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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014

Open to Public Inspection

For calendar year **2014** or tax year beginning , 2014, and ending , 20

Name of foundation THE MERE FOUNDATION		A Employer identification number 27-1154389
C/O ROBERT SPIELMAN		B Telephone number (see instructions) (631) 414-4756
Number and street (or P O box number if mail is not delivered to street address)		
10 MELVILLE PARK ROAD		C If exemption application is pending, check here <input type="checkbox"/>
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
MELVILLE, NY 11747		
G Check all that apply:		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 3,344,724.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)

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))		(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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	85,164.	85,164.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	113,272.			
	b Gross sales price for all assets on line 6a 286,652.				
	7 Capital gain net income (from Part IV, line 2)		113,272.		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	198,436.	198,436.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	162,911.	137,911.		25,000.
	b Accounting fees (attach schedule)	58,726.	29,363.		29,363.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [3]	2,397.	2,397.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	6,715.	51.		6,664.
	24 Total operating and administrative expenses. Add lines 13 through 23.	230,749.	169,722.		61,027.
	25 Contributions, gifts, grants paid	155,000.			155,000.
26 Total expenses and disbursements. Add lines 24 and 25	385,749.	169,722.	0	216,027.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-187,313.				
b Net investment income (if negative, enter -0-)		28,714.			
c Adjusted net income (if negative, enter -0-)					

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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	59,041.	42,511.	42,511.
	2	Savings and temporary cash investments			
	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			
	10 a	Investments - U S and state government obligations (attach schedule)[5]	52,112.	22,642.	22,709.
	b	Investments - corporate stock (attach schedule) ATCH 6	1,344,076.	1,271,847.	3,096,602.
	c	Investments - corporate bonds (attach schedule) ATCH 7	189,416.	125,552.	128,194.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	53,273.	46,210.	52,865.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 9)		1,843.	1,843.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,697,918.	1,510,605.	3,344,724.	
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	0	
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, . . . ▶ <input checked="" type="checkbox"/>		check here and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	1,697,918.	1,510,605.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	1,697,918.	1,510,605.		
31	Total liabilities and net assets/fund balances (see instructions)	1,697,918.	1,510,605.		

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)	1,697,918.
2	Enter amount from Part I, line 27a	-187,313.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	1,510,605.
5	Decreases not included in line 2 (itemize) ▶	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,510,605.

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 'PART IV SCHEDULE				
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				
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	113,272.
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))
2013	223,296.	3,311,131.	0.067438
2012	174,445.	1,952,005.	0.089367
2011			
2010			
2009			
2 Total of line 1, column (d)			2 0.156805
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 0.039201
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 3,363,764.
5 Multiply line 4 by line 3			5 131,863.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 287.
7 Add lines 5 and 6			7 132,150.
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			8 216,027.

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	287.
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	287.
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	287.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,206.
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	1,206.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	919.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 919. Refunded ▶	11	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
1c Did the foundation file Form 1120-POL for this year?	N/A	
2 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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, _____		
8b 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? <i>If "No," attach explanation</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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).
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).
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of ROBERT SPIELMAN Telephone no 631-414-4000
Located at 10 MELVILLE PARK ROAD MELVILLE, NY ZIP+4 11747
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
16 At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-221) 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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
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 2014?
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?
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)
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?
b If "Yes," did it have excess business holdings in 2014 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 2014)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2014?

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 4945(d)(4)(A)? (see instructions). Yes No

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

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

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? 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 (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
ATCH 10		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. Yes No

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
ATCH 11		221,638.

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 N/A	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	

Total. Add lines 1 through 3 ▶

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	3,384,728.
b	Average of monthly cash balances	1b	30,107.
c	Fair market value of all other assets (see instructions)	1c	154.
d	Total (add lines 1a, b, and c)	1d	3,414,989.
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	3,414,989.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,225.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,363,764.
6	Minimum investment return. Enter 5% of line 5	6	168,188.

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	168,188.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	287.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	287.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	167,901.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	167,901.
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	167,901.

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	216,027.
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	216,027.
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	287.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	215,740.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				167,901.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12 , 20 11 , 20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012 78,955.				
e From 2013 60,707.				
f Total of lines 3a through e	139,662.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 216,027.				
a Applied to 2013, 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 2014 distributable amount				167,901.
e Remaining amount distributed out of corpus	48,126.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	187,788.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	187,788.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012 78,955.				
d Excess from 2013 60,707.				
e Excess from 2014 48,126.				

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

NOT APPLICABLE

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 2014, 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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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))
 N/A

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
 N/A

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.
 ATCH 12

b The form in which applications should be submitted and information and materials they should include:
 RESUME WITH MISSION STATEMENT, BUDGET AND FINANCIAL STATEMENT

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NONE

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
<p>a <i>Paid during the year</i></p> <p>ATCH 13</p>				
Total ▶ 3a				155,000.
<p>b <i>Approved for future payment</i></p>				
Total ▶ 3b				

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,783.	
283,869.		LT CAP GAIN/(LOSS)-PUBLICLY TRADED SECUR PROPERTY TYPE: SECURITIES - SEE STMT A 173,380.				P	VAR 110,489.	VAR
TOTAL GAIN(LOSS)							<u>113,272.</u>	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME - CITI	78,171.	78,171.
INTEREST INCOME- CITI	5,909.	5,909.
INTEREST INCOME- US TREAS INFL NOTE- OID	755.	755.
SHORT TERM CAP GAIN DISTRIBUTION- CITI	329.	329.
TOTAL	<u>85,164.</u>	<u>85,164.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	162,911.	137,911.		25,000.
TOTALS	<u>162,911.</u>	<u>137,911.</u>		<u>25,000.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES WITHHELD	2,397.	2,397.
FEDERAL EXCISE TAX		
TOTALS	<u>2,397.</u>	<u>2,397.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	51.	51.	
DE ANNUAL FILING FEES	412.		412.
INSURANCE	6,252.		6,252.
TOTALS	<u>6,715.</u>	<u>51.</u>	<u>6,664.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US TREASURY NOTE .5% 4/15/15	52,112.	22,642.	22,709.
US OBLIGATIONS TOTAL	<u>52,112.</u>	<u>22,642.</u>	<u>22,709.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON STOCKS- SEE STMT A	1,344,076.	1,271,847.	3,096,602.
TOTALS	<u>1,344,076.</u>	<u>1,271,847.</u>	<u>3,096,602.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS- SEE STMT A	189,416.	125,552.	128,194.
TOTALS	<u>189,416.</u>	<u>125,552.</u>	<u>128,194.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NB EQUITY INCOME FUND	53,273.	46,210.	52,865.
TOTALS	<u>53,273.</u>	<u>46,210.</u>	<u>52,865.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDEND RECEIVABLE	1,843.	1,843.
TOTALS	<u>1,843.</u>	<u>1,843.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT SPIELMAN 10 MELVILLE PARK ROAD MELVILLE, NY 11747	PRESIDENT / DIRECTOR 2.00	0	0	0
MORTON WIGGINS 720 SOUTHPOINT BLVD., SUITE A200 PETALUMA, CA 94954	DIRECTOR .25	0	0	0
MARK M. O'CONNELL 8700 LEE BOULEVARD LEAWOOD, KS 66206	DIRECTOR .25	0	0	0

GRAND TOTALS

0 0 0 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
EDWARDS WILDMAN PALMER LLP 750 LEXINGTON AVENUE NEW YORK, NY	LEGAL SERVICES	39,000.
CARTER LEDYARD & MILBURN LLP 570 LEXINGTON AVENUE NEW YORK, NY	LEGAL SERVICES	123,911.
MARCUM LLP 10 MELVILLE PARK ROAD MELVILLE, NY	ACCOUNTING	58,727.
	TOTAL COMPENSATION	<u>221,638.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ROBERT SPIELMAN
C/O MARCUM LLP 10 MELVILLE PARK RD
MELVILLE, NY 11747

THE MERE FOUNDATION

27-1154389

FORM 990FE - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS PURPOSE OF GRANT OR CONTRIBUTION AMOUNT

SEE ATTACHED SCHEDULE - STATEMENT B NONE SEE STATEMENT ATTACHED - STATEMENT B 155,000.
PC

TOTAL CONTRIBUTIONS PAID 155,000.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2014

Name of estate or trust **THE MERE FOUNDATION** Employer identification number
C/O ROBERT SPIELMAN **27-1154389**

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	283,869.	173,380.		110,489.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13 2,783.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 113,272.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2014

JSA
4F1210 1 000

Part III Summary of Parts I and II
Caution: Read the instructions before completing this part

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		
18 Net long-term gain or (loss):			
a Total for year	18a		113,272.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a	19		113,272.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	20	()
a The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34),	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	25		
26 Subtract line 25 from line 24 If zero or less, enter -0-	26		
27 Subtract line 26 from line 21 If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,500	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0%	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26	32		
33 Enter the smaller of line 21 or \$12,150	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33 If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15%	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20%	41		
42 Figure the tax on the amount on line 27 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45		

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side
 THE MERE FOUNDATION

Social security number or taxpayer identification number
 27-1154389

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II Long-Term. Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	LT CAP GAIN/ (LOSS) - PUBL ICLY TRADED SECURITI	VAR	VAR	283,869.	173,380.			110,489.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				283,869.	173,380.			110,489.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

THE MERE FOUNDATION			
EIN 27-1154389			
FOR THE YEAR ENDED DECEMBER 31, 2014			
ATTACHMENT EXPENDITURE RESPONSIBILITY			
FORM 990-PF, PART VII-B, LINE 5c			
The following information is provided in accordance with Reg § 4945-6(b)(2) and IRC Section Code 4945 (d)(5) to demonstrate that the foundation exercised expenditure responsibility with respect to its professional expenses.			
Name and address of recipient	Description	Amount	Date Paid
	The Foundation was created as a split off from a family foundation as several factions of the family decided it was in their best interest to separate Pursuant to a legal agreement this foundation was required to provide extensive documentation, support and analysis to the foundation from which it derived its corpus.		
	During 2014, this Foundation incurred significant legal and professional fees to address the requirements of expenditure responsibility and alleged assertions by the transferor foundation The expenditure responsibility agreement terminated as of December 31, 2014 Resolution of all matters is anticipated in 2015		
Legal expense:			
Carter, Ledyard & Milburn- 570 Lexington Avenue New York, NY		\$ 123,911 09	
Edwards Wildman- 750 Lexington Avenue New York, NY		39,000 00	
		162,911 09	
Accounting expense: (including tax preparation and preparation of books)			
Marcum LLP- 10 Melville Park Road, Melville, NY 11747		\$ 58,726 61	

STATEMENT A SCHEDULE OF ASSETS

THE MERE FOUNDATION
 EIN 27-1154389
 YEAR DECEMBER 31, 2014

CARRYING VALUE	SECURITY	# SHARES SOLD	COST	PROCEEDS	LT GAIN/LOSS	DATE OF SALE	ENDING ASSETS @ 12/31/2014	
							# SHS	ENDING BALANCE AT 12/31/2014 FMV.
	US TREASURY OBLIGATIONS							
50,000.00	UNITED STATES TREAS NTS INFLATION 5% 4/15/15	(4,000.00)	(4,168.96) [a]	4,397.07	228.11	5/6/2014	21,000.00	22,641.53
		(15,000.00)	(15,633.59)	16,458.17	824.58	5/7/2014		
	TOTAL US TREASURY	(29,000.00)	(30,224.94)	31,795.12	1,574.18	10/29/2014		22,641.53
	FIXED INCOME- CORPORATE							
10,000.00	LIMITED BRANDS 5 25% 11/1/2014	(1,000.00)	(988.80)	1,007.34	18.54	5/6/2014		
		(9,000.00)	(8,899.20)	9,000.00	100.80	11/21/2014		
25,000.00	BHP BILLITON FIN USA 1 125% 11/2/14	(2,000.00)	(1,998.40)	1,993.12	(5.28)	5/6/2014		
		(23,000.00)	(22,981.60)	23,000.00	18.40			
10,000.00	SHERWIN WILLIAMS 3 125% 1/15/2014	(1,000.00)	(1,005.10)	1,003.58	(1.52)	5/6/2014		
		(9,000.00)	(9,045.90)	9,000.00	(45.90)	12/15/2014		
10,000.00	DU POINT EI DE NEMOURS 3 25% 1.15 2015						10,000.00	9,976.00
10,000.00	VALERO 4 5% 2/1/2015	(1,000.00)	(1,003.80)	1,016.00	12.20	5/6/2014	9,000.00	9,034.20
10,000.00	FREEMONT MC MORAN COPPER & GOLD	(2,000.00)	(1,995.34)	1,993.24	(2.10)	5/6/2014		(0.00)
5,000.00	FREEMONT MC MORAN COPPER & GOLD	(13,000.00)	(12,959.98)	13,023.27	63.29	12/17/2014		
10,000.00	VORNADO REALTY LP FIXED 4 25% 4/1/2015						10,000.00	9,983.00
10,000.00	THERMO FISHER SCIENTIFIC INC 3 2% 5.1 215	(1,000.00)	(995.90)	1,011.98	16.08	5/6/2014	9,000.00	8,963.10
10,000.00	EOS RES INC FIXED 2 95% 6/1/2015						10,000.00	9,980.00
10,000.00	RIO TINTO FIN US 1 875% 11/2/2015						10,000.00	9,930.00
10,000.00	ONEOK PARTNERS 3 25% 2/1/2016						10,000.00	9,963.00
10,000.00	JP MORGAN CHASE 3 45% 3/1/2016						10,000.00	9,975.00
10,000.00	BUNGE LTD 4 1% 3/15/2016	(1,000.00)	(995.93)	1,026.78	26.85	5/6/2014	9,000.00	8,999.37
10,000.00	ENSCO PLC SR 3 25% 3/15/2016						10,000.00	9,930.00
10,000.00	WILLIS GROUP HOLDINGS 4 125% 3/15/215						10,000.00	9,949.00
10,000.00	WALT DISNEY CO 1 35% 8/16/2016						10,000.00	9,963.00
10,000.00	AMB PPTY LP GTD 4 5% 8/15/2017	(1,000.00)	(985.20)	1,056.45	67.25	5/6/2014	9,000.00	8,902.80
	TOTAL CORPORATE BONDS							125,552.47
								128,194

STATEMENT A SCHEDULE OF ASSETS

THE MERE FOUNDATION
 EIN 27-1154389
 YEAR DECEMBER 31, 2014

Account Number	Description	Cost	Unrealized Gain/Loss	Market Value	Acquisition Date	Market Value	Market Value
1,666	MEADWESTVACO CORP	(96 00)	(686 29)	3,584 95	2,998 66	5/8/2014	11,223 71
550	MICROCHIP TECHNOLOGY INC	(32 00)	(780 74)	1,432 32	651 58	5/8/2014	12,638 26
393	NORTHEAST UTILITIES	(23 00)	(558 12)	1,015 85	457 73	5/8/2014	8,978 51
225	PHILIP MORRIS INTL INC	(13 00)	(625 44)	1,052 95	427 51	5/8/2014	10,199 51
56	POTASH CORP OF SASKATCHEWAN	(3 00)	(88 07)	80 15	(7 92)	5/8/2014	1,555 82
7,750	PROGRESSIVE CORP	(416 00)	(162 10)	10,198 33	10,036 23	5/8/2014	2,662 91
1,300	RANGE RES CORP	(75 00)	(2,762 22)	6,699 34	3,937 12	5/8/2014	45,116 31
2,225	SANDRI SPONS ADR	(125 00)	(4,119 67)	6,711 78	2,592 11	5/8/2014	69,210 43
1,806	SCHLUMBERGER LTD	(104 00)	(5,974 80)	10,414 00	4,439 20	5/8/2014	97,779 90
250	SOCIEDAD QUIMICA Y MINERA DE CHILE	(14 00)	(243 57)	398 57	155 00	5/8/2014	4,105 93
250	AMERICAN CAMPUS COMMNTYS	(14 00)	(179 87)	515 21	335 34	5/8/2014	4,368 13
562	RAYONIER INC	(32 00)	(910 90)	1,388 58	477 68	5/8/2014	10,883 47
			(3,939 35)	26 72	(3,912 63)	7/3/2014	
	RAYONIER ADVANCED MATLS INC		3,939 35		3,939 35	7/3/2014	3,939 35
473	SPECTRA ENERGY CORP	(27 00)	(625 05)	1,013 26	388 21	5/8/2014	10,324 85
2,500	TEXAS INSTRUMENTS	(143 00)	(4,328 90)	6,437 28	2,103 38	5/8/2014	71,351 10
2,600	THERMO FISHER SCIENTIFIC INC	(149 00)	(2,617 63)	16,997 79	14,380 16	5/8/2014	43,059 05
1,237	UNILEVER	(71 00)	(2,095 71)	2,910 58	814 87	5/8/2014	34,416 90
216	VENTAS INC	(12 00)	(523 04)	760 65	237 61	5/8/2014	8,891 66
2,600	VERIZON COMM	(149 00)	(1,510 47)	6,959 88	5,449 41	5/8/2014	24,846 76
1750	VULCAN MATERIAL	(100 00)	(86 19)	6,392 16	6,305 97	5/8/2014	1,422 20
	Total Common Stocks		(173,379 78)	283,869 42	110,489 64		1,456,251 50
	MUTUAL FUND						
4,545 455	NEUBERGER BERMAN EQUITY INCOME FUND	(642 055)	(7,062 60)	8,000 00	937 40	3/18/2014	42,937 40
115 492	NEUBERGER BERMAN EQUITY INCOME FUND						1,245 00
37 584	NEUBERGER BERMAN EQUITY INCOME FUND						405 00
142 469	NEUBERGER BERMAN EQUITY INCOME FUND						1,623 00
4,841 000							46,210 40
	TOTAL ASSETS						3,300,369

THE MERE FOUNDATION
EIN: 27-1154389

ATTACHMENT B

FOR THE YEAR ENDED DECEMBER 31, 2014

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

FORM 990-PF, PART XV, LINE 3a

RECIPIENT: NAME AND ADDRESS	RELATIONSHIP TO ANY FOUNDATION MANAGER/SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT
BOCA RATON REGIONAL HOSPITAL BOCA RATON, FL	NONE	PC	GENERAL PURPOSE GRANT- HEALTH SERVICES	5,000
UJA FEDERATION OF NEW YORK SYOSSET, NY	NONE	PC	GENERAL PURPOSE GRANT	50,000
JEWISH ASSOCIATION FOR RESIDENTIAL CARE BOCA RATON, FL	NONE	PC	GENERAL PURPOSE GRANT	10,000
THE DRAWING CENTER INC.-	NONE	PC	GENERAL PURPOSE GRANT	5,000
GURDJIEFF FOUNDATION OF CALIFORNIA- SAN FRANCISCO, CA	NONE	PC	GENERAL PURPOSE GRANT-	15,000
LEVIS JCC- MACCABI GAMES- BOCA RATON-FL	NONE	PC	GENERAL PURPOSE GRANT	5,000
ROUNDABOUT THEATRE CO- NEW YORK, NY	NONE	PC	GENERAL PURPOSE GRANT- ARTS, CULTURE & LEISURE	25,000
THE RUSTY STAUB FOUNDATION INC PEABODY, MA	NONE	PC	GENERAL PURPOSE GRANT	10,000
LEUKEMIA & LYMPHONA WEST PALM BEACH, NY	NONE	PC	GENERAL PURPOSE GRANT	5,000
NY PRESBYTERIAN FUND INC- OFFICE OF DEV NEW YORK, NY	NONE	PC	GENERAL PURPOSE GRANT	25,000

TOTAL CONTRIBUTIONS

\$ 155,000