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Return of Private Foundation

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.

For calendar year 2014 or tax year beginning

DEC 1, 2014

, and ending

NOV 30, 2015

Name of foundation

MDS CHARITABLE FOUNDATION TRUST

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

A Employer identification number

6 DEBRA WAY

26-3891387

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

LAKEWOOD, NJ 08701

B Telephone number

G Check all that apply:

<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
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

C If exemption application is pending, check here ► H Check type of organization: Section 501(c)(3) exempt private foundationD 1. Foreign organizations, check here ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation2. Foreign organizations meeting the 85% test, check here and attach computation ►

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

► \$ 1774537.

(Part I, column (d) must be on cash basis.)

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 ►

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)
1	Contributions, gifts, grants, etc., received	270000.		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	113736.	113736.		Statement 1
4	Dividends and interest from securities	800.	800.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	7509.			
b	Gross sales price for all assets on line 6a	925592.			
7	Capital gain net income (from Part IV, line 2)		7509.		
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	<7699.>	<7699.>		Statement 3
12	Total. Add lines 1 through 11	384346.	114346.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees Stmt 4	1750.	0.		
c	Other professional fees				
17	Interest Stmt 5				
18	Taxes	1000.	0.		
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses Stmt 6	475.	475.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	3225.	475.		0.
25	Contributions, gifts, grants paid	202936.			202936.
26	Total expenses and disbursements. Add lines 24 and 25	206161.	475.		202936.
27	Subtract line 26 from line 12:	178185.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		113871.		
c	Adjusted net income (if negative, enter -0-)			N/A	

423501
11-24-14 a Excess of revenue over expenses and disbursements

LHA For Paperwork Reduction Act Notice, see instructions.

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A

Assets	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
1	Cash - non-interest-bearing		1156405.	289288.	289288.
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				
7	Other notes and loans receivable ► 500.	0.	3500.	500.	500.
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock				
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other Stmt 7	400000.	1484749.	1484749.	
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1559905.	1774537.	1774537.	
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 ►)				
		0.	0.	0.	
Net Assets or Fund Balances					
23	Total liabilities (add lines 17 through 22)	0.	0.	0.	
	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.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	1559905.	1774537.		
30	Total net assets or fund balances	1559905.	1774537.		
	31 Total liabilities and net assets/fund balances	1559905.	1774537.		

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	1559905.
2	Enter amount from Part I, line 27a	2	178185.
3	Other increases not included in line 2 (itemize) ►	3	36447.
4	Add lines 1, 2, and 3	4	1774537.
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	1774537.

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 GAIN ON SALE OF SECURITIES - PER ATTACHED SCHEDULE		P		
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 925592.		918083.		7509.
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				7509.
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	7509.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	124675.	758597.	.164349
2012	125336.	606124.	.206783
2011	73810.	530169.	.139220
2010	76071.	481533.	.157977
2009	47093.	302793.	.155529

2 Total of line 1, column (d) 2 .823858

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 .164772

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 4 518138.

5 Multiply line 4 by line 3 5 85375.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1139.

7 Add lines 5 and 6 7 86514.

8 Enter qualifying distributions from Part XII, line 4 8 202936.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

6a

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 0.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8 24.

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9 1163.

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10

11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ►

Refunded ►

11

Part VII-A Statements Regarding Activities

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?

Yes

No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1a X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b X

c Did the foundation file Form 1120-POL for this year?

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

0.

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

3 X

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

N/A

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 X

- 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

7 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► None

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

8b X

of each state as required by General Instruction G? If "No," attach explanation

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)? If "Yes," complete Part XIV

9 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10 X

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 **X**

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 **X**

Website address ► **N/A**

14 The books are in care of ► **ORGANIZATION** Telephone no. ► ZIP+4 ► **08701**
Located at ► **6 DEBRA WAY, LAKEWOOD, NJ**

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 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 90-22.1). If "Yes," enter the name of the foreign country ► 16 **Yes** **No**
X

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

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

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? **N/A** ►

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? 1c **X**

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): 1b

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? Yes No
If "Yes," list the years ► 2a

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 2c

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 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) 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a **X**

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? 4b **X**

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

Organizations relying on a current notice regarding disaster assistance check here c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** 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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** Yes No7b **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
MOSHE SZANZER	TRUSTEE			
6 DEBRA WAY	0.00	0.	0.	0.
LAKWOOD, NJ 08701				
DEVORAH SZANZER	TRUSTEE			
6 DEBRA WAY	0.00	0.	0.	0.
LAKWOOD, NJ 08701				

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

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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 CONTRIBUTIONS TO VARIOUS TAX EXEMPT YESHIVOS - SCHOOLS AND SYNAGOGUES QUALIFYING AS SEC. 501 (C) (3) CHARITIES	
	202936.
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		
3	All other program-related investments. See instructions.	
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	526028.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	526028.
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	526028.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7890.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	518138.
6	Minimum investment return. Enter 5% of line 5	6	25907.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	25907.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1139.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1139.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24768.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24768.
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	24768.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	202936.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	202936.
b	Cash distribution test (attach the required schedule)	5	1139.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	201797.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				24768.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	31953.			
b From 2010	54790.			
c From 2011	47302.			
d From 2012	95032.			
e From 2013	87745.			
f Total of lines 3a through e	316822.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 202936.			0.	
a Applied to 2013, but not more than line 2a				
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 2014 distributable amount				24768.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (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:	494990.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	31953.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	463037.			
10 Analysis of line 9:				
a Excess from 2010	54790.			
b Excess from 2011	47302.			
c Excess from 2012	95032.			
d Excess from 2013	87745.			
e Excess from 2014	178168.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

- 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

3 Subtract line 2a from line 2c
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).)

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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:

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

c. Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BAIS MEDRASH LTORAH UTIFILAH 5 CEDAR DRIVE LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	300.
BAIS REUVEN KAMENETZ OF LAKEWOOD 125 11TH STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	1800.
BAIS RIVKA ROCHEL 185 RIVER AVENUE LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	5700.
BETH MEDRASH GOVOMA 617 SIXTH STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	3000.
CONG ANSHEI RIDGE 5 SHOSHANA DRIVE LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	500.
Total	See continuation sheet(s)			► 3a 202936.
b Approved for future payment				
None				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Use worksheet in line to instructions to verify calculations.

Relationship of Activities to the Accomplishment of Exempt Purposes

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

2014**Name of the organization****MDS CHARITABLE FOUNDATION TRUST****Employer identification number****26-3891387****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 foundation**Check 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2014)

Name of organization

MDS CHARITABLE FOUNDATION TRUST

Employer identification number

26-3891387

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	COMPCARE THERAPEUTICS INC. 6 DEBRA WAY LAKEWOOD, NJ 08701	\$ 270000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>

Name of organization

Employer identification number

MDS CHARITABLE FOUNDATION TRUST**26-3891387****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
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

MDS CHARITABLE FOUNDATION TRUST**26-3891387**

Part III *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.* 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 info 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG FOREST GLEN 27 GRASSMERE STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	9668.
CONG. AHAVAS CHESED 684 9TH STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	12598.
CONG. BNOS DEVORAH 243 PROSPECT STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	4920.
CONGREGATION AHAVAS DOVID 684 9TH STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	750.
FREEHOLD KOLLEL INC 66 TOVA DRIVE LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	5700.
KEREN EVEN HABOCHEN INC PO BOX 47 LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	536.
LAKEWOOD CHEDER SCHOOL 1210 CLIFTON AVE LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	9050.
OHR TORAH INC 450 7TH AVE NEW YORK, NY 10123	NONE	PUBLIC	EDUCATIONAL	1400.
SCSC INC. 10 14TH STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	1400.
SHAAR HATALMUD INSTITUTE 2133 79TH ST BROOKLYN, NY 11214	NONE	PUBLIC	EDUCATIONAL	300.
Total from continuation sheets				191636.

Part XV Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHMIRAS HASADERIM 405 YESHIVA PLAZA LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	1013.
STAM GEMILAS CHESSED FUND 615 FOREST AVENUE LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	286.
TALMUDICAL YESHIVA OF PHILADELPHIA 6063 DREXEL ROAD PHILADELPHIA, PA 19131	NONE	PUBLIC	EDUCATIONAL	1000.
TIFERES MOSHE 121 ARBUTUS DR LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	2500.
VARIOUS 501 (C)(3) ORGANIZATIONS - CONTRIBUTIONS LESS THAN \$1000	NONE	PUBLIC	EDUCATIONAL	52624.
YESHIVA AND MESIVTA TORAH TEMIMA 507 OCEAN PARKWAY BROOKLYN, NY 11218	NONE	PUBLIC	EDUCATIONAL	8472.
YESHIVA GEDOLAH OF WOODLAKE VILLAGE INC PO BOX 974 LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	550.
YESHIVAS NOVOMINSK 1690 60TH STREET BROOKLYN, NY 11219	NONE	PUBLIC	EDUCATIONAL	360.
YESHIVAS TORAS CHAIM INC PO BOX 1000 LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	672.
ATERES YESHAYA 908 EAST COUNTY LINE ROAD LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	3300.
Total from continuation sheets				

Part XV Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BMG KOLLEL FUND 617 6TH STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	8170.
BMG STUDENT AID FUND 617 6TH STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	6050.
BAIS MEDRASH OF ROCKLAND 12 HERRICK AVE SPRING VALLEY, NY 10977	NONE	PUBLIC	EDUCATIONAL	35100.
BAIS YAAKOV ELEMENTARY SCHOOL 419 5TH STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	3300.
BNOS MELECH 550 JAMES STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	1850.
KEREN ORAH 812 DITMAS AVE BROOKLYN, NY 11218	NONE	PUBLIC	EDUCATIONAL	3196.
NACHLAS YISROEL 1441 OAKWOOD AVE LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	4341.
YESHIVA GEDOLAH OF PATERSON 555 15TH AVE PATERSON, NJ 07504	NONE	PUBLIC	EDUCATIONAL	5800.
CONGREGATION ZICHRON MOSHE INC 9 13TH STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	1230.
BAIS YAAKOV HIGH SCHOOL OF LAKEWOOD 277 JAMES STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	EDUCATIONAL	1500.
Total from continuation sheets				

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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
CHASE	119.	119.	
LEVON CAPITAL LLC	113617.	113617.	
Total to Part I, line 3	113736.	113736.	

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
ESSA BANCORP INC	450.	0.	450.	450.	
OCEAN SHORE HOLDING CO	90.	0.	90.	90.	
UNITED INSURANCE HOLDINGS CORP	200.	0.	200.	200.	
UNIVERSAL INSURANCE HOLDINGS INC	60.	0.	60.	60.	
To Part I, line 4	800.	0.	800.	800.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
FROM K-1 PARK CREST VILLAGE 2014 LLC	<7699.>	<7699.>	
Total to Form 990-PF, Part I, line 11	<7699.>	<7699.>	

Form 990-PF

Accounting Fees

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	1750.	0.	0.	0.
To Form 990-PF, Pg 1, ln 16b	1750.	0.	0.	0.

Form 990-PF

Taxes

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	1000.	0.	0.	0.
To Form 990-PF, Pg 1, ln 18	1000.	0.	0.	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
	475.	475.	475.	0.
To Form 990-PF, Pg 1, ln 23	475.	475.	475.	0.

Form 990-PF

Other Investments

Statement 7

Description	Valuation Method	Book Value	Fair Market Value
	COST		1000000.
INVESTMENT IN LEVON CAPITAL LLC	COST	1000000.	1000000.
INVESTMENT IN PARK CREST VILLAGE	COST	432301.	432301.
2014 LLC			
APEX CLEARING CORPORATION-	COST	52448.	52448.
SECURITIES			
Total to Form 990-PF, Part II, line 13		1484749.	1484749.

MDS Charitable Foundation
For the Year Ending 11/30/2015
Capital Gain Schedule

			<u>Date Sold</u>	<u>Description</u>	<u>Quantity</u>	<u>Proceeds</u>	<u>Date Purchased</u>	<u>Quantity</u>	<u>Cost</u>	<u>Gain/Loss</u>
May	5/4/2015	Blue Hills Bancorp Inc			366	4,986.85				
	5/4/2015	Blue Hills Bancorp Inc			700	9,566.80				
	5/4/2015	Blue Hills Bancorp Inc			934	12,786.50				
					2,000	27,340.15	4/17/2015	2,000	26,477.98	862.17
	5/5/2015	Essa Bancorp Inc			1,000	12,790.79	4/20/2015	1,000	12,864.48	(73.68)
June	6/9/2015	Heritage Insurance Holdings			500	10,960.83				
	6/9/2015	Heritage Insurance Holdings			500	10,967.79				
					1,000	21,928.62	4/17/2015	1,000	22,005.36	(76.74)
	6/10/2015	Heritage Insurance Holdings			202	4,414.73				
	6/10/2015	Heritage Insurance Holdings			298	6,499.25				
					500	10,913.98	4/20/2015	500	10,974.13	(60.15)
	6/10/2015	Heritage Insurance Holdings			500	10,900.83	4/23/2015	500	10,744.15	156.68
	6/11/2015	Heritage Insurance Holdings			500	11,074.78				
	6/12/2015	Heritage Insurance Holdings			500	10,998.79				
					1,000	22,073.57	4/29/2015	1,000	20,925.35	1,148.22
	6/22/2015	Entegra Financial Corp			500	8,735.87	4/17/2015	1,000	15,608.85	
	6/22/2015	Entegra Financial Corp			1,000	17,790.59	6/12/2015	500	8,183.95	
					1,500	26,526.46		1,500	23,792.80	2,733.66
	6/29/2015	Universal Insurance Holdings Inc			2,000	48,989.86	6/18/2015	500	12,203.80	
							6/19/2015	1,500	35,993.80	
								2,000	48,197.60	792.26
July	7/1/2015	United Insurance Holdings Corp			500	7,865.90	5/19/2015	500	7,944.97	(79.07)
	7/7/2015	Federated National Holding			1,000	25,056.55	6/30/2015	1,000	24,698.85	357.70
Aug	8/10/2015	Ocean Shore Holding Co			1,500	22,733.96	7/15/2015	1,500	22,156.45	577.51
	8/18/2015	Kingstone Companies Inc			2,000	15,896.52	6/18/2015	1,000	7,608.85	
							7/15/2015	1,000	7,608.95	
								2,000	15,217.80	678.72
Sept	9/9/2015	Essa Bancorp Inc			1,020	13,097.45	4/20/2015	1,000	12,864.48	
	9/10/2015	Essa Bancorp Inc			980	12,584.35	6/12/2015	1,000	12,914.06	
	9/21/2015	Essa Bancorp Inc			183	2,371.79	7/13/2015	1,000	12,758.85	
	9/21/2015	Essa Bancorp Inc			317	4,127.69	7/28/2015	2,000	26,028.95	
	9/22/2015	Essa Bancorp Inc			500	6,475.77				
	9/25/2015	Essa Bancorp Inc			500	6,480.72				
	9/25/2015	Essa Bancorp Inc			500	6,480.73				
	9/29/2015	Essa Bancorp Inc			1,000	12,990.40				

