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THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

Form 990-PF (2012)

03-0463941 Page 2

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		1,736,832.	174,457.	174,457.	
	2	Savings and temporary cash investments			1,172,899.	1,172,899.	
	3	Accounts receivable	23,300.				
		Less allowance for doubtful accounts		32,200.	23,300.	23,300.	
	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	1,689,676.				
		Less allowance for doubtful accounts	0.		1,116,500.	1,689,676.	1,689,676.
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U S and state government obligations					
		b Investments - corporate stock					
		c Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis						
	Less accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 8		1,460,436.	1,621,856.	2,561,266.	
14	Land, buildings, and equipment basis						
	Less accumulated depreciation						
15	Other assets (describe)						
16	Total assets (to be completed by all filers)			4,345,968.	4,682,188.	5,621,598.	
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)	STATEMENT 9)		922.	922.		
23	Total liabilities (add lines 17 through 22)			922.	922.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds			0.	0.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			4,345,046.	4,681,266.		
30	Total net assets or fund balances			4,345,046.	4,681,266.		
31	Total liabilities and net assets/fund balances			4,345,968.	4,682,188.		

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	4,345,046.
2	Enter amount from Part I, line 27a	2	336,220.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	4,681,266.
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	4,681,266.

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	675,173.	4,976,029.	.135685
2010	367,332.	3,572,035.	.102835
2009	129,723.	2,978,342.	.043555
2008	529,760.	2,578,970.	.205415
2007	225,318.	2,748,741.	.081971

2 Total of line 1, column (d)	2	.569461
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	.113892
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,747,322.
5 Multiply line 4 by line 3	5	654,574.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,473.
7 Add lines 5 and 6	7	657,047.
8 Enter qualifying distributions from Part XII, line 4	8	603,312.

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.

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

Form 990-PF (2012)

03-0463941 Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,946.
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	4,946.
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	4,946.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,600.
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	3,600.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	18.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 10	9	1,364.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Form 990-PF (2012)

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

Form 990-PF (2012)

03-0463941

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ ARTHUR MEISELS Telephone no ▶ 718-624-6008 Located at ▶ 290 HEWES ST , BROOKLYN, NY ZIP+4 ▶ 11211			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/> N/A	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 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <input type="checkbox"/> 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 2012?	4b	X

Form 990-PF (2012)

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 propoganda, 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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
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? Yes No

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
ARTHUR MEISELS 78 SEVEN SPRINGS RD MONROE, NY 10950	TRUSTEE 0.00	0.	0.	0.
MIRIAM MEISELS 78 SEVEN SPRINGS RD MONROE, NY 10950	TRUSTEE 0.00	0.	0.	0.
MARTIN MEISELS 1517 58TH ST BROOKLYN, NY 11219	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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	1,455,243.
c	Fair market value of all other assets	1c	4,379,602.
d	Total (add lines 1a, b, and c)	1d	5,834,845.
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	5,834,845.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,523.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,747,322.
6	Minimum investment return. Enter 5% of line 5	6	287,366.

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	287,366.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,946.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,946.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	282,420.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	282,420.
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	282,420.

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	603,312.
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	603,312.
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	603,312.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				282,420.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	87,881.			
b From 2008	400,811.			
c From 2009				
d From 2010	192,364.			
e From 2011	426,372.			
f Total of lines 3a through e	1,107,428.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	603,312.			
a Applied to 2011, 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 2012 distributable amount				282,420.
e Remaining amount distributed out of corpus	320,892.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,428,320.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	87,881.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,340,439.			
10 Analysis of line 9				
a Excess from 2008	400,811.			
b Excess from 2009				
c Excess from 2010	192,364.			
d Excess from 2011	426,372.			
e Excess from 2012	320,892.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶ 02/19/03
 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				(e) Total
	(a) 2012	(b) 2011	Prior 3 years		
			(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
ARTHUR MEISELS, 718-624-6008
290 HEWES ST, BROOKLYN, NY 11211

b The form in which applications should be submitted and information and materials they should include
LETTER STATING PURPOSE OF SOLICITATION & ANY APPLICABLE BROCHURES

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	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
Name and address (home or business)				
a Paid during the year				
ARUGATH HABOSEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
BAIS CHANAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
BAIS CHINUCH L'BANIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
BAIS SURA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
BNEI SATMAR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,000.
Total	SEE CONTINUATION SHEET(S)			603,312.
b Approved for future payment				
NONE				
Total				0.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012**Name of the organization**THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION**Employer identification number**

03-0463941

Organization type (check one).**Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization THE A M FOUNDATION F/K/A USHER AND MIRIAM MEISELS FAMILY FOUNDATION	Employer identification number 03-0463941
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	AGNES HERMAN 78 SEVEN SPRINGS ROAD MONROE, NY 10950	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ARTHUR & MIRIAM MEISELS 78 SEVEN SPRINGS ROAD MONROE, NY 10950	\$ 550,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MARTIN MEISELS 1517-58TH STREET BROOKLYN, NY 11219	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	PEARL STARK 78 SEVEN SPRINGS ROAD MONROE, NY 10950	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	SHIFRA MEISELS 78 SEVEN SPRINGS ROAD MONROE, NY 10950	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	THE ARTHUR & MIRIAM MEISELS FAMILY TRUST 9 WALTON STREET BROOKLYN, NY 11206	\$ 145,410.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE A M FOUNDATION F/K/A USHER AND MIRIAM MEISELS FAMILY FOUNDATION	Employer identification number 03-0463941
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ESTHER MENDLOVICS 9 WALTON ST BROOKLYN, NY 11206	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE A M FOUNDATION F/K/A USHER AND MIRIAM MEISELS FAMILY FOUNDATION	Employer identification number 03-0463941
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization THE A M FOUNDATION F/K/A USHER AND MIRIAM MEISELS FAMILY FOUNDATION	Employer identification number 03-0463941
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BNEI YOSOCHEH D'KIVIVASHD		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	10,000.
BEKIAS HATORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
BNOS CHAYIL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	18.
BETH HILLEL KRASNA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	6,000.
BETH MEDRASH GAVOHA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	8,600.
BIKUR CHOLIM D'SATMAR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	118.
BNOS ROCHEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	120,000.
BNOS SATMAR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	12,500.
BNOS YERUSHALAYIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
BUSINESS HALACHA INSTITUTE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	10,000.
Total from continuation sheets				599,432.

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
C.R.C.Y.		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
CHAIM LUNAFESH		PUBLIC CHARITY	SOCIAL SERVICES	150.
CHAIM V'CHESED		PUBLIC CHARITY	SOCIAL SERVICES	8,800.
CHEVRA TOMCHEI SHABBOS		PUBLIC CHARITY	SOCIAL SERVICES	180.
CONG AITZ CHAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,500.
CONG ARAD		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	280.
CONG ARUGAS HABOSEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	3,600.
CONG ATZEI CHAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	12,800.
CONG AVNI SHLOMO		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
CONG B.Y.A.		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG B.Y.N.		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
CONG BAIS MIRIAM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,500.
CONG BAIS NUSEN		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,350.
CONG BAIS YOEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	20,000.
CONG BEIS HALEIVY		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,000.
CONG BNEI YOEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	81,000.
CONG BRACHA VHATZLACHA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	3,600.
CONG CHAIM V'CHESED		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,100.
CONG CHARIDIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	101.
CONG DARCHAI TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,500.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG DARKEI TSHUVA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	3,300.
CONG D'SATMAR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	700.
CONG EITYE CHAYEN		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
CONG EITZ PRI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
CONG GIVAS PINCHUS		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	536.
CONG KADISHAS NAFTULA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	3,000.
CONG K'HAL BAIS DAVID		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
CONG KHAL GIVAS PINCHAS D'KAPISH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
CONG KHEL VYOEL MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
CONG MIFAL EZRA ZICHRON YEHIDA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,800.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG MINCHAS YOSEPH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	249.
CONG MOSDOS DESH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
CONG MOSDOS TZEDARAH V'CHESED		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
CONG NACHLAS YISROEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	101.
CONG NAIR BURECH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	10,000.
CONG NATES SORAK		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
CONG OHR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	320.
CONG OHR SHOVAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	50.
CONG OUR LAYESORIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
CONG OYR LAYSHORIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG RAV CHESED		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
CONG SHAREI EZRA		PUBLIC CHARITY	SOCIAL SERVICES	500.
CONG SHAREI TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	50.
CONG SIMCHAS NESIEN		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
CONG SURA BAOHEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,400.
CONG TASHBER		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,500.
CONG TEHILAS YOEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
CONG TOLDOS		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
CONG TZON KODUSHIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
CONG VYOEL MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	11,000.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG YAD HALEIVY		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,000.
CONG YESHIVA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
CONG YETEV LEV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,530.
CONG YISROEL VHAZMANIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
CONG YOEL MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,000.
CONGREGATION BETER JOSEPH ARYE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	25,000.
CONGREGATION OTZER CHAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,800.
CONGREGATION YETEV LEV JERUSALEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,000.
CSB DAAS IGEDOSCUIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
DARRAI TSHIVO OF DINOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DARKEI CHAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,000.
DERECH PIKIDECHU		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
GALED INSTITUTE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,000.
K.Y.T.		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
KAHAL GINAS PINCHAS D'KAPISH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
KEREN CHASANIM		PUBLIC CHARITY	SOCIAL SERVICES	50.
KEREN HACHESD		PUBLIC CHARITY	SOCIAL SERVICES	150.
KEREN HATZALAH		PUBLIC CHARITY	SOCIAL SERVICES	550.
KEREN MENACHEM		PUBLIC CHARITY	SOCIAL SERVICES	249.
KEREN OUR		PUBLIC CHARITY	SOCIAL SERVICES	1,800.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KEREN OZER		PUBLIC CHARITY	SOCIAL SERVICES	50.
KHAL ADAS PEI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
KHAL BETH DAVID		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
KHAL CHASIDEI YERUSHALAYIM		PUBLIC CHARITY	SOCIAL SERVICES	180.
KOLEL AVREICHEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
KOLEL AVREICHIM OF UTA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	13,000.
KOLEL BAIS ELIEZER		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
KOLEL BAIS YONA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	18.
KOLEL DERECH HACHAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
KOLEL RACHMISTRIVKA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	50.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KOLEL SHOMRE HACHOMOS		PUBLIC CHARITY	SOCIAL SERVICES	200.
KOLEL VYOEL MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
KOLEL YETEV LEV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,000.
KOLLEL AVREICHIM DISKIN JOEL D'SATMAR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
KOLLEL BAIS TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
KOLLEL KEHILATH YAROV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
KUPAS EZRA EZRIEL YECHIEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
KUPAS EZRA KEREN EZRIEL YECHIEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
LASURIM		PUBLIC CHARITY	SOCIAL SERVICES	100.
MESIVTE NACHLAS YAROV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIDRASH L'MAN ACHAI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
MOSDES KALEV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
MOSDOS RAMU		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,800.
MOSDOS SATMAR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	11,200.
MOSDOS SATMAR BNEI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
MOSDOS TOLDOS AARON		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,000.
MOSDOS YETEV LEV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,800.
MOSDOS YETEV LEV OF ANTWERP		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,000.
OHEL TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
OHOLEI TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,200.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OHOLEY SHEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	300.
OHR PNEI MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	18.
OHR YISROEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	3,000.
ORTHODOX COMMUNITY		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	36.
ORTHODOX CONG OF DESERT HOT SPRINGS		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,200.
PRESS FOUNDATION		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
RECHOVOS HANOVOH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
SATMAR BIKUR CHOLIM		PUBLIC CHARITY	SOCIAL SERVICES	180.
SHAAR EFRAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
TALMUD TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,800.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TOLDOS AVROHOM YITSCHUK		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,600.
TOMCHE SHABBOS		PUBLIC CHARITY	SOCIAL SERVICES	100.
TOMCHE SHABBOS OF BORO PAULA FLATBUSH		PUBLIC CHARITY	SOCIAL SERVICES	250.
TOV V'CHESED		PUBLIC CHARITY	SOCIAL SERVICES	60,680.
U.T.A.		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	14,960.
VEYREL MOSHEH BNEI BERACK		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	250.
V'YOEL MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	10,000.
WILLIAMSBURG KEREN CHASANIM		PUBLIC CHARITY	SOCIAL SERVICES	500.
YESHIVA BAIS HALEIVY		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
YESHIVA BAIS HILLEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,700.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
AND MIRIAM MEISELS FAMILY FOUNDATION

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YESHIVA FARM SETTLEMENT		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	900.
YESHIVA NACHLAS TZVI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
YESHIVA OHR TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
YESHIVA TIFARES SHMUEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,150.
YESHIVA TORAH TEMIMA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	6,000.
YESHIVA TORAS MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
YESHIVA ZICHRON MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	18,000.
YETEV LEV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	15,000.
ZICHRON CHAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	18.
ATEREST YISCOHER DOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
Total from continuation sheets				

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

SOURCE	AMOUNT
AMJB LLC	8,414.
CONG YGS	3,000.
FIRST REPUBLIC	71.
FROM K-1 - 70 MALTESE ASSOC LLC	183.
FROM K-1 - 820 FIRST STREET HOLDINGS	765.
FROM K-1 - BC MS INVESTORS	3.
FROM K-1 - BELLA VIDA PROPERTIES LLC	1.
FROM K-1 - CLEVELAND INDUSTRIAL HOLDINGS LLC	2.
FROM K-1 - HG ARC HOLDINGS LLC	189.
FROM K-1 - HG HAMPTONS HOLDINGS CO	1.
FROM K-1 - HG HOLLY HALL HOLDINGS	1.
FROM K-1 - NG 707 VIRGINIA STREET	26.
FROM K-1 - NG COLONY PLAZA LLC	10.
FROM K-1 - NG LIBERTY SQUARE LLC	7.
FROM K-1 - NG RIVERGATE LLC	6.
FROM K-1 - NY PLAZA LLC	1.
FROM K-1 - PALM BAY SHOPPING PLAZA LLC	2.
FROM K-1 - WEST WASHINGTON HOLDINGS	8.
UNITED TALMUDICAL ACADEMY	13,100.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25,790.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HSBC	74.	0.	74.
TOTAL TO FM 990-PF, PART I, LN 4	74.	0.	74.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TIDEWATER HOLDINGS CO LLC (REAL ESTATE PARTNERSHIP)	<1,676.>	<1,676.>	
ATLANTA- DALLAS HOLDINGS CO LLC (REAL ESTATE PARTNERSHIP)	<1,332.>	<1,332.>	
ATLANTA- DURHAM HOLDINGS CO LLC (REAL ESTATE PARTNERSHIP)	27,011.	27,011.	

NASHVILLE DALLAS HOLDINGS LLC	701.	701.
WEST WASHINGTON HOLDINGS LLC	4,429.	4,429.
BELLA VIDA PROPERTIES LLC	<1,467.>	<1,467.>
BG MIS PARTNERS LLC	<7,218.>	<7,218.>
HG ARC HOLDINGS LLC	29,868.	29,868.
HG KINGWOOD LLC	<7,237.>	<7,237.>
HG HAMPTONS HOLDINGS CO LLC	66,205.	66,205.
LAKESHORE PRESTON HOLDINGS LLC	<4,170.>	<4,170.>
CLEVELAND INDUSTRIAL HOLDINGS LLC	<241.>	<241.>
70 MALTESE LLC	<52,124.>	<52,124.>
HG HOLLY HALL HOLDINGS LLC	<4,703.>	<4,703.>
VIRGINIA MULTIFAMILY HOLDINGS LLC	19,042.	19,042.
NG RIVERGATE LLC	55,445.	55,445.
57 SPARTA COMMONS LLC	3,890.	3,890.
KEEN EQUITIES	<4,582.>	<4,582.>
NY PLAZA HOLDINGS	93,087.	93,087.
BEVERWYCK HOLDINGS	4,491.	4,491.
NG COLONY PLAZA	4,747.	4,747.
NG LIBERTY SQUARE	<3,165.>	<3,165.>
PALM BAY SHOPPING PLAZA	<111.>	<111.>
58TH STREET GROUP LLC	18,116.	18,116.
NG 707 VIRGINIA STREET	<11,456.>	<11,456.>
NASHVILLE PORTFOLIO	<336.>	<336.>
820 FIRST STREET HOLDINGS	<970.>	<970.>
FLORIDA MULTIFAMILY	<3,120.>	<3,120.>
BC MS INVESTORS	<1,665.>	<1,665.>
TOTAL TO FORM 990-PF, PART I, LINE 11	221,459.	221,459.

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,253.	0.		0.
TO FM 990-PF, PG 1, LN 16A	1,253.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	5,000.	0.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US TREASURY NORTH CAROLINA TAX WITHHELD PAYROLL TAXES	2,917.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,754.	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
NYS FILING FEES BANK CHARGES ADVERTISING INSURANCE	675.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,594.	0.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVEST- TIDEWATER HOLDINGS CO LLC	FMV	<86,142.>	20,000.
PARTNERSHIP INVEST- ATLANTA -DURHAM HOLDINGS CO LLC	FMV	1,998.	5,000.
PARTNERSHIP INVEST- ATLANTA -DALLAS HOLDINGS CO LLC	FMV	<216.>	30,000.
PARTNERSHIP INVEST - NASHVILLE DALLAS HOLDINGS	FMV	2,981.	75,000.
PARTNERSHIP INVEST - HG HAMPTONS HOLDINGS LLC	FMV	<10,722.>	80,000.
PARTNERSHIP INVEST - WEST WASHINGTON HOLDINGS LLC	FMV	14,295.	55,000.
PARTNERSHIP INVEST - 70 MALTESE ASSOCIATES LLC	FMV	91,243.	200,000.
PARTNERSHIP INVEST - NG 2215 LANGHORNE MEZZ LLC	FMV	42,825.	100,000.
PARTNERSHIP INVEST - BELLA VIDA PROPERTIES	FMV	<1,408.>	25,000.
PARTNERSHIP INVEST - BG MIS PARTNERS LLC	FMV	4,332.	30,000.
PARTNERSHIP INVEST - HG ARC HOLDINGS LLC	FMV	37,430.	50,000.
PARTNERSHIP INVEST - HG KINGWOOD LLC	FMV	<35,724.>	25,000.
PARTNERSHIP INVEST - LAKESHORE PRESTON HOLDINGS	FMV	<10,602.>	25,000.
PARTNERSHIP INVEST - CLEVELAND INDUSTRIAL HOLDINGS LLC	FMV	64,739.	90,000.
PARTNERSHIP INVEST - BMAI ASSOC LLC	COST	41,100.	41,100.
PARTNERSHIP INVEST - HG HOLLY HALL HOLDINGS	FMV	10,153.	60,000.
PARTNERSHIP INVEST - VIRGINIA MULTI FAMILY HOLDINGS LLC	FMV	7,166.	60,000.
PARTNERSHIP INVEST - NG RIVERGATE LLC	FMV	190,567.	210,000.
PARTNERSHIP INVEST - 57 SPARTA COMMONS LLC	FMV	43,553.	45,000.
PARTNERSHIP INVEST - 221 N WASHINGTON	COST	36,666.	36,666.
PARTNERSHIP INVEST - BEVERWYC HOLDINGS	FMV	78,880.	110,000.
PARTNERSHIP INVEST - KEEN EQUITIES	FMV	443,078.	400,000.
PARTNERSHIP INVEST - NY PLAZA	FMV	1,883.	5,000.
PARTNERSHIP INVEST- NG LIBERTY SQUARE	COST	27,090.	50,000.
PARTNERSHIP INVEST-PALM BAY SHOPPING PLAZA LLC	FMV	66,882.	100,000.

DESCRIPTION	TYPE	AMOUNT	AMOUNT
PARTNERSHIP INVEST-NG COLONY PLAZA LLC	FMV	81,391.	100,000.
PARTNERSHIP INVEST- 524 RT.46 LLC	COST	13,500.	13,500.
PARTNERSHIP INVEST - NG VIRGINIA ST LLC	COST	77,830.	110,000.
PARTNERSHIP INVEST - BC MS INVESTOR LLC	COST	44,628.	50,000.
PARTNERSHIP INVEST - FLORIDA MULTIFAMILY HOLDINGS LLC	FMV	44,624.	50,000.
PARTNERSHIP INVEST - 820 FIRST STREET HOLDINGS	FMV	49,795.	50,000.
PARTNERSHIP INVEST - NASHVILLE PORTFOLIO HOLDINGS	FMV	42,056.	50,000.
PARTNERSHIP INVEST - 58TH STREET GROUP LLC	FMV	205,985.	210,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,621,856.	2,561,266.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES WITHHELD PAYABLE		922.	922.
TOTAL TO FORM 990-PF, PART II, LINE 22		922.	922.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT	
TAX DUE FROM FORM 990-PF, PART VI			1,346.
UNDERPAYMENT PENALTY			18.
LATE PAYMENT INTEREST			17.
LATE PAYMENT PENALTY			34.
TOTAL AMOUNT DUE			1,415.

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT			
DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	08/15/13	1,346.	1,346.	5	34.
DATE FILED	01/15/14		1,346.		
TOTAL LATE PAYMENT PENALTY					34.

FORM 990-PF

LATE PAYMENT INTEREST

STATEMENT 12

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	08/15/13	1,346.	1,346.	.0300	153	17.
DATE FILED	01/15/14		1,363.			
TOTAL LATE PAYMENT INTEREST						17.

• 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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE A M FOUNDATION F/K/A USHER AND MIRIAM MEISELS FAMILY FOUNDATION	Employer identification number (EIN) or 03-0463941
	Number, street, and room or suite no. If a P.O. box, see instructions. 290 HEWES STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BROOKLYN, NY 11211	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	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

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

ARTHUR MEISELS

• The books are in the care of **290 HEWES ST - BROOKLYN, NY 11211**

Telephone No. **718-624-6008**

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 **FEBRUARY 15, 2014.**

5 For calendar year _____, or other tax year beginning **APR 1, 2012**, and ending **MAR 31, 2013**

6 If the tax year entered in line 5 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

**DESPITE NUMEROUS EFFORTS TO OBTAIN INFORMATION FROM OUTSIDE SOURCES
THE INFORMATION IS STILL NOT 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	\$	3,600.
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	\$	3,600.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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