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

2009

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning 3/01, 2009, and ending 2/28, 2010

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

Use the IRS label Otherwise, print or type See Specific Instructions	GROSS FOUNDATION INC. 1660 49TH STREET BROOKLYN, NY 11204	A Employer identification number 11-3006419
		B Telephone number (see the instructions)
		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 ►
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 48,271,287. <i>(Part I, column (d) must be on cash basis)</i>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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) (see the instructions))		(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)
R E V E N U E 1 Contributions, gifts, grants, etc, received (attach schedule) 2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 22,670. 6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 3,648,663. 7 Capital gain net income (from Part IV line 2) 8 Net short-term capital gain 9 Income modifications 10a Gross sales less return allowances b Less, Cost of goods sold SC RECEIVED gross profit/(loss) date 2010 0 11 Other income (attach schedule) 12 Total ADDED UP through 11 1,284,383. 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other prof fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see instr) 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) See Statement 2 81,693. 24 Total operating and administrative expenses. Add lines 13 through 23 151,267. 25 Contributions, gifts, grants paid Part XV 2,938,200. 26 Total expenses and disbursements. Add lines 24 and 25 3,089,467. 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements -605,117. b Net investment income (if negative enter -0) 2,333,083. c Adjusted net income (if negative enter -0) 2,477,366.		
A D M I N I S T R A T I V E O P E R A T I N G E X P E N S E S J U L Y 2010 SCANNED		

209

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		16,919,744.	18,757,960.	18,756,960.
	3 Accounts receivable	►			
	Less allowance for doubtful accounts	►			
	4 Pledges receivable	►			
	Less allowance for doubtful accounts	►			
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7 Other notes and loans receivable (attach sch)	►	3,135,791.	Statement 3 3,843,791.	3,135,791.
	Less allowance for doubtful accounts	►			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U.S. and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule)	Statement 4	15,865,087.	11,896,835.	9,534,394.
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment basis	►	3,591,556.		
	Less accumulated depreciation (attach schedule)	See Stmt 5	487,018.	3,374,112.	3,104,538.
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)	Statement 6	11,293,280.	13,739,604.	13,739,604.
	14 Land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		51,296,014.	50,634,728.	48,271,287.
L I A B L I T E S	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
N F E U T N D A S B S A E L I A S N C O R S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	►			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	►	X		
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		51,296,014.	50,634,728.	
	30 Total net assets or fund balances (see the instructions)		51,296,014.	50,634,728.	
	31 Total liabilities and net assets/fund balances (see the instructions)		51,296,014.	50,634,728.	

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	51,296,014.
2 Enter amount from Part I, line 27a	2	-605,117.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	50,690,897.
5 Decreases not included in line 2 (itemize) ► See Statement 7	5	56,169.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	50,634,728.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE SCHEDULE		P	Various	Various
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 3,648,663.		3,643,697.	4,966.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a			4,966	
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	4,966
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	0.
If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8				

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 (column (b) divided by column (c))
2008	611,937.	47,157,973.	0.012976
2007	2,597,502.	47,404,602.	0.054794
2006	2,367,425.	47,017,990.	0.050351
2005	3,569,461.	42,647,062.	0.083698
2004	1,959,979.	42,603,816.	0.046005

- 2 Total of line 1, column (d) 2 0.247824
- 3 Average distribution ratio for the 5-year base period— divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.049565
- 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 47,001,212.
- 5 Multiply line 4 by line 3 5 2,329,615.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 23,331.
- 7 Add lines 5 and 6 7 2,352,946.
- 8 Enter qualifying distributions from Part XII, line 4 8 2,938,200.

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 the instructions)

1 a 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 instr.)	
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 23,331.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	2 0.
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-	3 23,331.
6 Credits/Payments.	4 0.
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	5 23,331.
b Exempt foreign organizations - tax withheld at source	6a 11,007.
c Tax paid with application for extension of time to file (Form 8868)	6b
d Backup withholding erroneously withheld	6c
7 Total credits and payments Add lines 6a through 6d	6d 56,169.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	7 67,176.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	8
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	9 0.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 24,000. Refunded	10 43,845.
	11 19,845.

Part VII-A Statements Regarding Activities

1 a 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
1a	X	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1b	X	
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?	Yes	No
1c	X	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	Yes	No
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	Yes	No
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities	Yes	No
2	X	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	Yes	No
3	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes	No
4a	X	
4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	Yes	No
5	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	No
6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	Yes	No
7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) NY	Yes	No
8b	X	
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	Yes	No
9	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	Yes	No
10	X	
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes	No

Part VII-A Statements Regarding Activities Continued

11		X
12		X
13	X	
14	GROSS FOUNDATION	Telephone no 718-851-7724
15	1660 49TH STREET BROOKLYN NY	ZIP + 4 11204
		N/A
	► 15	N/A

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
1b 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 the instructions)?	► <input type="checkbox"/>	N/A
Organizations relying on a current notice regarding disaster assistance check here		
1c 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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement— see the 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		
► 20__ , 20__ , 20__ , 20__		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2009 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 2009)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2009?		X

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Form 990-PF (2009)

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
 Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

 Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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

6b X

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?

 Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b 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 (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHAIM GROSS 1660 49TH STREET BROOKLYN, NY 11204	PRESIDENT 0	0.	0.	0.
FAIGIE GROSS 1660 49TH STREET BROOKLYN, NY 11204	Director 0	0.	0.	0.
DANIEL GROSS 1609 49TH STREET BROOKLYN, NY 11204	Director 0	0.	0.	0.

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

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

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

0

BAA

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Form 990-PF (2009)

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

3 Five highest-paid independent contractors for professional services- (see instructions). If none, enter 'NONE.'

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

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

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 (see instructions)

Describe the two largest program related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	<u>N/A</u>	
2		

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3

0.

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

- 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes
- a Average monthly fair market value of securities
- b Average of monthly cash balances
- c Fair market value of all other assets (see instructions)
- d Total (add lines 1a, b, and c)
- e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4
- 6 Minimum investment return Enter 5% of line 5

1e	0.
2	0.
3	47,716,967.
4	715,755.
5	47,001,212.
6	2,350,061.

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
- 2a Tax on investment income for 2009 from Part VI, line 5
- b Income tax for 2009 (This does not include the tax from Part VI)
- c Add lines 2a and 2b
- 3 Distributable amount before adjustments Subtract line 2c from line 1
- 4 Recoveries of amounts treated as qualifying distributions
- 5 Add lines 3 and 4
- 6 Deduction from distributable amount (see instructions)
- 7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	2,350,061.
2a	23,331.
2b	
2c	23,331.
3	2,326,730.
4	
5	2,326,730.
6	
7	2,326,730.

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

1a	2,938,200.
1b	
2	
3a	
3b	
4	2,938,200.
5	23,331.
6	2,914,869.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,326,730.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,828,044.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 2,938,200.			1,828,044.	
a Applied to 2008, 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 2009 distributable amount				1,110,156.
e Remaining amount distributed out of corpus			0.	
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))			0.	
6 Enter the net total of each column as indicated below:				
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 2008 Subtract line 4a from line 2a Taxable amount – see instructions				0.
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,216,574.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)			0.	
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)			0.	
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a			0.	
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, enter the date of the ruling	►			
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or			
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	<input type="checkbox"/> 4942(j)(5)			
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 organization 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 of the person to whom applications should be addressed

See Statement 8

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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
<i>a Paid during the year</i> SEE SCHEDULE		PUBLIC	TO FURTHER JEWISH STUDIES AND CHARITABLE CAUSES	1,109,814.
SEE SCHEDULE		PUBLIC	TO FURTHER JEWISH STUDIES AND CHARITABLE CAUSES	1,828,386.
Total				► 3a 2,938,200.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments		910,653.			
4 Dividends and interest from securities		112,429.			
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property	531120	22,670.			
6 Net rental income or (loss) from personal property					
7 Other investment income		1,284,383.			
8 Gain or (loss) from sales of assets other than inventory					4,966.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		2,330,135.			4,966.
13 Total Add line 12, columns (b), (d), and (e)				13	2,335,101.

(See worksheet in the instructions for line 13 to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee		Date	Title	
		7/1/10	President	
Paid Preparer's Use Only	Preparer's signature	Date	Preparer's Identifying number (See Signature in the instrs)	
		7/1/10	Check if self employed	<input type="checkbox"/> N/A
Firm's name (or yours if self employed), address, and ZIP code		EIN	N/A	
 Henry Reinhold, CPA 1354 E. 13th St. Brooklyn, NY 11230		Phone no (718) 339-6640		

EBAA

2009

Federal Statements

Page 1

Client G1

GROSS FOUNDATION INC.

11-3006419

7/01/10

12 39AM

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 1,284,383.	\$ 1,284,383.	\$ 1,284,383.
Total	<u>\$ 1,284,383.</u>	<u>\$ 1,284,383.</u>	<u>\$ 1,284,383.</u>

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK FEES	\$ 920.	\$ 920.	\$ 920.	
FEES	1,098.	1,098.	1,098.	
Rental Expenses	79,675.	79,675.		
Total	<u>\$ 81,693.</u>	<u>\$ 81,693.</u>	<u>\$ 2,018.</u>	<u>0.</u>

Statement 3
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Other Notes and Loans	Book Value	Fair Market Value	Doubtful Accounts Allowance
	\$ 3,135,791.	\$ 3,135,791.	\$ 0.
Total	<u>\$ 3,135,791.</u>	<u>\$ 3,135,791.</u>	
Allowance for Doubtful Accounts		\$ 0.	
Net Other Notes/Loans Rec. - Book Value		<u>\$ 3,135,791.</u>	

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
SECURITIES	Cost	\$ 11,896,835.	\$ 9,534,394.
	Total	<u>\$ 11,896,835.</u>	<u>\$ 9,534,394.</u>

2009

Federal Statements

Page 2

Client G1

GROSS FOUNDATION INC.

11-3006419

7/01/10

12 39AM

Statement 5

Form 990-PF, Part II, Line 11

Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Buildings	\$ 3,290,056.	\$ 487,018.	\$ 2,803,038.	\$ 2,803,038.
Land	301,500.		301,500.	301,500.
Total	<u>\$ 3,591,556.</u>	<u>\$ 487,018.</u>	<u>\$ 3,104,538.</u>	<u>\$ 3,104,538.</u>

Statement 6

Form 990-PF, Part II, Line 13

Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Investments			
OTHER INVESTMENTS & LOANS	Cost	\$ 13,739,604.	\$ 13,739,604.
		Total <u>\$ 13,739,604.</u>	<u>\$ 13,739,604.</u>

Statement 7

Form 990-PF, Part III, Line 5

Other Decreases

FEDERAL TAXES

Total	\$ 56,169.
	<u>\$ 56,169.</u>

Statement 8

Form 990-PF, Part XV, Line 2a-d

Application Submission Information

Name of Grant Program:

Name: CHAIM GROSS

Care Of:

Street Address: 1660 49TH STREET

City, State, Zip Code: BROOKLYN, NY 11204

Telephone:

Form and Content: NO SPECIAL FORM. DOCUMENTS THAT ORGANIZATION IS TAX EXEMPT

Submission Deadlines:

Restrictions on Awards:

GROSS FOUNDATION INC.
CAPITAL GAINS
3/1/09-2/28/10

DESCRIPTION	SHARES		COST	SALES PRICE	GAIN (LOSS)
	BOUGHT	SOLD			
BRILLIANT TECH	3,036,701	3,036,701	45,551	186,649	141,098
ADVANATGE ENERGY	4,000	4,000	12,208	26,940	14,732
AMERICAN SAFETY	500	500	7,341	8,096	755
AMTRUST FINL	4,000	4,000	42,969	42,514	-455
ASHFORD	7,500	7,500	41,737	78,212	36,475
ASHFORD	139,537	139,537	179,346	505,489	326,143
ASSOCIATED ESTATE	14,000	14,000	73,318	88,480	15,162
CRM HOLDING	5,000	5,000	6,526	5,358	-1,168
DEUTSCHE BK LOND	30,000	30,000	300,008	300,000	-8
EASTERN INS	1,000	1,000	10,081	10,217	136
FELCOR LODGING	1,000	1,000	3,159	2,092	-1,067
FELCOR LODGING	19,300	19,300	21,136	71,623	50,487
FIRST MERCURY	5,624	5,624	70,741	76,794	6,053
FRONTIER OIL	6,600	6,600	80,344	95,767	15,424
GENERAL GROWTH	26,000	26,000	55,985	114,813	58,828
HOME BANCORP	4,000	4,000	38,454	37,774	-680
HRPT PPTYS	29,000	29,000	68,791	171,772	102,981
MAIDEN HOLDING	38,000	38,000	196,032	220,583	24,552
MERIDIAN	738	738	6,234	6,560	326
MERCER INS	1,500	1,500	27,196	24,656	-2,540
NATIONAL WETN LIFE	1,461	1,461	173,704	187,982	14,278
NEW YORK COMM	12,800	12,800	134,584	145,849	11,265
NORTHSTAR RLTY	5,000	5,000	13,886	20,858	6,971
ONEBEACON	2,000	2,000	16,965	26,417	9,452
PMA CAPITAL	1,381	1,381	8,570	9,383	812
PRESIDENTIAL LIFE	5,338	5,338	47,501	52,203	4,702
PROSHARES	1,000	1,000	50,208	47,083	-3,125
SOLUTIA	8,400	8,400	25,997	72,800	46,804
SPECIALTY UNDERW	44,736	44,736	287,689	301,849	14,160
SUN CMNTYS	4,300	4,300	39,114	86,404	47,290
THOMAS PPTYS	13,057	13,057	30,110	35,393	5,284
TOWER GROUP	5,600	5,600	133,574	138,141	4,567
UTN AMER IDEMNITY	15,810	15,810	108,325	112,761	4,436
VALERO	4,910	4,910	89,258	98,195	8,937
WESTERN ASSET HIG	25,400	25,400	233,341	238,957	5,617
CENTURION			-101,433		101,433
ESH MEZ LOAN			440,000		-440,000
HAIN			913,148		-913,148
LANX			-28,985		28,985
PLATINUM			-251,686		251,686
TELEPAD			-2,047		2,047
SSTR			-5,280		5,280
TOTAL			3,643,697	3,648,663	4,966

**GROSS FOUNDATION INC.
CONTRIBUTIONS PAID
3/01/2009-2/28/2010**

CASH CONTRIBUTIONS

SCHEDULE 1	\$709,164
SCHEDULE 2	\$650
SCHEDULE 3	\$400,000
TOTAL CASH CONTRIBUTIONS	\$1,109,814

NON CASH CONTRIBUTIONS \$1,828,386

TOTAL NON CASH CONTRIBUTIONS **\$1,828,386**

TOTAL CONTRIBUTIONS PAID **\$2,938,200**

Check and Deposit Category Report

06/29/10 13:38:27

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: GF GROSS FOUNDATION INC.

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment Invoice Comment
20	CHARITY				
1248	03/31/09		500.00	ACH TOV	
			500.00		
1311	06/01/09		200.00	AGUDAS MAASEI CHESED	
			200.00		
1333	06/28/09		20,000.00	AGUDAT REFUAH VECHAIM	
1372	08/20/09		50,000.00	AGUDAT REFUAH VECHAIM	
1393	09/13/09		50,000.00	AGUDAT REFUAH VECHAIM	
1462	12/07/09		100,000.00	AGUDAT REFUAH VECHAIM	
1507	01/21/10		5,000.00	AGUDAT REFUAH VECHAIM	
			225,000.00		
1477	01/03/10		1,000.00	ALUMNI RABBINICAL COLLEGE	
			1,000.00		
1250	03/31/09		360.00	AM FRIENDS OF EMEK BROCHA	
			360.00		
1535	02/23/10		100.00	AM. FRIENDS OF YESH MATEH	
			100.00		
1254	04/01/09		360.00	AMER FRIENDS OF EZER LACHIM	
			360.00		
1244	03/31/09		72.00	AMERICAN FREINDS OF YESHIVAS	
1513	02/02/10		72.00	AMERICAN FREINDS OF YESHIVAS	
			144.00		
1493	01/14/10		100.00	AMERICAN FRIENDS OF AGUDATH	
			100.00		
1344	08/31/09		1,000.00	AMERICAN FRIENDS OF AVNEY	
			1,000.00		
1193	03/03/09		100.00	AMERICAN FRIENDS OF BEIS MAOZ	
			100.00		
1522	02/10/10		150.00	AMERICAN FRIENDS OF OHR	
			150.00		
1286	05/05/09		72.00	AMERICAN FRIENDS OF PISCHEI	
			72.00		
1260	04/03/09		360.00	AMERICAN FRIENDS OF YESHIVA BEIS	
			360.00		
1373	08/24/09		250.00	AMERICAN FRIENDS OF YESHIVAT	
			250.00		
1425	10/21/09		360.00	ANSHE MAAMED FOUNDATION	
			360.00		
1261	04/03/09		9,000.00	ARACHIM AMERICA	
			9,000.00		

Check and Deposit Category Report

06/29/10 13:38:27

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: GF GROSS FOUNDATION INC.

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment	Invoice Comment
20	CHARITY					
1399	09/23/09		1,000.00	American Freinds of Amshenov		
			1,000.00			
1342	07/14/09		10,000.00	BAIS HATAVSHIL		
			10,000.00			
1270	04/29/09		360.00	BAIS ULPANA DRABEINU YOCHONON		
			360.00			
1390	09/09/09		120.00	BEER AVROHOM SLONIM - C/O STERN		
			120.00			
1480	01/06/10		360.00	BETH OLOT		
			360.00			
1291	07/01/09		250.00	BIYALA YESHIVA		
1292	01/01/10		250.00	BIYALA YESHIVA		
			500.00			
1265	04/19/09		360.00	BONEH OLAM		
1510	01/22/10		500.00	BONEH OLAM		
			860.00			
1506	01/21/10		1,000.00	CHABAD OF PALM SPRINGS		
			1,000.00			
1241	03/29/09		500.00	CHAIM VOCHESED INC		
1351	07/27/09		300.00	CHAIM VOCHESED INC.		
1482	01/07/10		1,000.00	CHAIM VOCHESED INC		
			1,800.00			
1222	03/21/09		500.00	CHASDEI ELIEZER		
1404	09/25/09		500.00	CHASDEI ELIEZER		
			1,000.00			
1473	12/31/09		1,000.00	CHESED L'AVROHOM		
			1,000.00			
1534	02/23/10		500.00	CONG AHAVAS YERUSHALAIM		
			500.00			
1302	05/21/09		4,800.00	CONG ALEXANDER		
1329	06/22/09		4,800.00	CONG ALEXANDER		
			9,600.00			
1519	02/08/10		30,000.00	CONG NACHLAS YAKOV		
			30,000.00			
1236	09/26/09		500.00	CONG OHEL TORAH		
			500.00			
1194	03/03/09		60.00	CONG OSEH TZEDOKO VOCHESED		
1196	03/04/09		120.00	CONG OSEH TZEDOKO VOCHESED		
			180.00			

Check and Deposit Category Report

06/29/10 13:38:27

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: GF GROSS FOUNDATION INC

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment Invoice Comment
20	CHARITY				
1529	02/17/10		600.00	CONG TORAH V'EMUNAH	
			600.00		
1324	06/16/09		180.00	CONG YESOD AVODAH	
			180.00		
1287	05/05/09		100.00	CONG, KHAL YEREIM	
1338	07/08/09		360.00	CONG, KHAL YEREIM	
			460.00		
1490	01/12/10		200.00	CONG BETH DAVID	
			200.00		
1214	03/15/09		4,800.00	CONG CHASIDEI ALEXANDER	
			4,800.00		
1394	09/14/09		360.00	CONG DAAS SHULEM	
			360.00		
1263	04/08/09		500.00	CONG GORLITZ	
			500.00		
1182	03/01/09		200.00	CONG IMREI CHAIM WILCHOVITZ	
1407	09/29/09		500.00	CONG IMREI CHAIM WILCHOVITZ	
			700.00		
1532	02/22/10		25,000.00	CONG MACHNE GER	
			25,000.00		
1345	07/20/09		500.00	CONG OHEL ISRAEL	
			500.00		
1348	07/22/09		1,200.00	CONG OHEL YESHIA	
			1,200.00		
1203	03/04/09		54.00	CONG OHR YECHEZKEL	
1509	01/22/10		250.00	CONG OHR YECHEZKEL	
			304.00		
1483	01/07/10		300.00	CONG SDEI YAAKOV SQUARE	
			300.00		
1224	03/23/09		2,500.00	CONG TOLDOS AVRUHAM YITZCHOK	
1362	08/11/09		360.00	CONG. TOLDOS AVRUHAM YITZCHOK	
1433	11/01/09		5,000.00	CONG TOLDOS AVRUHAM YITZCHOK	
			7,860.00		
1364	08/12/09		300.00	CONG TORAT HANACHAL	
			300.00		
1337	07/07/09		1,000.00	CONG YESHIAS ISRAEL	
1505	01/21/10		1,000.00	CONG YESHIAS ISRAEL	
			2,000.00		

Check and Deposit Category Report

06/29/10 13:38:27

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: GF GROSS FOUNDATION INC.

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment Invoice Comment
20	CHARITY				
1498	01/19/10		150.00	CONG ZEMACH DAVID OF DINOV	
			150.00		
1216	03/16/09		1,800.00	CONG ZICHRON AVOS	
			1,800.00		
1217	03/16/09		1,000.00	CONGREGATION AHAVAS CHESED	
1289	05/05/09		3,000.00	CONGREGATION AHAVAS CHESED	
1339	07/08/09		900.00	CONGREGATION AHAVAS CHESED	
1419	10/16/09		900.00	CONGREGATION AHAVAS CHESED	
1459	12/03/09		1,000.00	CONGREGATION AHAVAS CHESED	
1495	01/15/10		900.00	CONGREGATION AHAVAS CHESED	
			7,700.00		
1210	03/08/09		500.00	CONGREGATION AHAVAS TZEDOKO	
1341	07/14/09		250.00	CONGREGATION AHAVAS TZEDOKO	
1396	09/15/09		1,200.00	CONGREGATION AHAVAS TZEDOKO	
1541	02/26/10		1,000.00	CONGREGATION AHAVAS TZEDOKO	
			2,950.00		
1288	05/05/09		1,800.00	CONGREGATION ATERES ZVI	
1374	08/25/09		500.00	CONGREGATION ATERES ZVI	
			2,300.00		
1197	03/04/09		1,000.00	CONGREGATION ATERET YESHUAH	
1212	03/09/09		180.00	CONGREGATION ATERET YESHUAH	
1199	06/25/09		1,000.00	CONGREGATION ATERET YESHUAH	
1198	07/04/09		1,000.00	CONGREGATION ATERET YESHUAH	
1368	08/19/09		300.00	CONGREGATION ATERET YESHUAH	
1392	09/12/09		600.00	CONGREGATION ATERET YESHUAH	
1545	02/28/10		180.00	CONGREGATION ATERET YESHUAH	
			4,260.00		
1213	03/08/09		500.00	CONGREGATION B M Z	
1500	01/20/10		500.00	CONGREGATION B M Z	
			1,000.00		
1501	01/20/10		200.00	CONGREGATION BAIS USHER	
			200.00		
1492	01/14/10		240.00	CONGREGATION BELZ	
			240.00		
1536	02/23/10		100.00	CONGREGATION IMREI YEHUDA	
1537	02/24/10		250.00	CONGREGATION IMREI YEHUDA	
			350.00		
1297	05/19/09		100.00	CONGREGATION KHAL MINCHAS	
			100.00		
1223	03/23/09		400.00	CONGREGATION KHAL TORAS CHAIM	
1226	03/24/09		240.00	CONGREGATION KHAL TORAS CHAIM	
1234	03/26/09		500.00	CONGREGATION KHAL TORAS CHAIM	

Check and Deposit Category Report

06/29/10 13:38:28

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: GF GROSS FOUNDATION INC.

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment	Invoice Comment
20	CHARITY					
1247	03/31/09		360.00	CONGREGATION KHAL TORAS CHAIM		
1257	04/02/09		2,500.00	CONGREGATION KHAL TORAS CHAIM		
1258	04/03/09		500.00	CONGREGATION KHAL TORAS CHAIM		
1267	04/21/09		2,000.00	CONGREGATION KHAL TORAS CHAIM		
1281	05/04/09		1,000.00	CONGREGATION KHAL TORAS CHAIM		
1314	06/02/09		250.00	CONGREGATION KHAL TORAS CHAIM		
1323	06/15/09		1,000.00	CONGREGATION KHAL TORAS CHAIM		
1360	08/05/09		300.00	CONGREGATION KHAL TORAS CHAIM		
1361	08/10/09		500.00	CONGREGATION KHAL TORAS CHAIM		
1375	08/25/09		360.00	CONGREGATION KHAL TORAS CHAIM		
1382	08/31/09		1,000.00	CONGREGATION KHAL TORAS CHAIM		
1235	09/26/09		500.00	CONGREGATION KHAL TORAS CHAIM		
1411	10/02/09		500.00	CONGREGATION KHAL TORAS CHAIM		
1413	10/12/09		300.00	CONGREGATION KHAL TORAS CHAIM		
1430	10/27/09		400.00	CONGREGATION KHAL TORAS CHAIM		
1436	11/09/09		1,800.00	CONGREGATION KHAL TORAS CHAIM		
1456	11/30/09		1,000.00	CONGREGATION KHAL TORAS CHAIM		
1470	12/27/09		300.00	CONGREGATION KHAL TORAS CHAIM		
1485	01/09/10		18,000.00	CONGREGATION KHAL TORAS CHAIM		
1517	02/03/10		240.00	CONGREGATION KHAL TORAS CHAIM		
1542	02/26/10		500.00	CONGREGATION KHAL TORAS CHAIM		
			34,450.00			
1386	09/08/09		2,500.00	CONGREGATION KOLEL AVREICHIM		
			2,500.00			
1544	02/28/10		250.00	CONGREGATION KOSOV		
			250.00			
1239	03/29/09		1,800.00	CONGREGATION MOSDOS AMRAM		
			1,800.00			
1255	04/01/09		300.00	CONGREGATION NACHLAS DAVID		
			300.00			
1252	03/31/09		400.00	CONGREGATION RACHMISTRIVKA		
			400.00			
1428	10/25/09		500.00	CONGREGATION TOV LAKOL		
			500.00			
1228	03/25/09		5,000.00	CONGREGATION TZEDOKO		
			5,000.00			
1219	03/19/09		2,500.00	CONGREGATION TZEMECH TZADIK		
1284	05/05/09		600.00	CONGREGATION TZEMECH TZADIK		
1448	11/26/09		360.00	CONGREGATION TZEMECH TZADIK		
			3,460.00			
1525	02/15/10		500.00	CONGREGATION YESHIAS YISROEL		
1527	02/18/10		200.00	CONGREGATION YESHIAS YISROEL		
			700.00			

Check and Deposit Category Report

06/29/10 13:38:28

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: GF GROSS FOUNDATION INC.

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment Invoice Comment
20	CHARITY				
1326	06/16/09		500.00	CONGREGATION ZICHRON	
			500.00		
1481	01/07/10		180.00	CONGREGATION ZICHRON SHLOMO	
			180.00		
1227	03/25/09		500.00	CONGREGATION ZICHRON YITZCHOK	
1395	09/15/09		360.00	CONGREGATION ZICHRON YITZCHOK	
			860.00		
1526	02/16/10		100.00	Chasdei Shalom	
			100.00		
1497	01/18/10		1,000.00	Cong Emek Hatalmid	
			1,000.00		
1233	03/26/09		240.00	Cong. Bet Medrash Chasidim	
			240.00		
1467	12/22/09		500.00	Cong. Mosdos Sadagora	
			500.00		
1420	10/19/09		500.00	Cong. Nikelsburg	
			500.00		
1294	05/17/09		500.00	Congregation Dorog	
			500.00		
1204	03/04/09		72.00	Derech Hatorah Kiryat Sefer	
			72.00		
1200	03/04/09		100.00	EZER YOLDOT HAMERCAZI	
			100.00		
1515	02/03/10		120.00	FRIENDS OF BINYAN HAOLAM	
			120.00		
1310	06/01/09		600.00	FRIENDS OF TORAS CHAIM ED	
			600.00		
1416	10/13/09		100.00	FRIENDS OF YESHIVATH EEVUN	
			100.00		
1322	06/15/09		250.00	Friends of Yeshiva Sifsei Tzadik	
			250.00		
1215	03/15/09		1,000.00	GOMLEI CHESED	
1240	03/29/09		1,000.00	GOMLEI CHESED	
			2,000.00		
1460	12/03/09		36.00	HEICHAL HATORAH INC.	
			36.00		
1530	02/17/10		600.00	HERITAGE HOUSE	
			600.00		

Check and Deposit Category Report

06/29/10 13:38:28

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: GF GROSS FOUNDATION INC.

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment Invoice Comment
20	CHARITY				
1446	11/25/09		150.00	INST OF OHEV YISROEL KOPISHNITZ	
			150.00		
1211	03/08/09		360.00	INSTITUTE FOR TALMUDIC LAW	
			360.00		
1206	03/08/09		2,000.00	IRGUN SHIURAI TORAH	
1207	05/31/09		1,500.00	IRGUN SHIURAI TORAH	
1376	08/26/09		5,000.00	IRGUN SHIURAI TORAH	
1208	08/31/09		1,500.00	IRGUN SHIURAI TORAH	
1543	02/26/10		5,400.00	IRGUN SHIURAI TORAH	
			15,400.00		
1325	06/16/09		250.00	JERUSALEM OPEN HOUSE	
1402	09/23/09		360.00	JERUSALEM OPEN HOUSE	
			610.00		
1266	04/21/09		500.00	KARLIN STOLIN BNEI BRAK	
			500.00		
1523	02/15/10		190.00	KEREN CHOSANIM	
			190.00		
1251	03/31/09		240.00	KEREN HAYELED	
			240.00		
1192	03/01/09		1,000.00	KNESET SHRAGA c/o boyer	
			1,000.00		
1365	08/12/09		180.00	KOLEL BELZ MONSEY	
			180.00		
1503	01/21/10		1,000.00	KOLEL CHAZON ISH	
			1,000.00		
1423	10/20/09		1,800.00	KOLEL SHARY LIMUD	
			1,800.00		
1401	09/23/09		1,000.00	KOLEL TIFERES YAKOV YOSEF	
			1,000.00		
1502	01/20/10		150.00	KOLLEL AVREICHIM D'MONSEY	
			150.00		
1296	05/18/09		2,500.00	KOLLEL CHASIDAI GER	
1461	12/04/09		4,000.00	KOLLEL CHASIDAI GER	
			6,500.00		
1298	05/20/09		360.00	KOLLEL OF CONG RACHMISTRIVKA	
			360.00		
1317	06/04/09		100.00	Kollel Chelkas Yakov	
			100.00		

Check and Deposit Category Report

06/29/10 13:38:28

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: GF GROSS FOUNDATION INC.

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment Invoice Comment
20	CHARITY				
1512	02/01/10		500.00	Kupath Rambahn Kolel Polin	
			500.00		
1350	07/23/09		600.00	L'MAN ACHAI	
1435	11/05/09		360.00	L'MAN ACHAI	
			960.00		
1293	05/13/09		500.00	LEV ROCHEL BIKUR CHOLIM	
			500.00		
1538	02/25/10		500.00	LINAS HACHESED	
			500.00		
1508	01/22/10		1,000.00	MACHANE ISRAEL FOUNDATION	
			1,000.00		
1220	03/20/09		360.00	MARBEH TORAH	
			360.00		
1478	01/05/10		1,800.00	MERKAZ LECHINUCH TORANI	
1489	01/12/10		50,000.00	MERKAZ LECHINUCH TORANI	
1496	01/18/10		30,000.00	MERKAZ LECHINUCH TORANI	
			81,800.00		
1230	03/25/09		1,000.00	MESAMCHE LEV	
1398	09/22/09		1,000.00	MESAMCHE LEV	
1466	12/22/09		600.00	MESAMCHE LEV	
			2,600.00		
1304	05/25/09		10,000.00	MESIFTA BEVET CHAZON ISH	
			10,000.00		
1225	03/23/09		500.00	MESIVTA TIFERES ISRAEL RIZHIN	
			500.00		
1388	09/09/09		500.00	MIFAAL HASHAS	
			500.00		
1209	03/08/09		500.00	MIFAL EZRA ZICHRON YEHIDA	
1242	03/30/09		1,200.00	MIFAL EZRA ZICHRON YEHIDA	
1264	04/08/09		50,000.00	MIFAL EZRA ZICHRON YEHIDA	
1306	05/28/09		250.00	MIFAL EZRA ZICHRON YEHIDA	
1405	09/25/09		1,200.00	MIFAL EZRA ZICHRON YEHIDA	
1540	02/26/10		1,000.00	MIFAL EZRA ZICHRON YEHIDA	
			54,150.00		
1259	04/02/09		250.00	MISGOV LA'DOCH	
1410	10/01/09		250.00	MISGOV LA'DOCH	
			500.00		
1319	06/08/09		250.00	MOSDOS BOBOV ISRAEL	
			250.00		
1491	01/13/10		360.00	MOSDOS CHASIDEI SQUARE	

Check and Deposit Category Report

06/29/10 13:38:28

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

		360 00
1249	03/31/09	360 00 MOSDOS CHERNOBEL -
		360 00
1464	12/11/09	3,000 00 MOSDOS KARLIN STOLIN
		3,000 00
1195	03/03/09	240.00 MOSDOS LELOV
1221	03/21/09	240 00 MOSDOS LELOV
		480 00
1283	05/05/09	36.00 MOSDOS NESIVOS CHAIM C/O
		36 00
1272	04/30/09	720 00 MOSDOS VIZNITZ
1484	01/08/10	500.00 MOSDOS VIZNITZ
		1,220 00
1243	03/31/09	1,000 00 Mosdos Kever Rachel
		1,000.00
1299	05/20/09	200 00 NOAM HATORA
		200 00
1389	09/09/09	3,600 00 OHR HAGALIL INC
		3,600 00
1415	10/13/09	9,000 00 OHR SOMAYACH INT'L
		9,000 00
1403	09/24/09	1,000 00 OHR SOMAYACH MONSEY
		1,000 00
1424	10/21/09	180 00 OR YITZCHAK INSTITUTIONS
		180 00
1426	10/22/09	1,000.00 Ohr Matisyahu
		1,000.00
1245	03/31/09	500.00 PAAMONIM
		500 00
1316	06/03/09	1,000 00 PAILE YOETZ
1327	06/17/09	2,500 00 PAILE YOETZ
		3,500 00
1232	03/26/09	180 00 PCAS
		180 00
1356	07/29/09	360 00 PIKUACH NEFESH FUND C/O MRS Y
		360 00
1528	02/17/10	1,000 00 Project Ra'anana
		1,000 00
1268	04/28/09	700.00 RAMOT TORAH SCHOOL
1422	10/20/09	750 00 RAMOT TORAH SCHOOL
		1,450 00
1488	01/12/10	1,200 00 ROFEH CHOLIM CANCER SOCIETY
		1,200 00

TAX ID#: 113089372

Check and Deposit Category Report

06/29/10 13:38:28

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: GF GROSS FOUNDATION INC.

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment	Invoice Comment
20	CHARITY					
1514	02/02/10		180.00	SEDER HALIMUD		
			180.00			
1303	05/25/09		1,000.00	SHAREY YOSHER JERUSALEM		
1381	08/31/09		1,000.00	SHAREY YOSHER JERUSALEM		
1447	11/25/09		1,000.00	SHAREY YOSHER JERUSALEM		
			3,000.00			
1406	09/26/09		5,000.00	SHEVES ACHIM GAM YACHAD		
			5,000.00			
1205	03/04/09		50.00	Shmuel Vogel		
			50.00			
1353	07/29/09		1,500.00	TALMUD TORAH IMREI CHAIM VIZNITZ		
			1,500.00			
1521	02/10/10		120.00	TAT FAMILY RELEIF FUND		
			120.00			
1465	12/22/09		300.00	TIFERES ACHIM		
			300.00			
1269	04/28/09		700.00	TIFRACH TORAH CENTER		
			700.00			
1253	04/01/09		240.00	TOMCHE SHABBOS KIRYAS YOEL		
			240.00			
1256	04/01/09		500.00	TOMCHE SHABBOS OF BORO PARK		
			500.00			
1231	03/26/09		340.00	TOV VECHESSED		
			340.00			
1346	07/22/09		6,000.00	TSHECHENOV INSTITUTIONS		
			6,000.00			
1218	03/18/09		250.00	US FRIENDS OF YAD EZRAH	t	
1384	09/02/09		250.00	US FRIENDS OF YAD EZRAH	t	
			500.00			
1343	07/15/09		180.00	VAAD L'HATZOLAS NIDCHEI YISROEL		
1504	01/21/10		240.00	VAAD L'HATZOLAS NIDCHEI YISROEL		
			420.00			
1349	07/22/09		1,000.00	VIZNITZ INSTITUTIONS		
			1,000.00			
1359	08/04/09		250.00	YAD AHARON INSTITUTUE		
			250.00			
1301	05/21/09		360.00	YESHIVA AHAVAS YISROEL		
1463	12/08/09		360.00	YESHIVA AHAVAS YISROEL		
			720.00			

Check and Deposit Category Report

06/29/10 13:38:28

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: GF GROSS FOUNDATION INC

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment Invoice Comment
20	CHARITY				
1201	03/04/09		250.00	YESHIVA BAIS MEIR	
			250.00		
1441	11/19/09		600.00	YESHIVA BETH ISRAEL	
			600.00		
1363	08/11/09		250.00	YESHIVA GEDOLA OF WOOD LAKES	
			250.00		
1184	03/01/09		1,000.00	YESHIVA GEDOLAH OF CENTRAL	
			1,000.00		
1487	01/10/10		3,600.00	YESHIVA IMREI CHAIM VIZNITZ BORO	
			3,600.00		
1246	03/31/09		360.00	YESHIVA IMREI YOSEF	
1315	06/03/09		250.00	YESHIVA IMREI YOSEF	
1486	01/09/10		1,000.00	YESHIVA IMREI YOSEF	
			1,610.00		
1285	05/05/09		100.00	YESHIVA L'TZIERIM SANZ	
			100.00		
1387	09/08/09		20,000.00	YESHIVA MEOR EINAIM	
			20,000.00		
1438	11/12/09		180.00	YESHIVA OHR CHODOSH	
			180.00		
1383	09/02/09		250.00	YESHIVA SHAAR EPHRAIM	
			250.00		
1313	06/02/09		150.00	YESHIVA ZICHRON MEILECH	
			150.00		
1279	05/01/09		2,500.00	YESHIVAS DERECH HAMELECH	
1305	05/26/09		5,000.00	YESHIVAS DERECH HAMELECH	
1331	06/24/09		4,000.00	YESHIVAS DERECH HAMELECH	
			11,500.00		
1271	04/29/09		500.00	YESHIVAS MIKDASH MELECH	
1377	08/27/09		500.00	YESHIVAS MIKDASH MELECH	
1476	01/03/10		1,000.00	YESHIVAS MIKDASH MELECH	
			2,000.00		
1340	07/13/09		2,500.00	YESHIVAT BETH ISRAEL VDAMESEK	
			2,500.00		
1290	05/06/09		1,200.00	YESHIVATH VIZNITZ	
			1,200.00		
1445	11/24/09		100.00	Yeshiva & Mesivta Ch'san Sofer	
			100.00		

Check and Deposit Category Report

06/29/10 13:38:28

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: GF GROSS FOUNDATION INC.

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment Invoice Comment
20	CHARITY				
1418	10/15/09		200 00	Yeshiva Gevoha D'Gur	
			200 00		
1427	10/25/09		7,800.00	ZICHRON MENACHEM INC	
			7,800 00		
			709,164 00	Net: -709,164 00	

Check and Deposit Category Report

06/29/10 13:39:14

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: COM GF GROSS FOUNDATION, INC.

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment	Invoice Comment
20	CHARITY					
1764	03/24/09		600 00	CONG IMREI CHAIM WILCHOVITZ		
			600.00			
1765	08/11/09		50.00	CONG TZEMACH TZADIK		
			50 00			
			650 00	Net:	-650 00	

Check and Deposit Category Report

06/29/10 13:38:51

REAL ESTATE MANAGEMENT

03/01/09 - 02/28/10

Bank Account: A GF MM GROSS FOUNDATION, INC.

Check #	Date	Credit	Charge	Vendor	Check / Deposit Comment Invoice Comment
20	CHARITY				
11154	03/15/09		100,000 00	CONGREGATION AHAVAS TZEDOKO	
			100,000 00		
11156	07/02/09		300,000 00	KOLEL EMES VEMUNAH VIZNITZ	
			300,000 00		
			400,000 00	Net: -400,000 00	

GROSS FOUNDATION INC.
SECUITES DONATED
3/01/2009-2/28/2010

DATE DONATED	ORGANIZATION	STOCK	QUANTITY	COST	MARKET VALUE
12/4/2009	KOLLEL EMES VEMUNAH VIZNITZ	ASHFORD HOSPITALITY	202,050	\$258,573	\$937,512
11/23/2009	KOLLEL EMES VEMUNAH VIZNITZ	FELCOR	9,600	40,323	117,408
11/23/2009	KOLLEL EMES VEMUNAH VIZNITZ	FELCOR	16,900	79,340	206,518
11/23/2009	KOLLEL EMES VEMUNAH VIZNITZ	FELCOR	17,100	24,743	59,343
1/22/2010	KOLLEL EMES VEMUNAH VIZNITZ	FRONTIER OIL	4,000	49,899	48,160
11/23/2009	KOLLEL EMES VEMUNAH VIZNITZ	GENERAL GROWTH	26,000	23,567	145,500
1/22/2010	KOLLEL EMES VEMUNAH VIZNITZ	HELIOS MULTI-SECTOR	4,409	20,077	20,281
1/22/2010	KOLLEL EMES VEMUNAH VIZNITZ	HSBC NASDAQ 100	100,000	99,707	107,120
1/22/2010	KOLLEL EMES VEMUNAH VIZNITZ	MAIDEN HLDG	3,000	21,758	21,360
1/22/2010	KOLLEL EMES VEMUNAH VIZNITZ	MERIDIAN	24,402	238,421	212,297
1/22/2010	KOLLEL EMES VEMUNAH VIZNITZ	MFA FINL	12,000	88,444	91,200
11/23/2009	KOLLEL EMES VEMUNAH VIZNITZ	NORTHSTAR RLTY	30,215	91,830	103,637
1/22/2010	KOLLEL EMES VEMUNAH VIZNITZ	PMA CAPITAL	3,000	18,166	18,900
11/23/2009	KOLLEL EMES VEMUNAH VIZNITZ	RAIT FINCL	32,200	252,572	280,784
12/4/2009	KOLLEL EMES VEMUNAH VIZNITZ	RESOURCE CAP	11,000	48,264	54,120
11/23/2009	KOLLEL EMES VEMUNAH VIZNITZ	SOLUTIA	20,100	80,836	10,050
11/23/2009	KOLLEL EMES VEMUNAH VIZNITZ	SUN CMNTYS	17,000	204,058	389,512
1/22/2010	KOLLEL EMES VEMUNAH VIZNITZ	TOWER GROUP	4,200	96,432	98,322
12/4/2009	KOLLEL EMES VEMUNAH VIZNITZ	UNITED RENTALS	2,000	7,477	18,980
12/4/2009	KOLLEL EMES VEMUNAH VIZNITZ	WESTERN ASSET	9,500	83,899	87,020
TOTAL				\$1,828,386	\$3,028,025

**GROSS FOUNDATION
SECURITIES PORTFOLIO**

2/28/2010

DESCRIPTION	COST	MARKET VALUE
ALPINE GLOBAL	116,734	118,116
AMBIENT CORP	12,276	6,305
AMERICAN SAFETY	22,023	21,300
COMMODORE SEP TECH	8,510	275
COMPUMED INC	876	258
CRM HOLDING	40,655	16,442
CRYSTAL RIV CAP	10,708	5,900
EMBLAZE	1,759,204	738,688
GEORGETOWN BANCORP INC	2,348	1,560
GREAT GOLD MINES NL	49,372	0
HELIOS HIGH	19,149	20,039
HELIOS MULTI SECTOR	13,948	14,837
JER INVS TR INC	16,397	229
MAIDEN HOLDING	36,395	35,100
MAJOR AUTOMOTIVE COS INC	109,499	7,074
MERRILL LYNCH S&P 500 LINKED	99,607	108,900
NEW JERSEY ST HIGH	100,000	100,000
NEW YORK ST ENERGY	775,000	775,000
NUTECH	13,800	29
ONSTREAM	40,362	85,234
PEOPLES CHOICE FIN'L	150,000	0
PMA CAPITAL	53,529	51,688
PRESIDENTIAL LIFE	13,460	14,700
RABOBANK S&P 500 LINKED	98,757	107,500
RAIT INV TRUST	43,894	52,870
RAIT INV TRUST	7,010	12,504
SOLUTIA	24,552	30,589
SOVEREIGN	527,500	57,505
SPDR SER	74,866	77,580
SPRINT NEXTEL	17,508	16,650
SUN CMNTYS	36,508	38,540
SUNTRUST S&P 500 LINKED	99,707	108,600
THOMAS PPTYS	15,450	18,291
TOLL BROS	17,828	18,830
TOWER GROUP	48,098	45,540
VERMONT ST STUDENT	100,000	100,000
W HLDNG	95,939	103,324
WESTERN ASSET HIGH	84,109	86,793
SUBTOTAL	\$4,755,579	\$2,996,789
PAGE 2	\$7,141,257	\$6,537,605
TOTAL SECURITIES	\$11,896,835	\$9,534,394

GROSS FOUNDATION INC.
PORTFOLIO
2/28/10
PAGE 2

INVESTMENT	BALANCE	MARKET VALUE
ADVANCED TECHNOLOGY	250,000	250,000
AMERICAN EUROPEAN	1,308,750	1,308,750
BLZ	498,968	498,968
CELLMAX SYS	100,000	100,000
CENTURION FUND	865,833	865,833
CF SERVICES	20,000	20,000
EMES CAPITAL	25,000	25,000
ESH LICHTENSTEIN PROP	703,652	100,000
FCB POOL	100,000	100,000
HAIN CAPITAL	860,965	860,965
HIGH TECHNOLOGIES	10,000	10,000
LANX OFFSHORE	65,816	65,816
MICRO MATIX	20,000	20,000
MYRIAD ULTRASOUND	75,000	75,000
NEWSGRADE	25,000	25,000
ONSTREAM	478,024	478,024
PEPTOR	150,000	150,000
PLATINUM FUND	1,584,249	1,584,249
TOTAL	\$7,141,257	\$6,537,605