Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ 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.

OMB No. 1545-0052
2013
Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
MESTAL FOUNDATION INC

A Employer identification number
65-1043759

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 431

B Telephone number (see instructions)
561-659-1770

City or town, state or province, country, and ZIP or foreign postal code
PALM BEACH FL 33480

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,456,278

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	10,812	10,812	10,812	
	4	Dividends and interest from securities	12,530	12,530	12,530	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	107,909			
	b	Gross sales price for all assets on line 6a 311,102				
	7	Capital gain net income (from Part IV, line 2)		107,909		
	8	Net short-term capital gain			107,909	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	131,251	131,251	131,251	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	10,043	10,043		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,574			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	85	85		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,702	10,128	0	0
	25	Contributions, gifts, grants paid	127,680			127,680
	26	**Total expenses and disbursements.** Add lines 24 and 25	139,382	10,128	0	127,680
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(8,131)			
	b	**Net investment income** (if negative, enter -0-)		121,123		
	c	**Adjusted net income** (if negative, enter -0-)			131,251	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	21,671	22,434	22,434
	2	Savings and temporary cash investments	38,523	51,318	51,318
	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 schedule) ▶ 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 (attach schedule)	42,924	0	0
	b	Investments—corporate stock (attach schedule)	627,715	643,076	1,174,043
	c	Investments—corporate bonds (attach schedule)	182,543	188,417	208,483
	11	Investments—land, buildings, and equipment: basis ▶ Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	913,376	905,245	1,456,278
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	913,376	905,245	
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	913,376	905,245	
	31	**Total liabilities and net assets/fund balances** (see instructions)	913,376	905,245	

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	913,376
2	Enter amount from Part I, line 27a	2	(8,131)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	905,245
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	905,245

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	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	311,102		203,193	107,909
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) 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				
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	107,909
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) (see instructions). 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))
2012			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,422
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	
3	Add lines 1 and 2			3	2,422
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,422
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,400		
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	1,400
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,022
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ S HAFT Telephone no. ▶ 561-659-1770
Located at ▶ PO BOX 431 PALM BEACH FL ZIP+4 ▶ 33480

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 |

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
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.)	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. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		X
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 2013?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?		**5b**	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*		**6b**	X (No)
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?		**7b**	

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
A HAFT PO BOX 431 PALM BEACH FL 33480	DIRECTOR 2	0	0	0
S HAFT PO BOX 431 PALM BEACH FL 33480	DIRECTOR 2	0	0	0
K HAFT PO BOX 431 PALM BEACH FL 33480	DIRECTOR 0	0	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 ▶				

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 ▶		

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 GRANTS TO QUALIFIED ORGANIZATIONS LISTED HEREIN	
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	
2	
All other program-related investments See instructions.	
3	
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	1,330,005
b	Average of monthly cash balances	1b	72,050
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,402,055
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,402,055
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	21,031
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,381,024
6	**Minimum investment return.** Enter 5% of line 5	6	69,051

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	69,051
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,422		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,422
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	66,629
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	66,629
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	66,629

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	127,680
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	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	127,680
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	127,680

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				66,629
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 ... 34,105				
b	From 2009 ... 45,987				
c	From 2010 ... 32,845				
d	From 2011 ... 62,352				
e	From 2012 ... 77,871				
f	**Total** of lines 3a through e	253,160			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 127,680				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				32,524
e	Remaining amount distributed out of corpus	95,156			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	34,105			34,105
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	314,211			
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				
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)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	314,211			
10	Analysis of line 9:				
a	Excess from 2009 ... 45,987				
b	Excess from 2010 ... 32,845				
c	Excess from 2011 ... 62,352				
d	Excess from 2012 ... 77,871				
e	Excess from 2013 ... 95,156				

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

1a 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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 address of the person to whom applications should be addressed:

NOT APPLICABLE - NO SOLICTED REQUESTS FOR FUNDS

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

NOT APPLICABLE

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE				
	NONE	PUBLIC	GENERAL PURPOSES	127,680
Total ▶ 3a				127,680
b *Approved for future payment*				
NONE				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					10,812
4 Dividends and interest from securities					12,530
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					107,909
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		0	131,251

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 131,251

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | 8/11/14 Date | DIRECTOR Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

Mestal Foundation Inc.
2013
65-1043759

MESTAL FOUNDATION INC FORM 990PF

Line 16(c) - Professional Fees:	
Investment Services Fees	$10,043.00

Line 18 - Taxes:	
Foreign Taxes Withheld	$102.00
IRS Taxes Paid - 2012	$72.00
IRS Taxes Paid - 2013	$1,400.00
	$1,574.00

Line 23 - Other Expenses:	
Annual Reports	$61.00
Bank Fees	$24.00
	$85.00

350619

Description	Symbol	Quantity	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss
Cash & Equivalents							
WILLIAM BLAIR FUNDS READY RESERVES FUND	WBRXX	51,318.47			1.00	51,318	
Total Cash & Equivalents						**51,318**	
Equities & Options							
Equities & Options							
APPLE INC	AAPL	100	115.58	11,558	561.02	56,102	44,544
CELGENE CORP	CELG	250	56.39	14,098	168.97	42,242	28,144
CITRIX SYSTEMS INC	CTXS	600	74.22	44,535	63.25	37,950	(6,585)
DANAHER CORP	DHR	800	32.33	25,868	77 20	61,760	35,892
DISCOVERY COMMUNICATIONS INC COM SER A	DISCA	400	39.16	15,664	90.42	36,168	20,504
EBAY INC	EBAY	1,025	23.74	24,336	54 87	56,237	31,901
ECOLAB INC	ECL	400	48.15	19,261	104.27	41,708	22,447
EOG RES INC	EOG	200	62.95	12,592	167.84	33,568	20,976
FASTENAL CO	FAST	1,300	8.44	10,972	47.51	61,763	50,791
GILEAD SCIENCES INC	GILD	750	6.45	4,838	75.10	56,325	51,487
IDEXX LABORATORIES CORP	IDXX	400	27 95	11,184	106.37	42,548	31,364
ISHARES TIPS BOND ETF	TIP	300	106.82	32,049	109 90	32,970	921
JACOBS ENGINEERING GROUP INC	JEC	475	40.30	19,146	62.99	29,920	10,774
MCCORMICK & CO INC NON-VOTING	MKC	400	61.52	24,608	68.92	27,568	2,960
MCDONALDS CORP	MCD	350	55 28	19,348	97.03	33,961	14,613
POLYPORE INTERNATIONAL INC	PPO	750	36.76	27,570	38.90	29,175	1,605
PORTFOLIO RECOVERY ASSOCIATES INC	PRAA	475	54.34	25,812	52.84	25,099	(713)
PRAXAIR INC	PX	350	32.76	11,466	130.03	45,511	34,045
PRECISION CASTPARTS CORP	PCP	200	165.09	33,019	269.30	53,860	20,841
QUALCOMM INC	QCOM	700	40.15	28,109	74 25	51,975	23,866
RED HAT INC	RHT	625	48.65	30,411	56.04	35,025	4,614

SIRONA DENTAL SYSTEMS INC	SIRO	400	65.10	26,042	70.20	28,080	2,038
TRIMBLE NAVIGATION LTD	TRMB	1,200	14.05	16,861	34.70	41,640	24,779
UNITED PARCEL SVC INC CL B	UPS	500	50.77	25,388	105.08	52,540	27,152
VERISK ANALYTICS INC CL A	VRSK	400	62.29	24,920	65.72	26,288	1,368
YUM BRANDS INC	YUM	325	67.44	21,920	75.61	24,573	2,654
Foreign Equities							
CORE LABORATORIES NV	CLB	150	96.55	14,484	190.95	28,643	14,159
SCHLUMBERGER LTD	SLB	300	76.77	23,033	90.11	27,033	4,000
SUNCOR ENERGY INC	SU	700	27.12	18,984	35.05	24,535	5,551
Total Equities & Options				**618,076**		**1,144,767**	**526,692**
Mutual Funds							
WILLIAM BLAIR FDS EMERGING MRKTS SMALL CAP GROWTH FD CL I	BESIX	1,934.985	12.92	25,000	15 13	29,276	4,276
Total Mutual Funds				**25,000**		**29,276**	**4,276**
			Stock.	$643,076		$1,174,043	

Taxable Bonds

Description	Symbol	Quantity	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss
Government / Agency Bonds							
FNMA GTD PASS THRU POOL#555591 DATED DATE 06/01/03 BOOK ENTRY ONLY DELAY DAYS 24 DUE 07/01/2033 5 500% AMORTIZED AMOUNT = 6,670 FACTOR = .06063501	31385XF85	110,000	101.64	6,779	110.05	7,340	561
Corporate Bonds							
CISCO SYS INC SR NT DATED DATE 02/22/06 BOOK ENTRY ONLY DUE 02/22/2016 5.500% FA 22	17275RAC6	25,000	104.19	26,048	110.01	27,503	1,456
FISERV INC SR NT DATED DATE 09/21/10 BOOK ENTRY ONLY DUE 10/01/2015 3 125% AO 01	337738AH1	25,000	101.15	25,290	103.53	25,884	594
HEWLETT PACKARD CO DATED DATE 05/31/11 BOOK ENTRY ONLY DUE 06/01/2021 4 300% JD 01	428236BM4	25,000	99.61	24,905	101.36	25,339	434
INTERNATIONAL BUSINESS MACHS CORP NT DATED DATE 10/15/08 BOOK ENTRY ONLY DUE 10/15/2018 7.625% AO 15	459200GM7	35,000	100.43	35,154	125.09	43,780	8,626
SBC COMMUNICATIONS INC GLOBAL NT DATED DATE 11/03/04 BOOK ENTRY ONLY DUE 09/15/2014 5.100% MS 15	78387GAP8	25,000	93.74	23,435	103.19	25,797	2,362
UNITED TECHNOLOGIES CORP DATED DATE 04/29/05 BOOK ENTRY ONLY DUE 05/01/2015 4.875% MN 01	913017BH1	50,000	93 61	46,806	105.68	52,840	6,034
Total Taxable Bonds	BONDS	**295,000**		$ **188,417**		$ **208,483**	**20,067**

Purchase Date	Sale Date	Quantity	Security Description	Cost Basis	Proceeds	Short Term Gains/Losses	Long Term Gains/Losses
05/27/2003	11/07/2013	150	GILEAD SCIENCES INC	$967.67	$10,100.82		$9,133.15
10/14/2008	11/07/2013	250	DANAHER CORP	$8,083.66	$18,171.68		$10,088.02
11/07/2008	11/07/2013	50	MCDONALD'S CORP	$2,764.00	$4,877.25		$2,113.25
12/30/2009	11/07/2013	100	MCDONALD'S CORP	$6,291.00	$9,754.50		$3,463.50
Total Gains							**$107,897.48**
Total Losses							**-$7,058.09**
Total Portfolio				**$154,125.33**	**$254,964.72**		**$100,839.39**
Total Realized Gains/Losses Thru 11/30/2013							**$100,839.39**
12/30/09	12/6/2013	300	Occidental Petroleum Corp	24,698	27,976.49		3,278
11/12/12	12/12/2013	350	National-oilwell Varco Inc	24,368	28,160.47		3,792
			Rounding	2			
				$203,193	$311,102	Thru 12/31/13	$107,909

Amounts reported may not necessarily agree with those reported on the 1099 statement. The 1099 statement is the official record of interest, dividends, distributions and transaction proceeds and is the authoritative source for covered lot information
Capital gains tax rates are determined by the type of investment asset and the holding period Please consult with your tax advisor for specific details

Realized Gains/Losses – Year To Date

Purchase Date	Sale Date	Quantity	Security Description	Cost Basis	Proceeds	Short Term Gains/Losses	Long Term Gains/Losses
10/02/2003	01/01/2013	486.910	FN 555591 FIXED COUPON 5.500000 MATURITY 07/01/2033	$494.91	$486.91		-$8.00
09/19/2003	01/15/2013	25,000	BOEING CAP CORP FIXED COUPON 5.800000 MATURITY 01/15/2013	$25,810.50	$25,000.00		-$810.50
03/12/2008	01/24/2013	100	CELGENE CORP	$5,668.44	$9,710.78		$4,042.34
03/12/2008	01/29/2013	100	CELGENE CORP	$5,668.44	$9,929.36		$4,260.92
10/02/2003	02/01/2013	443.650	FN 555591 FIXED COUPON 5.500000 MATURITY 07/01/2033	$450.94	$443.65		-$7.29
09/17/2010	02/22/2013	500	NIKE INC -CL B	$19,333.53	$27,051.54		$7,718.01
12/30/2011	02/22/2013	500	CAVIUM INC	$14,409.00	$18,459.98		$4,050.98
10/02/2003	03/01/2013	354 980	FN 555591 FIXED COUPON 5.500000 MATURITY 07/01/2033	$360.82	$354.98		-$5.84
01/13/2011	03/06/2013	75	DISCOVERY COMMUNICATIONS-A	$2,937.00	$5,639.11		$2,702.11
10/02/2003	04/01/2013	411.010	FN 555591 FIXED COUPON 5.500000 MATURITY 07/01/2033	$417.77	$411.01		-$6.76
03/12/2008	04/09/2013	100	CELGENE CORP	$5,668.44	$11,695.32		$6,026.88
05/27/2003	04/12/2013	300	GILEAD SCIENCES INC	$1,935.33	$15,430.66		$13,495.33
10/02/2003	05/01/2013	401.790	FN 555591 FIXED COUPON 5.500000 MATURITY 07/01/2033	$408.39	$401.79		-$6.60
10/02/2003	06/01/2013	362.370	FN 555591 FIXED COUPON 5.500000 MATURITY 07/01/2033	$368.33	$362.37		-$5.96
10/02/2003	07/01/2013	360.890	FN 555591 FIXED COUPON 5.500000 MATURITY 07/01/2033	$366.82	$360.89		-$5.93
10/02/2003	08/01/2013	303.290	FN 555591 FIXED COUPON 5.500000 MATURITY 07/01/2033	$308.28	$303.29		-$4.99
03/12/2008	08/23/2013	300	QUALCOMM INC	$12,046.77	$20,142.00		$8,095.23
03/14/2008	08/23/2013	50	CELGENE CORP	$2,819.53	$6,882.43		$4,062.90
05/27/2003	08/23/2013	200	GILEAD SCIENCES INC	$1,290.22	$11,911 65		$10,621.43
12/10/2010	08/23/2013	125	ECOLAB INC	$6,019.03	$11,366.76		$5,347.73
10/02/2003	09/01/2013	274.070	FN 555591 FIXED COUPON 5.500000 MATURITY 07/01/2033	$278.58	$274.07		-$4.51
08/09/2011	09/06/2013	500	FREEPORT-MCMORAN COPPER	$21,799.30	$15,614.82		-$6,184.48
10/02/2003	10/01/2013	259.530	FN 555591 FIXED COUPON 5.500000 MATURITY 07/01/2033	$263.80	$259.53		-$4.27
10/02/2003	11/01/2013	179.920	FN 555591 FIXED COUPON 5.500000 MATURITY 07/01/2033	$182.88	$179.92		-$2.96
01/13/2011	11/07/2013	100	DISCOVERY COMMUNICATIONS-A	$3,916.00	$8,447.85		$4,531.85
03/17/2004	11/07/2013	100	IDEXX LABORATORIES INC	$2,795.95	$10,939.80		$8,143.85

MESTAL FOUNDATION 2013 DISTRIBUTIONS
(Document.373478)

Palm Beach Habilitation Center, Inc	$32,000
Palm Beach Habilitation Center, Inc (Ranch)	$1,000
South Florida Science Museum	$20,000
Planned Parenthood-Miami/Palm Beach/Treasure	$9,000
Planned Parenthood Health Systems (SC)	$3,000
Rosarian Academy	$8,500
Opportunity, Inc	$5,750
Palm Beach Civic Association	$5,200
The ARC of Palm Beach County	$4,000
St Georges Center, Inc	$3,400
Hanley Center Foundation	$3,000
School of the Arts Foundation, Inc	$2,100
Healthy Mothers, Healthy Babies Coalition	$2,000
Legal Aid Society of Palm Beach County, Inc	$2,000
Florida Bar Foundation	$2,000
Palm Beach County Bar Association	$1,600
Place of Hope	$1,300
Middle School of the Arts Foundation	$1,100
Palm Beach County Hospice Foundation	$1,000
Norton Museum of Art	$1,000
Adopt-A-Family	$1,000
Special Olympics Palm Beach County	$1,000
Palm Beach Zoo	$1,000
Feeding South Florida	$1,000
Vinceremos Therapeutic Riding Center, Inc	$1,000
Café Joshua at Lord's Place	$1,000
Episcopal Church at Bethesda by the Sea	$1,000
Kravis Center	$1,000
Ryan Licht Sang Bipolar Foundation	$1,000
Palm Beach Day Academy Foundation	$900
WPBT	$500
American Heart Association	$500
Archbold Biological Station	$500
Ballet Palm Beach	$500
Seagull Industries for the Disabled, Inc.	$400
People for the American Way	$400
ACLU Foundation	$400
University of Florida Foundation	$400
Georgetown University Law	$400
Emergency Medical Assistance Inc	$400
Armory Art Center	$350
University of Cincinnati Law School	$300
Florida Classical Ballet	$250
University of Texas Law School	$250
Smithsonian Institute	$250
WXEL	$250
Jesuit Dallas Foundation	$250
Pi Beta Phi Foundation	$250
Central Virginia Food Bank	$250
Special Olympics of Virginia	$250
Society of the Four Arts	$250
Palm Beach State College Theatre	$250
Leukemia and Lymphoma Society	$250
Ann Norton Sculpture Gardens	$205
Nellie Smith Residence for Girls	$200
Flagler Museum	$125
211 Palm Beach/Treasure Coast	$125
Alliance Eating Disorders Awareness	$100
America Cancer Society	$100
McCarthy's Wildlife Sanctuary Inc	$100
PACE	$75
373478	
TOTALS	$127,680