

Return of Private Foundation

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

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2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning APR 1, 2016, and ending MAR 31, 2017

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

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

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

A Employer identification number
03-0463941

B Telephone number
718-624-6008

C If exemption application is pending, check here

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

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

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

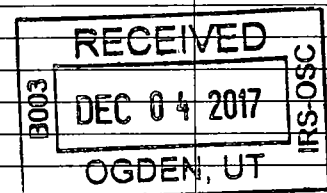
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **9,235,450.**

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	541,469.		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	58,911.	58,911.		STATEMENT 1
4	Dividends and interest from securities				
5a	Gross rents	87,500.	87,500.		STATEMENT 2
b	Net rental income or (loss)	41,982.			STATEMENT 3
6a	Net gain or (loss) from sale of assets not on line 10	<52,500.>			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	42,721.	42,721.		STATEMENT 4
12	Total Add lines 1 through 11	678,101.	189,132.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages	15,600.	0.		0.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	6,500.	0.		0.
c	Other professional fees				
17	Interest				
18	Taxes	50,396.	45,518.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	912.	0.		0.
24	Total operating and administrative expenses Add lines 13 through 23	73,408.	45,518.		0.
25	Contributions, gifts, grants paid	568,857.			568,857.
26	Total expenses and disbursements Add lines 24 and 25	642,265.	45,518.		568,857.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	35,836.			
b	Net investment income (if negative, enter -0-)		143,614.		
c	Adjusted net income (if negative, enter -0-)			N/A	



SCANNED DEC 05 2017

Operating and Administrative Expenses

17 21
9-30
5

**THE A M FOUNDATION F/K/A USHER
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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	16,306.	6,031.	6,031.
	2 Savings and temporary cash investments	1,035,966.	1,187,694.	1,187,694.
	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 ▶ <u>348,000.</u>			
	Less allowance for doubtful accounts ▶ <u>0.</u>	268,000.	348,000.	348,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <u>STMT 8</u>	52,500.	0.	0.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans <u>STMT 9</u>	578,160.	433,125.	433,125.	
13 Investments - other <u>STMT 10</u>	1,473,283.	1,465,062.	2,560,600.	
14 Land, buildings, and equipment: basis ▶ <u>4,330,422.</u>				
Less accumulated depreciation ▶	4,330,422.	4,330,422.	4,700,000.	
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,754,637.	7,770,334.	9,235,450.	
Liabilities	17 Accounts payable and accrued expenses	33,604.	13,076.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	3,817,748.	3,818,153.	
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ <u>STATEMENT 11</u>)	988.	972.	
23 Total liabilities (add lines 17 through 22)	3,852,340.	3,832,201.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,902,297.	3,938,133.	
30 Total net assets or fund balances	3,902,297.	3,938,133.		
31 Total liabilities and net assets/fund balances	7,754,637.	7,770,334.		

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)	3,902,297.
2 Enter amount from Part I, line 27a	35,836.
3 Other increases not included in line 2 (itemize) ▶ _____	0.
4 Add lines 1, 2, and 3	3,938,133.
5 Decreases not included in line 2 (itemize) ▶ _____	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	3,938,133.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a BW EQUITIES	P	06/30/14	12/31/16
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		52,500.	<52,500.>
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<52,500.>
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	<52,500.>
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))
2015	818,763.	1,053,950.	.776852
2014	575,419.	3,752,515.	.153342
2013	654,488.	5,376,253.	.121737
2012	603,312.	5,747,322.	.104973
2011	675,173.	4,976,029.	.135685

2 Total of line 1, column (d)	2	1.292589
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	.258518
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,098,275.
5 Multiply line 4 by line 3	5	283,924.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,436.
7 Add lines 5 and 6	7	285,360.
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	568,857.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,436.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,436.
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	1,436.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,742.
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	1,742.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	306.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 306. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► ARTHUR MEISELS Telephone no. ► 718-624-6008 Located at ► 290 HEWES ST, BROOKLYN, NY ZIP+4 ► 11211		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		
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 2016?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2016 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 2016.)		
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 2016?		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)? **N/A** Yes No
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **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? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**
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? **7b** Yes No **N/A**

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	15,000.
c	Fair market value of all other assets	1c	1,100,000.
d	Total (add lines 1a, b, and c)	1d	1,115,000.
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	1,115,000.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,725.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,098,275.
6	Minimum investment return. Enter 5% of line 5	6	54,914.

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	54,914.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,436.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,436.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	53,478.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	53,478.
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	53,478.

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	568,857.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	568,857.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,436.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	567,421.

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.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				53,478.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	426,372.			
b From 2012	320,892.			
c From 2013	390,051.			
d From 2014	387,793.			
e From 2015	772,581.			
f Total of lines 3a through e	2,297,689.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ \$	568,857.			
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				53,478.
e Remaining amount distributed out of corpus	515,379.			
5 Excess distributions carryover applied to 2016 (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	2,813,068.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	426,372.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	2,386,696.			
10 Analysis of line 9:				
a Excess from 2012	320,892.			
b Excess from 2013	390,051.			
c Excess from 2014	387,793.			
d Excess from 2015	772,581.			
e Excess from 2016	515,379.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling **02/19/03**

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

	Tax year		Prior 3 years		(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

**ARTHUR MEISELS, 718-624-6008
290 HEWES ST, BROOKLYN, NY 11211**

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

LETTER STATING PURPOSE OF SOLICITATION & ANY APPLICABLE BROCHURES

c Any submission deadlines:

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

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 CHANA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,000.
BAIS HAMEDRESH ADAS PAYA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	250.
BAIS HATFILA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,500.
BAIS NUSEN		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,450.
BAIS PINCHAS		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
Total	SEE CONTINUATION SHEET(S)			568,857.
b Approved for future payment				
NONE				
Total				0.

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

2016

Name of the organization

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

Employer identification number

03-0463941

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE ARTHUR & MIRIAM MEISELS FAMILY TRUST 9 WALTON ST BROOKLYN, NY 11206	\$ 91,469.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	ARTHUR MEISELS 290 HEWES ST BROOKLYN, NY 11211	\$ 350,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	JACK BASCH 1755 58TH ST BROOKLYN, NY 11204	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

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

Name of organization THE A M FOUNDATION F/K/A USHER AND MIRIAM MEISELS FAMILY FOUNDATION	Employer identification number 03-0463941
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Part III Exclusively religious, charitable, etc., 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	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMJB LLC	9,655.	9,655.	
FROM K-1 - 70 MALTESE ASSOC LLC	39.	39.	
FROM K-1 - 820 FIRST STREET HOLDINGS	3,379.	3,379.	
FROM K-1 - ATLANTIC HEIGHTS MEZZANINE	5,400.	5,400.	
FROM K-1 - BC MS INVESTORS	1.	1.	
FROM K-1 - BELLA STERLING MEZZANINE HOLDINGS	2,123.	2,123.	
FROM K-1 - BG MIS PARTNERS LLC	1.	1.	
FROM K-1 - HG KF08 HOLDINGS LLC	7,353.	7,353.	
FROM K-1 - HG KF10 HOLDINGS LLC	12,958.	12,958.	
FROM K-1 - HGI OPPORTUNITY FUND IX LLC	2,854.	2,854.	
FROM K-1 - JB MCP LAVIE LLC	364.	364.	
FROM K-1 - NG 2215 LANGHORNE MEZZ LLC	4.	4.	
FROM K-1 - NG 707 VIRGINIA STREET	2.	2.	
FROM K-1 - NG COLONY PLAZA LLC	6.	6.	
FROM K-1 - PALM BAY SHOPPING PLAZA LLC	2.	2.	
FROM K-1 - RAPPAHANNOCK DEVELOPMENT	1.	1.	
FROM K-1 - TIDEWATER HOLDINGS	25.	25.	
FROM K-1 - VILLAGE GREEN MEZZANINE HOLDINGS LLC	9,721.	9,721.	
SIGNATURE BANK	5,023.	5,023.	
TOTAL TO PART I, LINE 3	58,911.	58,911.	

FORM 990-PF	RENTAL INCOME	STATEMENT	2
KIND AND LOCATION OF PROPERTY		ACTIVITY NUMBER	GROSS RENTAL INCOME
6202 14TH AVENUE		1	87,500.
TOTAL TO FORM 990-PF, PART I, LINE 5A			87,500.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	3
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE TAXES		45,518.	
- SUBTOTAL -	1		45,518.
TOTAL RENTAL EXPENSES			45,518.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			41,982.

FORM 990-PF	OTHER INCOME	STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TIDEWATER HOLDINGS CO LLC (REAL ESTATE PARTNERSHIP)	1,554.	1,554.	
ATLANTA- DALLAS HOLDINGS CO LLC (REAL ESTATE PARTNERSHIP)	<58.>	<58.>	
NG 2215 LANGHORNE MEZZ LLC	109,906.	109,906.	
WEST WASHINGTON HOLDINGS LLC	<7.>	<7.>	
BG MIS PARTNERS LLC	<1,536.>	<1,536.>	
HG KINGWOOD LLC	7.	7.	
HG HAMPTONS HOLDINGS CO LLC	77,359.	77,359.	
LAKESHORE PRESTON HOLDINGS LLC	50,303.	50,303.	
70 MALTESE LLC	<135,894.>	<135,894.>	
HG HOLLY HALL HOLDINGS LLC	<656.>	<656.>	
NASHVILLE PORTFOLIO HOLDINGS LLC	19,047.	19,047.	
FOREST RIDGE LAKESIDE HOLDINGS	<1,031.>	<1,031.>	
FLORIDA MULTIFAMILY HOLDINGS	53,159.	53,159.	
820 FIRST STREET HOLDINGS	19,263.	19,263.	
PALM BAY SHOPPING PLAZA	999.	999.	
NG COLONY PLAZA	7,172.	7,172.	
NG 707 VIRGINIA STREET	<11,483.>	<11,483.>	
BC MS INVESTORS	<1,184.>	<1,184.>	

KEEN EQUITIES	<37,740.>	<37,740.>
BELLA STERLING MEZZANINE	<87.>	<87.>
JB MCP LAVIE LLC	<106,341.>	<106,341.>
JB MCP OPIS LLC	<794.>	<794.>
COVES PREFERRED HOLDINGS	2,131.	2,131.
BEVERLY RETAIL HOLDINGS	<2,397.>	<2,397.>
RAPPAHANNOCK DEVELOPMENT	5,998.	5,998.
HGI OPPORTUNITY FUND IX	<13,809.>	<13,809.>
HG KF08 HOLDINGS	<689.>	<689.>
HG KF10 HOLDINGS	<1,479.>	<1,479.>
VILLAGE GREEN MEZZANINE	<1,755.>	<1,755.>
ALLIANCEBERNSTEIN US REAL ESTATE PARTNERS II LP	9,212.	9,212.
DOMINION PREFERRED	6,729.	6,729.
ATLANTIC HEIGHTS MEZZANINE	<3,664.>	<3,664.>
CLEVELAND PREFERRED 2016	486.	486.
TOTAL TO FORM 990-PF, PART I, LINE 11	42,721.	42,721.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6,500.	0.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	3,591.	0.		0.
PAYROLL TAXES	1,287.	0.		0.
REAL ESTATE TAXES	45,518.	45,518.		0.
TO FORM 990-PF, PG 1, LN 18	50,396.	45,518.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NYS FILING FEES	275.	0.			0.
BANK CHARGES	377.	0.			0.
INSURANCE	60.	0.			0.
OFFICE	200.	0.			0.
TOTAL TO FORM 990-PF, PG 1, LN 23	912.	0.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BW EQUITIES	0.	0.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.		

FORM 990-PF	MORTGAGE LOANS		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
MORTGAGE RECEIVABLE	433,125.	433,125.		
TOTAL TO FORM 990-PF, PART II, LINE 12	433,125.	433,125.		

FORM 990-PF	OTHER INVESTMENTS			STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE		
PARTNERSHIP INVEST- TIDEWATER HOLDINGS CO LLC	FMV	<101,431.>	20,000.		
PARTNERSHIP INVEST- ATLANTA -DALLAS HOLDINGS CO LLC	FMV	0.	30,000.		
PARTNERSHIP INVEST - HG HAMPTONS HOLDINGS LLC	FMV	0.	70,000.		
PARTNERSHIP INVEST - WEST WASHINGTON HOLDINGS LLC	FMV	330.	30,000.		

PARTNERSHIP INVEST - 70 MALTESE ASSOCIATES LLC	FMV	<305,641.>	0.
PARTNERSHIP INVEST - NG 2215 LANGHORNE MEZZ LLC	FMV	0.	0.
PARTNERSHIP INVEST - BG MIS PARTNERS LLC	FMV	<24,147.>	10,000.
PARTNERSHIP INVEST - HG KINGWOOD LLC	FMV	0.	0.
PARTNERSHIP INVEST - LAKESHORE PRESTON HOLDINGS	FMV	712.	40,000.
PARTNERSHIP INVEST - BMAI ASSOC LLC	COST	33,106.	40,000.
PARTNERSHIP INVEST - HG HOLLY HALL HOLDINGS	FMV	0.	0.
PARTNERSHIP INVEST - 221 N WASHINGTON	FMV	36,666.	40,000.
PARTNERSHIP INVEST - KEEN EQUITIES	FMV	560,255.	600,000.
PARTNERSHIP INVEST- NG LIBERTY SQUARE	FMV	7,910.	30,000.
PARTNERSHIP INVEST-PALM BAY SHOPPING PLAZA LLC	FMV	40,670.	80,000.
PARTNERSHIP INVEST-NG COLONY PLAZA LLC	FMV	<13,539.>	30,000.
PARTNERSHIP INVEST- 524 RT.46 LLC	FMV	17,550.	15,000.
PARTNERSHIP INVEST - NG VIRGINIA ST LLC	FMV	34,696.	100,000.
PARTNERSHIP INVEST - BC MS INVESTOR LLC	FMV	28,071.	50,000.
PARTNERSHIP INVEST - FLORIDA MULTIFAMILY HOLDINGS LLC	FMV	677.	30,000.
PARTNERSHIP INVEST - 820 FIRST STREET HOLDINGS	FMV	836.	10,000.
PARTNERSHIP INVEST - NASHVILLE PORTFOLIO HOLDINGS	FMV	343.	10,000.
PARTNERSHIP INVEST - FOREST RIDGE LAKESIDE HOLDINGS	FMV	26,841.	50,000.
PARTNERSHIP INVEST-BELLA STERLING MEZZANINE HOLDINGS	COST	355.	20,000.
PARTNERSHIP INV-JB MCP LAVIE LLC	COST	30,235.	60,000.
PARTNERSHIP INVEST-JB MCP OPIS LLC	COST	2,025.	5,000.
PARTNERSHIP INVEST-KNOXVILLE PARTICIPATION PURCHASER	COST	170,600.	170,600.
PARTNERSHIP INVEST - COVES PREFERRED HOLDINGS	COST	28,978.	30,000.
PARTNERSHIP INVEST - BEVERLY RETAIL HOLDINGS	COST	44,608.	50,000.
PARTNERSHIP INVEST - RAPPAHANNOCK DEVE	COST	50,535.	50,000.
PARTNERSHIP INVEST - HGI OPPORTUNITY FUND IX	COST	114,460.	150,000.
PARTNERSHIP INVEST - HG KF08 HOLDINGS	COST	76,237.	90,000.
PARTNERSHIP INVEST - HGKF10 HOLDINGS	COST	111,098.	125,000.
PARTNERSHIP INVEST - VILLAGE GREEN MEZZANINE HOLDING	COST	99,741.	125,000.

	COST	
PARTNERSHIP INVEST - ALLIANCEBERNSTEIN US REAL ESTATE PARTNERS II LP		44,431.
PARTNERSHIP INVEST - DOMINION PREFERRED LLC		99,812.
PARTNERSHIP INVEST - ATLANTIC HEIGHTS MEZZANINE		98,042.
PARTNERSHIP INVEST - CLEVELAND PREFERRED 2016		50,000.
PARTNERSHIP INVEST - SUBURBAN PORTFOLIO HOLDINGS		100,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,465,062.
		2,560,600.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES WITHHELD PAYABLE	988.	972.
TOTAL TO FORM 990-PF, PART II, LINE 22	988.	972.

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BAIS YAKOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
BINYAN DAVID		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
BINYAN MENACHEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
BINYAN YERUSHER		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
BJZ DUSHINSKY		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
BNEI SHIMON YISROEL DSHOPRON		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,000.
BNEI YOEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,500.
BNOS CHAYIL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
BNOS TZANZ		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
BUSINESS HALACHA INSTITUTE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	13,000.
Total from continuation sheets				560,157.

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CML		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	360.
CAMP KEHILATH YAKOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	750.
CHAIM MEDICAL RESOURCE		PUBLIC CHARITY	SOCIAL SERVICE	50.
CHAYIM VCHESED		PUBLIC CHARITY	SOCIAL SERVICE	5,180.
CHEVRA TOMCHE SHABBOS		PUBLIC CHARITY	SOCIAL SERVICE	360.
CHONEN UNOSEN		PUBLIC CHARITY	SOCIAL SERVICE	1,500.
CONG ADAS YEREIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
CONG AHAVAS TZEDAKA VCHESED		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	280.
CONG AHAVATH YERISHOLAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
CONG ARAD		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	300.
Total from continuation sheets				

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG ATZAI CHAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	15,650.
CONG AVNAI SHLOMO		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
CONG BAIS AMROM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	400.
CONG BAIS ARYE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,000.
CONG BAIS HAYOITZER		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
CONG BAIS NAFTULI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,200.
CONG BUSHEN		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	600.
CONG CHASIDIM TOVIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
CONG DARKEI TSHUVA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	16,300.
CONG DINOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	600.
Total from continuation sheets				

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG ICHUD AVREICHIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,000.
CONG KHAL ADAS PAYE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	985.
CONG KHAL BETH DAVID DASSHU		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
CONG KHAL CHASIDEI SQUARE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	3,600.
CONG KHAL GIRAS PINCHAS D'KAPISH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
CONG MAGID YEHUDAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
CONG MINCHAS YOSEF		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
CONG MISHNAS YECHESKAL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
CONG NACHLEI EMUNAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	10,018.
CONG NER BORUCH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
Total from continuation sheets				

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

03-0463941

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONG OF TETH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
CONG OHR PNEI YEHOShUA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	300.
CONG SHAAR HATORA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	7,100.
CONG SHARRAI CHAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
CONG THILOS ARYE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	720.
CONG TORAH TMIMAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
CONG TOSH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	22,000.
CONG YAZOIRI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	10,000.
CONG YESHIVA MEVOI HATALMUD		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
CONG YETEV LEV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	42,348.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EIM BEYISROEL		PUBLIC CHARITY	SOCIAL SERVICE	5,000.
EIZER LILMOD ULELAMED		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,500.
EZRAS ALTE FEIGE		PUBLIC CHARITY	SOCIAL SERVICE	17,000.
GEMACH CHASDAI MENASHE ZICHRON SHMIEL		PUBLIC CHARITY	SOCIAL SERVICE	200.
HATOV VHAMETIV		PUBLIC CHARITY	SOCIAL SERVICE	180.
KEREN CHASANIM		PUBLIC CHARITY	SOCIAL SERVICE	1,400.
KEREN HABINYAN BAIS ROCHEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	150,000.
KEREN HACHESED		PUBLIC CHARITY	SOCIAL SERVICE	349.
KEREN MENACHEM		PUBLIC CHARITY	SOCIAL SERVICE	3,500.
KEREN OHR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,600.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KHAL BEER MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	749.
KHAL BETH DAVID DANSHAI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
KHAL CHARAIDIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	250.
KOL SOFER		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
KOL YAAKOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,000.
KOLEL AVREICHIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	3,000.
KOLEL BAIS TORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
KOLEL KAALEV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
KOLEL SHOMREI HACHOMOS		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
KOLEL VYOEL MOSHE DSATMAR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KOLEL YETEV LEV JERUSALEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
LADIES AUXILIARY		PUBLIC CHARITY	SOCIAL SERVICE	500.
LMAN ACHAI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,400.
MACHNE OHEL MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	20,500.
MESIVTA SHOIL HATORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
MESIVTA TIFERES SHMIEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	7,200.
MIFAL KUPAS CHASANIM		PUBLIC CHARITY	SOCIAL SERVICE	249.
MIKVA PESL RIVKA		PUBLIC CHARITY	RELIGIOUS	2,000.
MISASSKIM		PUBLIC CHARITY	SOCIAL SERVICE	100.
MOSDOS BAHUSH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	9,000.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOSDOS RAMOU		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,800.
MOSDOS SATMAR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	12,500.
MOSDOS SQUARE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,500.
NACHLAS YISROEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
NACHLEI EMUNA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,000.
NER BURICH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
NITRA KOLEL BAIS YONA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	50.
RAV TOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,500.
RECHOVOS HANOHOR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	400.
SAR SHULEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SATMAR YESHIVA OF BORO PARK		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	200.
TALMUD TORAH BRESLOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
TALMUD TORAH ZEICHE YOCHENEN		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,000.
TIFERES SHMIEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
TOLDOS AHRON		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	100.
TORAH DERECH CHAIM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
TOV VCHESED		PUBLIC CHARITY	SOCIAL SERVICE	5,380.
UTA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	56,700.
UTS		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
YESHIVA AHAVAS YISROEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	560.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YESHIVA ALEXANDER		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
YESHIVA ARUGATH HABOSEM		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	9,200.
YESHIVA BAIS HALEVI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	8,000.
YESHIVA BAIS HILEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	4,849.
YESHIVA BETH YOSEF TZVI		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	180.
YESHIVA DARKEI TSUVA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,000.
YESHIVA DINOV		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	500.
YESHIVA KARLIN STOLIN		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
YESHIVA OF NITRA		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	280.
YESHIVA OHR YISROEL		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	5,000.
Total from continuation sheets				5,000.

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3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YESHIVA SHAR YISOSCHOR		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	2,000.
YESHIVA YESODA HATORAH		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	1,000.
YESHIVA ZICHRON MOSHE		PUBLIC CHARITY	RELIGIOUS & EDUCATIONAL	18,000.
Total from continuation sheets				