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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2010**

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

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation <b>THE GROSSMAN FOUNDATION</b>		A Employer identification number <b>13-6097346</b>
Number and street (or P O box number if mail is not delivered to street address) <b>C/O MARKS PANETH &amp; SHRON, 622 THIRD AVE</b>	Room/suite	B Telephone number <b>516-374-4290</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10017</b>		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>2,767,520.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	199,112.	199,112.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<8,837.>			
b	Gross sales price for all assets on line 6a	594,195.			
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 (loss)				
11	Other income				
12	Total. Add lines 1 through 11	190,275.	199,112.	0.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	891.	0.	0.	891.
b	Accounting fees	4,500.	3,900.	0.	600.
c	Other professional fees				
17	Interest				
18	Taxes	2,450.	0.	0.	250.
19	Depreciation and depletion	134.	0.	0.	
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	7,975.	3,900.	0.	1,741.
25	Contributions, gifts, grants paid	199,691.			199,691.
26	Total expenses and disbursements. Add lines 24 and 25	207,666.	3,900.	0.	201,432.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<17,391.>			
b	Net investment income (if negative, enter -0-)		195,212.		
c	Adjusted net income (if negative, enter -0-)			0.	

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	48,740.		
	2 Savings and temporary cash investments		29,765.	29,765.
	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 ▶			
	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 STMT 5	74,991.	74,991.	90,126.
	b Investments - corporate stock STMT 6	2,245,544.	2,151,246.	1,904,364.
	c Investments - corporate bonds STMT 7	606,731.	700,076.	740,728.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 2,671.				
Less: accumulated depreciation STMT 8 ▶ 134.	0.	2,537.	2,537.	
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)	2,976,006.	2,958,615.	2,767,520.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	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	2,854,257.	2,854,257.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	121,749.	104,358.		
30 <b>Total net assets or fund balances</b>	2,976,006.	2,958,615.		
31 <b>Total liabilities and net assets/fund balances</b>	2,976,006.	2,958,615.		

**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	2,976,006.
2 Enter amount from Part I, line 27a	2	<17,391.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,958,615.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,958,615.

**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 45,000 UTS - COCA COLA ENTERPRISES	P	VARIOUS	02/26/10
b 45,000 UTS - USX MARATHON GROUP DEBS	P	VARIOUS	04/06/10
c 57,000 SHS - ALLIANCEBERNSTEIN INCOME FUND, INC.	P	VARIOUS	05/07/10
e 35,000 UTS - CATERPILLAR FIN SERVICES CORP	P	05/05/09	09/15/10

  

(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 56,357.		34,303.	22,054.
b 57,633.		45,203.	12,430.
c			
d 445,205.		490,375.	<45,170.>
e 35,000.		33,151.	1,849.

  

(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			22,054.
b			12,430.
c			
d			<45,170.>
e			1,849.

  

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2         </div> </div>	<8,837.>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c)            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3         </div> </div>	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 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))
2009	191,007.	2,548,462.	.074950
2008	98,689.	2,442,395.	.040407
2007	94,598.	2,700,754.	.035027
2006	101,783.	2,637,243.	.038594
2005	214,943.	3,819,132.	.056281

  

2 Total of line 1, column (d)	2	.245259
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	.049052
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,771,998.
5 Multiply line 4 by line 3	5	135,972.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,952.
7 Add lines 5 and 6	7	137,924.
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	201,432.

**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)		1	1,952.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	1,952.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,952.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	2,200.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6d	
b Exempt foreign organizations - tax withheld at source		7	2,200.
c Tax paid with application for extension of time to file (Form 8868)		8	10.
d Backup withholding erroneously withheld		9	
7 Total credits and payments Add lines 6a through 6d		10	238.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 238. Refunded <input type="checkbox"/>			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY		
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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► KURT KIESS Telephone no. ► 212-503-8800  
 Located at ► C/O MARKS PANETH & SHRON LLP, 622 THIRD AVE, NEW ZIP+4 ► 10017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐  
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2010, 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? Yes No  
16 X  
 See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

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

	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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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.) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
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 page 22 of the instructions)? <span style="float: right;">N/A</span> Organizations relying on a current notice regarding disaster assistance check here <span style="float: right;">► <input type="checkbox"/></span>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> 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.) <span style="float: right;">N/A</span>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
b If "Yes," did it have excess business holdings in 2010 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 2010) <span style="float: right;">N/A</span>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Form 990-PF (2010)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

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?

N/A

7b

**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
ALICE ZANELLI GROSSMAN	TRUSTEE			
C/O MARKS PANETH & SHRON, 622 THIRD A	1.00	0.	0.	0.
NEW YORK, NY 10017				
GLEN GROSSMAN	TRUSTEE			
C/O MARKS PANETH & SHRON, 622 THIRD A	1.00	0.	0.	0.
NEW YORK, NY 10017				

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

Form 990-PF (2010)





**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	2,771,398.
b	Average of monthly cash balances	1b	42,813.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,814,211.
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	2,814,211.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,213.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,771,998.
6	Minimum investment return. Enter 5% of line 5	6	138,600.

**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	138,600.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,952.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,952.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	136,648.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	136,648.
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	136,648.

**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	201,432.
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	201,432.
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	1,952.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	199,480.

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				136,648.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			103,412.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 201,432.				
<b>a</b> Applied to 2009, but not more than line 2a			103,412.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				98,020.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below	0.			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				38,628.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				





**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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					
4 Dividends and interest from securities			14	199,112.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<8,837.>	
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)		0.		190,275.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	190,275.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



## 2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	COMPUTER EQUIPMENT	10/29/10	2000DB	5.00	19B	2,671.			2,671.			134.
	* TOTAL 990-PF PG 1					2,671.		0.	2,671.	0.	0.	134.
	DEPR											

025102  
05-01-10

(D) - Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
SMITH BARNEY	151,047.	0.	151,047.	
SMITH BARNEY	49,896.	0.	49,896.	
SMITH BARNEY - ACCRUED INT PAID	<596.>	0.	<596.>	
SMITH BARNEY - AMORTIZATION OF BOND PREMIUMS	<1,235.>	0.	<1,235.>	
TOTAL TO FM 990-PF, PART I, LN 4	199,112.	0.	199,112.	

FORM 990-PF	LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	891.	0.	0.	891.	
TO FM 990-PF, PG 1, LN 16A	891.	0.	0.	891.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	4,500.	3,900.	0.	600.	
TO FORM 990-PF, PG 1, LN 16B	4,500.	3,900.	0.	600.	



FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NYS DEPT OF LAW	250.	0.	0.	250.	
FEDERAL EXCISE TAX	2,200.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	2,450.	0.	0.	250.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED STATEMENT C	X		74,991.	90,126.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			74,991.	90,126.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			74,991.	90,126.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT C			2,151,246.	1,904,364.
TOTAL TO FORM 990-PF, PART II, LINE 10B			2,151,246.	1,904,364.

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT C			700,076.	740,728.
TOTAL TO FORM 990-PF, PART II, LINE 10C			700,076.	740,728.

The Grossman Foundation  
Investments  
2010

STATEMENT C

Quantity	Security	Interest Rate	Book Value	Market Value
75,000	Israel State Bonds	7 250%	74,991 00	90,126 00
<b>Total US &amp; State Gov't Obligations Investments</b>			<b>74,991.00</b>	<b>90,126.00</b>
10,000	Western Asset Global Corp Defined Opportunity FD Inc		187,095 84	179,303 60
27,500	BlackRock Enhanced Govt FD Inc		508,411 90	426,525 00
3,000	Blackrock SR High Income Fund Inc		19,715 00	11,661 00
20,000	Wells Fargo Advantage Income		294,972 22	192,600 00
10,000	Blackstone /GSO Floating Rate Term		200,000 00	199,600 00
35,500	Eaton Vance Ltd Duration Income Fund		599,508 84	569,775 00
25,000	MFS Government Markets Income Trust SBI		175,816 53	170,000 00
10,000	Pioneer High Income Trust		165,725 63	154,900 00
<b>Total Corporate Stock Investments</b>			<b>2,151,245.96</b>	<b>1,904,364.60</b>
66,000	Case Corp Notes-BK/Entry dtd 1/16/1996 MATY 1/15/2016	7 250%	65,010 00	71,280 00
32,000	Bank of America Corporation dtd 12/04/07 MATY 12/01/2017	5 750%	30,145 52	33,300 16
40,000	General Elec Cap Cor dtd 05/04/2007 MATY 05/04/2020	5 550%	35,806 00	42,282 00
50,000	Morgan Stanley Senior Fixed Rate Step-Up	4 000%	50,000 00	49,784 50
21,000	Time Warner Entertainment Co L P SR Deb MATY 03/15/2023	8 375%	19,414 56	26,368 02
120,000	New York Telephone Debs Book Entry MATY 11/1/2023	6 700%	126,679 20	126,782 40
100,000	Morgan Stanley Book Entry	5 250%	101,697 00	95,278 00
15,000	US West Communications Inc Debs-BK/ENTRY dtd 11/10/95 MATY 11/10/2026	7 200%	15,380 85	14,625 00
18,000	BANKAMERICA CAPITAL II INCM PFD SECS BK/ENTRY MATY 12/15/2026	8 000%	18,425 16	18,112 50
30,000	McDonalds Corp Debs dtd 1/8/1998 BK/ENTRY MATY 1/8/2028	6 375%	31,031 70	34,584 90
55,000	GTE North Debentures	6 730%	55,471 35	52,991 40
36,000	Lowes Cos Inc Debentures BK/ENTRY MATY 02/15/2028	6 875%	34,376 88	41,631 12
24,000	GTE Corp Debs BK/ENTRY dtd 4/27/1998 MATY 04/15/2028	6 940%	21,903 24	27,096 00
36,000	Electronic Data Systems Corp Notes BK/ENTRY dtd 10/12/1999	7 450%	34,965 12	46,242 72
30,000	Goldman Sachs Global BDS BK/ENTRY dtd 2/13/2033	6 125%	30,644 40	31,784 10
30,000	Goldman Sachs Cap I Sub Book/Entry dtd 2/20/04 MATY 02/15/2034	6 345%	29,124 90	28,585 50
<b>Total Corporate Bond Investments</b>			<b>700,075.88</b>	<b>740,728.32</b>

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FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	2,671.	134.	2,537.
TOTAL TO FM 990-PF, PART II, LN 14	2,671.	134.	2,537.

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FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ROOM TO READ 111 SUTTER STREET, 16TH FLOOR SAN FRANCISCO, CA 94104	NONE GENERAL PURPOSE	501(C)(3)	1,000.
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE GENERAL PURPOSE	501(C)(3)	1,600.
CYPRESS BAY FOOTBALL CLUB 18600 VISTA PARK BLVD WESTON, FL 33332	NONE GENERAL PURPOSE	501(C)(3)	536.
HADASSAH 1416 AVENUE M, SUITE 302 BROOKLYN, NY 11230	NONE GENERAL PURPOSE	501(C)(3)	2,860.
HEWLETT FIRE DEPT 25 FRANKLIN AVENUE HEWLETT, NY 11557	NONE GENERAL PURPOSE	501(C)(3)	200.
PET PROTECTORS INC. 2490 BLACK ROCK TURNPIKE #453 FAIRFIELD, CT 06824	NONE GENERAL PURPOSE	501(C)(3)	3,500.

THE GROSSMAN FOUNDATION

13-6097346

PLAY FOR PINK BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET NEW YORK, NY 10022	NONE GENERAL PURPOSE	501(C)(3)	8,250.
TEMPLE DOR DORIM 2360 GLADES CIRCLE WESTON, FL 33327	NONE GENERAL PURPOSE	501(C)(3)	8,750.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 352 SEVENTH AVENUE, STE. 400 NEW YORK, NY 10001	NONE GENERAL PURPOSE	501(C)(3)	7,000.
AMERICAN LUNG ASSOCIATION 1301 PENNSYLVANIA AVE. NW WASHINGTON, DC 20004	NONE GENERAL PURPOSE	501(C)(3)	150.
CARON FOUNDATION 243 NORTH GALEN HALL ROAD WERNERSVILLE, PA 19565	NONE GENERAL PURPOSE	501(C)(3)	3,600.
CROHN'S & COLITIS FOUNDATION 386 PARK AVENUE SOUTH NEW YORK, NY 10016	NONE GENERAL PURPOSE	501(C)(3)	936.
JEWISH FEDERATION OF PALM BEACH 4601 COMMUNITY DRIVE WEST PALM BEACH, FL 33417	NONE GENERAL PURPOSE	501(C)(3)	20,000.
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEW YORK, NY 10021	NONE GENERAL PURPOSE	501(C)(3)	57,447.
ONE FAMILY FUND PO BOX 8573 JERUSALEM, ISRAEL	NONE GENERAL PURPOSE	501(C)(3)	180.
YMCA 101 NORTH WACKER DRIVE CHICAGO, IL 60606	NONE GENERAL PURPOSE	501(C)(3)	3,600.

THE GROSSMAN FOUNDATION

13-6097346

HUNTINGTON HOSPITAL ONCOLOGY 270 PARK AVENUE HUNTINGTON, NY 11743-2799	NONE GENERAL PURPOSE	501(C)(3)	2,500.
LEUKIMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE, SUITE 310 WHITE PLAINS, NY 10605	NONE GENERAL PURPOSE	501(C)(3)	500.
LITCHFIELD LITTLE BRITCHES P.O. BOX 120 WOODBURY, CT 06798	NONE GENERAL PURPOSE	501(C)(3)	1,000.
MORSE LIFE FOUNDATION 4847 FRED GLADSTONE DRIVE WEST PALM BEACH, FL 33417	NONE GENERAL PURPOSE	501(C)(3)	6,000.
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER, CO 80206	NONE GENERAL PURPOSE	501(C)(3)	2,500.
ADL 605 THIRD AVE NEW YORK, NY 10158	NONE GENERAL PURPOSE	501(C)(3)	17,500.
ANIMAL RESCUE LEAGUE 6620 HAMILTON AVE PITTSBURGH, PA 15206	NONE GENERAL PURPOSE	501(C)(3)	1,250.
AUTISM SPEAKS 1 EAST 33RD STREET 4TH FLOOR NEW YORK, NY 10016	NONE GENERAL PURPOSE	501(C)(3)	300.
BROWARD PERFORMING ARTS 201 SOUTHWEST 5TH AVE FORT LAUDERDALE, FL 33312	NONE GENERAL PURPOSE	501(C)(3)	1,000.
CALVARY CHAPEL 2401 CYPRESS CREEK RD FORT LAUDERDALE, FL 33312	NONE GENERAL PURPOSE	501(C)(3)	2,400.

CITIZENS INTERESTED IN AR 2468 BAY ISLE CT FORT LAUDERDALE, FL 33327	NONE GENERAL PURPOSE	501(C)(3)	350.
:			
FEDERATION BROWARD COUNTY 5890 S PINE ISLAND ROAD DAVIE, FL 33328	NONE GENERAL PURPOSE	501(C)(3)	5,000.
GLOBAL VOLUNTEER NETWORK PO BOX 294 LITTLETON, CO 80160	NONE GENERAL PURPOSE	501(C)(3)	4,797.
HIDDEN OAKS ELEMENTARY SC 9051 SUBURBAN DRIVE ORLANDO, FL 32829	NONE GENERAL PURPOSE	501(C)(3)	300.
HONEST REPORTING 10024 SKOKIE BLVD, SUITE 201 SKOKIE, IL	NONE GENERAL PURPOSE	501(C)(3)	250.
BOYS & GIRLS CLUB OF BROWARD COUNTY - KISS 877 NW 61ST STREET FORT LAUDERDALE, FL 33309	NONE GENERAL PURPOSE	501(C)(3)	1,000.
KIWANIS 3636 WOODVIEW TRACE INDIANAPOLIS, IN 46268	NONE GENERAL PURPOSE	501(C)(3)	5,000.
KOMEN GREATER NYC 314 W 38TH STREET #10 NEW YORK, NY 10018	NONE GENERAL PURPOSE	501(C)(3)	100.
MAKE A WISH 4742 N 24 ST SUITE 400 PHOENIX, AR 85016	NONE GENERAL PURPOSE	501(C)(3)	2,500.
MARY STOLFA CANCER FUND MARY STOLFA CANCER FOUNDATION PO BOX 644 SYOSSET, NY 11791	NONE GENERAL PURPOSE	501(C)(3)	500.

## THE GROSSMAN FOUNDATION

13-6097346

NEVE MICHAEL CHILDREN'S VILLAGE INC 1641 N. NIATUS RD #128 PEMBROKE PINES, FL 33026	NONE GENERAL PURPOSE	501(C)(3)	3,600.
SAR EL FOUNDATION 5124 DICKERMAN ROAD SAGINAW, MN 55779	NONE GENERAL PURPOSE	501(C)(3)	1,800.
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE SUITE 4600 BOSTON, MA 02110	NONE GENERAL PURPOSE	501(C)(3)	5,000.
THANC FOUNDATION 10 UNION SQUARE EAST, SUITE 5B NEW YORK, NY 10003	NONE GENERAL PURPOSE	501(C)(3)	7,500.
THE PANTRY OF BROWARD 610 NW 3RD AVE FORT LAUDERDALE, FL 33311	NONE GENERAL PURPOSE	501(C)(3)	2,500.
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE GENERAL PURPOSE	501(C)(3)	1,750.
WWC INC 1701 14TH ST., NW WASHINGTON, DC 20009	NONE GENERAL PURPOSE	501(C)(3)	185.
JAMS 620 EIGHTH AVE 34TH FLOOR NEW YORK, NY 10018	NONE GENERAL PURPOSE	501(C)(3)	500.
JDRF 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE GENERAL PURPOSE	501(C)(3)	2,500.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

199,691.

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3 month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization <b>THE GROSSMAN FOUNDATION</b>	Employer identification number <b>13-6097346</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>C/O MARKS PANETH &amp; SHRON, 622 THIRD AVE</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>NEW YORK, NY 10017</b>	

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

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**KURT KIESS - C/O MARKS PANETH & SHRON LLP, 622 THIRD AVE**

- The books are in the care of ► **- NEW YORK, NY 10017**  
Telephone No ► **212-503-8800** FAX No ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year **2010** or ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	<b>2,200.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	<b>2,200.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	<b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)