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

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

For calendar year 2012 or tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation  
**THE MERMELSTEIN FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**29-76 NORTHERN BOULEVARD**

City or town, state, and ZIP code  
**LONG ISLAND CITY, NY 11101**

**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,087,000.** (Part I, column (d) must be on cash basis)

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**A** Employer identification number  
**11-2669722**

**B** Telephone number  
**718-472-7500**

**C** If exemption application is pending, check here

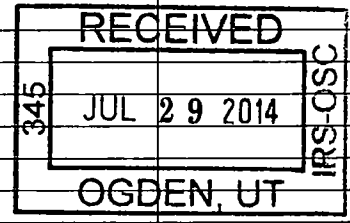
**D 1.** Foreign organizations, check here

**2** Foreign organizations meeting the 85% test, check here and attach computation

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

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

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b> Contributions, gifts, grants, etc., received				<b>N/A</b>	
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities		<b>20,927.</b>	<b>20,927.</b>		<b>STATEMENT 1</b>
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		<b>14,042.</b>			
<b>b</b> Gross sales price for all assets on line 6a <b>126,582.</b>					
<b>7</b> Capital gain net income (from Part IV, line 2)			<b>14,042.</b>		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss)					
<b>11</b> Other income					
<b>12 Total.</b> Add lines 1 through 11		<b>34,969.</b>	<b>34,969.</b>		
<b>13</b> Compensation of officers, directors, trustees, etc		<b>0.</b>	<b>0.</b>		<b>0.</b>
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees					
<b>b</b> Accounting fees					
<b>c</b> Other professional fees					
<b>17</b> Interest					
<b>18</b> Taxes <b>STMT 2</b>		<b>724.</b>	<b>0.</b>		<b>0.</b>
<b>19</b> Depreciation and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses <b>STMT 3</b>		<b>211.</b>	<b>0.</b>		<b>0.</b>
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23		<b>935.</b>	<b>0.</b>		<b>0.</b>
<b>25</b> Contributions, gifts, grants paid		<b>194,720.</b>			<b>194,720.</b>
<b>26 Total expenses and disbursements</b> Add lines 24 and 25		<b>195,655.</b>	<b>0.</b>		<b>194,720.</b>
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements		<b>-160,686.</b>			
<b>b Net investment income</b> (if negative, enter -0-)			<b>34,969.</b>		
<b>c Adjusted net income</b> (if negative, enter -0-)				<b>N/A</b>	



SCANNED AUG 01 2014 Revenue

Operating and Administrative Expenses

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		55,498.	6,908.	6,908.	
	2	Savings and temporary cash investments		12,147.	10,337.	10,337.	
	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 STMT 4			785,050.	502,934.	1,021,579.
		c Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 5			46,587.	47,258.	48,176.	
14	Land, buildings, and equipment: basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶)						
<b>16 Total assets (to be completed by all filers)</b>				<b>899,282.</b>	<b>567,437.</b>	<b>1,087,000.</b>	
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 6)			504,033.	332,874.	
<b>23 Total liabilities (add lines 17 through 22)</b>				<b>504,033.</b>	<b>332,874.</b>		
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			533,075.	533,075.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			-137,826.	-298,512.		
<b>30 Total net assets or fund balances</b>				<b>395,249.</b>	<b>234,563.</b>		
<b>31 Total liabilities and net assets/fund balances</b>				<b>899,282.</b>	<b>567,437.</b>		

**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	395,249.
2	Enter amount from Part I, line 27a	2	-160,686.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	234,563.
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	234,563.

**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>MORGAN STANLEY SMITH BARNEY</b>	P		
b	<b>MORGAN STANLEY SMITH BARNEY</b>	P		
c	<b>MORGAN STANLEY SMITH BARNEY</b>	P		
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	29,657.	21,229.	8,428.	
b	43,297.	22,428.	20,869.	
c	53,628.	68,883.	-15,255.	
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) 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		
a			8,428.	
b			20,869.	
c			-15,255.	
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	14,042.	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	55,685.	896,298.	.062128
2010	55,458.	916,167.	.060533
2009	103,020.	855,002.	.120491
2008	64,069.	755,806.	.084769
2007	105,899.	896,438.	.118133
2	Total of line 1, column (d)	2	.446054
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	.089211
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,057,755.
5	Multiply line 4 by line 3	5	94,363.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	350.
7	Add lines 5 and 6	7	94,713.
8	Enter qualifying distributions from Part XII, line 4 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.	8	194,720.

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, total credits, and tax due. Total tax due is 350.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and state reporting. Includes 'Yes' and 'No' columns.

**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>JOSEPH MERMELSTEIN</u> Telephone no. ▶ <u>718-472-7500</u> Located at ▶ <u>29-76 NORTHERN BLVD., LONG ISLAND CITY, NY</u> ZIP+4 ▶ <u>11101</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 ▶ 15 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		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 <u>N/A</u> ▶ <input type="checkbox"/>	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?	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.) <u>N/A</u>	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) <u>N/A</u>	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

**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
JOSEPH MERMELSTEIN 29-76 NORTHERN BLVD LONG ISLAND CITY, NY 11101	REQ 0.00	0.	0.	0.
HELEN MERMELSTEIN 29-76 NORTHERN BLVD LONG ISLAND CITY, NY 11101	REQ 0.00	0.	0.	0.
BERNARD MERMELSTEIN 29-76 NORTHERN BLVD LONG ISLAND CITY, NY 11101	REQ 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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains '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.

Table with 2 columns: Description of activity, Expenses. Row 1 contains 'N/A'.

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.

Table with 2 columns: Description of investment, Amount. Row 1 contains 'N/A'.

Total. Add lines 1 through 3 0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,050,574.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	23,289.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,073,863.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,073,863.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	16,108.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,057,755.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	52,888.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	52,888.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	350.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	350.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	52,538.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	52,538.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	52,538.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	194,720.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	194,720.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	350.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	194,370.

**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				52,538.
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				
b From 2008	26,657.			
c From 2009	60,578.			
d From 2010	10,017.			
e From 2011	11,249.			
f Total of lines 3a through e	108,501.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 194,720.				
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				52,538.
e Remaining amount distributed out of corpus	142,182.			
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:	250,683.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	250,683.			
10 Analysis of line 9:				
a Excess from 2008	26,657.			
b Excess from 2009	60,578.			
c Excess from 2010	10,017.			
d Excess from 2011	11,249.			
e Excess from 2012	142,182.			



**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
SEE ATTACHED SCHEDULE OF GRANTS AND CONTRIBUTIONS PAID				194,720.
<b>Total</b>			<b>▶ 3a</b>	194,720.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.





FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY-CAPITAL GAINS	477.	0.	477.
MORGAN STANLEY SMITH BARNEY-DIVIDEND	19,490.	0.	19,490.
MORGAN STANLEY SMITH BARNEY-INTEREST	728.	0.	728.
MORGAN STANLEY SMITH BARNEY-OTHER INCOME	232.	0.	232.
TOTAL TO FM 990-PF, PART I, LN 4	20,927.	0.	20,927.

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US TREASURY FOREIGN TAXES	379.	0.		0.
	345.	0.		0.
TO FORM 990-PF, PG 1, LN 18	724.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES OFFICE	171.	0.		0.
	40.	0.		0.
TO FORM 990-PF, PG 1, LN 23	211.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
<u>DESCRIPTION</u>		<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MORGAN STANLEY SMITH BARNEY		502,934.	1,021,579.
TOTAL TO FORM 990-PF, PART II, LINE 10B		502,934.	1,021,579.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
<u>DESCRIPTION</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MORGAN STANLEY SMITH BARNEY	FMV	47,258.	48,176.
TOTAL TO FORM 990-PF, PART II, LINE 13		47,258.	48,176.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	6
<u>DESCRIPTION</u>		<u>BOY AMOUNT</u>	<u>EOY AMOUNT</u>
UNREALIZED GAIN/LOSS-MSSB-#442-153895		504,033.	332,874.
TOTAL TO FORM 990-PF, PART II, LINE 22		504,033.	332,874.

**The Mermelstein Foundation**  
**Cash Disbursement - Contributions**  
**12/1/2012 to 11/30/2013**

<b>Date</b>	<b>Description Full</b>	<b>Ck#</b>	<b>Amount</b>
07/23/2013	St Jude Children's Research	1459	100 00
08/05/2013	American Friends of Yeshivat Hesder Inc	1460	50,000.00
08/06/2013	Congregation Kneseth Israel	1461	678 00
08/15/2013	PEF Israel Endowment Fund	1462	421 00
08/21/2013	Amutah	1441	180 00
08/21/2013	Shaare Zadik Medical Center in Jerusalem	1463	200 00
08/28/2013	Chabad of Northwest Arkansas	1464	180 00
09/03/2013	Congregation Bare Tefilah Emergency Fund	1465	180.00
09/11/2013	Netivey Refuah	1469	180 00
09/17/2013	American Friends of Yeshivat Hesder Inc	1466	50,000 00
09/17/2013	Alzheimers Association	1470	100 00
09/25/2013	American Friends of Sheba Medical Center	1471	100 00
10/01/2013	Michael Bris Midrach of Queens	1473	1,800 00
10/10/2013	Our Place	1474	100 00
10/10/2013	Chabad LIC	1475	600.00
10/15/2013	Colel Chabad	1476	180 00
10/25/2013	Shaare Zadik Medical Center in Jerusalem	1477	1,000 00
10/25/2013	American Friends of Alya Hospital	1478	100.00
10/25/2013	Orthodox Union	1480	36.00
10/28/2013	Emunah of America	1481	1,200 00
10/28/2013	The Good People Fund	1482	250 00
10/31/2013	American Friends Aterct Cohanim	1483	1,800 00
11/05/2013	Young Israel of Great Neck	1484	1,000 00
11/21/2013	Ohel Auraham	1486	180 00
	<b>Total</b>		<b>194,720.00</b>

# The Mermelstein Foundation

## Cash Disbursement - Contributions

12/1/2012 to 11/30/2013

<b>Date</b>	<b>Description Full</b>	<b>Ck#</b>	<b>Amount</b>
12/01/2012	Just one life	1383	250.00
12/01/2012	Our Place	1401	180 00
12/01/2012	Young Israel	1402	500 00
12/01/2012	JCC Chabad of West Queens	1403	400 00
12/01/2012	American Friends of Laket Israel	1409	25 00
12/12/2012	Kids of Courage	1404	250.00
12/20/2012	Great Neck Estates Civil Association	1407	36.00
12/21/2012	Chabad of Northwest Arkansas	1408	1,000 00
12/27/2012	The Family Center Inc	1405	150.00
12/27/2012	Chabad of South Bay Long Island	1410	500 00
01/09/2013	Congregation Kneseth Israel	1411	821 00
01/14/2013	American Friends of Shalva	1412	100 00
01/15/2013	Agudas Tov Y'Chesed	1413	100 00
01/21/2013	American Friends of Meir Panim	1415	100 00
01/23/2013	Vigilant Engine Hook & Ladder Co Inc	1409	50.00
01/23/2013	Orthodox Union	1416	36.00
01/29/2013	American Friends of Yad Eliezer	1417	50.00
01/30/2013	Young Israel of Great Neck	1418	1,000 00
02/08/2013	Hechal Ezra Sephardic Community of Hong Kong	1419	180 00
02/11/2013	The Met Council	1420	1,000 00
02/13/2013	Young Israel of Great Neck	1421	1,000.00
02/13/2013	Darchai Menachem Inc	1422	180.00
03/11/2013	Tomchei Shabbos of Queens	1425	36 00
03/11/2013	American Friends of Shalva	1426	36 00
03/11/2013	Zaka Rescue & Recovery	1429	36.00
03/14/2013	Chabad LIC	1423	600 00
03/14/2013	American Friends of Yeshivet B'nie Akiva	1424	1,000 00
04/05/2013	North Shore Mikvah Association	1428	72.00
04/08/2013	Shaare Zadik Medical Center in Jerusalem	1430	125 00
04/08/2013	Shalom Task Force Inc	1431	54 00
04/10/2013	Young Israel of Great Neck	1432	500 00
04/15/2013	North Shore Hebrew Academy	1433	1,000 00
04/25/2013	JEMM Inc	1427	50 00
04/25/2013	Chabad of Riverdale	1434	450 00
04/30/2013	Young Israel of Great Neck	1435	1,800 00
05/03/2013	American Friends of Yeshivat Hesder Inc	1436	50,000.00
05/03/2013	American Friends of Yeshivat Shilom	1437	180 00
05/03/2013	Urgua Nituri Repra	1438	360 00
05/03/2013	JCC Chabad of West Queens	1440	12,000 00
05/08/2013	Emunah of America	1442	250 00
05/10/2013	Chabad of Northwest Arkansas	1443	180 00
05/20/2013	Mikvah	1399	100.00
05/20/2013	American Friends of Yad Eliezer	1439	180.00
05/20/2013	Emunah of America	1445	500 00
05/28/2013	Westchester Day School	1446	1,500 00
06/03/2013	Young Israel of Great Neck	1449	1,500 00
06/03/2013	Emunah of America	1450	525 00
06/10/2013	Great Neck Synagogue	1451	1,175 00
06/13/2013	Young Israel of Staten Island	1447	360 00
06/13/2013	Congregation Beth Shalom	1454	1,260 00
06/24/2013	Agudas Tov Y'Chesed	1452	100 00
06/26/2013	Friends of Gosh Katif	1453	100 00
07/01/2013	Team Underrated Basketball Academy	1455	100 00
07/15/2013	Chai Life Line	1374	118.00

# Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **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](http://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*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>THE MERMELSTEIN FOUNDATION</b>	Employer identification number (EIN) or <b>11-2669722</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>29-76 NORTHERN BOULEVARD</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>LONG ISLAND CITY, NY 11101</b>	

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-T (corporation)	07
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

**JOSEPH MERMELSTEIN**

- The books are in the care of ▶ **29-76 NORTHERN BLVD. - LONG ISLAND CITY, NY 11101**  
Telephone No ▶ **718-472-7500** 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 **JULY 15, 2014**, 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 **DEC 1, 2012**, and ending **NOV 30, 2013**

**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

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