Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning JUN 1, 2008 , and ending MAY 31, 2009

G Check all that apply [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label Otherwise, print or type. See Specific Instructions.

Name of foundation: M/S FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: 242 FOURTH STREET

City or town, state, and ZIP code: LAKEWOOD, NJ 08701

A Employer identification number: 31-6642915

B Telephone number: 732-364-0111

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 ▶ [ ]

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, col (c), line 16) ▶$ 1312915.

J Accounting method [ ] Cash [X] 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))

		(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	500.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9257.	9257.		
	4 Dividends and interest from securities	136.	136.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	85576.			
	b Gross sales price for all assets on line 6a 139660.				
	7 Capital gain net income (from Part IV, line 2)		85576.		
	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	20187.	20187.		Statement 1
	12 **Total** Add lines 1 through 11	115656.	115156.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 2	281.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	281.	0.		0.
	25 Contributions, gifts, grants paid	103931.			103931.
	26 **Total expenses and disbursements.** Add lines 24 and 25	104212.	0.		103931.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	11444.			
	b **Net investment income** (if negative, enter -0-)		115156.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	592403.	619830.	619830.
	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 ▶ 47885.			
	Less allowance for doubtful accounts ▶	58085.	47885.	47885.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 3	60734.	59346.	4852.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 4	697774.	690348.	640348.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1408996.	1417409.	1312915.
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 ▶)	65117.	64090.	
	23 **Total liabilities** (add lines 17 through 22)	65117.	64090.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1343879.	1353319.	
	30 **Total net assets or fund balances**	1343879.	1353319.	
	31 **Total liabilities and net assets/fund balances**	1408996.	1417409.	

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	1343879.
2 Enter amount from Part I, line 27a	2	11444.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1355323.
5 Decreases not included in line 2 (itemize) ▶ FEDERAL INCOME TAX	5	2004.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1353319.

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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	PER ATTACHED SCHEDULE	P	Various	Various
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	139660.		54084.	85576.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				85576.
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 85576.

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 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))
2007	104352.	271302.	.384634
2006	155365.	497987.	.311986
2005	84279.	218816.	.385159
2004	25234.	125934.	.200375
2003	15940.	111015.	.143584

2 Total of line 1, column (d)	2	1.425738
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	.285148
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	610244.
5 Multiply line 4 by line 3	5	174010.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1152.
7 Add lines 5 and 6	7	175162.
8 Enter qualifying distributions from Part XII, line 4	8	103931.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling letter ______ (attach copy of ruling letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	2303.
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	2303.
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	2303.
6	Credits/Payments			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	77.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2380.
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 2009 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ TAXPAYER Telephone no ▶

Located at ▶ TAXPAYERS ADDRESS ZIP+4 ▶

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

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

			Yes	No
	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 ☒ 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 page 20 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008)* N/A	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 2008?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If you answered "Yes" to 6b, also file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHOSHANA ENGLANDER 242 4TH STREET LAKEWOOD, NJ 08701	TRUSTEE 0.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 CONTRIBUTIONS TO VARIOUS TAX EXEMPT YESHIVOS - SCHOOLS AND SYNAGOGUES QUALIFYING AS SEC. 501(C)(3) CHARITIES	103931.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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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	20438.
b	Average of monthly cash balances	1b	599099.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	619537.
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	619537.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9293.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	610244.
6	**Minimum investment return.** Enter 5% of line 5	6	30512.

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	30512.
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a: 2303.		
b	Income tax for 2008 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2303.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	28209.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	28209.
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	28209.

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	103931.
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	103931.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	103931.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				28209.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003 13420.				
b From 2004 19736.				
c From 2005 80436.				
d From 2006 134024.				
e From 2007 96303.				
f Total of lines 3a through e	343919.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 103931.				
a Applied to 2007, 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 2008 distributable amount				28209.
e Remaining amount distributed out of corpus	75722.			
5 Excess distributions carryover applied to 2008 (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	419641.			
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 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	13420.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	406221.			
10 Analysis of line 9				
a Excess from 2004 19736.				
b Excess from 2005 80436.				
c Excess from 2006 134024.				
d Excess from 2007 96303.				
e Excess from 2008 75722.				

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 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	(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 the 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 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*				
PER ATTACHED SCHEDULE				103931.
Total			▶ 3a	103931.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		9257.
4 Dividends and interest from securities			14		136.
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			18		20187.
8 Gain or (loss) from sales of assets other than inventory			18		85576.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		0.	115156.
13 Total. Add line 12, columns (b), (d), and (e)				13	115156.

(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)
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 2/17/10 — Title Trustee

Paid Preparer's Use Only

Preparer's signature	Date 01/20/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	KAUFMAN & KAUFMAN, CPA'S 521 FIFTH AVE NEW YORK, NY 10175	EIN Phone no

Form 990-PF Other Income Statement 1

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
FROM K-1 JM INVESTORS LLC	<7426.>	<7426.>	
FROM K-1 J&N INVEST LLC	27613.	27613.	
Total to Form 990-PF, Part I, line 11	20187.	20187.	

Form 990-PF Other Expenses Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	185.	0.		0.
OFFICE EXPENSES	96.	0.		0.
To Form 990-PF, Pg 1, ln 23	281.	0.		0.

Form 990-PF Corporate Stock Statement 3

Description	Book Value	Fair Market Value
STOCKS	5858.	1779.
INVESTMENT IN VITA CORP COM	29050.	232.
INVESTMENT IN MENGOLD	24438.	2841.
Total to Form 990-PF, Part II, line 10b	59346.	4852.

Form 990-PF Other Investments Statement 4

Description	Valuation Method	Book Value	Fair Market Value
INVESTMENT IN QUEST MINERAL MINING	COST	50000.	0.
INVESTMENT IN JM INVESTORS	COST	269027.	269027.
LOAN - MUELLER TRADING LP OF LAKEWOOD	COST	371321.	371321.
Total to Form 990-PF, Part II, line 13		690348.	640348.

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

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

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

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

Type or print	Name of Exempt Organization M/S FAMILY FOUNDATION	**Employer identification number** 31-6642915
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 242 FOURTH STREET	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LAKEWOOD, NJ 08701	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

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

- The books are in the care of ▶ TAXPAYER TAXPAYERS ADDRESS -

Telephone No. ▶ ________ FAX No. ▶ ________

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

4 I request an additional 3-month extension of time until April 15, 2010 .

5 For calendar year ________ , or other tax year beginning JUN 1, 2008 , and ending MAY 31, 2009 .

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION NECESSARY TO COMPLETE RETURN NOT YET AVAILABLE

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**8a**	$	2303.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$	0.
c **Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**8c**	$	2303.

Signature and Verification

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

Signature ▶ Title ▶ Date ▶

M/S FAMILY FOUNDATION
ID # 31-6642915
Tax Year: June 1, 2008 - May 31, 2009

DATE SOLD	AMOUNT	NAME		COST		Proceeds		G/L
2/5/2009	22,450	MBH HEALTHCARE	$	686 00	$	39 11	$	(646 89)
1/22/2009	10,000 00	Renaissance Acquisiton	$	202 50	$	0 01	$	(202 49)
3/9/2009	18,000 00	Highlands Acquistion	$	552 50	$	347 49	$	(205 01)
5/22/2009	12,500 00	Arcade Acquistion	$	362 50	$	0 01	$	(362 49)
5/12/2009	34,000 00	Advanced Technology Acquistion 34,000	$	930 50	$	186 99	$	(743 51)
3/5/2009	22,450 00	Santa Monica Media	$	959 00	$	302 00	$	(657 00)
3/5/2009	35,000 00	Sherman Acq	$	1,772.50	$	897 49	$	(875 01)
5/18/2009	2,500 00	Stone Tand China Acquisition	$	112 50	$	107 99	$	(4 51)
5/4/2009	2,500 00	Transtech Services Partners	$	187 50	$	34 99	$	(152 51)
1/14/2009	34,900 00	Media & Entertainment	$	675 60	$	161 99	$	(513 61)
8/21/2008	1,000 00	Elan Corp	$	13,272 50	$	13,137 42	$	(135 08)
6/12/2008	12,500 00	Mengold Res	$	3,212 50	$	2,786 22	$	(426 28)
10/30/2007	6,000 00	Megawest Energy	$	2,830 00	$	10,137 34	$	7,307 34
9/18/2008	10 00	Put S&P	$	1,062 50	$	2,582 50	$	1,520 00
various	20,000 00	OPNEXT	$	26,625 00	$	46,568 17	$	19,943 17
11/20/2008	79 00	Union Street	$	640 80	$	639 11	$	(1 69)
Various		Rossenthal Collins - options			$	61,730 70	$	61,730 70
			$	54,084 40	$	139,659 53	$	85,575 13

M/S Family Foundation
Tax Year 5/31/2009
ID # 31-6642915
GRANTS AND CONTRIBUTION PAID DURING THE YEAR

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Aaron Chapler	Public	Educational	None	500 00
ACCF	Public	Educational	None	199 00
Ahavas Chesed	Public	Educational	None	161 00
AMERICAN FRIENDS	Public	Educational	None	50 00
AMERICAN FRIENDS FOR THARS HAMISPACHA	Public	Educational	None	36 00
American Friends of Ruch Chaim	Public	Educational	None	180 00
Areivim	Public	Educational	None	25 00
avachim	Public	Educational	None	25 00
Aw	Public	Educational	None	50 00
Bais Avrohom Torah Center	Public	Educational	None	100 00
Bais H'Talmud	Public	Educational	None	2,500 00
Bais Kaila	Public	Educational	None	1,000 00
Bais Mikroh	Public	Educational	None	500 00
Bais Pinchos	Public	Educational	None	500 00
BAIS RIVKA ROCHEL	Public	Educational	None	1,450 00
beth medrash Gevah of Israel	Public	Educational	None	180 00
Birchas Chaim	Public	Educational	None	5,000 00
BMG TOT	Public	Educational	None	50 00
BMK	Public	Educational	None	25 00
Bnos Yakov	Public	Educational	None	750 00
C A R Emergency Fire Fund	Public	Educational	None	180 00
Camp Extreme	Public	Educational	None	200 00
CCK Fund	Public	Educational	None	50 00
Chai Lifeline	Public	Educational	None	360 00
chesed yisroel	Public	Educational	None	50 00
Chevra Lomdei Torah	Public	Educational	None	4,390 00
Cong Adas Yerasin Tzedkah Fund	Public	Educational	None	2,000 00
cong Ahavas Chesed	Public	Educational	None	5,000 00
cong Bais Meir	Public	Educational	None	5,000 00
CONG BMG	Public	Educational	None	36 00
CONG KHAL CHASDIM	Public	Educational	None	360 00
cong sfat tammim	Public	Educational	None	100 00
CONG SHARIE SHLOMO	Public	Educational	None	360 00
Cong Zichron Schneur	Public	Educational	None	2,718 00
cong zichron yM	Public	Educational	None	50 00
D taplin	Public	Educational	None	100 00
DM&L	Public	Educational	None	25 00
Ein Od Belvado	Public	Educational	None	1,850 00
emis	Public	Educational	None	25 00
EOM	Public	Educational	None	5,500 00
GTYY	Public	Educational	None	25 00
GZYY	Public	Educational	None	50 00
Hammor	Public	Educational	None	180 00

Hatzlah	Public	Educational	None	25 00
Hechal H'torah	Public	Educational	None	180 00
IDF	Public	Educational	None	100 00
k E S	Public	Educational	None	360 00
KCYM	Public	Educational	None	500 00
Kedushas Zion	Public	Educational	None	1,000 00
Keren Even Habochen	Public	Educational	None	180 00
Keren Gemilas Chasadim	Public	Educational	None	100 00
keren Hachesed	Public	Educational	None	50 00
Keren H'rav Yissochar Dov	Public	Educational	None	1,400 00
keren zichron	Public	Educational	None	25 00
Kha	Public	Educational	None	50 00
KHAL BENEI TORAH	Public	Educational	None	36 00
kolle Sharie Tefillah	Public	Educational	None	300 00
Kollel Erev	Public	Educational	None	100 00
kOLLEL KAMINTZ	Public	Educational	None	100 00
kollel mordechai	Public	Educational	None	25 00
Kollel Sharie Tefillah	Public	Educational	None	300 00
kollel yad chaim mordechai	Public	Educational	None	180 00
kollel Yehuda	Public	Educational	None	360 00
Kollel Zichron Menachem	Public	Educational	None	50 00
KYCM	Public	Educational	None	700 00
LANDUA EXPRESS	Public	Educational	None	185 00
MASMID GOVAH	Public	Educational	None	160 00
Me'or H'Torah	Public	Educational	None	25 00
MEOROS	Public	Educational	None	200 00
MESIVTA OF PASSAIC	Public	Educational	None	25 00
Mesivta of Toledo	Public	Educational	None	180 00
minyan shalnue	Public	Educational	None	100 00
Mirkaz Hatorah of White Oak	Public	Educational	None	50 00
NEFESH	Public	Educational	None	505 00
Ner Dovid	Public	Educational	None	25 00
Ohr Nosson	Public	Educational	None	50 00
OHROS YISROEL	Public	Educational	None	500 00
one day at a time	Public	Educational	None	25 00
Orchos Chaim	Public	Educational	None	2,392 00
rabbi Friedman	Public	Educational	None	3,290 00
rav tumim	Public	Educational	None	50 00
renwal	Public	Educational	None	25 00
revach vhatlah	Public	Educational	None	50 00
RJJ	Public	Educational	None	2,500 00
RTLF	Public	Educational	None	25 00
RTLF	Public	Educational	None	25 00
Shalom	Public	Educational	None	25 00
Shalom Torah Centers donation	Public	Educational	None	10,000 00
SHARIE TEFILAH	Public	Educational	None	300 00
Shimras Dorim	Public	Educational	None	1,000 00
Slatin Chacoch	Public	Educational	None	1,600 00
SLatin Hanoch	Public	Educational	None	2,400 00
STAM GEMACH	Public	Educational	None	10,699 70
Student Aid	Public	Educational	None	104 00
Tal Torah	Public	Educational	None	180 00

TEFERES DEVORAH LKALLAH	Public	Educational	None	100 00
tol tarah	Public	Educational	None	25 00
toldos ahron	Public	Educational	None	250 00
Tomchei Shabbos	Public	Educational	None	180 00
Torah Center of America	Public	Educational	None	36 00
torah Veds	Public	Educational	None	25 00
Toras Chesed	Public	Educational	None	225 00
TSBL	Public	Educational	None	25 00
Tzedaka Vachesed	Public	Educational	None	175 00
Y M M	Public	Educational	None	25 00
Yachad	Public	Educational	None	25 00
yad Hatalmud	Public	Educational	None	25 00
Yad Chaim	Public	Educational	None	25 00
yad Eleizer	Public	Educational	None	25 00
yad Eleizer	Public	Educational	None	25 00
Yad Vlev	Public	Educational	None	905 00
Yeled Vyaled	Public	Educational	None	100 00
yeshiva Amalah Torah	Public	Educational	None	500 00
yeshiva ateres of waterbury	Public	Educational	None	180 00
Yeshiva Bais Hatorah	Public	Educational	None	400 00
Yeshiva bais meir	Public	Educational	None	5,190 00
YESHIVA CHEMDAS HATORAH	Public	Educational	None	250 00
Yeshiva Dvar Torah donation	Public	Educational	None	1,000 00
YESHIVA GEDOLAH OF BAYONE	Public	Educational	None	2,050 00
Yeshiva Ketana	Public	Educational	None	7,055 00
yeshiva Mordechai Yehoshua	Public	Educational	None	180 00
yeshiva Rashbi	Public	Educational	None	180 00
yeshiva shalom rav	Public	Educational	None	18 00
YMML	Public	Educational	None	50 00
YOY	Public	Educational	None	50 00
ysk achod	Public	Educational	None	25 00
YYLC	Public	Educational	None	25 00
zichron ahava	Public	Educational	None	25 00
Zichron Mordechai	Public	Educational	None	150 00
zichron shneur	Public	Educational	None	150 00
zichron tzion	Public	Educational	None	50 00
zichron yisroel	Public	Educational	None	75 00
ZYF	Public	Educational	None	50 00
Various Educational Institution	Public	Educational	None	975 00
Total Donation				105,530 70
				105,530.70
				-1,600 00 CHK that did not clear
				103,930 70