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

**2013**

Department of the Treasury  
Internal Revenue Service

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

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

**SAMUEL & ROSE MITCHELL FOUNDATION**  
C/O ESTRAL ASSOCIATES  
3 EAST 69TH STREET M-1  
NEW YORK, NY 10021

**A** Employer identification number  
13-6128527

**B** Telephone number (see the instructions)  
212-794-3126

**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, column (c), line 16)  
\$ 931,251.

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

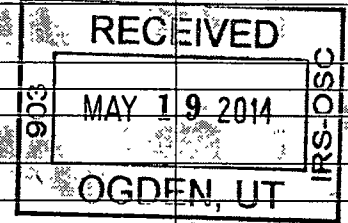
**C** If exemption application is pending, check here

**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) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>	1 Contributions, gifts, grants etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	410.	410.	410.	
	4 Dividends and interest from securities	27.	27.	27.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	232.			
	b Gross sales price for all assets on line 6a	375,000.			
	7 Capital gain net income (from Part IV, line 2)		232.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)	SEE STATEMENT 1	95,970.	95,970.		
12 <b>Total.</b> Add lines 1 through 11		96,639.	96,639.	437.	
<b>ADMINISTRATIVE AND EXPENSES</b>	13 Compensation of officers, directors, trustees, etc	39,950.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	SEE ST 2	7,840.		7,840.
	c Other prof fees (attach sch)				
	17 Interest		13,857.	13,857.	
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (attach schedule)	SEE STATEMENT 3	2,527.		2,527.	
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23		64,174.	13,857.		10,367.
25 Contributions, gifts, grants paid PART XV		266,220.			266,220.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25		330,394.	13,857.	0.	276,587.
27 Subtract line 26 from line 12:					
a <b>Excess of revenue over expenses and disbursements</b>		-233,755.			
b <b>Net investment income</b> (if negative, enter -0-)			82,782.		
c <b>Adjusted net income</b> (if negative enter -0-)				437.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash – non-interest-bearing		9,724.	99,545.	99,545.	
	2	Savings and temporary cash investments		21,507.			
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch) ▶	75,000.				
		Less allowance for doubtful accounts ▶			75,000.	75,000.	
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments – U S and state government obligations (attach schedule)			124,844.	546,706.	546,706.
		b Investments – corporate stock (attach schedule)					
		c Investments – corporate bonds (attach schedule)					
	11	Investments – land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶						
12	Investments – mortgage loans						
13	Investments – other (attach schedule)			210,000.	210,000.	210,000.	
14	Land, buildings, and equipment basis ▶						
	Less accumulated depreciation (attach schedule) ▶						
15	Other assets (describe ▶ )						
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)			366,075.	931,251.	931,251.	
LIABILITIES	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ )					
	23	<b>Total liabilities</b> (add lines 17 through 22)			0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>						
	24	Unrestricted		366,075.	931,251.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, building, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	<b>Total net assets or fund balances</b> (see instructions)			366,075.	931,251.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)			366,075.	931,251.		

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	366,075.
2	Enter amount from Part I, line 27a	2	-233,755.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	798,931.
4	Add lines 1, 2, and 3	4	931,251.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	931,251.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(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)
<b>a</b> 375,000.		374,768.	232.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b>			232.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>	2	232.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 <span style="border: 1px solid black; padding: 2px;"> </span>	3	0.

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	105,073.	409,423.	0.256637
2011	114,769.	489,052.	0.234676
2010	107,145.	222,957.	0.480564
2009	82,897.	230,024.	0.360384
2008	74,627.	228,134.	0.327119

<b>2</b> Total of line 1, column (d)	2	1.659380
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.331876
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	675,871.
<b>5</b> Multiply line 4 by line 3	5	224,305.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	828.
<b>7</b> Add lines 5 and 6	7	225,133.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	276,587.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	828.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	828.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	828.
6	Credits/Payments		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	828.
10	<b>Overpayment</b> 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 <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
1 b		X
1 c		X
d		
e		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6		X
7	X	
8 a		
8 b	X	
9		X
10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>LLOYD CARTER</u> Telephone no <u>212-794-3126</u> Located at <u>3 EAST 69TH STREET M-1 NEW YORK NY</u> ZIP + 4 <u>10021</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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		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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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"/>	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

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

**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

**6 a** 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

**7 a** 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

5 b	N/A	
6 b		X
7 b		

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

**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICIA HEFFRON 8 EAST 83RD STREET NEW YORK, NY 10021	PRESIDENT 20.00	19,950.	0.	0.
ANN POLANSKY 3 EAST 69TH STREET SUITE M-1 NEW YORK, NY 10021	SECRETARY 20.00	10,000.	0.	0.
NANCY K GREENE 3 EAAST 69TH STREET SUITE M-1 NEW YORK, NY 10021	TREASURER 20.00	10,000.	0.	0.

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501 (C) (3).	
2 -----	
3 -----	
4 -----	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	335,775.
b	Average of monthly cash balances	1b	65,388.
c	Fair market value of all other assets (see instructions)	1c	285,000.
d	<b>Total</b> (add lines 1a, b, and c)	1d	686,163.
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	686,163.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	10,292.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	675,871.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	33,794.

**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	33,794.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	828.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	828.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	32,966.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	32,966.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	32,966.

**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	276,587.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	276,587.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	828.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	275,759.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				32,966.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	65,856.			
b From 2009	73,584.			
c From 2010	107,913.			
d From 2011	115,772.			
e From 2012	106,056.			
f Total of lines 3a through e	469,181.			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ 276,587.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				32,966.
e Remaining amount distributed out of corpus	243,621.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	712,802.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	65,856.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	646,946.			
10 Analysis of line 9				
a Excess from 2009	73,584.			
b Excess from 2010	107,913.			
c Excess from 2011	115,772.			
d Excess from 2012	106,056.			
e Excess from 2013	243,621.			

BAA

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

**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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test – enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE SCHEDULE ATTACHED	NONE	PUBLIC	GENERAL SUPPORT	266,220.
<b>Total</b>				▶ <b>3 a</b> 266,220.
<i>b Approved for future payment</i>				
<b>Total</b>				▶ <b>3 b</b>





**FEDERAL STATEMENTS**  
**SAMUEL & ROSE MITCHELL FOUNDATION**  
**C/O ESTRAL ASSOCIATES**

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TOTAL	\$ 95,970.	\$ 0.	\$ 0.
	\$ 95,970.	\$ 0.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOTAL	\$ 7,840.	\$ 0.	\$ 0.	\$ 7,840.
	\$ 7,840.	\$ 0.	\$ 0.	\$ 7,840.

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOTAL	\$ 2,527.	\$ 0.	\$ 0.	\$ 2,527.
	\$ 2,527.	\$ 0.	\$ 0.	\$ 2,527.

**STATEMENT 4**  
**FORM 990-PF, PART III, LINE 3**  
**OTHER INCREASES**

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	\$ 798,931.
TOTAL	\$ 798,931.

PART 3, A

SAMUEL & ROSE MITCHELL FOUNDATION

EIN 13-6128527

990 PF (1 of 2)

CHARITABLE CONTRIBUTIONS - 2013

RELIGIOUS INSTITUTIONS:

Congregation Emanu-El Of NYC .....	\$ 20,790.00
Congregation Emanu-El Of NYC .....	4,000.00
American Friends Tel Hashomer .....	2,700.00
American Friends Tzorion .....	2,500.00

29,990 -

AIDS TO NEEDY & DISABLED:

Chara Fdn. ....	\$ 1,750.00
NYU Aids Research .....	3,500.00
ADA Fdn. ....	1,750.00
Alzheimer Drug Disc. ....	3,000.00
Friends Of Morstlife .....	3,250.00
Hand In Hand .....	2,500.00
Planned Parenthood .....	3,000.00
Lupus Sle. ....	5,000.00
NYU Medical Center .....	3,000.00
Mt. Sanai School of Med. ....	2,750.00
Hackensack Univ.Med. Cntr. ....	3,250.00
ASPCA Special Events .....	1,700.00
American Cancer Society .....	3,000.00
American Friends Of Sheba Med. Cntr. ....	2,500.00
NYU Physical Theraphy Dept. ....	2,500.00
New York Presbyterian .....	3,000.00

45,450 -

Part XIV 3A

990 PF (2 of 2)

CHARITABLE CONTRIBUTIONS - 2013

CULTURAL:

Whitney Museum .....	\$ 1,500.00
Scan .....	2,500.00
American Tech. Society .....	3,750.00
Wild Life .....	2,000.00
Mostly Mozart .....	3,000.00
Frick Museum .....	3,500.00
Jump Start .....	1,150.00
American Jewish Comm. ....	2,500.00
Richard Tucker Music .....	3,500.00
St. Barnard School .....	2,750.00
Emelin Theatre .....	3,000.00
Central Park Conv. ....	3,500.00
Brooklyn Museum .....	2,000.00
NYP Fund .....	2,750.00
Univ. of Penn .....	5,000.00
Museum of Modern Art .....	2,500.00
The Endicott Fund .....	2,350.00
Wilderness Society .....	2,500.00
Metropolitan Museum of Art .....	2,360.00
American Museum of Natural History .....	3,500.00
El Musel DeBarron .....	1,750.00
Espiscopal School .....	2,500.00
Maltz Theatre .....	2,500.00

OTHER EXPENSES:

NYS Dept. of Law .....	\$ 25.00
Dept. of Treasury .....	983.00
Nelson Mayoka, CPA'S .....	7,840.00
Xmas - Bldg. ....	1,250.00
CSC Inc. ....	387.00
Verizon .....	2,129.47
Con Edison .....	397.26
Chase BK. Re-Order Checks .....	22.95
Nancy K. Greene .....	10,000.00
Ann Polansky .....	10,000.00
Patricia Heffron .....	24,950.00
Patricia Heffron .....	70,000.00
New York Law Journal .....	135.00

62360 -  
\* 137,800

128,119.68

Total Part XIV 3A K-1

\* 265,919.68  
300 - J  
266,220.00

**KIMELMAN & BAIRD, LLC**

OFFICE SERVING YOUR ACCOUNT  
 100 Park Avenue  
 Suite 2120  
 New York, NY 10017  
 Tel: (212) 688-0021  
 Fax: (212) 779-9603

SAMUEL AND ROSE MITCHELL FDN

3 of 10

STATEMENT PERIOD  
 November 30 - December 31, 2013

ACCOUNT NUMBER  
 127-20642 502  
 LAST STATEMENT  
 November 28, 2013

**Portfolio Value**

	THIS PERIOD	LAST PERIOD
<b>Assets</b>		
Sweep Program/Money Mkt Fds	396,741.72	396,733.82
Fixed Income	149,965.00	149,922.00
<b>Total Assets</b>	<b>\$546,706.72</b>	<b>\$546,655.82</b>
<b>NET PORTFOLIO VALUE</b>	<b>\$546,706.72</b>	<b>\$546,655.82</b>

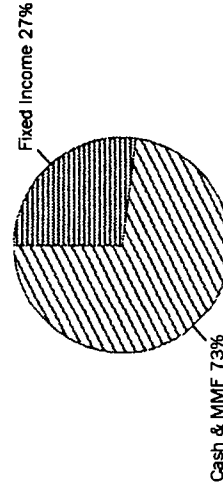
**Cash Flow Analysis**

	THIS PERIOD	THIS YEAR
Opening Cash/Sweep Prog.	\$396,733.82	\$21,507.57
Redemptions/Tenders	0.00	375,000.00
Sweep Program Div/Int	7.90	24.35
Funds Received	0.00	400,000.00
<b>Amount Credited</b>	<b>\$7.90</b>	<b>\$775,024.35</b>
Securities Bought	0.00	-399,790.20
<b>Amount Debited</b>	<b>\$0.00</b>	<b>\$-399,790.20</b>
Net Cash/Sweep Prog. Act.	7.90	375,234.15
<b>Closing Cash/Sweep Prog.</b>	<b>\$396,741.72</b>	<b>\$396,741.72</b>

**Income Summary**

	THIS PERIOD	YEAR TO DATE
Dividends	7.90	24.16
<b>Total</b>	<b>\$7.90</b>	<b>\$24.16</b>

**Your Portfolio Allocation**



Unhedged portions denote debit balances and/or short market values. The allocation percentage is derived from the absolute market value of your portfolio.

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SAMUEL AND ROSE MITCHELL FDN

STATEMENT PERIOD  
 November 30 - December 31, 2013

ACCOUNT NUMBER  
 127-20642 502  
 LAST STATEMENT  
 November 29, 2013

**Your Portfolio Holdings**

The total cost basis for each security position and the unrealized gain/loss are provided solely for your convenience and may not be used for tax purposes or otherwise relied upon. If you have questions related to tax consequences, please consult your tax advisor. Unrealized gain/loss total reflects only those positions for which a cost basis is available or has been provided to J.P. Morgan Clearing Corp. ("JPMCC"). Unless the tax basis provided relates to a position purchased on the books of JPMCC, JPMCC has not and cannot validate the basis provided. Information on this statement related to cost and gain/loss calculations does not include adjustments for wash sales that may have occurred on the last business day of this statement period. These wash sale adjustments, if any, will be reflected on your next statement.

**CASH & MONEY MARKET FUNDS**

DESCRIPTION	TYPE	QUANTITY	PRICE	MARKET VALUE	COST	UNREALIZED GAIN/LOSS
JPMORGAN TR II US GOVT MONEY MKT FD SVC SH SECURITY SYMBOL IS SJGXX SECURITY NUM A000826	CASH	396,741.72	1.00	396,742	396,742	
<b>TOTAL CASH &amp; MONEY MARKET FUNDS</b>						<b>\$0</b>

**FIXED INCOME**

**Government & Agency Obligations**

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)	ACCRUED INTEREST
UNITED STATES TREASURY BILL RE-ISSUE 11/29/2013 DATED DATE 05/30/13 BOOK ENTRY ONLY ORIGINAL ISSUE DISCOUNT DUE 05/29/2014 CUSIP 912796B17 RATING: MOODY N/A S&P N/A	CASH	05/29/13	99.98	149,965	99.88	149,815	150 ST			
<b>Total Government &amp; Agency Obligations</b>								<b>\$149,815</b>	<b>\$0</b>	<b>\$0</b>
<b>TOTAL FIXED INCOME</b>								<b>\$149,815</b>	<b>\$0</b>	<b>\$0</b>

OFFICE SERVING YOUR ACCOUNT  
 100 Park Avenue  
 Suite 2140  
 New York, NY 10017  
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 Fax: (212) 779-3763

SAMUEL AND ROSE MITCHELL FDN

STATEMENT PERIOD  
 November 30 - December 31, 2013

ACCOUNT NUMBER  
 127-20642 502

LAST STATEMENT  
 November 29, 2013

**Your Portfolio Holdings (continued)**

YOUR PRICED PORTFOLIO HOLDINGS **\$546,707**

**Transaction Detail**

**SWEEP PROGRAM ACTIVITY**

DATE MO/DAY	TRANSACTION	DESCRIPTION	SYMBOL/CLISIP	QUANTITY	PRICE	DEBIT AMOUNT	CREDIT AMOUNT
11/30/13		OPENING BALANCE		396,733.82			
12/02/13	DIVIDEND	JPMORGAN TR II US GOVT MONEY MKT FD SVC SH SECURITY SYMBOL IS SJGXX MONTHLY DIVIDEND 11/01-11/30	A000BZ6				1.86
12/02/13	REINVEST	JPMORGAN TR II US GOVT MONEY MKT FD SVC SH SECURITY SYMBOL IS SJGXX MONTHLY DIVIDEND REINVESTED	A000BZ6	1.86		1.86	
12/13/13	CAP GAINS	JPMORGAN TR II US GOVT MONEY MKT FD SVC SH SECURITY SYMBOL IS SJGXX LONG-TERM CAPITAL GAINS	A000BZ6				0.05
12/13/13	DIVIDEND	JPMORGAN TR II US GOVT MONEY MKT FD SVC SH SECURITY SYMBOL IS SJGXX SHORT-TERM CAPITAL GAINS	A000BZ6				5.99
12/13/13	REINVEST	JPMORGAN TR II US GOVT MONEY MKT FD SVC SH SECURITY SYMBOL IS SJGXX LONG-TERM CAPITAL GAINS	A000BZ6	0.05		0.05	
12/13/13	REINVEST	JPMORGAN TR II US GOVT MONEY MKT FD SVC SH SECURITY SYMBOL IS SJGXX SHORT-TERM CAPITAL GAINS	A000BZ6	5.99		5.99	
12/31/13		CLOSING BALANCE		396,741.72			
<b>SWEEP PROGRAM DIV/INT</b>				<b>7.90</b>		<b>\$-7.90</b>	<b>\$7.90</b>
<b>NET SWEEPING ACTIVITY</b>							

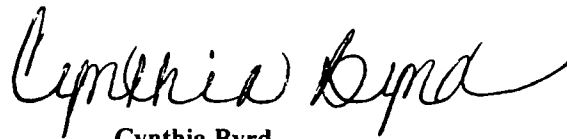
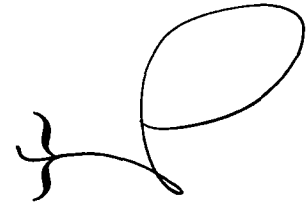
STATE OF NEW YORK  
County of New York, s:

THE ANNUAL RETURN OF Samuel & Rose Mitchell Foundation For the Fiscal year ended December 31, 2013 is available at its principal office located at 3 East 69th St. Suite M-1, NYC 10021 for inspection during regular business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation is Patricia Heffron.  
2233738 fl4

Mary Pawlina, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL**, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL** *one time* on the *14th* day of February, 2014.

TO WIT : FEBRUARY 14, 2014

SWORN BEFORE ME, this 14th day  
Of February, 2014.



Cynthia Byrd  
Notary Public, State of New York  
No. 01BY6056945  
Qualified in Kings County  
Commission Expires April 09, 2015