE, MD 20852	N/A	PUBLIC CHARITY	GENERAL	100.
<u>ANN S. LITT FOUNDATION</u> 20 OLD SHELTER ROCK RD ROSLYN, NY 11576	N/A	PUBLIC CHARITY	GENERAL	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 23,913.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

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Form 990-PF (2012)

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

Enter gross amounts unless otherwise indicated		Unrelated business income		(e) Related or exempt function income	
		(a) Business code	(b) Amount		(c) Exclu- sion code
<b>1</b> Program service revenue					
a					
b					
c					
d					
e					
f					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities					
<b>5</b> Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory					
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue					
a					
b					
c					
d					
e					
<b>12</b> Subtotal Add columns (b), (d), and (e)			0.	23,192.	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				13	23,192.

(See worksheet in line 13 instructions to verify calculations )

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



## 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 AMERICAN FUNDS EUROPACIFIC	P	03/01/11	12/17/12
b AMERICAN FUNDS GROWTH FUND OF AMERICA	P	03/01/11	12/17/12
c DREYFUS PREMIER INTERNL STOCK FUND	P	03/01/11	12/17/12
d DWS FLOATING RATE FUND	P	03/01/11	12/17/12
e EATON VANCE FLOATING HIGH INC FD	P	03/01/11	12/17/12
f FIDELITY ADV NEW INSUGHTS FUND	P	03/01/11	12/17/12
g GABELLI EQUITY INCOME FD	P	03/01/11	12/17/12
h HARTFORD MID CAP FUND CLASS A	P	03/01/11	12/17/12
i ING CORPORATE LEADERS TRUST FUND	P	03/01/11	12/17/12
j JOHN HANCOCK GLOBAL POORT FD	P	03/01/11	12/17/12
k JOHN HANCOCK LARGE CAP EQUITY FD	P	03/01/11	12/17/12
l LOOMIS SAYLES STRATEGIC INC FD	P	03/01/11	12/17/12
m LOOMIS SAYLES INV GRADE BOND FD	P	03/01/11	12/17/12
n MFS VALUE FUND CLASS A	P	03/01/11	12/17/12
o NATAXIS CGM ADVISOR TARG EQUITY FD	P	03/01/11	12/17/12

(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 400.		408.	<8. >
b 500.		456.	44.
c 400.		389.	11.
d 500.		505.	<5. >
e 500.		497.	3.
f 500.		451.	49.
g 550.		509.	41.
h 400.		468.	<68. >
i 550.		478.	72.
j 400.		522.	<122. >
k 500.		480.	20.
l 350.		339.	11.
m 350.		334.	16.
n 550.		514.	36.
o 500.		515.	<15. >

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) Losses (from col (h)) Gains (excess of col (h) gain over col (K), but not less than "-0-")
a			<8. >
b			44.
c			11.
d			<5. >
e			3.
f			49.
g			41.
h			<68. >
i			72.
j			<122. >
k			20.
l			11.
m			16.
n			36.
o			<15. >

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 }

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 }

## 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)
a	PIMCO REAL RETURN FUND CLASS A	P	03/01/11	12/17/12
b	PIONEER OAK RIDGE SMALL CAP GROWTH CLASS A	P	03/01/11	12/17/12
c	PRUDENTIAL JENNISON NAT RESOURCE INC CLASS -A	P	03/01/11	12/17/12
d	R S GLOBAL NATURAL RESOURCE FUND	P	03/01/11	12/17/12
e	ROYCE PREMIER FUND	P	03/01/11	12/17/12
f	ROYCE SPECIAL EQUITY FUND	P	03/01/11	12/17/12
g	WELLS FARGO CAPITAL XII	P	03/16/08	03/15/13
h	FIRST IND REALTYSER	P	05/16/07	07/18/13
i	DWS LARGE CAP VALUE FUND CLASS A	P	03/01/11	12/17/12
CAPITAL GAINS DIVIDENDS				
k				
l				
m				
n				
o				

(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 300.		277.	23.
b 400.		420.	<20. >
c 500.		665.	<165. >
d 500.		549.	<49. >
e 400.		448.	<48. >
f 400.		405.	<5. >
g 33,250.		33,987.	<737. >
h 40,000.		37,440.	2,560.
i 550.		542.	8.
l 4,797.			4,797.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	
a			23.
b			<20. >
c			<165. >
d			<49. >
e			<48. >
f			<5. >
g			<737. >
h			2,560.
i			8.
l			4,797.
k			
l			
m			
n			
o			

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	6,449.
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

ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

26-0163357

**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
B'NAI ISRAEL CONGREGATION 6301 MONTROSE ROAD ROCKVILLE, MD 20852	N/A	PUBLIC CHARITY	GENERAL	4,000.
BOYS TOWN 14100 CRAWFORD ST BOYS TOWN, NE 68010	N/A	PUBLIC CHARITY	GENERAL	50.
BREAD FOR THE CITY 1525 SEVENTH STREET, NW WASHINGTON, DC 20001	N/A	PUBLIC CHARITY	GENERAL	500.
CHABAD 770 EASTERN PARKWAY BROOKLYN, NY 11213	N/A	PUBLIC CHARITY	GENERAL	36.
CHILDREN'S HOSPITAL FOUNDATION 111 MICHIGAN AVE., N.W. WASHINGTON, DC 20010	N/A	PUBLIC CHARITY	GENERAL	25.
CHIP MILLER CHARITABLE FOUNDATION 1000 BRYN MAWR ROAD CARLISLE, PA 17013	N/A	PUBLIC CHARITY	GENERAL	2,000.
CONSUMER REPORTS 101 TRUMAN AVENUE YONKERS, NY 10703	N/A	PUBLIC CHARITY	GENERAL	25.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD, SUITE 200 BETHESDA, MD 20814	N/A	PUBLIC CHARITY	GENERAL	1,000.
DISABLED VETERANS NATIONAL FOUNDATION 1020 19TH ST NW - SUITE 475 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	GENERAL	1,125.
EASTER SEALS 233 SOUTH WACKER DRIVE, SUITE 2400 CHICAGO, IL 60606	N/A	PUBLIC CHARITY	GENERAL	1,075.
<b>Total from continuation sheets</b>				<b>18,263.</b>

ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

26-0163357

**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
FEED THE CHILDREN PO BOX 36, OKLAHOMA CITY, OK 73101	N/A	PUBLIC CHARITY	GENERAL	20.
FOOD FOR THE POOR 6401 LYONS ROAD COCONUT CREEK, FL 33073	N/A	PUBLIC CHARITY	GENERAL	12.
HEBREW HOME FOR THE AGED 5901 PALISADE AVENUE RIVERDALE, NY 10471	N/A	PUBLIC CHARITY	GENERAL	2,000.
HINENI SOCIETY CAMPAIGN 6505 WILSHIRE BLVD LOS ANGELES, CA 90048	N/A	PUBLIC CHARITY	GENERAL	100.
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 20871	N/A	PUBLIC CHARITY	GENERAL	1,000.
MADD 511 E. JOHN CARPENTER FREEWAY, SUITE 700 IRVING, TX 75062	N/A	PUBLIC CHARITY	GENERAL	50.
MAYO CLINIC 200 FIRST ST. SW ROCHESTER, MN 55905	N/A	PUBLIC CHARITY	GENERAL	1,025.
MONTGOMERY COUNTY HUMANE SOCIETY 14645 ROTHGEB DR ROCKVILLE, MD 20850	N/A	PUBLIC CHARITY	GENERAL	1,100.
MUSCULAR DYSTROPHY ASSOCIATION 3300 E. SUNRISE DRIVE TUCSON, AZ 85718	N/A	PUBLIC CHARITY	GENERAL	50.
NATIONAL LAW ENFORCEMENT OFFICERS MEMORIAL FUND 400 7TH STREET, NW, SUITE 300 WASHINGTON, DC 20004	N/A	PUBLIC CHARITY	GENERAL	40.
<b>Total from continuation sheets</b>				

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ELAINE AND DAVID MILESTONE FAMILY  
CHARITABLE FOUNDATION, INC.

26-0163357

**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
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1100 NEW YORK AVE NW WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	GENERAL	70.
NORTH SHORE ANIMAL LEAGUE AMERICA 25 DAVIS AVE PORT WASHINGTON, NY 11050	N/A	PUBLIC CHARITY	GENERAL	50.
ST. JOSEPH'S INDIAN SCHOOL 1301 N. MAIN STREET CHAMBERLAIN, SD 57325	N/A	PUBLIC CHARITY	GENERAL	20.
SUBURBAN HOSPITAL 8600 OLD GEORGETOWN ROAD BETHESDA, MD 20814	N/A	PUBLIC CHARITY	GENERAL	1,000.
UNITED STATES DEPUTY SHERIFFS' ASSOCIATION 44050 ASHBURN PLAZA, SUITE 195-204 ASHBURN, VA 20147	N/A	PUBLIC CHARITY	GENERAL	214.
USOC 1 OLYMPIC PLAZA COLORADO SPRINGS, CO 80909	N/A	PUBLIC CHARITY	GENERAL	25.
WEST POINT JEWISH CHAPEL FUND 750 MERRITT RD WEST POINT, NY 10996	N/A	PUBLIC CHARITY	GENERAL	1,000.
WETA 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	N/A	PUBLIC CHARITY	GENERAL	600.
WORLD WILDLIFE FUND 1250 24TH STREET, N.W. WASHINGTON, DC 20037	N/A	PUBLIC CHARITY	GENERAL	51.
<b>Total from continuation sheets</b>				

ELAINE AND DAVID MILESTONE FAMILY CHARIT

26-0163357

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
UBS FINANCIAL SERVICES INC.	7,589.
UBS FINANCIAL SERVICES INC. - ACCRUED INTEREST PAID	<2,369.>
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,220.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS FINANCIAL SERVICES INC.	16,320.	4,797.	11,523.
TOTAL TO FM 990-PF, PART I, LN 4	16,320.	4,797.	11,523.

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,050.	1,025.		1,025.
TO FORM 990-PF, PG 1, LN 16B	2,050.	1,025.		1,025.

## FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	4,213.	2,107.		2,106.
TO FORM 990-PF, PG 1, LN 16C	4,213.	2,107.		2,106.

ELAINE AND DAVID MILESTONE FAMILY CHARIT

26-0163357

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	162.	81.		81.
TO FORM 990-PF, PG 1, LN 23	162.	81.		81.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS, BONDS, SECURITIES	COST	475,582.	597,236.
TOTAL TO FORM 990-PF, PART II, LINE 13		475,582.	597,236.