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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>THE GROSSMAN FAMILY CHARITABLE FOUNDATION</b>		A Employer identification number <b>04-6758553</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1 HUNTINGTON AVENUE</b>		B Telephone number <b>(617) 859-4504</b>
City or town, state, and ZIP code <b>BOSTON, MA 02116</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 2,370,133.</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) _____	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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	26.	26.		STATEMENT 1
	4 Dividends and interest from securities	44,071.	44,071.		STATEMENT 2
	5a Gross rents	8.	8.		STATEMENT 3
	b Net rental income or (loss) <166.>				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	81,156.			
	b Gross sales price for all assets on line 6a 309,576.				
	7 Capital gain net income (from Part IV, line 2)		81,156.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<5,257.>	<5,257.>		STATEMENT 5	
12 Total. Add lines 1 through 11	120,004.	120,004.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 6	5,311.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 7	1,617.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	42,354.	42,354.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	49,282.	42,354.		0.
	25 Contributions, gifts, grants paid	325,460.			325,460.
26 Total expenses and disbursements. Add lines 24 and 25	374,742.	42,354.		325,460.	
27 Subtract line 26 from line 12	<254,738.>				
a Excess of revenue over expenses and disbursements		77,650.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

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**THE GROSSMAN FAMILY CHARITABLE  
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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	428,070.	79,198.	79,198.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	1,061.		
	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			
	b Investments - corporate stock <b>STMT 9</b>	2,198,724.	2,293,919.	2,290,935.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 <b>Total assets</b> (to be completed by all filers)	2,627,855.	2,373,117.	2,370,133.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
<b>Net Assets or Fund Balances</b>	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
<b>Net Assets or Fund Balances</b>	29 Retained earnings, accumulated income, endowment, or other funds	2,627,855.	2,373,117.	
	30 <b>Total net assets or fund balances</b>	2,627,855.	2,373,117.	
	31 <b>Total liabilities and net assets/fund balances</b>	2,627,855.	2,373,117.	

**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	2,627,855.
2 Enter amount from Part I, line 27a	2	<254,738.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,373,117.
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	2,373,117.

**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					
b SEE ATTACHED STATEMENTS					
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 309,576.		292,662.	81,156.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			81,156.		
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	81,156.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	309,418.	2,403,306.	.128747
2009	251,855.	2,383,971.	.105645
2008	259,700.	7,981,708.	.032537
2007	296,500.	2,986,134.	.099292
2006	309,550.	1,951,518.	.158620
2 Total of line 1, column (d)			2 .524841
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 .104968
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 708,660.
5 Multiply line 4 by line 3			5 74,387.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 777.
7 Add lines 5 and 6			7 75,164.
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.			8 325,460.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	777.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	777.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	777.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	733.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	733.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	44.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

**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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 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?	X	
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) <u>MA</u>		
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 2011 or the taxable year beginning in 2011 (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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>NONE</b>	13	X	
14	The books are in care of ► <b>BARBARA N. GROSSMAN</b> Located at ► <b>1 HUNTINGTON AVENUE #1301, BOSTON, MA</b>	Telephone no. ► <b>617-859-4504</b> ZIP+4 ► <b>02116</b>		
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► _____, _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.) N/A	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 2011?	4b	X

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

If "Yes" to 6b, file Form 8870.

**X****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
BARBARA N. GROSSMAN	DIRECTOR			
1 HUNTINGTON AVENUE, #1301				
BOSTON, MA 02116	10.00	0.	0.	0.

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

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

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

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**Part VIII**

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

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

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

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

0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	<b>0.</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	463,950.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	255,502.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	719,452.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	719,452.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	10,792.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	708,660.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	35,433.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	35,433.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	777.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	889.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,666.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	33,767.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	33,767.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	33,767.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	325,460.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	325,460.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	777.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	324,683.

**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.

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				33,767.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006	225,814.			
<b>b</b> From 2007	159,039.			
<b>c</b> From 2008				
<b>d</b> From 2009	133,662.			
<b>e</b> From 2010	189,867.			
<b>f</b> Total of lines 3a through e	708,382.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$	325,460.			
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<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 2011 distributable amount				33,767.
<b>e</b> Remaining amount distributed out of corpus	291,693.			
<b>5</b> Excess distributions carryover applied to 2011 (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:	1,000,075.			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
<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 2006 not applied on line 5 or line 7	225,814.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	774,261.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007	159,039.			
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009	133,662.			
<b>d</b> Excess from 2010	189,867.			
<b>e</b> Excess from 2011	291,693.			

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N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

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**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
ACHIEVEMENT CENTERS FOR CHILDREN AND FAMILIES 555 NW 4TH STREET DELRAY BEACH, FL 33444	NONE	501C3	CHARITABLE PURPOSE	1,000.
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVENUE SYMPHONY HALL BOSTON, MA 02115	NONE	501C3	CHARITABLE PURPOSE	3,000.
CASTLE PRESERVATION SOCIETY 455 OLD MOUNTAIN ROAD MOULTONBOROUGH, NH 03254	NONE	501C3	CHARITABLE PURPOSE	500.
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK, NY 10005	NONE	501C3	CHARITABLE PURPOSE	150,000.
CYSTIC FIBROSIS FOUNDATION 220 NORTH MAIN STREET, SUITE 104 NATICK, MA 01760	NONE	501C3	CHARITABLE PURPOSE	500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>325,460.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
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		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		<b>X</b>
	(2) Other assets		<b>X</b>
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		<b>X</b>
	(2) Purchases of assets from a noncharitable exempt organization		<b>X</b>
	(3) Rental of facilities, equipment, or other assets		<b>X</b>
	(4) Reimbursement arrangements		<b>X</b>
	(5) Loans or loan guarantees		<b>X</b>
	(6) Performance of services or membership or fundraising solicitations		<b>X</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		<b>X</b>
<b>d</b>	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.		

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

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

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) is based on all information of which preparer has any knowledge					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		11/2/12 Date		DIRECTOR Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	STEVEN P. RODMAN		STEVEN P. RODMAN		10/30/12		P00090902
	Firm's name ▶ RODMAN & RODMAN, P.C.					Firm's EIN ▶ 04-2929802	
	Firm's address ▶ 3 NEWTON EXECUTIVE PARK NEWTON, MA 02462-1433					Phone no. (617) 965-5959	

Form **990-PF** (2011)

**THE GROSSMAN FAMILY CHARITABLE  
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**Part XV Supplementary Information**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MASSACHUSETTS NOW FOUNDATION P.O. BOX 51081 BOSTON, MA 02205	NONE	501C3	CHARITABLE PURPOSE	150.
MILL REEF FUND 140 BROADWAY, 4TH FLOOR NEW YORK, NY 10005	NONE	501C3	CHARITABLE PURPOSE	100.
MILTON ACADEMY 170 CENTRE STREET MILTON, MA 02186	NONE	501C3	CHARITABLE PURPOSE	25,000.
MUSEUM OF FINE ARTS 465 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	501C3	CHARITABLE PURPOSE	6,000.
NATIONAL COUNCIL FOR JEWISH WOMEN 53 WEST 23RD, 6TH FLOOR NEW YORK, NY 10010	NONE	501C3	CHARITABLE PURPOSE	6,700.
PAN MASS CHALLENGE 77 FOURTH AVENUE NEEDHAM, MA 02494	NONE	501C3	CHARITABLE PURPOSE	100.
PLANNED PARENTHOOD OF METROPOLITAN WASHINGTON 1108 16TH STREET, NW WASHINGTON, DC 20036	NONE	501C3	CHARITABLE PURPOSE	5,750.
PRO CHOICE MASS FOUNDATION 15 COURT SQUARE, SUITE 990 BOSTON, MA 02108	NONE	501C3	CHARITABLE PURPOSE	200.
SANDWICH CHILDREN'S CENTER 54 MAPLE STREET SANDWICH, NH 03227	NONE	501C3	CHARITABLE PURPOSE	500.
SQUAM LAKES CONSERVATION SOCIETY PO BOX 696 HOLDERNESS, NH 03245	NONE	501C3	CHARITABLE PURPOSE	65,700.
<b>Total from continuation sheets</b>				<b>170,460.</b>

**THE GROSSMAN FAMILY CHARITABLE  
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**Part XV Supplementary Information**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE CENTER FOR POLICY ANALYSIS PO BOX 29586 SAN FRANCISCO, CA 94129	NONE	501C3	CHARITABLE PURPOSE	60.
THE PREPATORY FOUNDATION 1286 HYDE PARK AVENUE HYDE PARK, MA 02136	NONE	501C3	CHARITABLE PURPOSE	6,000.
THE SQUAM LAKES ASSOCIATION PO BOX 204 HOLDERNESS, NH 03245	NONE	501C3	CHARITABLE PURPOSE	3,000.
UNITED SOUTH END SETTLEMENTS, CAMP HALE 566 COLUMBUS AVENUE BOSTON, MA 02118	NONE	501C3	CHARITABLE PURPOSE	600.
UNIVERSITY OF PENNSYLVANIA 433 FRANKLIN BUILDING PHILADELPHIA, PA 19104	NONE	501C3	CHARITABLE PURPOSE	50,000.
SHEHEROE 1112 MONTANA AVE #856 SANTA MONICA, CA 90403	NONE	501C3	CHARITABLE PURPOSE	100.
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131	NONE	501C3	CHARITABLE PURPOSE	500.
<b>Total from continuation sheets</b>				

**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 24752.475 VANGUARD INTERMED TERM INVESTOR CL		P	09/07/10	09/07/11
b ST GAIN FROM K-1 GRESHAM GLOBAL OPPORTUNITIES LP		P		
c LT GAIN FROM K-1 GRESHAM GLOBAL OPPORTUNITIES LP		P		
d ST LOSS FROM K-1 GRESHAM FOREIGN MANAGERS LP		P		
e LT GAIN FROM K-1 GRESHAM FOREIGN MANAGERS LP		P		
f ST GAIN FROM K-1 GRESHAM HEDGED STRATEGIES LP		P		
g LT GAIN FROM K-1 GRESHAM HEDGED STRATEGIES LP		P		
h ST LOSS FROM K-1 GRESHAM SELECT ASSET MANAGERS LP		P		
i LT LOSS FROM K-1 GRESHAM SELECT ASSET MANAGERS LP		P		
j LT CAP				
k CAPITAL GAINS DIVIDENDS				
l				
m				
n				
o				

(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 299,965.		292,662.	7,303.
b			22,698.
c			16,333.
d			<2,469.>
e			18,484.
f			2,401.
g			7,772.
h			<391.>
i			<586.>
j			0.
k 9,611.			9,611.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			7,303.
b			22,698.
c			16,333.
d			<2,469.>
e			18,484.
f			2,401.
g			7,772.
h			<391.>
i			<586.>
j			0.
k 9,611.			9,611.
l			
m			
n			
o			

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	81,156.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

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SOURCE	AMOUNT
NATIONAL FINANCIAL SERVICES LLC	26.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	26.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GRESHAM FOREIGN MANAGERS LP	14,326.	0.	14,326.
GRESHAM GLOBAL OPPORTUNITIES, LP	4,283.	0.	4,283.
GRESHAM HEDGED STRATEGIES QP, LP	<3.>	<3.>	0.
GRESHAM HEDGED STRATEGIES QP, LP	3,022.	0.	3,022.
GRESHAM SELECT ASSET MANAGERS LP	10,516.	0.	10,516.
NATIONAL FINANCIAL SERVICES	11,924.	0.	11,924.
NATIONAL FINANCIAL SERVICES	9,614.	9,614.	0.
TOTAL TO FM 990-PF, PART I, LN 4	53,682.	9,611.	44,071.

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FORM 990-PF RENTAL INCOME STATEMENT 3

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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
GRESHAM FOREIGN MANAGERS LP	1	
GRESHAM HEDGED STRATEGIES LP	2	
GRESHAM SELECT ASSET MANAGERS LP	3	8.
TOTAL TO FORM 990-PF, PART I, LINE 5A		8.

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FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
GRESHAM FOREIGN MANAGERS LP		159.	
- SUBTOTAL -	1		159.
GRESHAM HEDGED STRATEGIES LP		15.	
- SUBTOTAL -	2		15.
TOTAL RENTAL EXPENSES			174.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<166.>

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GRESHAM HEDGED STRATEGIES LP	6.	6.	
GRESHAM SELECT ASSET MANAGERS LP	10.	10.	
GRESHAM FOREIGN ASSET MANAGERS	<1,125.>	<1,125.>	
GRESHAM HEDGED STRATEGIES LP	<429.>	<429.>	
GRESHAM SELECT ASSET MANAGERS LP	<76.>	<76.>	
GRESHAM GLOBAL OPPORTUNITIES	490.	490.	
GRESHAM FOREIGN ASSET MANAGERS	<1,036.>	<1,036.>	
GRESHAM HEDGED STRATEGIES LP	554.	554.	
GRESHAM SELECT ASSET MANAGERS LP	<3,656.>	<3,656.>	
GRESHAM HEDGED STRATEGIES QP, LP	4.	4.	
NATIONAL FINANCIAL SERVICES LLC	1.	1.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<5,257.>	<5,257.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,311.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	5,311.	0.		0.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MASSACHUSETTS FORM PC	35.	0.		0.	
FOREIGN TAXES FROM GRESHAM GLOBAL OPPORTUNITIES	445.	0.		0.	
FOREIGN TAXES FROM GRESHAM FOREIGN MANAGERS	917.	0.		0.	
FOREIGN TAXES FROM GRESHAM HEDGED STRATEGIES	33.	0.		0.	
FOREIGN TAXES FROM GRESHAM SELECT ASSET MANAGERS	187.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,617.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PORTFOLIO DEDUCTIONS FROM GRESHAM GLOBAL OPPORTUNITIES K-1	17,505.	17,505.		0.	
PORTFOLIO DEDUCTIONS FROM GRESHAM FOREIGN MANAGERS K-1	6,959.	6,959.		0.	
PORTFOLIO DEDUCTIONS FROM GRESHAM HEDGED STRATEGIES K-1	3,618.	3,618.		0.	
PORTFOLIO DEDUCTIONS FROM GRESHAM SELECT ASSET MANAGERS K-1	13,880.	13,880.		0.	
MISCELLANEOUS	218.	218.		0.	
GRESHAM FOREIGN MANAGERS LP	159.	159.		0.	
GRESHAM HEDGED STRATEGIES LP	15.	15.		0.	
TO FORM 990-PF, PG 1, LN 23	42,354.	42,354.		0.	

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD INTERMED TERM	302,989.	299,847.
GRESHAM HEDGED STRATEGIES, LP	465,971.	465,967.
GRESHAM GLOBAL OPPORTUNITIES, LP	467,040.	467,075.
GRESHAM FOREIGN MANAGERS QP, LP	456,146.	456,146.
GRESHAM SELECT ASSET MANAGERS QP, LP	535,143.	535,271.
INVESTMENT IN GRESHAM	66,630.	66,629.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,293,919.	2,290,935.