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

OMB No 1545-0052
2010

For calendar year 2010, or tax year beginning 09/01 , **2010, and ending** 08/31, **20**11

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

Name of foundation
AUDREY AND MARTIN GRUSS FOUNDATION

A Employer identification number
90-0445575

Number and street (or P O box number if mail is not delivered to street address)
C/O GRUSS & CO., INC.
777 S. FLAGLER DRIVE
Room/suite 801-E

B Telephone number (see page 10 of the instructions)
(561) 515-6464

City or town, state, and ZIP code
WEST PALM BEACH, FL 33401

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 [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 105,274,882.
J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) ______
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants etc, received (attach schedule)	4,070,575.			
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	11.	11.		ATCH 1
	4	Dividends and interest from securities	1,453,642.	1,440,950.		ATCH 2
	5a	Gross rents	23,705.	20,472.		
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,172,051.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		4,935,935.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	690,632.	632,745.		ATCH 3
	12	**Total.** Add lines 1 through 11	11,410,616.	7,030,113.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 4	1,782.	891.	0.	891.
	b	Accounting fees (attach schedule) ATCH 5	4,495.	2,248.	0.	2,247.
	c	Other professional fees (attach schedule)				
	17	Interest ATTACHMENT 6	339,793.	339,793.		
	18	Taxes (attach schedule) (see page 14 of the instructions) **	200,420.	89,698.		
	19	Depreciation (attach schedule) and depletion	261.			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 8	1,472,675.	1,451,293.		794.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,019,426.	1,883,923.	0.	3,932.
	25	Contributions, gifts, grants paid	5,089,299.			5,089,299.
	26	**Total expenses and disbursements.** Add lines 24 and 25	7,108,725.	1,883,923.	0.	5,093,231.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	4,301,891.			
	b	**Net investment income** (if negative, enter -0-)		5,146,190.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	33,825.	62,903.	62,903.
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶ 7,392.			
	Less accumulated depreciation (attach schedule) ▶ 7,392.	262.		0.
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 9	87,951,560.	92,224,772.	105,211,979.
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 the instructions. Also, see page 1, item I)	87,985,647.	92,287,675.	105,274,882.
Liabilities 17	Accounts payable and accrued expenses	641.	778.	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	641.	778.	
Net Assets or Fund Balances	**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	87,985,006.	92,286,897.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	87,985,006.	92,286,897.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	87,985,647.	92,287,675.	

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	87,985,006.
2	Enter amount from Part I, line 27a	2	4,301,891.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	92,286,897.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	92,286,897.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(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				
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** 4,935,935.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	3,876,001.	93,505,991.	0.041452
2008	3,960,694.	85,479,769.	0.046335
2007	4,481,126.	93,729,396.	0.047809
2006	3,358,751.	84,865,895.	0.039577
2005	2,812,484.	72,432,732.	0.038829

2	**Total** of line 1, column (d)	2	0.214002
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	0.042800
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	103,402,118.
5	Multiply line 4 by line 3	5	4,425,611.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	51,462.
7	Add lines 5 and 6	7	4,477,073.
8	Enter qualifying distributions from Part XII, line 4	8	5,093,231.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	51,462.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	51,462.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	51,462.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 90,000.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	90,000.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	38,538.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 38,538. **Refunded** ▶	11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DE, FL,			
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*	8b	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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 ▶ MARTIN D. GRUSS Telephone no ▶ 561-515-6464
Located at ▶ 777 S. FLAGLER DRIVE, STE 801-E WEST PALM BEACH, FL ZIP+4 ▶ 33401

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

		Line	Yes	No
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?	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 ▶ SWITZERLAND			

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.

		Line	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	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

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)? (see page 22 of the 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 page 22 of the instructions)? . . . **5b** X

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? . . . ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . **7b** X

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 page 22 of the 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
ATTACHMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 . . . ▶

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0.
Total number of others receiving over $50,000 for professional services ▶		NONE

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 page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	60,887.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	104,915,883.
d	**Total** (add lines 1a, b, and c)	1d	104,976,770.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	104,976,770.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,574,652.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	103,402,118.
6	**Minimum investment return.** Enter 5% of line 5	6	5,170,106.

Part XI **Distributable Amount** (see page 25 of the 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	5,170,106.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	51,462.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	51,462.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	5,118,644.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,118,644.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	5,118,644.

Part XII **Qualifying Distributions** (see page 25 of the 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	5,093,231.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,093,231.
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 page 26 of the instructions)	5	51,462.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,041,769.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					5,118,644.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				2,516,229.	
b Total for prior years 20 08 ,20 07 ,20 06			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007					
d From 2008	0.				
e From 2009	0.				
f Total of lines 3a through e		0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 5,093,231.					
a Applied to 2009, but not more than line 2a				2,516,229.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2010 distributable amount					2,577,002.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 **Enter the net total of each column as indicated below:**					
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					
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					2,541,642.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009	0.				
e Excess from 2010	0.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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))

MARTIN D GRUSS

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 ▶ [X] 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 page 28 of the 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.

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 11				
Total . . . . ▶ 3a				5,089,299.
b *Approved for future payment*				
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 page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	11.	
4 Dividends and interest from securities	900000	12,692.	14	1,440,950.	
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	900000	3,233.	16	20,472.	
7 Other investment income	900000	57,844.	14	632,788.	
8 Gain or (loss) from sales of assets other than inventory	900000	236,116.	18	4,935,935.	
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)		309,885.		7,030,156.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 7,340,041.

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions.)
1	NOT APPLICABLE

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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		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

Sign Here

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.

BHASH LALTA — Signature of officer or trustee | 12/8/11 — Date | VICE PRESIDENT — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CYNTHIA A LOFTUS	Cynthia A. Loftus	12/7/2011		P00343809

Firm's name ▶ RSM MCGLADREY, LLC — Firm's EIN ▶ 41-1944416

Firm's address ▶ 1555 PALM BEACH LAKES BLVD, STE 700 WEST PALM BEACH, FL 33401 — Phone no. 561-697-1785

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization
AUDREY AND MARTIN GRUSS FOUNDATION

Employer identification number
90-0445575

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization AUDREY AND MARTIN GRUSS FOUNDATION

Employer identification number 90-0445575

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOSEPH S GRUSS SETTLOR TRUST DTD 7/22/92 C/O GRUSS & CO. - 777 S. FLAGLER DR 801E WEST PALM BEACH, FL 33401	$ 738,457.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	JOSEPH S GRUSS SETTLOR TRUST DTD 7/22/92 C/O GRUSS INVSMT, 777 S. FLAGLER DR 801E WEST PALM BEACH, FL 33401	$ 738,457.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	TRUST UWO JOSEPH S GRUSS FBO DES OF MDG C/O GRUSS & CO. - 777 S. FLAGLER DR 801E WEST PALM BEACH, FL 33401	$ 2,593,661.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					16.	
		PASSED THRU FROM EVERGREEN INSTITUTIONAL PROPERTY TYPE: SECURITIES					VAR	VAR
							999,870.	
		PASSED THRU FROM EVERGREEN INSTITUTIONAL PROPERTY TYPE: SECURITIES					VAR	VAR
							3,491,424.	
		PASSED THRU FROM EVERGREEN INSTITUTIONAL PROPERTY TYPE: SECURITIES					VAR	VAR
							683,779.	
		PASSED THRU FROM EI SPECIALTY PROPERTY TYPE: SECURITIES					VAR	VAR
							30.	
		PASSED THRU FROM EI SPECIALTY PROPERTY TYPE: SECURITIES					VAR	VAR
							39.	
		CLASS ACTION SETTLEMENT PROPERTY TYPE: OTHER					VAR	VAR
							99.	
		LONG TERM CAPITAL LOSS ON LIQUIDATION OF PROPERTY TYPE: OTHER					VAR	03/31/2011
							-3,206.	
		LESS: SHORT-TERM CAPITAL GAINS REPORTED PROPERTY TYPE: SECURITIES					VAR	VAR
							-1,704.	
		LESS: LONG-TERM CAPITAL GAINS REPORTED PROPERTY TYPE: SECURITIES					VAR	VAR
							-234,412.	
TOTAL GAIN(LOSS)							4,935,935.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN CHASE BANK, N.A.	11.	11.
TOTAL	11.	11.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST THRU EVERGREEN INSTIT'L PARTNER	602,113.	602,113.
DIVIDEND THRU EVERGREEN INSTIT'L PARTNER	847,245.	847,245.
INTEREST THRU EI SPECIALTY INVESTORS	2,914.	2,914.
DIVIDEND THRU EI SPECIALTY INVESTORS	1,370.	1,370.
LESS: INCOME REPORTED ON FORM 990-T	0.	-12,692.
TOTAL	1,453,642.	1,440,950.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORD INC - THRU EI SPECIALTY INVESTORS	-494.	-494.
ORD INC - THRU EVERGREEN INSTITUTIONAL PARTNERS, LP	132,706.	132,706.
ROYALTIES - THRU EVERGREEN INSTIT'L PARTNERS, LP	597.	597.
SEC 1231 - THRU EI SPECIALTY INVESTORS	-748.	-748.
SEC 1231 - THRU EVERGREEN INSTIT'L PARTNERS, LP	16,465.	16,465.
PORTFOLIO INC-THRU EI SPECIALTY INVESTOR	86.	86.
PORTFOLIO INC - THRU EVERGREEN INSTIT'L PARTNERS, LP	-9,344.	-9,344.
OTHER INC - THRU EVERGREEN INSTIT'L PARTNERS, LP	551,322.	551,322.
OTHER INC - THRU EI SPECIALTY INVESTORS	-1.	-1.
TAX EXEMPT INC - THRU EVERGREEN INSTIT'L PARTNERS, LP	43.	0.
LESS: INCOME REPORTED ON FORM 990-T	0.	-57,844.
TOTALS	690,632.	632,745.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		1,782.	891.		891.
	TOTALS	1,782.	891.	0.	891.

AUDREY AND MARTIN GRUSS FOUNDATION 90-0445575

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	4,495.	2,248.		2,247.
TOTALS	4,495.	2,248.	0.	2,247.

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THRU EVERGREEN INST'L PARTNERS	339,537.	339,537.
THRU EI SPECIALTY INVESTORS	256.	256.
TOTALS	339,793.	339,793.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET FEDERAL EXCISE TAX	110,722.	
FOREIGN TAXES - THRU EVERGREEN INSTITUTIONAL PARTNERS, LP	89,677.	89,677.
FOREIGN TAXES - THRU EI SPECIALTY INVESTORS, LLC	21.	21.
TOTALS	200,420.	89,698.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
LICENSES, CORP AGENCY AND FEES	164.		164.
SUPPLIES & STATIONARY	630.		630.
PORTFOLIO DED - THRU EVERGREEN INSTITUTIONAL PARTNERS, LP	1,129,802.	1,129,802.	
PORTFOLIO DED - THRU EI SPECIALTY INVESTORS, LLC	11,311.	11,311.	
OTHER EXP - THRU EVERGREEN INSTITUTIONAL PARTNERS, LP	310,180.	310,180.	
NON-DED EXP - THRU EVERGREEN INSTITUTIONAL PARTNERS, LP	699.		
NON-DED EXP - THRU EI SPECIALTY INVESTORS, LLC	9.		
CASH CONTRIB - THRU EVERGREEN INSTITUTIONAL PARTNERS, LP	29.		
ADJUSTMENT FOR CONTRIBUTIONS NOT RECEIVED IN PRIOR YEAR	19,851.		
TOTALS	1,472,675.	1,451,293.	794.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
EVERGREEN INSTITUTIONAL PARTNERS, LP	87,651,745.	92,224,772.	105,211,979.
EI SPECIALTY INVESTORS, LLC	299,815.	0.	0.
TOTALS	87,951,560.	92,224,772.	105,211,979.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARTIN D GRUSS C/O GRUSS & CO., INC. 777 S. FLAGLER DRIVE 801-E WEST PALM BEACH, FL 33401	CO-PRESIDENT 10.00	0.	0.	0.
AUDREY B GRUSS C/O GRUSS & CO., INC. 777 S. FLAGLER DRIVE 801-E WEST PALM BEACH, FL 33401	CO-PRESIDENT 10.00	0.	0.	0.
BHASH LALTA C/O GRUSS & CO., INC. 777 S. FLAGLER DRIVE 801-E WEST PALM BEACH, FL 33401	VICE PRESIDENT 2.00	0.	0.	0.
COURTNEY KEEMSS C/O GRUSS & CO., INC. 777 S. FLAGLER DRIVE 801-E WEST PALM BEACH, FL 33401	ASSISTANT SECRETARY 5.00	0.	0.	0.
HOWARD R. GUBERMAN C/O GRUSS & CO., INC. 777 S. FLAGLER DRIVE 801-E WEST PALM BEACH, FL 33401	VICE PRES, SECTRY & TREAS 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE SCHEDULE ATTACHED	N/A PUBLIC CHARITY	GENERAL PURPOSE	5,089,299.
		TOTAL CONTRIBUTIONS PAID	5,089,299.

AUDREY AND MARTIN GRUSS FOUNDATION (FEIN: 90-04455775)

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR, FORM 990PF, PART XV

FOR FISCAL YEAR ENDING AUGUST 31, 2011

	DATE OF GRANT OR CONTRIBUTION	NAME OF RECIPIENT	ADDRESS OF RECIPIENT	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT OF GRANT OR CONTRIBUTION
1	11/3/2010	Achievement First	403 James Street, New Haven, CT 06513	Public Charity	General	25,000
2	10/19/2010	Alberto B. (Tito) Mejia "03 Memorial	Deerfield Academy, P O Box 306, Deerfield, MA 01342	Public Charity	General	10 000
3	3/29/2011	American Friends of the Victoria and Albert Museum, Inc	61 Londonderry Drive, Greenwich, CT 06830	Public Charity	General	10,000
4	3/29/2011	American Friends of the Victoria and Albert Museum, Inc.	61 Londonderry Drive, Greenwich, CT 06830	Public Charity	General	10,000
5	6/6/2011	Amyloid Program	Boston University 72 E. Concord St., K603, Boston, MA 01	Public Charity	Medical Research	250,000
6	8/1/2011	Balzekas Museum of Lithuania	6500 South Pulaski Road, Chicago, IL 60629	Public Charity	General	50
7	3/31/2011	Boys & Girls Club of Palm Beach	800 Northpoint Parkway, STE 204, West Palm Beach, FL 33	Public Charity	General	5 000
8	8/17/2011	Byrd Hoffman Water Mill Foundation	55 Washington Street, Ste 216, Brooklyn, NY 11201	Public Charity	General	10,000
9	8/10/2011	Center for Intiatives in Jewish Education	45 Broadway Suite 3050, New York, NY 10006	Public Charity	General	150,000
10	12/23/2010	CHA 150th Anniversary Fund	500 West Willow Grove Ave , Philadelphia, PA 19118	Public Charity	General	2 000
11	12/30/2010	CHI Omega Foundation	P O Box 2121, Memphis, TN 38159	Public Charity	General	1,000
12	11/30/2010	Churchill Centre	200 West Madison Street, Suite 1700, Chicago, IL 60606	Public Charity	General	10,000
13	9/23/2010	Doctors Without Borders	333 Seventh Avenue, 2nd Floor, New York, Ny 10001	Public Charity	General	5,000
14	9/14/2010	East Sidehouse Settlement	337 Alexander Avenue, Bronx, NY 10454	Public Charity	General	1,850
15	1/15/2011	Glades Academy Foundation, Inc.	One North Clematis St #200 West Palm Beach FL 33401	Public Charity	General	1,000
16	9/16/2010	Hope for Depression Research Foundation	667 Madison Avenue, New York, NY 10065	Public Charity	Medical Research	275 000
17	2/10/2011	Hope for Depression Research Foundation	667 Madison Avenue, New York, NY 10065	Public Charity	Medical Research	715,000
18	9/14/2010	HortiCultural Society of New York	148 W 37th St 13th FL NY, NY 10018	Public Charity	General	860
19	10/20/2010	Jewish Federation of Palm Beach County	4601 Community Dr, WPB, FL 33417	Public Charity	General	10,000
20	11/3/2010	Kipp Foundation	520 8th Avenue, Suite 2005, New York, NY 10018	Public Charity	General	25 000
21	4/20/2011	Lenox Hill Neighborhood House	331 East 70th St NY, NY 10021	Public Charity	General	27,100
22	6/28/2011	Lincoln Center for the Performing Arts	70 Lincoln Center Plaza, 9th Fl, New York, NY 10023	Public Charity	General	150 000
23	4/7/2011	Melanoma Research Alliance Foundation	1101 New York Avenue, NW, Suite 620, Washington, DC 20	Public Charity	General	20,000
24	6/28/2011	Metropolitan Museum of Art	1000 Fifth Avenue, New York, NY 10028	Public Charity	General	48 820
25	6/28/2011	Metropolitan Museum of Art	1000 Fifth Avenue, New York, NY 10028	Public Charity	General	10,000
26	8/1/2011	Museum of Modern Art	11 West 53 Street, New York, NY 10019	Public Charity	General	789
27	9/7/2010	New York Hiostorical Society	170 Central Park West, New York, NY 10024	Public Charity	General	10,000
28	11/19/2010	Palm Beach Civic Association	139 North County Rd, Ste 33 Palm Beach FL 33480	Public Charity	General	1 000
29	1/3/2011	Palm Beach Police Foundation	139 North County Rd, Ste 20C Palm Beach FL 33480	Public Charity	General	600
30	9/1/2010	Parrish Art Museum	25 Jobs Lane, Southampton, NY 11968	Public Charity	General	5,000
31	1/4/2011	Schwab Charitable Fund (AMGF Fund Account)	211 Main Street, San Francisco CA 94105	Public Charity	General	1,500,000
32	2/10/2011	Schwab Charitable Fund (AMGF Fund Account)	211 Main Street, San Francisco CA 94105	Public Charity	General	785,000
33	6/16/2011	Schwab Charitable Fund (AMGF Fund Account)	211 Main Street, San Francisco CA 94105	Public Charity	General	850,000
34	5/3/2011	Silver Hill Hospital	95 Madison Avenue, STE 601, New York, NY 10016	Public Charity	General	15,000
35	10/11/2010	Society of Memorial Sloan-Kettering	1233 York Avenue, New York, NY 10065	Public Charity	General	1,860
36	8/17/2011	Southampton Hospital Foundation	240 Meeting House Lane, Southampton, NY 11968	Public Charity	General	5,000
37	9/1/2010	Southampton Rose Society	P.O Box 1022, Southampton, NY 11969	Public Charity	General	500
38	8/27/2011	St. Luke Institute	8901 New Hampshire Avenue, Silver Spring, MD 20903	Public Charity	General	10,000
39	11/3/2010	Teach For America	315 W 3th Street, 7th Floor, New York, NY 10018	Public Charity	General	25 000
40	11/12/2010	The Blue Card	171 Madison Avenue, Suite 1405, New York, NY 10016	Public Charity	General	15,000
41	9/1/2010	The Breast Cancer Research Foundaiton	60 East 56th Street 8th FL, NY NY 10022	Public Charity	General	5,000
42	9/29/2010	The Rockefellar University	1230 York Avenue, New york, NY 10065	Public Charity	General	12 450
43	9/1/2010	The Southampton Association	P.O Box 641, Southampton, NY 11969	Public Charity	General	150
44	3/8/2011	Tufts University	80 George Street, Ste 300-2, Medford, MA 02155	Public Charity	General	35,000
45	11/3/2010	Uncommon Schools	c/o RHF, 826 Broadway, 9th Floor, New York, NY 10003	Public Charity	General	25,000
46	11/29/2010	US Baltic Foundation	1701 K St NW Suite 903 Washington, DC 20006	Public Charity	General	5,000
47	9/14/2010	Venetian Heritage Inc.	475 Park Avenue, New York, NY 10022	Public Charity	General	4,270
48	10/28/2011	Yeshiva University	500 West 185th Street, BH 725, New York, NY 10033	Public Charity	General	5,000
			TOTAL - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR, FORM 990PF, PART XV - LINE 3a			$ 5,089,299

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: AUDREY AND MARTIN GRUSS FOUNDATION

Employer identification number: 90-0445575

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	998,196.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	(73,940.)
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	924,256.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	3,937,723.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	16.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	(6,394.)
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	3,931,345.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2010**

Part III Summary of Parts I and II **Caution:** *Read the instructions before completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			924,256.
14 **Net long-term gain or (loss):**				
a Total for year	14a			3,931,345.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			16.
c 28% rate gain	14c			677,385.
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			4,855,601.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20	Add lines 18 and 19	20				
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21				
22	Subtract line 21 from line 20 If zero or less, enter -0-			22		
23	Subtract line 22 from line 17 If zero or less, enter -0-			23		
24	Enter the **smaller** of the amount on line 17 or $2,300			24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25		
26	Subtract line 25 from line 24			26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29	Subtract line 28 from line 27			29		
30	Multiply line 29 by 15% (.15)				30	
31	Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32	Add lines 30 and 31				32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: AUDREY AND MARTIN GRUSS FOUNDATION

Employer identification number: 90-0445575

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a PASSED THRU FROM EVERGREEN INSTITUTIONAL					999,870.
PASSED THRU FROM EI SPECIALTY					30.
LESS: SHORT-TERM CAPITAL GAINS REPORTED ON FORM 99					-1,704.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 998,196.

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

Schedule D-1 (Form 1041) 2010

JSA
0F1221 1 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a PASSED THRU FROM EVERGREEN INSTITUTIONAL					3,491,424.
PASSED THRU FROM EVERGREEN INSTITUTIONAL					683,779.
PASSED THRU FROM EI SPECIALTY					39.
CLASS ACTION SETTLEMENT					99.
LONG TERM CAPITAL LOSS ON LIQUIDATION OF EI SPECIAL		03/31/2011			-3,206.
LESS: LONG-TERM CAPITAL GAINS REPORTED ON FORM 99					-234,412.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 3,937,723.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					16.	
		PASSED THRU FROM EVERGREEN INSTITUTIONAL PROPERTY TYPE: SECURITIES					VAR	VAR
							999,870.	
		PASSED THRU FROM EVERGREEN INSTITUTIONAL PROPERTY TYPE: SECURITIES					VAR	VAR
							3,491,424.	
		PASSED THRU FROM EVERGREEN INSTITUTIONAL PROPERTY TYPE: SECURITIES					VAR	VAR
							683,779.	
		PASSED THRU FROM EI SPECIALTY PROPERTY TYPE: SECURITIES					VAR	VAR
							30.	
		PASSED THRU FROM EI SPECIALTY PROPERTY TYPE: SECURITIES					VAR	VAR
							39.	
		CLASS ACTION SETTLEMENT PROPERTY TYPE: OTHER					VAR	VAR
							99.	
		LONG TERM CAPITAL LOSS ON LIQUIDATION OF PROPERTY TYPE: OTHER					VAR	03/31/2011
							-3,206.	
TOTAL GAIN(LOSS)							5,172,051	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					16.	
		PASSED THRU FROM EVERGREEN INSTITUTIONAL PROPERTY TYPE: SECURITIES					VAR	VAR
							999,870.	
		PASSED THRU FROM EVERGREEN INSTITUTIONAL PROPERTY TYPE: SECURITIES					VAR	VAR
							3,491,424.	
		PASSED THRU FROM EVERGREEN INSTITUTIONAL PROPERTY TYPE: SECURITIES					VAR	VAR
							683,779.	
		PASSED THRU FROM EI SPECIALTY PROPERTY TYPE: SECURITIES					VAR	VAR
							30.	
		PASSED THRU FROM EI SPECIALTY PROPERTY TYPE: SECURITIES					VAR	VAR
							39.	
		CLASS ACTION SETTLEMENT PROPERTY TYPE: OTHER					VAR	VAR
							99.	
		LONG TERM CAPITAL LOSS ON LIQUIDATION OF PROPERTY TYPE: OTHER					VAR	03/31/2011
							-3,206.	
		LESS: SHORT-TERM CAPITAL GAINS REPORTED PROPERTY TYPE: SECURITIES					VAR	VAR
							-1,704.	
		LESS: LONG-TERM CAPITAL GAINS REPORTED PROPERTY TYPE: SECURITIES					VAR	VAR
							-234,412.	
TOTAL GAIN(LOSS)							4,935,935.	

Form **8868** (Rev January 2011) Department of the Treasury Internal Revenue Service

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 ▶ [X]
- 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* 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	Name of exempt organization AUDREY AND MARTIN GRUSS FOUNDATION	**Employer identification number** 90-0445575
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O. box, see instructions. C/O GRUSS INVESTMENTS, LLC. 777 S. FLAGLER DR., STE. 801-E	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WEST PALM BEACH, FL 33401-6134	

Enter the Return code for the return that this application is for (file a separate application for each return) [0][4]

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

- The books are in the care of ▶ AUDREY & MARTIN GRUSS FOUNDATION

Telephone No. ▶ 561-515-6464 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 04/15, 20 12, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year 20 __ or

▶ [X] tax year beginning 09/01, 20 10, and ending 08/31, 20 11

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	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	$
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	$ NONE

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