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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
GROSS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
1600 MAYACOO LAKES BLVD

Room/suite

City or town, state, and ZIP code
WEST PALM BEACH, FL 33411

A Employer identification number
22-2393682

B Telephone number (see page 10 of the instructions)
(561) 242-8844

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 ☒ 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) \$ 6,405,022

J Accounting method ☒ 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))		(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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	173,210	173,210	173,210	
	4 Dividends and interest from securities.	82,330	82,330	82,330	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-27,856			
	b Gross sales price for all assets on line 6a <u>1,275,720</u>				
	7 Capital gain net income (from Part IV , line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	227,684	255,540	255,540	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,530			2,530
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,409			3,409
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	28,709			28,709
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	34,648	0		34,648
	25 Contributions, gifts, grants paid	449,952			449,952
	26 Total expenses and disbursements. Add lines 24 and 25	484,600	0		484,600
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-256,916			
	b Net investment income (if negative, enter -0-)		255,540		
	c Adjusted net income (if negative, enter -0-)			255,540	

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	1,000	1,000	1,000	
	2	Savings and temporary cash investments	113	115	115	
	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	3,314	3,008	3,008	
	10a	Investments—U S and state government obligations (attach schedule)	1,848,223	☒	1,842,327	2,300,617
	b	Investments—corporate stock (attach schedule)	599,371	☒	210,157	220,288
	c	Investments—corporate bonds (attach schedule).	1,515,408	☒	1,259,415	1,330,228
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	2,247,911	☒	2,642,402	2,549,766
	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)	6,215,340		5,958,424	6,405,022	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)			0	
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.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	6,215,340		5,958,424	
	30	Total net assets or fund balances (see page 17 of the instructions)	6,215,340		5,958,424	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,215,340		5,958,424	

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)	16,215,340
2	Enter amount from Part I, line 27a	-256,916
3	Other increases not included in line 2 (itemize) ▶ _____	
4	Add lines 1, 2, and 3	5,958,424
5	Decreases not included in line 2 (itemize) ▶ _____	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	5,958,424

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					
(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) 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					
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				2-27,856
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				3-34,361

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))	
2010	414,791	5,982,907	0 06933	
2009	104,800	3,762,240	0 02786	
2008	91,015	1,869,217	0 04869	
2007	75,598	1,629,353	0 04640	
2006	80,514	1,421,441	0 05664	
2 Total of line 1, column (d).				20 24892
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				30 04978
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.				46,379,829
5 Multiply line 4 by line 3.				5317,613
6 Enter 1% of net investment income (1% of Part I, line 27b).				62,555
7 Add lines 5 and 6.				7320,168
8 Enter qualifying distributions from Part XII, line 4.				8484,600
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 VIExcise 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 letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,555
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	2,555
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,555
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,008	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	4,100	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	7,108
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	4,553
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 4,553	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) NJ			
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	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of GAYLE GROSS Telephone no (561) 242-8844 Located at 1600 MAYACOO LAKES BLVD WEST PALM BEACH FL ZIP +4 334111850			
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		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
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		No
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? ☐ Yes ☒ No If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? Organizations relying on a current notice regarding disaster assistance check here.

☒

5b

No

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

No

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

No

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
See Additional Data Table				

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

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	6,475,870
b	Average of monthly cash balances.	1b	1,114
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,476,984
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,476,984
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	97,155
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,379,829
6	Minimum investment return. Enter 5% of line 5.	6	318,991

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	318,991
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,555
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,555
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	316,436
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	316,436
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	316,436

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	484,600
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	484,600
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	2,555
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	482,045
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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				316,436
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				
b	From 2007.				
c	From 2008.				
d	From 2009.				
e	From 2010. 49,015				
f	Total of lines 3a through e.	49,015			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 484,600				
a	Applied to 2010, but not more than line 2a				
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). . .	0			
d	Applied to 2011 distributable amount.				316,436
e	Remaining amount distributed out of corpus	168,164			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	217,179			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
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 . . .				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	217,179			
10	Analysis of line 9				
a	Excess from 2007. . . .				
b	Excess from 2008. . . .				
c	Excess from 2009. . . .				
d	Excess from 2010. . . . 49,015				
e	Excess from 2011. . . . 168,164				

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

PAUL L GROSS
1600 MAYACOO LAKES BLVD
WEST PALM BEACH, FL 33401
(561) 242-8844

b

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

LETTER CONTAINING DESCRIPTION OF ORGANIZATION, AMOUNT OF FUNDING REQUIRED AND FOR WHAT PURPOSE

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2011)

Part XV

Supplementary Information (continued)

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

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)				
a Paid during the year See Additional Data Table				
Total			3a	449,952
b Approved for future payment				
Total			3b	

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					173,210
4	Dividends and interest from securities. . . .					82,330
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory					-27,856
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). .					227,684
13	Total. Add line 12, columns (b), (d), and (e).					227,684

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
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			

[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	
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				
	*****		2012-08-14	*****	
	Signature of officer or trustee		Date	Title	
	Paid Preparer's Use Only	Preparer's Signature ▶ Lawrence Freimauer		Date	Check if self-employed ▶ ☐
		Firm's name ▶ NL Fish & Company LLC		Firm's EIN ▶	
619 Palisade Ave					
Firm's address ▶ Englewood Cliffs, NJ 07632		Phone no (201) 569-0400			

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID: 11000144
Software Version: 2011v1.2
EIN: 22-2393682
Name: GROSS FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
ROGER A GROSS	Trustee 1 00	0		
15 PASCACK ROAD WOODCLIFF LAKE,NJ 07625				
LAUREN A GROSS	Trustee 2 00	0		
206 Upper Mountain Avenue Montclair,NJ 07042				
GREGORY A GROSS	Trustee 1 00	0		
9 RIDGE ROAD TUXEDO PARK,NY 10987				
GAYLE GROSS	Trustee 1 00	0		
1600 MAYACOO LAKES BLVD WEST PALM BEACH,FL 33401				
PAUL L GROSS	Trustee 1 00	0		
1600 MAYACOO LAKES BLVD WEST PALM BEACH,FL 33401				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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)				
a Paid during the year				
Metropolitan Museum of Art1000 Fifth Avenue New York, NY 10028	none	EXEMPT	Unrestricted	448
Jewish National Fund42 East 69th Street New York, NY 10021	none	EXEMPT	Unrestricted	250
Central Park Conservancy14 East 60th Street New York, NY 10022	none	EXEMPT	Unrestricted	1,000
Health Humanitarian Aid Foundation PO Box 309 Tenafly, NJ 07670	none	EXEMPT	Unrestricted	1,500
Good Neighbors Family Trust100 International Drive 5th Floor Baltimore, MD 21202	none	EXEMPT	Unrestricted	500
Arthur I Meyer Jewish Academy3261 North Military Trail West Palm Beach, FL 33409	none	EXEMPT	Unrestricted	1,000
Hebrew Union College - Jewish Insti One West 4th Street New York, NY 10012	none	EXEMPT	Unrestricted	100
Armory Art Center1700 Parker Avenue West Palm Beach, FL 33401	none	EXEMPT	Unrestricted	1,500
Birthright Israel Foundation33 East 33rd Street 7th Floor New York, NY 10016	none	EXEMPT	Unrestricted	10,000
JCC of the Greater Palm Beaches 4803 PGA Boulevard Palm Beach Gardens, FL 33418	none	EXEMPT	Unrestricted	57,150
Jewish Family Children's Service5841 Corporate Way Suite 200 West Palm Beach, FL 33407	none	EXEMPT	Unrestricted	1,050
JEWISH FEDERATION OF PALM BEACH4601 COMMUNITY DRIVE WEST PALM BEACH, FL 33417	none	EXEMPT	Unrestricted \$50,300Restricted \$300,000	350,300
Jewish Federation of Northern New J 50 EISENHOWER DRIVE PARAMUS, NJ 07652	none	EXEMPT	Unrestricted	5,000
TEMPLE BETH OR56 RIDGEWOOD ROAD WASHINGTON TOWNSHIP, NJ 07676	none	EXEMPT	Unrestricted	5,000
NORTON MUSEUM OF ART1451 S OLIVE AVENUE Unrestricted Restrictce, FL 33401	none	EXEMPT	Unrestricted	325
RAMAPO COLLEGE FNDHOLOCAUST505 RAMAPO VALLEY ROAD MAHWAH, NJ 07430	none	EXEMPT	Unrestricted	7,500
The Frick Collection1 East 70th Street New York, NY 10021	none	EXEMPT	Unrestricted	200
JESPY HOUSE102 PROSPECT STREET SOUTH ORANGE, NJ 07079	none	EXEMPT	Unrestricted	6,000
SADDLE RIVER DAY SCHOOL147 CHESTNUT RIDGE ROAD SADDLE RIVER, NJ 07458	none	EXEMPT	Unrestricted	900
The Museum of Modern Art11 West 53 Street New York, NY 10019	none	EXEMPT	Unrestricted	229
Total  3a				449,952

TY 2011 Accounting Fees Schedule**Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	2,530	0	0	2,530

**TY 2011 Investments Corporate
Bonds Schedule****Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 11000144**Software Version:** 2011v1.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate bonds, see attached	1,259,415	1,330,228

**TY 2011 Investments Corporate
Stock Schedule****Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 11000144**Software Version:** 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate stock, see attached	210,157	220,288

**TY 2011 Investments Government
Obligations Schedule****Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 11000144**Software Version:** 2011v1.2**US Government Securities - End of
Year Book Value:**

1,842,327

**US Government Securities - End of
Year Fair Market Value:**

2,300,617

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2011 Investments - Other Schedule**Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 11000144**Software Version:** 2011v1.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Other investments, see attached	AT COST	2,642,402	2,549,766

TY 2011 Other Expenses Schedule**Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 11000144**Software Version:** 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Value of goods or services provided #25	102			102
Value of goods or services provided #1	71			71
SERVICE CHARGES	25			25
INVESTMENT FEES	28,481			28,481
FILING FEES	30			30

TY 2011 Taxes Schedule**Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 11000144**Software Version:** 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	402			402
EXCISE TAX - 990-PF	3,007			3,007

Capital Gains - Last year
1/1/2011 through 12/31/2011

8/9/2012

Account Security Shares Bought Sold Gross Procee... Cost Basis Realized G... Page 1

SHORT TERM

Bessemer Trust INV4N2	Lowe's Companies Inc	250.000	3/12/2010	1/7/2011	6,130.16	6,035.00	95.16
Bessemer Trust INV4N2	Lowe's Companies Inc	200.000	3/12/2010	1/10/2011	4,917.84	4,828.00	89.84
Bessemer Trust INV4N2	Lowe's Companies Inc	100.000	3/12/2010	1/11/2011	2,420.75	2,414.00	6.75
Bessemer Trust INV4N2	Kohl's Corp	325.000	3/12/2010	1/13/2011	16,935.04	17,662.13	-727.09
Bessemer Trust INV4N2	National Oilwell Varco Inc	150.000	5/5/2010	1/13/2011	9,693.61	6,599.25	3,094.36
Bessemer Trust INV4N2	Boeing Company	150.000	3/12/2010	1/25/2011	10,676.57	10,217.30	459.27
Bessemer Trust INV4N2	Honeywell Intl Inc	60.000	5/20/2010	1/28/2011	3,288.15	2,719.23	568.92
Bessemer Trust INV4N2	American Express	55.000	3/12/2010	1/28/2011	2,437.92	2,192.30	245.62
Bessemer Trust INV4N2	Apache Corp	10.000	3/12/2010	1/28/2011	1,218.09	1,067.10	150.99
Bessemer Trust INV4N2	Archer-Daniels-Midland Co	60.000	8/3/2010	1/28/2011	1,993.62	1,625.20	368.42
Bessemer Trust INV4N2	Cisco Systems Inc	470.000	3/12/2010	1/28/2011	10,024.57	12,337.31	-2,312.74
Bessemer Trust INV4N2	Disney (Walt) Holding Co	60.000	3/12/2010	1/28/2011	2,369.94	1,992.00	377.94
Bessemer Trust INV4N2	EMC Corp	90.000	3/12/2010	1/28/2011	2,165.26	1,679.40	485.86
Bessemer Trust INV4N2	Google Inc	10.000	3/12/2010	1/28/2011	6,145.15	5,626.40	518.75
Bessemer Trust INV4N2	Hess Corp	30.000	3/12/2010	1/28/2011	2,312.44	1,827.15	485.29
Bessemer Trust INV4N2	International Paper Co	100.000	3/12/2010	1/28/2011	2,812.97	2,537.00	275.97
Bessemer Trust INV4N2	JPMorgan Chase and Co	45.000	3/12/2010	1/28/2011	1,995.91	1,921.95	73.96
Bessemer Trust INV4N2	Mastercard	10.000	9/27/2010	1/28/2011	2,390.87	2,173.62	217.25
Bessemer Trust INV4N2	Microsoft Corp	75.000	3/12/2010	1/28/2011	2,116.59	2,181.75	-65.16
Bessemer Trust INV4N2	Morgan Stanley Grp Inc	100.000	3/12/2010	1/28/2011	2,893.41	2,941.00	-47.59
Bessemer Trust INV4N2	National Oilwell Varco Inc	30.000	5/5/2010	1/28/2011	2,003.81	1,319.85	683.96
Bessemer Trust INV4N2	PG & E Corp	35.000	8/26/2010	1/28/2011	1,639.02	1,620.05	18.97
Bessemer Trust INV4N2	Qualcomm Inc	20.000	4/19/2010	1/28/2011	1,018.83	851.55	167.28
Bessemer Trust INV4N2	T Rowe Price Group	90.000	3/12/2010	1/28/2011	5,952.25	4,830.77	1,121.48
Bessemer Trust INV4N2	Wal-Mart Stores Inc	70.000	3/12/2010	1/28/2011	3,983.95	3,805.20	178.75
Bessemer Trust INV4N2	Ingersoll-Rand Public Ltd	180.000	3/12/2010	1/28/2011	8,278.69	6,179.40	2,099.29
Bessemer Trust INV4N2	Teva Pharm Inds Ltd	30.000	3/12/2010	1/28/2011	1,635.87	1,848.00	-212.13
Bessemer Trust INV4N2	Ace Limited	40.000	5/3/2010	1/28/2011	2,478.11	2,140.69	337.42

Page 3, Part IV

Capital Gains - Last year
1/1/2011 through 12/31/2011

8/9/2012	Account	Security	Shares	Bought	Sold	Gross Procee...	Cost Basis	Realized G...	Page 2
	Bessemer Trust INV4N2	Apache Corp	165.000	3/12/2010	2/2/2011	18,501.67	17,607.15	894.52	
	Bessemer Trust INV4N2	T Rowe Price Group	75.000	3/12/2010	2/9/2011	4,972.36	4,025.64	946.72	
	Bessemer Trust INV4N2	Cisco Systems Inc	680.000	3/12/2010	2/16/2011	12,678.42	17,849.73	-5,171.31	
	Bessemer Trust INV4N2	EMC Corp	250.000	3/12/2010	2/22/2011	6,766.96	4,665.00	2,101.96	
	Bessemer Trust INV4N2	Motorola Solutions Inc	142.857	9/29/2010	3/2/2011	5,423.18	7,851.36	-2,428.18	
	Bessemer Trust INV4N2	Motorola Solutions Inc	42.857	9/30/2010	3/2/2011	1,626.95	2,342.37	-715.42	
	Bessemer Trust INV4N2	Motorola Solutions Inc	14.286	10/1/2010	3/2/2011	542.32	773.11	-230.79	
	Bessemer Trust INV4N2	Motorola Solutions Inc	50.000	1/7/2011	3/2/2011	1,898.11	1,917.98	-19.87	
	Bessemer Trust INV4N2	T Rowe Price Group	100.000	3/12/2010	3/2/2011	6,699.64	5,367.52	1,332.12	
	Bessemer Trust INV4N2	Motorola Solutions Inc	100.000	1/7/2011	3/3/2011	3,836.92	3,835.97	0.95	
	Bessemer Trust INV4N2	Motorola Solutions Inc	25.000	1/10/2011	3/3/2011	959.23	1,001.14	-41.91	
	Bessemer Trust INV4N2	T Rowe Price Group	85.000	3/12/2010	3/3/2011	5,686.04	4,562.39	1,123.65	
	Bessemer Trust INV4N2	Motorola Mobility Hldg Inc	125.000	1/4/2011	3/17/2011	3,075.14	820.13	2,255.01	
	Bessemer Trust INV4N2	Motorola Mobility Hldg Inc	37.500	1/4/2011	3/17/2011	922.54	244.68	677.86	
	Bessemer Trust INV4N2	Motorola Mobility Hldg Inc	12.500	1/4/2011	3/17/2011	307.51	80.76	226.75	
	Bessemer Trust INV4N2	Motorola Mobility Hldg Inc	175.000	1/7/2011	3/17/2011	4,305.20	5,761.96	-1,456.76	
	Bessemer Trust INV4N2	PG & E Corp	65.000	8/26/2010	3/17/2011	2,893.53	3,008.67	-115.14	
	Bessemer Trust INV4N2	PG & E Corp	60.000	8/30/2010	3/17/2011	2,670.96	2,814.88	-143.92	
	Bessemer Trust INV4N2	Motorola Mobility Hldg Inc	25.000	1/10/2011	3/18/2011	591.06	814.43	-223.37	
	Bessemer Trust INV4N2	Motorola Mobility Hldg Inc	125.000	1/25/2011	3/18/2011	2,955.30	4,394.25	-1,438.95	
	Bessemer Trust INV4N2	PG & E Corp	40.000	8/30/2010	3/18/2011	1,718.84	1,876.59	-157.75	
	Bessemer Trust INV4N2	PG & E Corp	85.000	8/31/2010	3/18/2011	3,652.54	3,980.41	-327.87	
	Bessemer Trust INV4N2	Motorola Mobility Hldg Inc	75.000	1/25/2011	3/21/2011	1,789.48	2,636.55	-847.07	
	Bessemer Trust INV4N2	PG & E Corp	15.000	8/31/2010	3/21/2011	639.65	702.42	-62.77	
	Bessemer Trust INV4N2	PG & E Corp	75.000	9/1/2010	3/21/2011	3,198.27	3,558.20	-359.93	
	Bessemer Trust INV4N2	St Jude Medical Inc	100.000	11/12/2010	3/28/2011	5,097.33	3,883.98	1,213.35	
	Bessemer Trust INV4N2	St Jude Medical Inc	25.000	11/12/2010	6/23/2011	1,231.14	971.00	260.14	
	Bessemer Trust INV4N2	St Jude Medical Inc	100.000	11/15/2010	6/23/2011	4,924.58	3,917.58	1,007.00	
	Bessemer Trust INV4N2	General Motors Co	350.000	11/23/2010	7/6/2011	10,613.72	12,275.94	-1,662.22	
	Bessemer Trust INV4N2	General Motors Co	150.000	3/28/2011	7/6/2011	4,548.74	4,655.37	-106.63	

Capital Gains - Last year
1/1/2011 through 12/31/2011

8/9/2012	Account	Security	Shares	Bought	Sold	Gross Procee...	Cost Basis	Realized G...	Page 3
	Bessemer Trust INV4N2	General Motors Co	50.000	3/28/2011	7/7/2011	1,526.23	1,551.79	-25.56	
	Bessemer Trust INV4N2	General Motors Co	200.000	3/29/2011	7/7/2011	6,104.92	6,290.56	-185.64	
	Bessemer Trust INV4N2	News Corp Cl A	300.000	1/28/2011	7/11/2011	5,221.67	4,673.16	548.51	
	Bessemer Trust INV4N2	News Corp Cl A	125.000	1/28/2011	7/18/2011	1,958.35	1,947.15	11.20	
	Bessemer Trust INV4N2	News Corp Cl A	350.000	2/9/2011	7/18/2011	5,483.38	5,915.10	-431.72	
	Bessemer Trust INV4N2	News Corp Cl A	350.000	3/11/2011	7/18/2011	5,483.38	6,055.91	-572.53	
	Bessemer Trust INV4N2	News Corp Cl A	400.000	3/28/2011	7/18/2011	6,266.72	6,639.80	-373.08	
	Bessemer Trust INV4N2	News Corp Cl A	100.000	1/13/2011	7/29/2011	1,960.05	1,981.97	-21.92	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	50.000	1/13/2011	8/1/2011	927.86	990.98	-63.12	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	50.000	1/14/2011	8/1/2011	927.86	996.16	-68.30	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	50.000	1/14/2011	8/2/2011	929.85	996.16	-66.31	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	50.000	1/18/2011	8/2/2011	929.85	1,010.72	-80.87	
	Bessemer Trust INV4N2	Mastercard	10.000	9/27/2010	8/3/2011	3,044.89	2,173.62	871.27	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	50.000	1/18/2011	8/4/2011	924.52	1,010.72	-86.20	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	100.000	1/18/2011	8/5/2011	1,822.67	2,021.44	-198.77	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	125.000	1/19/2011	8/9/2011	2,160.62	2,599.47	-438.85	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	25.000	1/19/2011	8/10/2011	417.52	519.89	-102.37	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	50.000	1/20/2011	8/10/2011	835.04	1,029.29	-194.25	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	50.000	3/11/2011	8/10/2011	835.04	1,124.35	-289.31	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	100.000	3/11/2011	8/11/2011	1,556.11	2,248.71	-692.60	
	Bessemer Trust INV4N2	Mastercard	15.000	9/27/2010	8/12/2011	4,539.27	3,260.43	1,278.84	
	Bessemer Trust INV4N2	Morgan Stanley Grp Inc	150.000	3/28/2011	8/12/2011	2,577.50	4,136.17	-1,558.67	
	Bessemer Trust INV4N2	Morgan Stanley Grp Inc	50.000	3/29/2011	8/12/2011	859.17	1,377.08	-517.91	
	Bessemer Trust INV4N2	TD-Ameritrade Hldgs	100.000	3/14/2011	8/12/2011	1,498.16	2,207.39	-709.23	
	Bessemer Trust INV4N2	Stanley Black & Decker Inc	75.000	6/29/2011	9/12/2011	4,422.95	5,244.79	-821.84	
	Bessemer Trust INV4N2	Whirlpool Corp	70.000	6/6/2011	9/12/2011	3,956.74	5,792.03	-1,835.29	
	Bessemer Trust INV4N2	Whirlpool Corp	5.000	7/6/2011	9/12/2011	282.62	406.32	-123.70	
	Bessemer Trust INV4N2	Whirlpool Corp	70.000	7/6/2011	9/13/2011	3,817.90	5,688.46	-1,870.56	
	Bessemer Trust INV4N2	Stanley Black & Decker Inc	50.000	6/29/2011	9/14/2011	2,784.73	3,496.52	-711.79	
	Bessemer Trust INV4N2	Stanley Black & Decker Inc	75.000	7/6/2011	9/15/2011	4,028.53	5,372.83	-1,344.30	

Capital Gains - Last year
1/1/2011 through 12/31/2011

8/9/2012	Account	Security	Shares	Bought	Sold	Gross Procee...	Cost Basis	Realized G...	Page 4
	Bessemer Trust INV4N2	Devon Energy Corp	80.000	1/28/2011	9/27/2011	4,548.55	6,787.42	-2,238.87	
	Bessemer Trust INV4N2	Devon Energy Corp	45.000	2/2/2011	9/27/2011	2,558.56	3,809.27	-1,250.71	
	Bessemer Trust INV4N2	Occidental Petroleum	50.000	5/27/2011	9/27/2011	3,600.53	5,118.96	-1,518.43	
	Bessemer Trust INV4N2	Teva Pharm Inds Ltd	30.000	4/11/2011	9/27/2011	1,062.95	1,526.11	-463.16	
	Bessemer Trust INV4N2	Devon Energy Corp	5.000	2/2/2011	9/28/2011	280.60	423.25	-142.65	
	Bessemer Trust INV4N2	Devon Energy Corp	70.000	2/3/2011	9/28/2011	3,928.36	6,143.82	-2,215.46	
	Bessemer Trust INV4N2	Teva Pharm Inds Ltd	95.000	4/11/2011	9/28/2011	3,352.82	4,832.69	-1,479.87	
	Bessemer Trust INV4N2	Archer-Daniels-Midland Co	135.000	11/8/2010	9/29/2011	3,342.98	4,191.05	-848.07	
	Bessemer Trust INV4N2	Devon Energy Corp	30.000	2/3/2011	9/29/2011	1,705.29	2,633.06	-927.77	
	Bessemer Trust INV4N2	Devon Energy Corp	50.000	2/4/2011	9/29/2011	2,842.14	4,464.80	-1,622.66	
	Bessemer Trust INV4N2	Archer-Daniels-Midland Co	65.000	11/8/2010	9/30/2011	1,694.06	2,017.91	-323.85	
	Bessemer Trust INV4N2	Google Inc	15.000	3/28/2011	10/7/2011	7,349.08	8,696.21	-1,347.13	
	Bessemer Trust INV4N2	Mastercard	25.000	10/25/2010	10/7/2011	7,492.49	6,014.92	1,477.57	
	Bessemer Trust INV4N2	Metlife Inc	275.000	7/14/2011	10/7/2011	7,262.12	11,703.92	-4,441.80	
	Bessemer Trust INV4N2	Metlife Inc	25.000	7/21/2011	10/7/2011	660.19	1,009.42	-349.23	
	Bessemer Trust INV4N2	Precision Castparts Corp	40.000	2/17/2011	10/7/2011	5,741.77	6,039.19	-297.42	
	Bessemer Trust INV4N2	Precision Castparts Corp	20.000	3/17/2011	10/7/2011	2,870.89	2,873.52	-2.63	
	Bessemer Trust INV4N2	Metlife Inc	200.000	7/21/2011	10/11/2011	5,670.05	8,075.38	-2,405.33	
	Bessemer Trust INV4N2	Precision Castparts Corp	25.000	3/17/2011	10/11/2011	3,731.51	3,591.90	139.61	
	Bessemer Trust INV4N2	Apple Inc	25.000	2/22/2011	11/25/2011	9,204.24	9,085.24	119.00	
	Bessemer Trust INV4N2	Apple Inc	15.000	3/11/2011	11/25/2011	5,522.54	5,337.27	185.27	
	Bessemer Trust INV4N2	Apple Inc	20.000	3/17/2011	11/25/2011	7,363.39	7,067.95	295.44	
	Bessemer Trust INV4N2	Apple Inc	20.000	6/29/2011	11/25/2011	7,363.39	6,508.08	855.31	
	Bessemer Trust INV4N2	Ecolab Inc	100.000	6/6/2011	11/25/2011	5,321.01	5,451.04	-130.03	
	Bessemer Trust INV4N2	Ecolab Inc	100.000	6/23/2011	11/25/2011	5,321.01	5,422.95	-101.94	
	Bessemer Trust INV4N2	Ecolab Inc	25.000	7/26/2011	11/25/2011	1,330.25	1,305.87	24.38	
	Bessemer Trust INV4N2	Johnson Controls	175.000	7/6/2011	11/25/2011	5,040.30	7,293.91	-2,253.61	
	Bessemer Trust INV4N2	Johnson Controls	100.000	7/7/2011	11/25/2011	2,880.17	4,221.41	-1,341.24	
	Bessemer Trust INV4N2	Johnson Controls	25.000	7/27/2011	11/25/2011	720.04	1,001.65	-281.61	
	Bessemer Trust INV4N2	Occidental Petroleum	35.000	5/27/2011	11/25/2011	3,248.70	3,583.28	-334.58	

Capital Gains – Last year
1/1/2011 through 12/31/2011

8/9/2012	Account	Security	Shares	Bought	Sold	Gross Procee...	Cost Basis	Realized G...	Page 5
	Bessemer Trust INV4N2	Occidental Petroleum	50.000	7/6/2011	11/25/2011	4,641.00	5,205.89	-564.89	
	Bessemer Trust INV4N2	Ecolab Inc	100.000	7/26/2011	11/28/2011	5,316.02	5,223.49	92.53	
	Bessemer Trust INV4N2	Johnson Controls	75.000	7/27/2011	11/28/2011	2,156.56	3,004.95	-848.39	
	Bessemer Trust INV4N2	Procter & Gamble Co	100.000	4/29/2011	11/28/2011	6,179.65	6,390.55	-210.90	
	Bessemer Trust INV4N2	Ecolab Inc	100.000	7/26/2011	11/29/2011	5,278.64	5,223.49	55.15	
	Bessemer Trust INV4N2	Johnson Controls	50.000	7/28/2011	11/29/2011	1,401.99	1,984.28	-582.29	
	Bessemer Trust INV4N2	Ecolab Inc	50.000	7/26/2011	11/30/2011	2,662.48	2,611.75	50.73	
	Bessemer Trust INV4N2	ZA Rand Deposit - BNYM	133,780.000	12/30/2010	12/23/2011	16,256.94	20,000.00	-3,743.06	
	TOTAL SHORT TERM					491,644.08	526,004.58	-34,360.50	
LONG TERM									
	Bessemer Trust INV4N2	Pfizer Inc	140.000	10/10/2008	1/28/2011	2,578.75	2,114.28	464.47	
	Bessemer Trust INV4N2	Caterpillar Finl 5.4 02/15/23	1,000.000	2/19/2008	2/15/2011	100,000.00	100,000.00	0.00	
	Bessemer Trust INV4N2	Sunoco 6.75 04/01/11	200.000	8/21/2008	4/1/2011	20,000.00	20,079.94	-79.94	
	Bessemer Trust INV4N2	GMAC 6 04/01/11	100.000	12/30/1998	4/1/2011	10,000.00	9,999.58	0.42	
	Bessemer Trust INV4N2	Wal-Mart Stores Inc	125.000	3/12/2010	4/4/2011	6,528.66	6,795.00	-266.34	
	Bessemer Trust INV4N2	Morgan Stanley 6.75 04/15/11	200.000	12/6/2001	4/15/2011	20,000.00	20,012.73	-12.73	
	Bessemer Trust INV4N2	Wal-Mart Stores Inc	175.000	3/12/2010	4/25/2011	9,326.39	9,513.00	-186.61	
	Bessemer Trust INV4N2	Wal-Mart Stores Inc	30.000	3/12/2010	4/26/2011	1,610.89	1,630.80	-19.91	
	Bessemer Trust INV4N2	Hess Corp	295.000	3/12/2010	5/9/2011	22,846.57	17,967.01	4,879.56	
	Bessemer Trust INV4N2	National Oilwell Varco Inc	120.000	5/5/2010	5/9/2011	8,404.32	5,279.40	3,124.92	
	Bessemer Trust INV4N2	National Oilwell Varco Inc	5.000	5/6/2010	5/9/2011	350.18	221.20	128.98	
	Bessemer Trust INV4N2	EMC Corp	460.000	3/12/2010	5/13/2011	12,555.87	8,583.60	3,972.27	
	Bessemer Trust INV4N2	Alcoa Inc 6 07/15/13	250.000	8/4/2008	5/13/2011	27,500.00	25,235.52	2,264.48	
	Bessemer Trust INV4N2	HSBC Fin 6.75 05/15/11	200.000	3/11/2002	5/16/2011	20,000.00	20,002.21	-2.21	
	Bessemer Trust INV4N2	Qualcomm Inc	125.000	4/19/2010	7/6/2011	7,026.89	5,322.22	1,704.67	
	Bessemer Trust INV4N2	Amer Gen Fin 5.375 10/01/12	250.000	12/5/2002	7/14/2011	24,844.50	25,019.58	-175.08	
	Bessemer Trust INV4N2	BAC Capital Trust X	400.000	3/21/2006	7/14/2011	9,460.08	10,000.00	-539.92	
	Bessemer Trust INV4N2	Merrill Lynch Preferred Capital T...	800.000	12/7/2006	7/14/2011	18,932.00	20,000.00	-1,068.00	
	Bessemer Trust INV4N2	Fifth Third Capital Trust VI	600.000	10/23/2007	7/14/2011	15,193.98	15,000.00	193.98	

Capital Gains – Last year
1/1/2011 through 12/31/2011

8/9/2012	Account	Security	Shares	Bought	Sold	Gross Procee...	Cost Basis	Realized G...	Page 6
	Bessemer Trust INV4N2	Ingersoll-Rand Public Ltd	175.000	3/12/2010	7/28/2011	6,980.86	5,953.12	1,027.74	
	Bessemer Trust INV4N2	Ingersoll-Rand Public Ltd	175.000	3/12/2010	7/29/2011	6,917.99	5,953.12	964.87	
	Bessemer Trust INV4N2	Ingersoll-Rand Public Ltd	20.000	3/12/2010	8/1/2011	757.98	680.36	77.62	
	Bessemer Trust INV4N2	Kraft Foods Inc	200.000	4/19/2010	8/9/2011	6,995.12	6,152.92	842.20	
	Bessemer Trust INV4N2	Morgan Stanley Grp Inc	300.000	3/12/2010	8/9/2011	6,084.70	8,823.00	-2,738.30	
	Bessemer Trust INV4N2	Teva Pharm Inds Ltd	150.000	3/12/2010	8/9/2011	6,231.15	9,240.00	-3,008.85	
	Bessemer Trust INV4N2	Teva Pharm Inds Ltd	25.000	3/12/2010	8/10/2011	1,025.35	1,540.00	-514.65	
	Bessemer Trust INV4N2	Google Inc	10.000	3/12/2010	8/12/2011	5,574.19	5,626.40	-52.21	
	Bessemer Trust INV4N2	Morgan Stanley Grp Inc	350.000	3/12/2010	8/12/2011	6,014.18	10,293.50	-4,279.32	
	Bessemer Trust INV4N2	Bank New York 5.2 02/18/20	250.000	2/4/2005	8/15/2011	25,000.00	25,000.00	0.00	
	Bessemer Trust INV4N2	Baker Hughes 6.5 11/15/13	150.000	1/12/2009	9/9/2011	16,881.60	16,028.04	853.56	
	Bessemer Trust INV4N2	Bank New York 5.3 09/16/19	200.000	3/4/2005	9/15/2011	20,000.00	19,800.31	199.69	
	Bessemer Trust INV4N2	Ford Mtr 9.5 09/15/11	200.000	7/14/2009	9/15/2011	20,000.00	19,563.10	436.90	
	Bessemer Trust INV4N2	Anheuser Busch 5.35 05/15/23	250.000	2/11/2005	9/26/2011	25,000.00	25,003.93	-3.93	
	Bessemer Trust INV4N2	Honeywell Intl Inc	15.000	5/20/2010	9/27/2011	636.54	679.81	-43.27	
	Bessemer Trust INV4N2	Honeywell Intl Inc	125.000	5/21/2010	9/27/2011	5,304.48	5,648.89	-344.41	
	Bessemer Trust INV4N2	Honeywell Intl Inc	60.000	5/24/2010	9/27/2011	2,546.15	2,635.05	-88.90	
	Bessemer Trust INV4N2	Archer-Daniels-Midland Co	250.000	8/3/2010	9/27/2011	6,377.66	6,771.68	-394.02	
	Bessemer Trust INV4N2	Teva Pharm Inds Ltd	145.000	3/12/2010	9/27/2011	5,137.57	8,932.00	-3,794.43	
	Bessemer Trust INV4N2	Honeywell Intl Inc	15.000	5/24/2010	9/28/2011	635.88	658.76	-22.88	
	Bessemer Trust INV4N2	Honeywell Intl Inc	85.000	6/17/2010	9/28/2011	3,603.34	3,535.96	67.38	
	Bessemer Trust INV4N2	Archer-Daniels-Midland Co	15.000	8/3/2010	9/28/2011	380.19	406.30	-26.11	
	Bessemer Trust INV4N2	Archer-Daniels-Midland Co	85.000	8/4/2010	9/28/2011	2,154.42	2,319.53	-165.11	
	Bessemer Trust INV4N2	Honeywell Intl Inc	15.000	6/17/2010	9/29/2011	642.47	623.99	18.48	
	Bessemer Trust INV4N2	Honeywell Intl Inc	50.000	6/18/2010	9/29/2011	2,141.56	2,152.01	-10.45	
	Bessemer Trust INV4N2	Archer-Daniels-Midland Co	15.000	8/4/2010	9/29/2011	371.44	409.33	-37.89	
	Bessemer Trust INV4N2	American Express	345.000	3/12/2010	10/7/2011	14,456.81	13,751.70	705.11	
	Bessemer Trust INV4N2	American Express	55.000	6/17/2010	10/7/2011	2,304.71	2,214.88	89.83	
	Bessemer Trust INV4N2	Google Inc	15.000	3/12/2010	10/7/2011	7,349.08	8,439.60	-1,090.52	
	Bessemer Trust INV4N2	Mastercard	20.000	9/27/2010	10/7/2011	5,994.00	4,347.24	1,646.76	

Capital Gains - Last year
1/1/2011 through 12/31/2011

8/9/2012	Account	Security	Shares	Bought	Sold	Gross Procee...	Cost Basis	Realized G...	Page 7
	Bessemer Trust INV4N2	American Express	95.000	6/17/2010	10/11/2011	4,106.56	3,825.71	280.85	
	Bessemer Trust INV4N2	Motorola 8 11/01/11	250.000	7/14/2009	11/1/2011	25,000.00	25,435.54	-435.54	
	Bessemer Trust INV4N2	Disney (Walt) Holding Co	300.000	3/12/2010	11/25/2011	10,327.63	9,960.00	367.63	
	Bessemer Trust INV4N2	General Electric Co	200.000	7/17/2002	11/25/2011	3,055.50	5,602.00	-2,546.50	
	Bessemer Trust INV4N2	General Electric Co	500.000	12/10/2008	11/25/2011	7,638.75	8,992.00	-1,353.25	
	Bessemer Trust INV4N2	General Electric Co	50.000	3/12/2010	11/25/2011	763.88	828.00	-64.12	
	Bessemer Trust INV4N2	International Paper Co	250.000	3/12/2010	11/25/2011	6,794.67	6,342.50	452.17	
	Bessemer Trust INV4N2	JPMorgan Chase and Co	300.000	3/12/2010	11/25/2011	8,946.67	12,813.00	-3,866.33	
	Bessemer Trust INV4N2	Kraft Foods Inc	100.000	4/19/2010	11/25/2011	3,431.69	3,076.46	355.23	
	Bessemer Trust INV4N2	Kraft Foods Inc	175.000	4/20/2010	11/25/2011	6,005.47	5,416.69	588.78	
	Bessemer Trust INV4N2	Microsoft Corp	500.000	3/12/2010	11/25/2011	12,504.36	14,545.00	-2,040.64	
	Bessemer Trust INV4N2	National Oilwell Varco Inc	95.000	5/6/2010	11/25/2011	6,246.84	4,202.79	2,044.05	
	Bessemer Trust INV4N2	National Oilwell Varco Inc	30.000	5/7/2010	11/25/2011	1,972.68	1,307.14	665.54	
	Bessemer Trust INV4N2	Pfizer Inc	85.000	10/10/2008	11/25/2011	1,617.43	1,283.67	333.76	
	Bessemer Trust INV4N2	Pfizer Inc	500.000	12/10/2008	11/25/2011	9,514.27	8,290.80	1,223.47	
	Bessemer Trust INV4N2	Pfizer Inc	315.000	8/13/2010	11/25/2011	5,993.99	5,238.45	755.54	
	Bessemer Trust INV4N2	Procter & Gamble Co	200.000	1/18/2005	11/25/2011	12,341.34	11,068.00	1,273.34	
	Bessemer Trust INV4N2	Qualcomm Inc	5.000	4/19/2010	11/25/2011	270.92	212.89	58.03	
	Bessemer Trust INV4N2	Qualcomm Inc	175.000	4/28/2010	11/25/2011	9,482.08	6,673.74	2,808.34	
	Bessemer Trust INV4N2	St Jude Medical Inc	75.000	11/15/2010	11/25/2011	2,676.93	2,938.18	-261.25	
	Bessemer Trust INV4N2	St Jude Medical Inc	25.000	11/16/2010	11/25/2011	892.31	971.77	-79.46	
	Bessemer Trust INV4N2	Ace Limited	60.000	5/3/2010	11/25/2011	3,991.28	3,211.03	780.25	
	Bessemer Trust INV4N2	Ace Limited	25.000	5/4/2010	11/25/2011	1,663.04	1,334.23	328.81	
	Bessemer Trust INV4N2	Ace Limited	15.000	6/17/2010	11/25/2011	997.82	773.48	224.34	
	Bessemer Trust INV4N2	Disney (Walt) Holding Co	140.000	3/12/2010	11/28/2011	4,746.53	4,648.00	98.53	
	Bessemer Trust INV4N2	General Electric Co	600.000	3/12/2010	11/28/2011	9,032.53	9,936.00	-903.47	
	Bessemer Trust INV4N2	International Paper Co	75.000	3/12/2010	11/28/2011	2,004.71	1,902.75	101.96	
	Bessemer Trust INV4N2	JPMorgan Chase and Co	100.000	3/12/2010	11/28/2011	2,969.92	4,271.00	-1,301.08	
	Bessemer Trust INV4N2	Kraft Foods Inc	25.000	4/20/2010	11/28/2011	862.06	773.81	88.25	
	Bessemer Trust INV4N2	National Oilwell Varco Inc	20.000	5/7/2010	11/28/2011	1,292.26	871.43	420.83	

Capital Gains – Last year
1/1/2011 through 12/31/2011

8/9/2012	Account	Security	Shares	Bought	Sold	Gross Procee...	Cost Basis	Realized G...	Page 8
	Bessemer Trust INV4N2	National Oilwell Varco Inc	50.000	6/17/2010	11/28/2011	3,230.66	1,844.13	1,386.53	
	Bessemer Trust INV4N2	Pfizer Inc	135.000	8/13/2010	11/28/2011	2,550.95	2,245.05	305.90	
	Bessemer Trust INV4N2	Ace Limited	75.000	6/17/2010	11/28/2011	4,948.61	3,867.39	1,081.22	
	Bessemer Trust INV4N2	SBC Comm 5.875 02/01/12	150.000	8/15/2003	11/28/2011	15,148.65	15,064.00	84.65	
	Bessemer Trust INV4N2	GTE Florida 6.125 01/15/13	100.000	6/29/2004	11/28/2011	10,632.10	10,068.56	563.54	
	Bessemer Trust INV4N2	International Paper Co	250.000	3/12/2010	11/29/2011	6,429.16	6,342.50	86.66	
	Bessemer Trust INV4N2	JPMorgan Chase and Co	55.000	3/12/2010	11/29/2011	1,577.18	2,349.05	-771.87	
	Bessemer Trust INV4N2	International Paper Co	75.000	3/12/2010	11/30/2011	1,951.65	1,902.75	48.90	
	Bessemer Trust INV4N2	International Paper Co	50.000	3/12/2010	12/1/2011	1,327.10	1,268.50	58.60	
	Bessemer Trust INV4N2	St Jude Medical Inc	100.000	11/18/2010	12/21/2011	3,289.91	3,893.55	-603.64	
	Bessemer Trust INV4N2	St Jude Medical Inc	100.000	11/19/2010	12/22/2011	3,275.62	3,848.93	-573.31	
	Bessemer Trust INV4N2	St Jude Medical Inc	50.000	11/19/2010	12/23/2011	1,633.66	1,926.56	-292.90	
	Bessemer Trust INV4N2	PSEG Pwr 6.95 06/01/12	100.000	8/4/2008	12/29/2011	10,278.20	10,243.34	34.86	
	TOTAL LONG TERM					784,076.07	777,570.97	6,505.10	
	OVERALL TOTAL					1,275,720.15	1,303,575.55	-27,855.40	

Gross Foundation, The
Form 990-PF, Part II, Balance Sheets
Year Ended December 31, 2011

<u>this year</u>	Description	Book Value	Fair Market Value
Line 10a - Investments - U.S. and state government obligations		<u>1,842,326.43</u>	<u>2,300,617.00</u>
FI- US Govt		1,842,326.43	2,300,617.00
Line 10b - Investments - Corporate stocks		<u>210,156.95</u>	<u>220,288.34</u>
StkNon Consu di		2,005.77	1,998.60
StkNon Consu st		19,207.72	20,114.86
StkNon Energy		14,409.05	14,417.95
StkNon Financia		24,068.52	24,654.25
StkNon Healthca		8,867.83	9,523.26
StkNon Industri		17,055.76	17,990.60
StkNon Material		9,614.43	9,680.47
StkNon Telecom		12,939.09	12,494.30
StkNon Utility		6,090.71	6,485.48
StkUS Consu dis		25,271.61	26,503.35
StkUS Consu stp		3,782.98	4,078.00
StkUS Energy		6,367.27	6,561.95
StkUS Financial		7,161.82	9,466.20
StkUS Healthcar		7,117.01	7,735.80
StkUS Industria		1,876.14	1,992.30
StkUS Info tech		22,105.44	24,662.97
StkUS Materials		10,762.22	10,212.25
StkUS Telecom		2,421.54	2,418.00
StkUS Utilities		9,032.04	9,297.75
Line 10c - Investments - Corporate bonds		<u>1,259,414.78</u>	<u>1,330,227.55</u>
FI- Corp bonds		1,210,141.68	1,271,854.05
FI- Int'l bonds		49,273.10	58,373.50

Gross Foundation, The
Form 990-PF, Part II, Balance Sheets
Year Ended December 31, 2011

Description		Book Value	Fair Market Value
Line 13 - Investments - Other		<u>2,642,402.25</u>	<u>2,549,766.21</u>
Cash & short tm		631,363.24	631,365.40
FI- Strgt prfd		44,925.69	43,284.00
Mutual Fund		1,769,856.38	1,678,528.28
Strategic Curr\$		196,256.94	196,588.53

Portfolio Value - 990-PF - As of 12/31/2011
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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
Cash & short tm	458,400.000	1.000	*	458,400.00	0.00	458,400.00
Fed Govt Oblig Fund	1,730.000	99.980		172,963.24	2.16	172,965.40
US Treasury Bills 5/3/2012				631,363.24	2.16	631,365.40
TOTAL Cash & short tm						
FI- Corp bonds						
Abbott Labs 5.875 05/15/16	100.000	117.311		10,838.04	893.06	11,731.10
Allstate 6.75 05/15/18	250.000	116.882		25,576.24	3,644.26	29,220.50
AT&T Inc 5.5 02/01/18	250.000	115.753		25,002.64	3,935.61	28,938.25
Bank Amer 5.1 02/15/18	500.000	88.713		50,000.00	-5,643.50	44,356.50
Bank Amer 5.25 12/01/15	300.000	92.370		30,125.56	-2,414.56	27,711.00
Bank Amer 6 02/15/12	250.000	99.226		25,010.33	-203.83	24,806.50
Bear Stearns 5.7 11/15/14	250.000	108.753		25,228.43	1,959.82	27,188.25
Boeing Co 5.875 2/15/40	500.000	129.176		53,424.19	11,163.81	64,588.00
Caterpillar 5.7 08/15/16	250.000	117.346		25,857.95	3,478.55	29,336.50
Celgene Corp 5.7 10/15/40	500.000	110.058		49,395.12	5,633.88	55,029.00
Citicorp 6.88 12/18/15	250.000	107.902		25,108.04	1,867.46	26,975.50
Credit Suisse 5.125 08/15/15	250.000	105.336		24,992.11	1,341.89	26,334.00
Credit Suisse 5.5 08/15/13	250.000	104.323		25,000.33	1,080.42	26,080.75
Dow Chem 6.85 08/15/13	250.000	108.027		25,397.23	1,609.52	27,006.75
Duke Energy 6.25 06/15/18	200.000	118.773		20,197.32	3,557.28	23,754.60
GE Global 6.45 03/01/19	200.000	111.989		20,215.18	2,182.62	22,397.80
General Elec Cap 5.1 04/15/18	100.000	97.694		9,791.54	-22.14	9,769.40
General Elec Cap 5.45 01/15/13	250.000	104.626		25,051.69	1,104.81	26,156.50
General Elec Cap 5.5 01/15/20	200.000	99.592		20,098.39	-179.99	19,918.40
General Elec Cap 5.625 02/15/20	200.000	100.016		20,003.54	-0.34	20,003.20
General Elec Cap 5.75 01/15/20	200.000	100.040		20,130.19	-122.19	20,008.00
Goldman Sachs 5.125 01/15/15	200.000	102.211		20,041.64	400.56	20,442.20
GTE Corp 6.84 04/15/18	200.000	119.782		21,018.20	2,938.20	23,956.40

Line 13

Portfolio Value - 990-PF - As of 12/31/2011
As of 12/31/2011

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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
HSBC Fin 5 06/30/15	250.000	101.539		24,947.18	437.57	25,384.75
JP Morgan Chase 5.25 05/01/15	400.000	105.901		40,161.02	2,199.38	42,360.40
Kennametal 7.2 06/15/12	160.000	102.690		16,100.60	329.80	16,430.40
Lehman Bros 5.7 01/28/18	200.000	23.750		20,110.62	-15,360.62	4,750.00
Lehman Bros 5.75 10/21/23	200.000	23.750		20,125.72	-15,375.72	4,750.00
Lilly Eli & Co 5.5 03/15/27	500.000	118.666		49,622.62	9,710.38	59,333.00
May Dept Stores 8 07/15/12	250.000	103.459		25,087.71	777.04	25,864.75
McDonalds 5.35 03/01/18	350.000	119.490		35,468.38	6,353.12	41,821.50
Merrill Lynch 5 01/15/15	200.000	96.334		19,967.30	-700.50	19,266.80
Merrill Lynch 5.3 09/30/15	200.000	96.101		19,861.65	-641.45	19,220.20
Merrill Lynch 6.05 08/15/12	200.000	101.444		19,910.80	378.00	20,288.80
Merrill Lynch 6.5 07/15/18	150.000	97.041		15,513.98	-957.83	14,556.15
Morgan Stanley 5.375 10/15/15	250.000	97.713		25,092.32	-664.07	24,428.25
PNC Funding Corp 5.125 02/08/20	1,000.000	112.997		101,594.01	11,402.99	112,997.00
Procter & Gamble 5.55 03/05/37	500.000	132.815		53,880.73	12,526.77	66,407.50
Tampa Elec 6.875 06/15/12	200.000	102.476		20,125.38	369.82	20,495.20
Verizon Comm 5.5 02/15/18	250.000	116.581		25,179.27	3,965.98	29,145.25
Verizon New York 6.7 11/01/23	200.000	104.249		20,474.64	375.16	20,849.80
Verizon New York 7 05/01/13	150.000	107.253		15,027.98	1,059.97	16,087.95
Wachovia 5.25 08/01/14	150.000	105.477		14,963.89	857.66	15,821.55
Wal-Mart Stores Inc 5.25 09/01/2035	300.000	119.619		29,421.98	6,463.72	35,885.70
TOTAL FI- Corp bonds				1,210,141.68	61,712.37	1,271,854.05
Line 10c						
FI- Int'l bonds						
Shell International Fin 4.375 03/25/20	500.000	116.747		49,273.10	9,100.40	58,373.50
TOTAL FI- Int'l bonds				49,273.10	9,100.40	58,373.50
Line 10c						
FI- Strgt prfd						
American International Group Inc	600.000	20.310		15,000.00	-2,814.00	12,186.00
JPMorgan Chase Capital XXIV	600.000	25.420		15,000.00	252.00	15,252.00

Portfolio Value - 990-PF - As of 12/31/2011
As of 12/31/2011

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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
Nextera Energy Cap Hldgs Pfd Ser E	600.000	26.410		15,000.00	846.00	15,846.00
TOTAL FI- Strgt prfd				44,925.69	-1,641.69	43,284.00
Line 13						
FI- US Govt						
Fed Hm Ln Bk 5.5 7/15/36	3,000.000	129.711		323,304.58	65,828.42	389,133.00
Fed Hm Ln Mtg 6.75 09/15/29	3,000.000	148.108		358,420.97	85,903.03	444,324.00
Tenn Valley Auth 4.875 1/15/48	5,000.000	122.957		486,367.14	128,417.86	614,785.00
Tenn Valley Auth 5.88 04/01/36	6,250.000	136.380		674,233.74	178,141.26	852,375.00
TOTAL FI- US Govt				1,842,326.43	458,290.57	2,300,617.00
Line 10a						
Mutual Fund						
OW Global Opportunities Fd	73,712.920	6.780		535,155.80	-35,382.20	499,773.60
OW Global Sml & Mid Cap Fd	32,067.360	13.470		436,194.30	-4,246.96	431,947.34
OW Large Cap Strategies Fd	33,219.690	8.770		314,511.00	-23,174.32	291,336.68
OW Real Return Fd	48,975.340	9.300		483,995.28	-28,524.62	455,470.66
TOTAL Mutual Fund				1,769,856.38	-91,328.10	1,678,528.28
Line 13						
StkNon Consu di						
Magna Intl Inc Cl A	60.000	33.310		2,005.77	-7.17	1,998.60
TOTAL StkNon Consu di				2,005.77	-7.17	1,998.60
Line 10b						
StkNon Consu st						
Ab Foods Ltd Adr	300.000	17.204		5,165.24	-4.04	5,161.20
Ajinomoto Inc Adr	20.000	120.094		2,360.80	41.08	2,401.88
Imperial Tobacco Lt Adr	60.000	75.685		4,239.39	301.71	4,541.10
Kon Ahold Adr	275.000	13.507		3,402.54	311.89	3,714.43
Unilever Nv Adr	125.000	34.370		4,039.75	256.50	4,296.25
TOTAL StkNon Consu st				19,207.72	907.14	20,114.86
Line 10b						
StkNon Energy						

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
ENI S.P.A. Adr	155.000	41.270		6,586.47	-189.62	6,396.85
Sinopec/China Pete&Chm Adr	35.000	105.050		3,663.36	13.39	3,676.75
Total Sa Adr	85.000	51.110		4,159.22	185.13	4,344.35
TOTAL StkNon Energy				14,409.05	8.90	14,417.95
Line 10b						
StkNon Financia						
Allianz Aktienges Adr	175.000	9.595		1,606.74	72.39	1,679.13
Barclays Plc Adr	225.000	10.990		2,270.97	201.78	2,472.75
China Construction Adr	375.000	13.957		5,264.93	-31.05	5,233.88
Munich Re Group Adr	300.000	12.304		3,471.71	219.49	3,691.20
Nordea Bk Sweden Ab Adr	525.000	7.768		3,927.53	150.67	4,078.20
Sumitomo Mitsui Fin Adr	475.000	5.510		2,525.83	91.42	2,617.25
Suncorp Group Adr	200.000	8.591		1,629.50	88.70	1,718.20
Wharf Holdings Adr	350.000	9.039		3,371.31	-207.66	3,163.65
TOTAL StkNon Financia				24,068.52	585.73	24,654.25
Line 10b						
StkNon Healthca						
Merck Kgaa Adr	55.000	33.332		1,715.99	117.27	1,833.26
Sanofi Adr	100.000	36.540		3,295.11	358.89	3,654.00
Teva Pharm Inds Ltd	100.000	40.360		3,856.73	179.27	4,036.00
TOTAL StkNon Healthca				8,867.83	655.43	9,523.26
Line 10b						
StkNon Industri						
Abertis Infraestr Adr	150.000	8.010		1,104.56	96.94	1,201.50
Deutsche Post Ag Adr	285.000	15.422		4,232.51	162.76	4,395.27
East Japan Rail Adr	800.000	10.614		8,114.00	377.20	8,491.20
Itochu Corp Adr	125.000	20.327		2,408.80	132.08	2,540.88
Kon Philip Elec Adr	65.000	20.950		1,195.89	165.86	1,361.75
TOTAL StkNon Industri				17,055.76	934.84	17,990.60
Line 10b						

Portfolio Value - 990-PF - As of 12/31/2011
As of 12/31/2011

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
StkNon Material						
Akzo Nobel Nv Adr	30.000	48.499		1,328.87	126.10	1,454.97
Barrick Gold Corp	85.000	45.250		4,063.68	-217.43	3,846.25
BHP Billiton Plc Adr	75.000	58.390		4,221.88	157.37	4,379.25
TOTAL StkNon Material				9,614.43	66.04	9,680.47
StkNon Telecom						
China Telecom Adr	130.000	57.130		7,814.70	-387.80	7,426.90
Sk Telecom Adr	175.000	13.610		2,498.46	-116.71	2,381.75
Tele2 Ab Adr	275.000	9.766		2,625.93	59.72	2,685.65
TOTAL StkNon Telecom				12,939.09	-444.79	12,494.30
StkNon Utility						
Gdf Suez Adr	50.000	27.417		1,241.62	129.23	1,370.85
SSE Plc Adr	60.000	20.063		1,190.41	13.37	1,203.78
Tokyo Gas Ltd Adr	85.000	46.010		3,658.68	252.17	3,910.85
TOTAL StkNon Utility				6,090.71	394.77	6,485.48
StkUS Consu dis						
Carnival Corp Cl A	175.000	32.640		5,531.75	180.25	5,712.00
Comcast Corp Cl A	200.000	23.710		4,256.18	485.82	4,742.00
Macy's	40.000	32.180		1,212.70	74.50	1,287.20
McGraw-Hill Companies Inc	60.000	44.970		2,597.85	100.35	2,698.20
Target Corp	80.000	51.220		4,178.99	-81.39	4,097.60
Yum Brands Inc	135.000	59.010		7,494.14	472.21	7,966.35
TOTAL StkUS Consu dis				25,271.61	1,231.74	26,503.35
StkUS Consu stp						
CVS/Caremark Corp	100.000	40.780		3,782.98	295.02	4,078.00
TOTAL StkUS Consu stp				3,782.98	295.02	4,078.00

Line 10b

Line 10b

Line 10b

Line 10b

Line 10b

Portfolio Value - 990-PF - As of 12/31/2011
As of 12/31/2011

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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
StkUS Energy						
Conocophillips	25.000	72.870		1,317.74	504.01	1,821.75
Marathon Oil Corp	100.000	29.270		2,586.92	340.08	2,927.00
Noble Corporation	60.000	30.220		2,071.04	-257.84	1,813.20
Phillips 66	12.500	.000		391.57	-391.57	0.00
TOTAL StkUS Energy				6,367.27	194.68	6,561.95
StkUS Financial						
Ace Limited	135.000	70.120		7,161.82	2,304.38	9,466.20
TOTAL StkUS Financial				7,161.82	2,304.38	9,466.20
StkUS Healthcare						
Johnson & Johnson	60.000	65.580		3,787.10	147.70	3,934.80
Unitedhealth Group Inc	75.000	50.680		3,329.91	471.09	3,801.00
TOTAL StkUS Healthcare				7,117.01	618.79	7,735.80
StkUS Industria						
General Dynamics Corp	30.000	66.410		1,876.14	116.16	1,992.30
TOTAL StkUS Industria				1,876.14	116.16	1,992.30
StkUS Info tech						
Accenture Plc Cl A	65.000	53.230		3,549.04	-89.09	3,459.95
Corning Inc	354.000	12.980		2,165.00	2,429.92	4,594.92
International Bus Machines	20.000	183.880		3,618.03	59.57	3,677.60
Microsoft Corp	375.000	25.960		9,903.75	-168.75	9,735.00
Western Union Co	175.000	18.260		2,869.62	325.88	3,195.50
TOTAL StkUS Info tech				22,105.44	2,557.53	24,662.97
StkUS Materials						

Line 10b

Line 10b

Line 10b

Line 10b

Line 10b

Portfolio Value - 990-PF - As of 12/31/2011
As of 12/31/2011

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
Freeport-McMn Cppr&Gold	90.000	36.790		3,461.54	-150.44	3,311.10
Newmont Mining Corp	115.000	60.010		7,300.68	-399.53	6,901.15
TOTAL StkUS Materials				10,762.22	-549.97	10,212.25
Line 10b						
StkUS Telecom						
Centurylink Inc	65.000	37.200		2,421.54	-3.54	2,418.00
TOTAL StkUS Telecom				2,421.54	-3.54	2,418.00
Line 10b						
StkUS Utilities						
Detroit Energy Co	50.000	54.450		2,525.56	196.94	2,722.50
Exelon Corp	75.000	43.370		3,239.92	12.83	3,252.75
Firstenergy Corp	75.000	44.300		3,266.56	55.94	3,322.50
TOTAL StkUS Utilities				9,032.04	265.71	9,297.75
Line 10b						
Strategic Curr\$						
HK Dollar Deposit - BNYM	622,440.000	0.129	*	80,000.00	294.76	80,294.76
NO Krone Deposit - BNYM	178,320.000	0.168		30,000.00	-42.24	29,957.76
SG Dollar Deposit - BNYM	90,776.000	0.772		70,000.00	79.07	70,079.07
US Dollar Deposit-BNYM	16,256.940	1.000	*	16,256.94	0.00	16,256.94
TOTAL Strategic Curr\$				196,256.94	331.59	196,588.53
Line 13						
TOTAL Investments				5,954,374.72	446,524.39	6,400,899.11