Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

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

A Employer identification number
31-1684510

B Telephone number (see the instructions)

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

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

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

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

G Check all that apply. [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,136,117.

J Accounting method. [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	16,503.	16,503.		
	4 Dividends and interest from securities	32,203.	32,203.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10	110,930.			
	b Gross sales price for all assets on line 6a 662,203.				
	7 Capital gain net income (from Part IV, line 2)		110,930.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less. Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	2,750.			
	12 **Total.** Add lines 1 through 11	162,386.	159,636.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	5,500.	5,500.		
	c Other prof fees (attach sch) SEE ST 3	5,714.	5,714.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	1,390.	1,390.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	93.	93.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,697.	12,697.		
	25 Contributions, gifts, grants paid PART XV	568,059.			568,059.
	26 **Total expenses and disbursements.** Add lines 24 and 25	580,756.	12,697.	0.	568,059.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-418,370.			
	b **Net investment income** (if negative, enter -0-)		146,939.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	9,317.	1,091.	1,091.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 6	96,440.	30,670.	37,290.
	c Investments — corporate bonds (attach schedule) STATEMENT 7	52,269.	51,818.	50,100.
	11 Investments — land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 8	1,362,255.	930,203.	960,999.
	14 Land, buildings, and equipment. basis ►			
	Less· accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► SEE STATEMENT 9)		86,639.	86,637.
	16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	1,520,281.	1,100,421.	1,136,117.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,520,281.	1,100,421.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,520,281.	1,100,421.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,520,281.	1,100,421.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,520,281.
2	Enter amount from Part I, line 27a	2	-418,370.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,101,911.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 10	5	1,490.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,100,421.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 11			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	110,930.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	507,350.	1,870,875.	0.271183
2011	620,200.	2,334,868.	0.265625
2010	618,458.	2,775,762.	0.222807
2009	709,612.	2,903,428.	0.244405
2008	538,605.	2,691,174.	0.200138

2	**Total** of line 1, column (d)	2	1.204158
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.240832
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,411,135.
5	Multiply line 4 by line 3	5	339,846.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,469.
7	Add lines 5 and 6	7	341,315.
8	Enter qualifying distributions from Part XII, line 4	8	568,059.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1			
Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► [X] and enter 1% of Part I, line 27b		1	1,469.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,469.
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	1,469.
6 Credits/Payments.			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a 1,000.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	1,000.
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	469.
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 2014 estimated tax ►	Refunded ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 0. (2) On foundation managers. ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► DIANA & MICHAEL DAVID EPSTEIN Telephone no. ► 301-354-5519

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

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

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2013 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 2013.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No

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

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

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

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

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

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

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

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

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

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	999,876.
b Average of monthly cash balances		1b	72,334.
c Fair market value of all other assets (see instructions)		1c	360,414.
d **Total** (add lines 1a, b, and c)		1d	1,432,624.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	1,432,624.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	21,489.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,411,135.
6 **Minimum investment return.** Enter 5% of line 5		6	70,557.

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	70,557.
2a Tax on investment income for 2013 from Part VI, line 5.	2a 1,469.		
b Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	1,469.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	69,088.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	69,088.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	69,088.

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	568,059.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	568,059.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,469.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	566,590.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				69,088.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years. 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 405,529.				
b From 2009 565,977.				
c From 2010 480,736.				
d From 2011 504,649.				
e From 2012 415,786.				
f **Total** of lines 3a through e	2,372,677.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 568,059.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				69,088.
e Remaining amount distributed out of corpus	498,971.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	2,871,648.			
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 2012 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	405,529.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	2,466,119.			
10 Analysis of line 9:				
a Excess from 2009 565,977.				
b Excess from 2010 480,736.				
c Excess from 2011 504,649.				
d Excess from 2012 415,786.				
e Excess from 2013 498,971.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 ► [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED		PRIV	CHARITABLE	568,059.
Total			► 3a	568,059.
b *Approved for future payment*				
Total			► 3b	

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 (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	16,503.	
4 Dividends and interest from securities			14	32,203.	
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	110,930.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME - PARTNERSHI					
b TAX EXEMPT MUNI INCOME					2,750.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				159,636.	2,750.
13 Total. Add line 12, columns (b), (d), and (e) 13					162,386.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature], Pres Date: 5/14/14 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SAMUEL MANCUSO	[signature] Mancuso	5/14/14		P01231059

Firm's name ► HARITON, MANCUSO & JONES, P.C. Firm's EIN ► 52-1706411

Firm's address ► 11140 ROCKVILLE PIKE ROCKVILLE, MD 20852 Phone no (301) 984-6400

TEEA0503L 07/11/13

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TAX EXEMPT MUNI INCOME	$ 2,750.		
TOTAL	$ 2,750.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 5,500.	$ 5,500.		
TOTAL	$ 5,500.	$ 5,500.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM PARTNERSHIP	$ 5,345.	$ 5,345.		
LEGAL FEES	369.	369.		
TOTAL	$ 5,714.	$ 5,714.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	$ 1,390.	$ 1,390.		
TOTAL	$ 1,390.	$ 1,390.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTEREST EXPENSE	$ 93.	$ 93.		
TOTAL	$ 93.	$ 93.	$ 0.	$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TYCO INTERNATIONAL - 1,000 SHARES	MKT VAL	$ 0.	$ 0.
TE CONNECTIVITY STOCK - 1,000 SHARES	MKT VAL	0.	0.
COVIDIEN STOCK - 1,000 SHARES	MKT VAL	27,989.	34,050.
ADT CORPORATION	MKT VAL	0.	0.
PENTAIR LTD.	MKT VAL	0.	0.
MALLINCKRODT PUB LTD CO	MKT VAL	2,681.	3,240.
	TOTAL	$ 30,670.	$ 37,290.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN-BONDS-SEE ATTACHED	MKT VAL	$ 51,818.	$ 50,100.
	TOTAL	$ 51,818.	$ 50,100.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
VINTAGE CAPITAL PARTNERS LP	MKT VAL	$ 279,730.	$ 279,730.
VINTAGE CAPITAL PARTNERS, LP - GAAP/TAX	MKT VAL	-86,439.	-86,439.
TOTAL OTHER INVESTMENTS		$ 193,291.	$ 193,291.
OTHER PUBLICLY TRADED SECURITIES			
JPMORGAN-MUTUAL FUNDS-SEE ATTACHED	MKT VAL	736,912.	767,708.
TOTAL OTHER PUBLICLY TRADED SECURITIES		$ 736,912.	$ 767,708.
TOTAL		$ 930,203.	$ 960,999.

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

		BOOK VALUE	FAIR MARKET VALUE
DISTRIBUTIONS RECEIVABLE		$ 86,637.	$ 86,637.
ROUNDING		2.	
	TOTAL	$ 86,639.	$ 86,637.

STATEMENT 10
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NONDEDUCTIBLE EXPENSES		$ 1,490.
	TOTAL	$ 1,490.

STATEMENT 11
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	JP MORGAN - LONG TERM CAPITAL GAIN DISTR	PURCHASED	VARIOUS	VARIOUS
2	370.891 JPM HIGH YIELD FD	PURCHASED	VARIOUS	3/22/2013
3	373.126 JPM HIGH YIELD FD	PURCHASED	VARIOUS	12/05/2013
4	233.968 JPM US LARGE CAP CORE PLUS FD	PURCHASED	VARIOUS	1/17/2013
5	25000.000 JPM PHOENIX AUTO-CALL CAT 10/09/13	PURCHASED	9/21/2013	1/08/2013
6	50000.000 JPM PHOENIX AUTO-CALL OXY 01/29/14	PURCHASED	1/11/2013	4/30/2013
7	50000.000 RBC PHOENIX AUTO-CALL F 06/11/14	PURCHASED	5/24/2013	9/10/2013
8	250.000 ADT CORPORATION	PURCHASED	11/28/2008	3/25/2013
9	1.960 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	2/15/2013
10	1.970 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	3/15/2013
11	3.170 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	4/15/2013
12	2.010 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	5/15/2013
13	2.020 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	6/17/2013
14	2.040 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	7/15/2013
15	2.050 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	8/15/2013
16	3.240 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	9/16/2013
17	2.090 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	10/15/2013
18	2.100 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	11/15/2013
19	2.120 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	12/16/2013
20	2.130 GNMA 181122 8% 11/15/16	PURCHASED	10/01/2002	1/15/2014
21	836.838 JPM HIGH YIELD FD	PURCHASED	10/06/2010	3/22/2013
22	2675.654 JPM HIGH YIELD FD	PURCHASED	10/06/2010	12/05/2013
23	3117.207 JPM HIGH YIELD FD	PURCHASED	10/06/2010	12/27/2013
24	2032.584 JPM MARKET NEUTRAL FD	PURCHASED	VARIOUS	12/13/2013
25	869.263 JPM MID CAP VALUE FD	PURCHASED	11/22/2002	1/17/2013
26	2415.459 JPM TOTAL RETURN FD	PURCHASED	7/25/2008	2/08/2013
27	2406.160 JPM TOTAL RETURN FD	PURCHASED	7/25/2008	2/26/2013
28	6003.182 JPM TOTAL RETURN FD	PURCHASED	7/25/2008	7/16/2013
29	848.283 JPM US LARGE CAP CORE PLUS FD	PURCHASED	VARIOUS	1/17/2013
30	MALLINCKRODT PUB LTD CO - CASH IN LIEU	PURCHASED	VARIOUS	7/29/2013

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
31	119.000 PENTAIR LTD	PURCHASED	11/28/2008	3/25/2013
32	500.000 TE CONNECTIVITY LTD	PURCHASED	11/28/2008	3/25/2013
33	500.000 TYCO INTERNATIONAL LTD	PURCHASED	11/28/2008	3/25/2013
34	155.960 JPM MULTI STRATEGY FUND	PURCHASED	12/02/2002	VARIOUS
35	ADT CORPORATION - RETURN OF CAPITAL	PURCHASED	11/28/2008	2/26/2013
36	VINTAGE CAPITAL - PSHIP LTCG	PURCHASED	VARIOUS	VARIOUS
37	TYCO SETTLEMENT	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	11,183.		0.	11,183.				$ 11,183.
2	3,070.		3,028.	42.				42.
3	3,060.		3,075.	-15.				-15.
4	5,405.		5,175.	230.				230.
5	25,000.		25,000.	0.				0.
6	50,000.		50,000.	0.				0.
7	50,000.		50,000.	0.				0.
8	12,195.		12,192.	3.				3.
9	2.		33.	-31.				-31.
10	2.		33.	-31.				-31.
11	3.		54.	-51.				-51.
12	2.		34.	-32.				-32.
13	2.		34.	-32.				-32.
14	2.		34.	-32.				-32.
15	2.		35.	-33.				-33.
16	3.		55.	-52.				-52.
17	2.		35.	-33.				-33.
18	2.		35.	-33.				-33.
19	2.		36.	-34.				-34.
20	2.		36.	-34.				-34.
21	6,929.		6,787.	142.				142.
22	21,940.		21,700.	240.				240.
23	25,000.		25,281.	-281.				-281.
24	29,371.		31,942.	-2,571.				-2,571.
25	25,000.		12,830.	12,170.				12,170.
26	25,000.		24,372.	628.				628.
27	25,000.		24,278.	722.				722.
28	60,632.		60,572.	60.				60.
29	19,595.		15,881.	3,714.				3,714.
30	22.		0.	22.				22.
31	6,308.		6,702.	-394.				-394.
32	20,860.		28,236.	-7,376.				-7,376.
33	15,617.		18,737.	-3,120.				-3,120.
34	207,775.		125,000.	82,775.				82,775.
35	31.		31.	0.				0.
36	13,027.		0.	13,027.				13,027.
37	157.		0.	157.				157.
							TOTAL	$ 110,930.

STATEMENT 12
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

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

DIANA AND MICHAEL DAVID EPSTEIN FAMILY FOUNDATION, INC

EIN 31-1684510
2013
Tax Schedule I

Recipient Name and Address	Purpose of Contribution	Amount
AISH COM 400 South Lake Drive, Lakewood, NJ 08701	Charitable	250
AISH DC 11418 Old Georgetown Rd, N Bethesda, MD 20852	Charitable	3,600
AMERICAN FRIENDS OF LUBAVITCH 2110 Leroy Place, NW, Washington, DC 20008	Charitable	5,000
AMERICAN FRIENDS OF SHALVA 315 Fifth Avenue, 6th Floor New York, NY 10016	Charitable	1,800
AMERICAN FRIENDS OF SIEBENBERG HOUSE FOUNDATION 8 Garden Lane, New Orleans, LA 70124	Charitable	2,500
AMERICAN FRIENDS OF YESHIVAT LEV HATORAH 65 Argyll Avenue, New Rochelle, NY 10804	Charitable	220
BET ELAZRAKI CHILDREN'S HOME Seven Penn Plaza, New York, NY 10001	Charitable	10,000
BETH SHOLOM CONGREGATION AND TALMUD TORAH 11825 Seven Locks Road, Potomac, MD 20854	Charitable	16,800
CHABAD HOUSE FOR TUFTS UNIVERSITY 21 Chetwynd Road, Somerville, MA 02144	Charitable	7,500
CHABAD SHUL OF POTOMAC 11621 Seven Locks, Road, Potomac, MD 20854	Charitable	500
CHAI LIFELINE 151 W 30th Street, New York, NY 10001	Charitable	1,000
CYSTIC FIBROSIS FOUNDATION 6931 Arlington Road, Suite 200, Bethesda, MD 20814	Charitable	150
EAST 77TH STREET SYNAGOGUE/CONGREGATION BNAI ISRAEL 335 East 77th Street New York, NY 10021	Charitable	2,500
EMET (ENDOWMENT FOR MIDDLE EAST TRUTH) 1050 Connecticut Avenue, N W 10th Floor Washington, DC 20036	Charitable	2,500
FRIENDS OF LUBAVITCH 11621 Seven Locks Rd , Potomac, MD 20854	Charitable	17,000
FOUNDATION FOR DEFENSE OF DEMOCRACIES 1146 19th Street, N W , Suite 300 Washington, DC 20036	Charitable	5,000
HATIKVAH EDUCATIONAL FOUNDATION Bellaire, TX 77401	Charitable	1,000
HEIFETZ INTERNATIONAL MUSIC INSTITUTE P O Box 6443, Ellicott City, MD 21042	Charitable	10,000
HILLEL AT UNIVERSITY OF MARYLAND 7612 Mowatt Lane, College park, MD 20740	Charitable	15,000
INVESTIGATIVE PROJECT ON TERRORISM FOUNDATION 5505 Connecticut Ave NW #341 Washington, DC	Charitable	5,000
ISRAEL FOREVER FOUNDATION 1146 19th Street, NW, 5th Floor, Washington, DC 20036	Charitable	1,000
JCADA PO Box 2266 Rockville, MD 20847	Charitable	5,000
JINSA (JEWISH INSTITUTE FOR NATIONAL SECURITY AFFAIRS) 1307 New York Ave , NW Ste 200 Washington, DC 20005	Charitable	5,000
JCRC (JEWISH COMMUNITY RELATIONS COUNCIL) 6101 Montrose Road, Suite 205 Rockville, MD 20852	Charitable	10,000

DIANA AND MICHAEL DAVID EPSTEIN FAMILY FOUNDATION, INC

EIN 31-1684510
2013
Tax Schedule I

Recipient Name and Address	Purpose of Contribution	Amount
JEWISH COUNCIL FOR THE AGING 12320 Parklawn Drive, Rockville, MD 20852-1726	Charitable	4,810
JEWISH FEDERATION OF GREATER WASHINGTON 6101 Montrose Road, Rockville, MD 20852	Charitable	250,000
JEWISH POLICY CENTER 50 F Street NW Suite 100, Washington, DC 20001	Charitable	7,500
JEWISH SOCIAL SERVICE AGENCY 200 Wood Hill Road, Rockville, MD 20850	Charitable	10,000
JEWISH WOMEN INTERNATIONAL 1129 20th Street NW, Suite 801, Washington, DC 20036	Charitable	1,000
JUVENILE DIABETES RESEARCH FOUNDATION 26 Broadway, New York, NY 10004	Charitable	100
KEREN YEHOSHUA V'YISROEL FOUNDATION 805-A Roosevelt Ct , Far Rockaway, NY 11691	Charitable	180
KIDS CONNECT CHARITABLE FUND 2325 Dulles Corner Boulevard Suite 670 Herndon, VA 20171	Charitable	2,000
LEUKEMIA & LYMPHOMA SOCIETY 5845 Richmond Highway, Suite 800, Alexandria, VA 22303	Charitable	1,000
MELVIN J BERMAN HEBREW ACADEMY 13300 Arctic Avenue, Silver Spring, MD 20901	Charitable	81,519
MEMRI (THE MIDDLE EAST MEDIA RESEARCH INSTITUTE) 1819 L Street NW 5th Floor, Washington, DC 20036	Charitable	5,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 York Avenue, New York, NY 10065	Charitable	100
MUSIC ACADEMY INTERNATIONAL 250 West 57th Street, Suite 1130, New York, NY 10107	Charitable	150
OHR TORAH STONE 49 West 45th Street, Suite 701 New York, NY 10036	Charitable	5,000
OPERATION EMBRACE 7731 Tuckerman Lane PMB #163, Potomac, Maryland 20854	Charitable	2,350
RAMAZ/KJ 114 East 85th Street, New York, NY 10028	Charitable	20,000
ROCKVILLE VOLUNTEER FIRE DEPARTMENT PO Box 1547 Rockville, MD 20849	Charitable	250
SULAM 13300 Arctic Avenue, Rockville, MD 20853	Charitable	14,680
TRUSTEES OF TUFTS COLLEGE 21 Chetwynd Road, Somerville, MA 02144	Charitable	250
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 Raoul Wallenberg Place, SW Washington, DC 20024-2126	Charitable	24,550
U S FOUNDATION FOR LIBERTY 1718 M Street, N W , Suite 330, Washington, DC 20036	Charitable	5,000
WOUNDED WARRIOR PROJECT 1120 G Street, NW Suite 700 Washington, DC 20005	Charitable	500
YAD ZLATA 6406 Stratford Road, Chevy Chase, MD 20815	Charitable	500
YESHIVA OF GREATER WASHINGTON 2010 Linden Lane, Silver Spring, MD 20910	Charitable	2,300

DIANA AND MICHAEL DAVID EPSTEIN FAMILY FOUNDATION, INC

EIN 31-1684510
2013
Tax Schedule I

Recipient Name and Address	Purpose of Contribution	Amount
YOUNG ISRAEL OF POTOMAC 11618 Seven Locks Road, Potomac, MD 20854	Charitable	1,000
		568,059

DIANA AND MICHAEL EPSTEIN FOUNDATION

INVESTMENTS

12/31/2013

	Date purchased	Balance at 12/31/12 Shares	Balance at 12/31/12 Cost	Balance at 12/31/12 FMV	2013 Activity Shares	Purc/Rein	shares sold	basis Sales	sale proceeds	Gain/(Loss)	ROC	Description	Balance at 12/31/13 Shares	Balance at 12/31/13 Cost	Balance at 12/31/13 FMV
STOCKS															
ADT Corporation (spun off from Tyco Int'l Ltd)	28-Sep-12	250 000	12,254 10	11,622 50			(250 000)	(12,254 10)	12,194 72	(59 38)			0 000	0 00	
Covidien PLC New (fmly Covidien Limited)		500 000	30,670 50	28,870 00		(2,681 40)							500 000	27,989 10	34,050 00
Mallinckrodt Pub Ltd Co (spun off from Covidien)	1-Jul-13	0 000	0 00	0 00	62 0000	2,681 40							62 000	2,681 40	3,240 12
Pentair Ltd (spun off from Tyco Int'l Ltd)	28-Sep-12	119 000	6,701 87	5,848 85			(119 000)	(6,701 87)	6,307 75	(394 12)			0 000	0 00	
TE Connectivity Ltd (fmly Tyco Electronics)		500 000	28,076 18	18,560 00			(500 000)	(28,076 18)	20,859 53	(7,216 65)			0 000	0 00	
Tyco International Ltd (xfer from FBR account)		500 000	18,737 35	14,625 00			(500 000)	(18,737 35)	15,616 64	(3,120 71)			0 000	0 00	
			96,440 00	79,526 35		0 00		(65,769 50)	54,978 64	(10,790 86)	0 00			30,670 50	37,290 12
BONDS															
GNMA - passthru pool #181122	05/05/98	76 990	1,456 76	83 12			(26 71)	(451 13)	26 71	(424 42)			50 280	1,005 63	51 42
MD St Hlth & Hghr Ed - due 07/01/28	04/30/98	50,000 000	50,812 50	50,090 00									50,000 000	50,812 50	50,048 50
			52,269 26	50,173 12		0 00		(451 13)	26 71	(424 42)	0 00			51,818 13	50,099 92
MUTUAL FUNDS AND UNIT INVESTMENT TRUSTS															
American Capital Ltd (name chg from American Capital Strategi	09/20/05	2,700 000	100,197 00	41,364 26									2,700 000	100,197 00	53,817 24
American Capital Ltd	08/11/09	741 000	2,388 98	see above									741 000	2,388 98	see above
Apollo Investment Corp	01/18/07	5,000 000	112,200 00	41,800 00									5,000 000	112,200 00	42,375 00
DB Qam BRL/JPY 05/15/14 Lnkd to BRL Vs JPY 100/100/100/1	05/03/13	0 000	0 00	0 00	25,000 0000	25,000 00							25,000 000	25,000 00	23,127 50
IShares Russell 2000 Index Fund	02/12/07	775 000	62,744 46	65,346 45									775 000	62,744 46	89,404 00
IShares Russell Midcap Growth Index Fund (stk split 07/24/08)	04/26/07	1,000 000	56,066 43	62,800 00									1,000 000	56,066 43	84,360 00
JPM Intrepid Growth Fd	06/20/06	1,953 952	38,110 00	incl below									1,953 952	38,110 00	69,743 78
JPM Intrepid Growth Fd	12/21/11	11 333	256 14	incl below									11 333	256 14	see above
JPM Intrepid Growth Fd	12/19/12	19 170	508 60	51,933 19									19 170	508 60	see above
JPM Intrepid Growth Fd	12/23/13	0 000	0 00	0 00	13 9340	477 68							13 934	477 68	see above
JPM Int'l Value Fd (Fmly JPM Fleming Int'l Value Fd Select)	02/04/05	3,985 874	45,199 81	51,258 34									3,985 874	45,199 81	61,581 75
JPM Mid Cap Value Fd (Fmly JPM Mid Cap Fd)	11/25/02	1,859 808	27,450 86	51,628 46			(869 263)	(12,830 32)	25,000 00	12,169 68			990 545	14,620 54	34,481 12
*** JPM Multi Strategy Fund II (converted to 2% Holdback in May 2	12/02/02	155 960	125,000 00	197,684 96			(155 96)	(125,000 00)	207,774 62	82,774 62			0 000	0 00	
JPMorgan High Yield Bond Fund	10/06/10	11,708 445	94,948 57	107,166 10			(4,885 453)	(40,069 37)	39,499 62	(569 75)			6,822 992	54,879 20	54,453 94
JPM High Yield Fd - Sel	09/01/11	75 343	585 42	see above			(75 343)	(585 42)	617 81	32 39			0 000	0 00	see above
JPM High Yield Fd - Sel	10/03/11	73 943	553 84	see above			(73 943)	(553 84)	606 33	52 49			0 000	0 00	see above
JPM High Yield Fd - Sel	11/01/11	67 974	533 60	see above			(67 974)	(533 60)	557 39	23 79			0 000	0 00	see above
JPM High Yield Fd - Sel	12/01/11	76 386	584 36	see above			(76 386)	(584 36)	626 37	42 01			0 000	0 00	see above
JPM High Yield Fd - Sel	12/16/11	153 366	1,162 52	see above			(153 366)	(1,162 52)	1,257 60	95 08			0 000	0 00	see above
JPM High Yield Fd - Sel	12/16/11	94 005	712 56	see above			(94 005)	(712 56)	776 89	64 33			0 000	0 00	see above
JPM High Yield Fd - Sel	01/03/12	78 769	600 22	see above			(78 769)	(600 22)	652 21	51 99			0 000	0 00	see above
JPM High Yield Fd - Sel	02/01/12	64 802	505 46	see above			(64 802)	(505 46)	536 56	31 10			0 000	0 00	see above
JPM High Yield Fd - Sel	03/01/12	68 849	545 29	see above			(68 849)	(545 29)	570 07	24 78			0 000	0 00	see above
JPM High Yield Fd - Sel	04/02/12	72 655	573 25	see above			(72 655)	(573 25)	601 58	28 33			0 000	0 00	see above
JPM High Yield Fd - Sel	05/01/12	60 140	476 31	see above			(60 140)	(476 31)	497 96	21 65			0 000	0 00	see above
JPM High Yield Fd - Sel	06/01/12	68 167	528 98	see above			(68 167)	(528 98)	564 42	35 44			0 000	0 00	see above
JPM High Yield Fd - Sel	07/02/12	67 578	531 84	see above			(67 578)	(531 84)	559 55	27 71			0 000	0 00	see above
JPM High Yield Fd - Sel	08/01/12	70 369	560 14	see above			(70 369)	(560 14)	582 66	22 52			0 000	0 00	see above
JPM High Yield Fd - Sel	09/04/12	70 228	563 23	see above			(70 228)	(563 23)	581 49	18 26			0 000	0 00	see above
JPM High Yield Fd - Sel	10/01/12	70 089	566 32	see above			(70 089)	(566 32)	580 34	14 02			0 000	0 00	see above
JPM High Yield Fd - Sel	11/01/12	70 297	569 41	see above			(70 297)	(569 41)	582 06	12 65			0 000	0 00	see above
JPM High Yield Fd - Sel	12/03/12	68 092	559 49	see above			(68 092)	(559 49)	563 80	4 31			0 000	0 00	see above
JPM High Yield Fd - Sel	12/14/12	18 219	148 85	see above			(18 219)	(148 85)	150 85	2 00			0 000	0 00	see above
JPM High Yield Fd - Sel	12/14/12	66 842	546 10	see above			(66 842)	(546 10)	553 45	7 35			0 000	0 00	see above
JPM High Yield Fd - Sel	01/02/13	0 000	0 00	0 00	84 1030	684 60	(84 103)	(684 60)	696 37	11 77			0 000	0 00	see above
JPM High Yield Fd - Sel	02/01/13	0 000	0 00	0 00	66 2470	543 23	(66 247)	(543 23)	548 53	5 30			0 000	0 00	see above
JPM High Yield Fd - Sel	03/01/13	0 000	0 00	0 00	66 5780	545 94	(66 578)	(545 94)	551 27	5 33			0 000	0 00	see above
JPM High Yield Fd - Sel	04/01/13	0 000	0 00	0 00	61 9790	511 33	(61 979)	(511 33)	508 23	(3 10)			0 000	0 00	see above
JPM High Yield Fd - Sel	05/01/13	0 000	0 00	0 00	67 3300	562 88	(67 330)	(562 88)	552 11	(10 77)			0 000	0 00	see above
JPM High Yield Fd - Sel	06/03/13	0 000	0 00	0 00	59 5110	492 16	(59 511)	(492 16)	487 99	(4 17)			0 000	0 00	see above
JPM High Yield Fd - Sel	07/01/13	0 000	0 00	0 00	61 5860	494 54	(61 586)	(494 54)	505 01	10 47			0 000	0 00	see above
JPM High Yield Fd - Sel	08/01/13	0 000	0 00	0 00	59 6020	484 57	(59 602)	(484 57)	488 74	4 17			0 000	0 00	see above
JPM High Yield Fd - Sel	09/03/13	0 000	0 00	0 00	65 2980	524 35	(65 298)	(524 35)	535 44	11 09			0 000	0 00	see above
JPM High Yield Fd - Sel	10/01/13	0 000	0 00	0 00	59 0950	476 90	(59 095)	(476 90)	484 58	7 68			0 000	0 00	see above
JPM High Yield Fd - Sel	11/01/13	0 000	0 00	0 00	62 8910	516 97	(62 891)	(516 97)	515 71	(1 26)			0 000	0 00	see above
JPM High Yield Fd - Sel	12/02/13	0 000	0 00	0 00	61 8130	506 87	(61 813)	(506 87)	506 87	(0 00)			0 000	0 00	see above
JPM High Yield Fd - Sel	12/13/13	0 000	0 00	0 00	223 4910	1,787 93	(223 491)	(1,787 93)	1,832 63	44 70			0 000	0 00	see above
JPM High Yield Fd - Sel	12/13/13	0 000	0 00	0 00	32 6260	261 01	(32 626)	(261 01)	267 53	6 52			0 000	0 00	see above
JPM Phoenix Auto-Call Cat 10/09/13	09/21/12	25,000 000	25,000 00	25,330 00			(25,000 000)	(25,000 00)	25,000 00	0 00			0 000	0 00	
JPM Phoenix Auto-Call Cat 01/29/14	01/11/13	0 000	0 00	0 00	25,000 0000	25,000 00							25,000 000	25,000 00	25,732 50
JPM Phoenix Auto-Call Cat 01/29/14	01/11/13	0 000	0 00	0 00	50,000 0000	50,000 00	(50,000 000)	(50,000 00)	50,000 00	0 00			0 000	0 00	
JPMorgan Strategic Income Opportunities Fund	10/08/09	6,544 503	75,000 00	77,421 47									6,544 503	75,000 00	77,814 14
JPMorgan Total Return Fund Select	07/28/08	10,824 801	109,222 24	112,036 69			(10,824 801)	(109,222 24)	110,632 14	1,409 90			0 000	0 00	
JPM US Large Capital Core Plus Fund Select	02/28/07	4,422 341	82,004 22	incl below			(799 976)	(14,919 55)	18,479 45	3,559 90			3,622 365	67,084 67	109,677 52
JPMorgan US Large Cap Core Plus Fund Select	12/22/10	19 228	392 84	incl below			(19 228)	(392 84)	444 17	51 33			0 000	0 00	see above

DIANA AND MICHAEL EPSTEIN FOUNDATION

INVESTMENTS

12/31/2013

	Date	Balance at 12/31/12			2013 Activity								Balance at 12/31/13		
	purchased	Shares	Cost	FMV	Shares	Purc/Rein	shares sold	basis Sales	sale proceeds	Gain/ (Loss)	ROC	Description	Shares	Cost	FMV
JPMorgan US Large Cap Core Plus Fund Select	12/21/11	29 079	568 79	incl below			(29 079)	(568 79)	671 72	102 93			0 000	0 00	see above
JPMorgan US Large Cap Core Plus Fund Select	12/14/12	198 791	4,387 32	incl below			(198 791)	(4,387 32)	4,592 07	204 75			0 000	0 00	see above
JPMorgan US Large Cap Core Plus Fund Select	12/19/12	35 177	787 97	104,066 11			(35 177)	(787 97)	812 59	24 62			0 000	0 00	see above
JPMorgan US Large Cap Core Plus Fund Select	12/13/13	0 000	0 00	0 00	307 2890	8,176 98							307 289	8,176 98	see above
JPMorgan US Large Cap Core Plus Fund Select	12/13/13	0 000	0 00	0 00	7 4810	199 09							7 481	199 09	see above
JPMorgan US Large Cap Core Plus Fund Select	12/23/13	0 000	0 00	0 00	16 6330	453 44							16 633	453 44	see above
Highbridge Statistical Market (JPM Market Neutral Fd)	06/15/06	1,587 302	25,000 00	30,590 39			(1,587 302)	(25,000 000)	22,936 51	(2,063 49)			0 000	0 00	
Highbridge Statistical Market (JPM Market Neutral Fd)	11/17/06	445 282	6,941 56	see above			(445 282)	(6,941 560)	6,434 33	(507 23)			0 000	0 00	
RBC Phoenix Auto-Call F 06/11/14	05/24/13	0 000	0 00	0 00	50,000 0000	50,000 00	(50,000 000)	(50,000 000)	50,000 00	0 00			0 000	0 00	
Vanguard Emerging Market ETF	11/16/10	1,000 000	48,349 17	44,530 00									1,000 000	48,349 17	41,140 00
			1,054,132 15	1,064,956 42		167,700 47		(484,920 43)	582,777 60	97,857 17	0 00			736,912 19	767,708 49
			1,202,841 41	1,194,655 89		167,700 47		(551,141 06)	637,782 95	86,641 89	0 00			819,400 82	855,098 53
							cash in lieu		21 78						
									637,804 73						