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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2013 or tax year beginning **APR 1, 2013**, and ending **MAR 31, 2014**

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

Number and street (or P O box number if mail is not delivered to street address)
290 HEWES STREET

City or town, state or province, country, and ZIP or foreign postal code
BROOKLYN, NY 11211

A Employer identification number
03-0463941

B Telephone number
718-624-6008

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

G Check all that apply
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 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)
 \$ **5,458,125.** (Part I, column (d) must be on cash basis.)

J Accounting method
 Cash
 Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	159,770.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	37,185.	37,185.		STATEMENT 1
	4 Dividends and interest from securities	5.	5.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	214,937.	214,937.		STATEMENT 3	
12 Total. Add lines 1 through 11	411,897.	252,127.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	15,600.	15,600.		0.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	5,200.	5,200.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes	12,905.	11,490.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	1,071.	1,071.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	34,776.	33,361.		0.
	25 Contributions, gifts, grants paid	656,676.			656,676.
26 Total expenses and disbursements. Add lines 24 and 25	691,452.	33,361.		656,676.	
27 Subtract line 26 from line 12	<279,555.>				
a Excess of revenue over expenses and disbursements		218,766.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

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

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			174,457.	34,889.	34,889.
	2 Savings and temporary cash investments			1,172,899.	643,969.	643,969.
	3 Accounts receivable	23,897.				
	Less allowance for doubtful accounts			23,300.	23,897.	23,897.
	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	996,709.				
	Less allowance for doubtful accounts	0.		1,689,676.	996,709.	996,709.
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis					
Less accumulated depreciation						
12 Investments - mortgage loans	STMT 7	0.		847,395.	847,395.	
13 Investments - other	STMT 8		1,621,856.	1,420,774.	2,476,266.	
14 Land, buildings, and equipment basis						
Less accumulated depreciation						
15 Other assets (describe)	STATEMENT 9		0.	435,000.	435,000.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			4,682,188.	4,402,633.	5,458,125.	
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 10		922.	922.	
	23 Total liabilities (add lines 17 through 22)			922.	922.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			4,681,266.	4,401,711.	
30 Total net assets or fund balances			4,681,266.	4,401,711.		
31 Total liabilities and net assets/fund balances			4,682,188.	4,402,633.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,681,266.
2 Enter amount from Part I, line 27a	2	<279,555.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	4,401,711.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,401,711.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b	NONE		
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } 2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	603,312.	5,747,322.	.104973
2011	675,173.	4,976,029.	.135685
2010	367,332.	3,572,035.	.102835
2009	129,723.	2,978,342.	.043555
2008	529,760.	2,578,970.	.205415

2 Total of line 1, column (d)	2	.592463
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	.118493
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,376,253.
5 Multiply line 4 by line 3	5	637,048.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,188.
7 Add lines 5 and 6	7	639,236.
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	656,676.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,188.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,188.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	5	2,188.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	5,000.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	49.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,763.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 2,763. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

N/A

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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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ ARTHUR MEISELS Located at ▶ 290 HEWES ST, BROOKLYN, NY	Telephone no ▶ 718-624-6008 ZIP+4 ▶ 11211		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	▶ 15	N/A	
16	At any time during calendar year 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 ▶		Yes	No
		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
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	N/A	
1b			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		X
1c			
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 ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.)	N/A	
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
4a			
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?		X
4b			

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ARTHUR MEISELS 290 HEWES ST BROOKLYN, NY 11211	TRUSTEE 0.00	0.	0.	0.
MIRIAM MEISELS 290 HEWES ST BROOKLYN, NY 11211	TRUSTEE 0.00	0.	0.	0.
MARTIN MEISELS 1517 58TH ST BROOKLYN, NY 11219	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
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	0.
b	Average of monthly cash balances	1b	908,434.
c	Fair market value of all other assets	1c	4,549,691.
d	Total (add lines 1a, b, and c)	1d	5,458,125.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,458,125.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,872.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,376,253.
6	Minimum investment return. Enter 5% of line 5	6	268,813.

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	268,813.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,188.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,188.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	266,625.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	266,625.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	266,625.

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	656,676.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	656,676.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,188.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	654,488.

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				266,625.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	400,811.			
b From 2009				
c From 2010	192,364.			
d From 2011	426,372.			
e From 2012	320,892.			
f Total of lines 3a through e	1,340,439.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	656,676.			
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				266,625.
e Remaining amount distributed out of corpus	390,051.			
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	1,730,490.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	400,811.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,329,679.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010	192,364.			
c Excess from 2011	426,372.			
d Excess from 2012	320,892.			
e Excess from 2013	390,051.			

**THE A M FOUNDATION F/K/A USHER
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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶ 02/19/03
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

NONE

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

NONE

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

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

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

c Any submission deadlines

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

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

Form 990-PF (2013)

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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				
ACH TOV VCHESD		PUBLIC CHARITY	SOCIAL SERVICE	2,000.
AISH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
BAIS CHAYA ESTHER		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	600.
BAIS HALEVI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,000.
BEKAS HATORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
Total	SEE CONTINUATION SHEET(S)			656,676.
b Approved for future payment				
NONE				
Total				0.

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIKUR CHOLIM		PUBLIC CHARITY	SOCIAL SERVICE	5,200.
BNOS SANZ		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
BNOS SATMAR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	6,000.
CAMP ARUGATH HABOSEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	3,600.
CHEN V'CHESED		PUBLIC CHARITY	SOCIAL SERVICE	500.
CHESED		PUBLIC CHARITY	SOCIAL SERVICE	36.
CHOLIM GEMACH		PUBLIC CHARITY	SOCIAL SERVICE	100.
CONG BAIS TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
CONG ADAS YEREIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	249.
CONG ATZEI CHAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	6,800.
Total from continuation sheets				651,616.

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG BAIS		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	250.
CONG BAIS AMROM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
CONG BAIS NUSEN		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
CONG BAIS TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
CONG BAIS CHANA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
CONG BETH ARYEH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
CONG BNEI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
CONG BNEI YOEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	4,600.
CONG DARKEI TSHIVO OF DINOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	11,100.
CONG EMEK HATALMUD		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
Total from continuation sheets				

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG IBRAM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
CONG KHAL ADAS PAYE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
CONG KHAL GIVAS PINCHAS D'KAPISH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
CONG KHAL V'YOEL MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	20,750.
CONG KNESSES YECHESKEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
CONG MINCHAS YOSEPH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
CONG MKOR AREYIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	249.
CONG NER BARUCH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	3,499.
CONG OF ARAC		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
CONG OHEL TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	610.
Total from continuation sheets				

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG OUR LAYESORIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
CONG RABI SIMCHA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,500.
CONG SHUVU ACHIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
CONG TALMUD TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	50.
CONG TORAS EISH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
CONG TOSH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	300.
CONG TOV V'CHESED		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	400.
CONG YAD REMA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	175.
CONG YETEV LEV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	24,450.
DARKEI CHAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,320.
Total from continuation sheets				

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TZOVA D'SHLOME		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	236.
EZRAS ALTE FEIGA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
K.C.K.Y.		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	750.
KEREN ELIYAHU		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
KEREN HABINYAN BAIS RUCHEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	120,000.
KEREN HACHESED		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	150.
KEREN OR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	10,000.
KHAL ADAS PAYE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
KOLEL AVREICHIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
KOLEL SHOMRIE HACHOMOS		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	249.
Total from continuation sheets				

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KOLLEL METZIYUNIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	354.
KOLLEL V'YOEL MOSHE D'SATMAR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
KOLLEL YETEV LEV JERUSALEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
KUPAS EZRA KEREN EZRIEL YECHIEL		PUBLIC CHARITY	SOCIAL SERVICES	100.
KUPAS HACHZUKAS CHASANIM		PUBLIC CHARITY	SOCIAL SERVICES	180.
LUMDEI TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
MESIVTE NACHLAS YAKOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
MOSDOS SATMAR BNEI BRAK		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
MOSDOS TUSHMAD		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
MOSDOS V'YOEL MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
Total from continuation sheets				

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOSDOS YETEV LEV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
MUTZU TOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
NITRA KOLLEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
NOAM ELIMELECH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
ONEG SHABBOS V'YOM TOV		PUBLIC CHARITY	SOCIAL SERVICE	20,000.
ORTHODOX CONG OF DESERT HOT SPRINGS		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,200.
TEHILOS ARYEH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
TOLDOS HILLEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
TOV V'CHESD		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	10,200.
UNITED TALMUDICAL ACADEMY		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	358,800.
Total from continuation sheets				

THE A M FOUNDATION F/K/A USHER
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03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YESHIVA & MESIVTA ARUGATH HABOSEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
YESHIVA BAIS HALEIVY		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	7,000.
YESHIVA BAIS HILLEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
YESHIVA FARM SETTLEMENT		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	430.
YESHIVA NACHLAS TZVI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	245.
YESHIVA OHR YISROEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	800.
YESHIVA TORAS CHEMED		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
YESHIVA BNEI SHMA YISROEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
YESHIVA OHEL TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	249.
YESHIVA SHAR YISOSCHER		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
Total from continuation sheets				

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YETEV LEV JERUSALEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	300.
YETEV LEV LONDON		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
FROM PARTNERSHIP - 58TH STREET GROUP LLC		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	71.
FROM PARTNERSHIP - NASHVILLE DALLAS		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	4.
RAV CHESED		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	10,000.
Total from continuation sheets				

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

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

Employer identification number

03-0463941

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE ARTHUR & MIRIAM MEISELS FAMILY TRUST 9 WALTON ST BROOKLYN, NY 11206	\$ 143,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	CHURCHILL CORPORATE SERVICES INC 56 UTTER AVENUE HAWTHORNE, NJ 07506	\$ 16,770.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

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

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

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMJB LLC	29,809.	29,809.	
FIRST REPUBLIC FROM K-1 - 70 MALTESE ASSOC LLC	94. 123.	94. 123.	
FROM K-1 - 820 FIRST STREET HOLDINGS	4,232.	4,232.	
FROM K-1 - BC MS INVESTORS	2.	2.	
FROM K-1 - BELLA VIDA PROPERTIES LLC	3.	3.	
FROM K-1 - CLEVELAND INDUSTRIAL HOLDINGS LLC	2.	2.	
FROM K-1 - HG ARC HOLDINGS LLC	36.	36.	
FROM K-1 - HG HOLLY HALL HOLDINGS	1.	1.	
FROM K-1 - NG 707 VIRGINIA STREET	6.	6.	
FROM K-1 - NG COLONY PLAZA LLC	6.	6.	
FROM K-1 - NG RIVERGATE LLC	1.	1.	
FROM K-1 - WEST WASHINGTON HOLDINGS	1.	1.	
SIGNATURE BANK	2,869.	2,869.	
TOTAL TO PART I, LINE 3	37,185.	37,185.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HSBC	5.	0.	5.	5.	
TO PART I, LINE 4	5.	0.	5.	5.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TIDEWATER HOLDINGS CO LLC (REAL ESTATE PARTNERSHIP)	<6,568.>	<6,568.>	
ATLANTA- DALLAS HOLDINGS CO LLC (REAL ESTATE PARTNERSHIP)	14,480.	14,480.	
ATLANTA- DURHAM HOLDINGS CO LLC (REAL ESTATE PARTNERSHIP)	<462.>	<462.>	
NASHVILLE DALLAS HOLDINGS LLC	99,789.	99,789.	
NG 2215 LANGHORNE MEZZ LLC	366.	366.	
WEST WASHINGTON HOLDINGS LLC	<12,078.>	<12,078.>	
BELLA VIDA PROPERTIES LLC	62,845.	62,845.	
BG MIS PARTNERS LLC	2,141.	2,141.	
HG ARC HOLDINGS LLC	38,529.	38,529.	
HG KINGWOOD LLC	<2,689.>	<2,689.>	
HG HAMPTONS HOLDINGS CO LLC	4,579.	4,579.	
LAKESHORE PRESTON HOLDINGS LLC	<1,770.>	<1,770.>	
CLEVELAND INDUSTRIAL HOLDINGS LLC	<2,468.>	<2,468.>	
70 MALTESE LLC	<67,018.>	<67,018.>	
HG HOLLY HALL HOLDINGS LLC	<1,238.>	<1,238.>	
VIRGINIA MULTIFAMILY HOLDINGS LLC	6,968.	6,968.	
NG RIVERGATE LLC	11,578.	11,578.	
KEEN EQUITIES	<3,104.>	<3,104.>	
NY PLAZA HOLDINGS	<66.>	<66.>	
BEVERWYCK HOLDINGS	3,341.	3,341.	
NG COLONY PLAZA	5,952.	5,952.	
58TH STREET GROUP LLC	91,336.	91,336.	
NG 707 VIRGINIA STREET	<967.>	<967.>	
NASHVILLE PORTFOLIO	<9,002.>	<9,002.>	
820 FIRST STREET HOLDINGS	<5,572.>	<5,572.>	
FLORIDA MULTIFAMILY	<7,187.>	<7,187.>	
BC MS INVESTORS	<3,020.>	<3,020.>	
FOREST RIDGE LAKESIDE HOLDINGS, LLC	<3,758.>	<3,758.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	214,937.	214,937.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,200.	5,200.		0.
TO FORM 990-PF, PG 1, LN 16B	5,200.	5,200.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US TREASURY	1,415.	0.		0.
STATE TAXES	10,186.	10,186.		0.
PAYROLL TAXES	1,304.	1,304.		0.
TO FORM 990-PF, PG 1, LN 18	12,905.	11,490.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS FILING FEES	250.	250.		0.
BANK CHARGES	474.	474.		0.
INSURANCE	347.	347.		0.
TO FORM 990-PF, PG 1, LN 23	1,071.	1,071.		0.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MORTGAGE RECEIVABLE	847,395.	847,395.	
TOTAL TO FORM 990-PF, PART II, LINE 12	847,395.	847,395.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVEST- TIDEWATER HOLDINGS CO LLC	FMV	<93,150.>	20,000.
PARTNERSHIP INVEST- ATLANTA -DURHAM HOLDINGS CO LLC	FMV	0.	0.
PARTNERSHIP INVEST- ATLANTA -DALLAS HOLDINGS CO LLC	FMV	<8,631.>	30,000.
PARTNERSHIP INVEST - NASHVILLE DALLAS HOLDINGS	FMV	7,598.	75,000.
PARTNERSHIP INVEST - HG HAMPTONS HOLDINGS LLC	FMV	<10,892.>	80,000.
PARTNERSHIP INVEST - WEST WASHINGTON HOLDINGS LLC	FMV	1,021.	40,000.
PARTNERSHIP INVEST - 70 MALTESE ASSOCIATES LLC	FMV	24,348.	150,000.
PARTNERSHIP INVEST - NG 2215 LANGHORNE MEZZ LLC	FMV	36,496.	90,000.
PARTNERSHIP INVEST - BELLA VIDA PROPERTIES	FMV	269.	25,000.
PARTNERSHIP INVEST - BG MIS PARTNERS LLC	FMV	5,723.	30,000.
PARTNERSHIP INVEST - HG ARC HOLDINGS LLC	FMV	7,365.	20,000.
PARTNERSHIP INVEST - HG KINGWOOD LLC	FMV	<41,472.>	20,000.
PARTNERSHIP INVEST - LAKESHORE PRESTON HOLDINGS	FMV	<13,866.>	25,000.
PARTNERSHIP INVEST - CLEVELAND INDUSTRIAL HOLDINGS LLC	FMV	62,003.	90,000.
PARTNERSHIP INVEST - BMAI ASSOC LLC	COST	41,100.	41,100.
PARTNERSHIP INVEST - HG HOLLY HALL HOLDINGS	FMV	8,675.	50,000.
PARTNERSHIP INVEST - VIRGINIA MULTI FAMILY HOLDINGS LLC	FMV	10,150.	60,000.
PARTNERSHIP INVEST - NG RIVERGATE LLC	FMV	0.	0.

PARTNERSHIP INVEST - 57 SPARTA COMMONS LLC	FMV	43,553.	45,000.
PARTNERSHIP INVEST - 221 N WASHINGTON	COST	36,666.	36,666.
PARTNERSHIP INVEST - BEVERWYC HOLDINGS	FMV	72,221.	110,000.
PARTNERSHIP INVEST - KEEN EQUITIES	FMV	439,974.	450,000.
PARTNERSHIP INVEST - NY PLAZA	FMV	297.	5,000.
PARTNERSHIP INVEST- NG LIBERTY SQUARE	COST	20,390.	50,000.
PARTNERSHIP INVEST-PALM BAY SHOPPING PLAZA LLC	FMV	58,619.	100,000.
PARTNERSHIP INVEST-NG COLONY PLAZA LLC	FMV	75,904.	100,000.
PARTNERSHIP INVEST- 524 RT.46 LLC	COST	13,500.	13,500.
PARTNERSHIP INVEST - NG VIRGINIA ST LLC	FMV	67,934.	110,000.
PARTNERSHIP INVEST - BC MS INVESTOR LLC	FMV	40,344.	50,000.
PARTNERSHIP INVEST - FLORIDA MULTIFAMILY HOLDINGS LLC	FMV	33,162.	50,000.
PARTNERSHIP INVEST - 820 FIRST STREET HOLDINGS	FMV	46,213.	50,000.
PARTNERSHIP INVEST - NASHVILLE PORTFOLIO HOLDINGS	FMV	27,512.	50,000.
PARTNERSHIP INVEST - 58TH STREET GROUP LLC	FMV	211,506.	210,000.
PARTNERSHIP INVEST - FOREST RIDGE LAKESIDE HOLDINGS	FMV	96,242.	100,000.
HARBOR GROUP	COST	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,420,774.	2,476,266.

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CONTRACT DEPOSIT ON BUILDING	0.	435,000.	435,000.
TO FORM 990-PF, PART II, LINE 15	0.	435,000.	435,000.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 10

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

PAYROLL TAXES WITHHELD PAYABLE

922.

922.

TOTAL TO FORM 990-PF, PART II, LINE 22

922.

922.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

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

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

ARTHUR MEISELS

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

Telephone No **718-624-6008**

Fax No

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **FEBRUARY 15, 2015**

5 For calendar year _____, or other tax year beginning **APR 1, 2013**, and ending **MAR 31, 2014**

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return

Change in accounting period

7 State in detail why you need the extension

DESPITE NUMEROUS EFFORTS TO OBTAIN INFORMATION FROM OUTSIDE SOURCES THE INFORMATION IS STILL NOT AVAILABLE

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	5,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	5,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature

Title

Date