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

2011

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

For calendar year 2011 or tax year beginning AUG 1, 2011, and ending JUL 31, 2012

Name of foundation MELOHN FOUNDATION INC. C/O MELOHN PROPERTIES		A Employer identification number 13-6197827
Number and street (or P O box number if mail is not delivered to street address) 1995 BROADWAY	Room/suite	B Telephone number 212-787-2500
City or town, state, and ZIP code NEW YORK, NY 10023		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,954,564.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		365.	365.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents		2,053,169.	2,053,169.		STATEMENT 2
b Net rental income or (loss) 1,014,153.					STATEMENT 3
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit (or loss)					
11 Other income					
12 Total. Add lines 1 through 11		2,053,534.	2,053,534.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		792.	0.		792.
b Accounting fees STMT 5		24,053.	0.		24,053.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		561.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		1,039,896.	1,039,016.		880.
24 Total operating and administrative expenses. Add lines 13 through 23		1,065,302.	1,039,016.		25,725.
25 Contributions, gifts, grants paid		1,676,655.			1,676,655.
26 Total expenses and disbursements. Add lines 24 and 25		2,741,957.	1,039,016.		1,702,380.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<688,423.>			
b Net investment income (if negative, enter -0-)			1,014,518.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,157,141.	954,564.	954,564.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶ 4,575,676.				
Less: accumulated depreciation ▶	4,061,522.	4,575,676.	15,000,000.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	6,218,663.	5,530,240.	15,954,564.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,656,562.	1,968,139.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	3,562,101.	3,562,101.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	6,218,663.	5,530,240.		
31 Total liabilities and net assets/fund balances	6,218,663.	5,530,240.		

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	6,218,663.
2 Enter amount from Part I, line 27a	2	<688,423.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,530,240.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,530,240.

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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			
b NONE			
c			
d			
e			

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

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

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

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))
2010	1,042,006.	17,087,314.	.060981
2009	915,681.	17,336,000.	.052820
2008	977,304.	14,203,441.	.068808
2007	799,977.	14,154,622.	.056517
2006	799,421.	14,009,106.	.057064

2 Total of line 1, column (d)	2	.296190
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	.059238
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	16,297,195.
5 Multiply line 4 by line 3	5	965,413.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,145.
7 Add lines 5 and 6	7	975,558.
8 Enter qualifying distributions from Part XII, line 4	8	1,702,380.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	10,145.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	10,145.
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	10,145.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,920.	
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	9,920.	
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	225.	
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 2012 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?		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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>FOUNDATION</u> Telephone no. ► <u>212-787-2500</u> Located at ► <u>1995 BROADWAY, , NEW YORK, , NY</u> ZIP+4 ► <u>10023</u>			
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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► _____ ☐ 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.) 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 2011 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 2011) 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 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARTHA MELOHN	PRESIDENT AS	REQ'D		
365 WEST END AVENUE				
NEW YORK, NY 10024	0.00	0.	0.	0.
ALFONS MELOHN	SECRETARY AS	REQ'D		
365 WEST END AVENUE				
NEW YORK, NY 10024	0.00	0.	0.	0.
LEON MELOHN	VICE PRES AS	REQ'D		
365 WEST END AVENUE				
NEW YORK, NY 10024	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

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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 NONE	
	0.
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	
2	
All other program-related investments. See instructions.	
3 NONE	
	0.

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	0.
b	Average of monthly cash balances	1b	1,545,376.
c	Fair market value of all other assets	1c	15,000,000.
d	Total (add lines 1a, b, and c)	1d	16,545,376.
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	16,545,376.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	248,181.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,297,195.
6	Minimum investment return. Enter 5% of line 5	6	814,860.

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	814,860.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,145.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,145.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	804,715.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	804,715.
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	804,715.

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	1,702,380.
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	1,702,380.
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	10,145.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,692,235.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				804,715.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	119,780.			
b From 2007	111,548.			
c From 2008	286,502.			
d From 2009	122,896.			
e From 2010	181,372.			
f Total of lines 3a through e	822,098.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,702,380.				
a Applied to 2010, 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 2011 distributable amount				804,715.
e Remaining amount distributed out of corpus	897,665.			
5 Excess distributions carryover applied to 2011 (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	1,719,763.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	119,780.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,599,983.			
10 Analysis of line 9:				
a Excess from 2007	111,548.			
b Excess from 2008	286,502.			
c Excess from 2009	122,896.			
d Excess from 2010	181,372.			
e Excess from 2011	897,665.			

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

Form **990-PF** (2011)

MELOHN FOUNDATION INC.

Form 990-PF (2011)

C/O MELOHN PROPERTIES

13-6197827 Page 11

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				
SEE ATTACHED SCHEDULE.				1,676,655.
NO RECIPIENTS ARE INDIVIDUALS.				
ALL RECIPIENTS ARE PUBLIC CHARITIES.				
ALL CONTRIBUTIONS ARE GENERAL SUPPORT.				
Total			3a	1,676,655.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	365.	
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property				16	1,014,153.	
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
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.		1,014,518.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 1,014,518.	

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

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

[illegible]

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. | | |

[illegible]

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

- b If "Yes," complete the following schedule.**

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

**Sign
Here**

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

► + Verbal Abuse

13/14/13

► PREZ.

May the IRS discuss this return with the preparer shown below? (Print name)

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH LESHKOWITZ

Preparer's signature

JOSEPH LESHKOWITZ

Date

2/12/40

Check ☐ self-employed

PTIN

P00586169

Firm's name ► **LESHKOWITZ & COMPANY, LLP**

Firm's EIN ► 11-2473984

Firm's address ► 270 MADISON AVENUE
NEW YORK, NY 10016

Phone no. **212-532-5550**

Form **990-PF** (2011)

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	SEE BALANCE SHEET * TOTAL 990-PF PG 1 DEPR					0.		0.	0.	0.	0.	0.

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

<u>SOURCE</u>	<u>AMOUNT</u>
CHASE BANK	197.
JPMORGAN SECURITIES	168.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	365.

FORM 990-PF RENTAL INCOME STATEMENT 2

<u>KIND AND LOCATION OF PROPERTY</u>	<u>ACTIVITY NUMBER</u>	<u>GROSS RENTAL INCOME</u>
RENTAL INCOME, NON-DEBT. FINANCED PROPERTY	2	2,053,169.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,053,169.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

<u>DESCRIPTION</u>	<u>ACTIVITY NUMBER</u>	<u>AMOUNT</u>	<u>TOTAL</u>
RENTAL EXPENSE, NON-DEBT. FINANCED PROPERTY		1,039,016.	
- SUBTOTAL -	2		1,039,016.
TOTAL RENTAL EXPENSES			1,039,016.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			1,014,153.

FORM 990-PF LEGAL FEES STATEMENT 4

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
PATTERSON BELKNAP	792.	0.		792.
TO FM 990-PF, PG 1, LN 16A	792.	0.		792.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LESHKOWITZ & CO, LLP	24,053.	0.		24,053.	
TO FORM 990-PF, PG 1, LN 16B	24,053.	0.		24,053.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	561.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	561.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
RENTAL EXPENSES (SEE SCHEDULE ATTACHED)	1,039,016.	1,039,016.		0.	
FILING FEES	750.	0.		750.	
NY LAW JOURNAL	130.	0.		130.	
TO FORM 990-PF, PG 1, LN 23	1,039,896.	1,039,016.		880.	

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS			STATEMENT	8
-------------	--	--	--	-----------	---

NAME OF MANAGER

ALFONS MELOHN

LEON MELOHN

**MELOHN FOUNDATION
GRANTS & CONTRIBUTIONS
8/1/11 - 7/31/12**

Agudath Israel of America	New York, NY	\$ 1,452,100
Ahavas Torah Vchesed	Brooklyn, NY	10,000
American Association for Bikur Cholim Hospital Jerusalem Inc.	New York, NY	400
American Friends of Gateshead Talmudical College	Chicago, IL	100
American Friends of Neveh Zion	Flushing, NY	360
American Friends of Shalva Israel, Inc	New York, NY	360
Avigdor's Helping Hand	Brooklyn, NY	180
Bais Yaakov Faigeh Schonberger of Adas Yereim	Brooklyn, NY	250
Bais Yaakov of Passaic	Passaic, NJ	500
Bayith Lepleitot Inc.	Brooklyn, NY	100
Beer Hagolah Institutes Inc.	Brooklyn, NY	600
Beis Yosef Nevardok	Brooklyn, NY	1,000
Bensalem Kollel Synagogue and Outreach Center	Lakewood NJ	5,000
Beth Hamedrash Machzikei Torah	New York, NY	500
Beth Hatalmud Rabbinical Institute Inc.	Brooklyn, NY	10,250
Beth Medrash & Kollel Tifereth Zekainim Levi Yitzchok	Brooklyn, NY	3,000
Beth Medrash Govoha of Lakewood Inc.	Lakewood NJ	2,100
Bikur Cholim Of Manhattan Inc	New York, NY	15,185
Chabad	New York, NY	5,000
Chai-Life Line dba Chai Lifeline Inc.	New York, NY	5,200
Cong. Emunas Yisroel	Brooklyn, NY	1,000
Cong. Khal Adath Jeshurun	New York, NY	500
Cong. Adas Yereim	Brooklyn, NY	180
Cong. Bais Moshe Schmeil	Brooklyn, NY	380
Cong. Bnei Israel Chaim	New York, NY	1,700
Cong. Heichel Moshe	New York, NY	150
Cong. Kehilath Jacob	New York, NY	1,000
Cong. Minchas Chinuch of the West Side	New York, NY	4,500
Cong. Ohav Sholom	New York, NY	500
Cong. Ohav Torah	Brooklyn, NY	180
Cong. Zichron Elimelech	Brooklyn, NY	250
Congregation Lubavitch	Brooklyn, NY	2,000
Congregation Ohr Hatorah & Oneg Shabbat	New York, NY	1,000
Echo	New York, NY	250
Education Community Fund Inc.	Lakewood, NJ	500
Emunah of America Inc.	New York, NY	3,050
Ezrat Israel inc	Brooklyn, NY	1,000
Friends of Lehava	New York, NY	1,000
Friends of Refugees of Eastern Europe	Brooklyn, NY	100
HASC Center Inc.	New York, NY	5,000
Hatzolah	Brooklyn, NY	10,000
Jewish Women's Club	New York, NY	360
Just One Life Inc	New York, NY	1,000
Keren Ahavas Chesed	Brooklyn, NY	1,500
Keren Zahav Inc.	Brooklyn, NY	180
Keren Zichron Israel	Brooklyn, NY	180
K'Hal Premislan	Brooklyn, NY	180
Kimpatorin Aid	Brooklyn, NY	360
Kollel Nezikin	Lakewood, NJ	250

Kollel Zichron Yosef Inc.	Brooklyn, NY	1,000
Kupath Rambahn Kolel Polin	Brooklyn, NY	900
Lakewood Cheder School	Lakewood NJ	1,500
Machon Bais Yaakov	Brooklyn, NY	500
Manhattan Jewish Experience	New York, NY	5,000
Mesifita Tifereth Jerusalem	New York, NY	1,000
Mikvah USA	Brooklyn, NY	5,000
Mirrer Yeshiva Central Institute	Brooklyn, NY	1,000
Mosdos Beth Yosef Zvi	Brooklyn, NY	10,000
Mosdot Botoshan Inc.	Brooklyn, NY	180
National Jewish Outreach Program Inc.	New York, NY	5,000
Od Yosef Chai	Brooklyn, NY	1,000
Rabbi Jacob Joseph School	New York, NY	1,800
Rabbinical Seminary of America	Queens, NY	10,000
Rofeh Cholim Cancer Society Inc.	Brooklyn, NY	10,000
Shalom Torah Centers	New York, NY	100
Shalva	Brooklyn, NY	3,500
Shor Yoshuv	Far Rockaway, NY	1,800
Talmudic Research Center	Passaic, NJ	500
The American Friends of Migdal Ohr	New York, NY	1,000
The Carlebach Shul Congregation Kehilath Jacob	New York, NY	1,000
Tomchei Shabbos	New York, NY	6,480
Touro College	New York, NY	3,000
United Talmudical Academy Torah Vyirah Inc.	Brooklyn, NY	1,000
West Side Kollel Torah Center	New York, NY	1,000
Yad Lachmu Anyu Lenitzruchin Choq Lyisroel	Brooklyn, NY	1,000
Yad Menachem Letinok Inc	Brooklyn, NY	180
Yeshiva Bais Channah	New York, NY	1,000
Yeshiva Beth Joseph Zvi	Brooklyn, NY	6,000
Yeshiva Ketana of Manhattan	New York, NY	25,600
Yeshiva Meor Enaim	Brooklyn, NY	8,600
Yeshiva Mkor Chaim	Brooklyn, NY	100
Yeshiva Of Nitra	Brooklyn, NY	1,200
Yeshiva Ohr Torah Community School Inc.	New York, NY	5,000
Yeshiva Rabbi Samson Raphael Hirsch	New York, NY	1,100
Yeshiva Shaarei Arazim	Brooklyn, NY	100
Yeshiva Tiferet Torah	Brooklyn, NY	1,800
Yeshivas Heichal Hatorah Inc.	Brooklyn, NY	180
Young Israel of Bedford Bay	Brooklyn, NY	1,050
Zichron Moshe	Brooklyn, NY	50

\$ 1,676,655

THE MELOHN FOUNDATION, INC.
ID # 13-6197827
105 WEST 55TH STREET, NEW YORK, NY-APARTMENT BUILDING

**BALANCE SHEET
AS OF JULY 31, 2012**

ASSETS

Cash in bank - Operating account		\$	930,622
Cash in bank - Tenants' security deposits			348,490
Receivables			53,141
Prepaid expenses			228,597
Loans and exchanges			56,581
Real estate:			
Buildings & improvements	\$	3,092,429	
Land		<u>2,246,467</u>	
		5,338,896	
Less: Accumulated depreciation to			
July 31, 2012		<u>(2,011,527)</u>	3,327,369
Equipment		58,318	
Less: Accumulated depreciation to			
July 31, 2012		<u>(51,862)</u>	<u>6,456</u>
<u>Total Assets</u>			<u>\$ 4,951,256</u>

LIABILITIES AND NET WORTH

Liabilities:

Accrued expenses		27,091	
Tenants securities payable		<u>348,490</u>	
Total Liabilities			\$ 375,581

Net Worth:

Capital - August 1, 2011		4,061,522	
Add: Net income for the period			
8/1/11 - 7/31/12		1,014,153	
Less: Transfers to Foundation account		<u>(500,000)</u>	
Total Net Worth - July 31, 2012			<u>4,575,675</u>
<u>Total Liabilities and Net Worth</u>			<u>\$ 4,951,256</u>

(1) Part II, Line 11 -

Investment - Land and Building

Net Worth - 105 West 55th St. Building

At book value \$ 4,575,675

At market value (Per 7/01/10 appraisal) \$ 15,000,000

THE MELOHN FOUNDATION, INC.
ID # 13-6197827
105 WEST 55TH STREET, NEW YORK, NY-APARTMENT BUILDING

NET RENTAL INCOME
YEAR ENDED JULY 31, 2012

Line 5b) - Part I:

Income:

Rental income	\$ 2,096,058
Less: Bad debts and vacancies	(44,520)
Add: Admin fee on security deposits	1,631
Net rental	<u>2,053,169</u>

Expenses:

Repairs and maintenance	26,172
Hardware and supplies	5,138
Painting and decorating	16,910
Payroll	128,407
Payroll taxes	7,872
Telephone	953
Utilities	121,461
Water & sewer	81,923
Insurance	24,330
Real estate taxes	520,556
Dues and permits	5,956
Professional fees	28,108
Office services	600
Depreciation	<u>70,630</u>

Total expenses	<u>1,039,016</u>
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Net rental income	<u><u>\$ 1,014,153</u></u>
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Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. MELOHN FOUNDATION INC. C/O MELOHN PROPERTIES	Employer identification number (EIN) or ☒ 13-6197827
	Number, street, and room or suite no. If a P.O. box, see instructions. 1995 BROADWAY	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10023	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

FOUNDATION

- The books are in the care of ► **1995 BROADWAY, - NEW YORK, , NY 10023**
Telephone No ► **212-787-2500** 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

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MARCH 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **AUG 1, 2011**, and ending **JUL 31, 2012**

- 2** If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a 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.	3a	\$ 9,713.
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.	3b	\$ 9,920.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)