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Form 990-PF Department of the Treasury

628

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

OMB No 1545-0052

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 APR 1, 2011 and ending MAR 31, 2012 A Employer identification number Name of foundation REUBEN AND LIZZIE GROSSMAN FOUNDATION 20-3918661 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 410 408 617-773-0400 GROSSMAN OFF.1266 FURNACE BROOK PARKWAY City or town, state, and ZIP code C If exemption application is pending, check here 02169 QUINCY, MA G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year J Accounting method: X Cash Accrual F If the foundation is in a 60-month termination Other (specify) (from Part II, col. (c), line 16) under section 507(b)(1)(B), check here 1,528,858 . (Part I, column (d) must be on cash basis.) ▶\$ Part I Analysis of Revenue and Expenses (d) Disbursements (a) Revenue and (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books income income 1,000 N/A Ø1 Contributions, gifts, grants, etc., received Check X if the foundation is not required to attach Sch B Interest on savings and temporary cash investments STATEMENT Dividends and interest from securities
5a Gross rents 39,432. 39,432. STATEMENT b Net rental income or (loss) 10,006 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a b 300,762. 10,006 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold Gross of diet of (loss) STATEMENT 55. 55. Total. Add lings 1 through 11 50,494 49. 494 13) Control seum of office seutectors, trustees, etc 14 Other employee salaries and wages 0. 0. 0. 18,657 933. 0. Pension plans, employee benefits 4.,257 0 213. **b** Accounting fees STMT 4 STMT 5 13,400 0 670. c Other professional fees 17 Interest 0 3,053 126. 18 Taxes STMT 6 19 Depreciation and depletion 1,630 20 Occupancy 0. 82. 21 Travel, conferences, and meetings 22 Printing and publications STMT 7 1,609. 0 81. 23 Other expenses 24 Total operating and administrative 42,606 0 2,105. expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 81,826 81,826. 26 Total expenses and disbursements. 83,931. 124<u>,4</u>32 0 Add lines 24 and 25 27 Subtract line 26 from line 12: -73,938 2 Excess of revenue over expenses and disbursements 49,494 b Net investment income (if negative, enter -0-) N/A c Adjusted net income (if negative, enter -0-)

Form **990~RF** (2011)

For	m 99	0-PF (2011) INC.			3918661 Page 2	
P	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year (h) Book Value (c) Fair Market Val		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
		Cash - non-interest-bearing	70 275	CF C17	CE C10	
	l .	Savings and temporary cash investments	79,275.	65,617.	65,617.	
	3	Accounts receivable				
	١,	Less: allowance for doubtful accounts			"	
	4	Pledges receivable ► Less; allowance for doubtful accounts ►				
	5	Grants receivable			_	
	6	Receivables due from officers, directors, trustees, and other				
	"	disqualified persons				
	7	Other notes and loans receivable				
	′	Less: allowance for doubtful accounts				
s	8	Inventories for sale or use				
Assets	9	Prepaid expenses and deferred charges		<u>-</u>		
As	-	Investments - U.S. and state government obligations STMT 8	89,244.	40,387.	43,018.	
		Investments - corporate stock STMT 9	962,230.		1,142,343.	
		Investments - corporate bonds STMT 10	100,662.	267,925.	276,748.	
		Investments - land, buildings, and equipment basis				
	• •	Less accumulated depreciation				
	12	Investments - mortgage loans				
	13	Investments - other STMT 11	1,000.	1,000.	1,000.	
	14	Land, buildings, and equipment; basis				
		Less accumulated depreciation				
	15	Other assets (describe ► PURCHASED INTEREST)	34.	132.	132.	
	16	Total assets (to be completed by all filers)	1,232,445.	1,158,507.	1,528,858.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
es	19	Deferred revenue				
ij	20	Loans from officers, directors, trustees, and other disqualified persons				
Liabilities	21	Mortgages and other notes payable				
_	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
_	-	Foundations that follow SFAS 117, check here				
		and complete lines 24 through 26 and lines 30 and 31.				
Ses	24	Unrestricted	1,232,445.	1,158,507.		
and	25	Temporarily restricted	1			
Fund Balances	26	Permanently restricted				
Ind		Foundations that do not follow SFAS 117, check here				
		and complete lines 27 through 31.				
s or	27	Capital stock, trust principal, or current funds				
Net Assets	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
ţÀ	29	Retained earnings, accumulated income, endowment, or other funds				
Š	30	Total net assets or fund balances	1,232,445.	1,158,507.		
	2.	Total liabilities and net assets/fund balances	1,232,445.	1,158,507.		
			•	1,130,307	· · · ·	
	art					
1		I net assets or fund balances at beginning of year - Part II, column (a), line	30		1 000 445	
		st agree with end-of-year figure reported on prior year's return)		1	1,232,445.	
		r amount from Part I, line 27a		2	<u>-73,938.</u>	
		r increases not included in line 2 (itemize)		3	1 150 507	
		lines 1, 2, and 3 eases not included in line 2 (itemize)		4 5	1,158,507.	
_		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	Jumn (b), line 30	6	1,158,507.	
<u>.</u>	i via	The access of fond balances at one of your time 7 miles line of 1 art is ou			Form 990-PF (2011)	

L	(a) List and describe	d Losses for Tax on In the kind(s) of property sold (e.g. ouse; or common stock, 200 shs	, real estate,	Income	(b) F	low acquired Purchase Donation	(c) Date (mo.,	acquired day, yr.)	(d) Date sold (mo., day, yr.)
1a						•			
_6	SEE ATTACHED S	TATEMENT							
)	<u>_</u>			_				
d	<u></u>								
e	<u> </u>				┷,				
_	(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale				Gain or (loss is (f) minus (
_a									
b		,							
_								· · · · · · · · · · · · · · · · · · ·	
	200 760			290,75	56				10,006.
e	Complete only for assets showing g	ain in column (h) and owned by t	he foundation		, , ,		I) Gaine (Col. (h) gaın	
	Complete only for access snowing g	(j) Adjusted basis		cess of col. (I)			il. (k), but	not less that	า -0-) or
	(i) F.M.V. as of 12/31/69	as of 12/31/69		col. (j), if any	ļ		Losses	s (from col. (h))
a									
_ <u>-</u>					T				
_									
_d									
е									10,006.
		∫ If gain, also enter	ın Part I. line	7	٦				
2	Capital gain net income or (net capital		· ın Part İ, lıne	7	<i>}</i>	2			10,006.
3	Net short-term capital gain or (loss)	as defined in sections 1222(5) an	d (6):						
	If gain, also enter in Part I, line 8, col		` '		1				
_	If (loss), enter -0- in Part I, line 8	0 +: 4040/-\ f	D. d	Tanan Na		3		N/A	
ш	Part V Qualification Und						come		
(F	or optional use by domestic private for	undations subject to the section 4	1940(a) tax on	net investment ir	ncome.	.)			
lf :	section 4940(d)(2) applies, leave this i	oart blank.							
									Yes X No
	as the foundation liable for the section				riou?				Yes LALINO
<u>"</u>	"Yes," the foundation does not qualify the Enter the appropriate amount in each				les.		-		
÷	(a)	(b)	1	maining any one	(c)	-	<u>. I</u>		(d) oution ratio
	Base periód years Calendar year (or tax year beginning i	Advisted avalifying dial	tributions	Net value of no		table-use asset	3	Distrib (col. (b) div	oution ratio ided by col. (c))
_	2010	··/	1,851.		1	678,93	5.	(00.1 (0) 0.1	.036839
_	2009		0,677.			548,12			.058572
_	2008		8,373.			787,38			.055037
_	2007		9,349.	•		099,88			.037787
_	2006		7,111.			210,02			.030367
_			··- -					Ĭ	
2	Total of line 1, column (d)						2		.218602
	Average distribution ratio for the 5-ye	ear base period - divide the total o	on line 2 by 5,	or by the number	r of yea	ırs			<u> </u>
	the foundation has been in existence	ıf less than 5 years					3_]	.043720
4	Enter the net value of noncharitable-i	use assets for 2011 from Part X, I	ine 5				4		1,515,072.
5	Multiply line 4 by line 3						5		66,239.
6	Enter 1% of net investment income (1% of Part I, line 27b)					6	ļ	495.
7	Add lines 5 and 6						7_	ļ	66,734.
8	Enter qualifying distributions from Pa	art XII, line 4					8_		83,931.
	If line 8 is equal to or greater than lin See the Part VI instructions.	e 7, check the box in Part VI, line	1b, and comp	lete that part usir	ng a 1%	6 tax rate.			

Form			<u> 391866:</u>		Page 4
Pa	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 49	<u> 48 -</u>	see instr	uctio	ns)
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%	1		4	<u> 195.</u>
	of Part I, line 27b				
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2			0.
•	Add lines 1 and 2	3	·		<u> 195.</u>
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4			0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		- 4	<u> 195.</u>
	Credits/Payments:				
	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 380.				
	Exempt foreign organizations - tax withheld at source				
	Tax paid with application for extension of time to file (Form 8868) 6c	:			
	Backup withholding erroneously withheld	_			
	Total credits and payments. Add lines 6a through 6d	7			<u> 880.</u>
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8			115.
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			115.
	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 ► Refunded ► Int VII-A Statements Regarding Activities				
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in			Yes	No
	any political campaign?	•	1 <u>a</u>	+	
	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	1 or	"		
	distributed by the foundation in connection with the activities.				
	Did the foundation file Form 1120-POL for this year?		10		X
	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 .			-	
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers. ▶ \$ 0.				
	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		X
	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	_	X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	<u> </u>	X
þ	If "Yes," has it filed a tax return on Form 990-T for this year?	N	/A 4b	<u> </u>	<u> </u>
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	┷-	X
	If "Yes," attach the statement required by General Instruction T.				1
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 legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state legislation.	aw		,,	
_	remain in the governing instrument?		6	X	+-
	Did the foundation have at least \$5,000 in assets at any time during the year?		7	X	
	If "Yes," complete Part II, col. (c), and Part XV.				
ва	Enter the states to which the foundation reports or with which it is registered (see instructions)				
_	MA If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)				
D	of each state as required by General Instruction G? If "No," attach explanation		86	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 calend	dar	00	+≏	1
J	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	uul	9		x
10	Did any persons become substantial contributors during the tax year? if "Yes," attach a schedule listing their names and addresses		10	†	$\frac{x}{x}$
	2.2 a.r.y persons a second outside second se		Form 99	0-PF	

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Pa	art 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?	13	X	
	Website address ► N/A			
14	The books are in care of ► THOMAS S. GROSSMAN, TREASURER Telephone no. ► 617-77	3-0	400	
	Located at ▶GROSSMAN OFFICE, 1266 FURNACE BROOK PARKWAY, STE 4 ZIP+4 ▶02			
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	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,		Yes	No
	securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
	country >			
Pa	art 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	a 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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.)			
t	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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here			
(c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			
	before the first day of the tax year beginning in 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)):			
á	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 X No			
	If "Yes," list the years ▶,,,			
t	b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.) N/A	2b		
(c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	>			
3	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
1	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		
4	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		<u> </u>
ı	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

REUBEN AND LIZZIE GROSSMAN FOUNDATION Form 990-PF (2011) 20-3918661 INC. Page 6 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: Yes X No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, Yes X No any voter registration drive? Yes X No (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section Yes X No 509(a)(1), (2), or (3), or section 4940(d)(2)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for Yes X No the prevention of cruelty to children or animals? 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 N/A Yes expenditure responsibility for the grant? 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 Yes X No a personal benefit contract? Х 6b b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870. Yes X No 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b Information About Officers, Directors, Trustees, Foundation Managers, Highly Part VIII Paid Employees, and Contractors 1 List all officers, directors, trustees, foundation managers and their compensation. (d) Contributions to employee benefit plans and deferred compensation (c) Compensation (b) Title, and average hours per week devoted to position (e) Expense account, other (If not paid, enter -0-) (a) Name and address allowances JAMES B. GROSSMAN PRESIDENT 3511 FLETCHER HILL ROAD 1.00 0 0 0. SOUTH WOODSTOCK, VT 05071 TREASURER & CLERK THOMAS S. GROSSMAN P.O. BOX 738 ROCKPORT, MA 01966 1.00 0 0 0. 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Contributions to employee benefit plans and deferred compensation (b) Title, and average (e) Expense account, other (a) Name and address of each employee paid more than \$50,000 hours per week devoted to position (c) Compensation allowances NONE

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	ation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	er "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		▶ 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statis number of organizations and other beneficiaries served, conferences convened, research papers pro		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 or	lines 1 and 2.	Amount
1 <u>N/A</u>		
2		
All other program-related investments. See instructions. 3		
Total, Add lines 1 through 3	.	0.

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P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign fo	undations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	1,433,179.
	Average of monthly cash balances	1b	104,788.
	Fair market value of all other assets	1c	177.
	Total (add lines 1a, b, and c)	1d	1,538,144.
е	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	7 2	0.
3	Subtract line 2 from line 1d	3	1,538,144.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,072.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,515,072.
6	Minimum investment return. Enter 5% of line 5	6	75,754.
P	part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations a foreign organizations check here and do not complete this part.)		75 754
1	Minimum investment return from Part X, line 6	1	75,754.
	Tax on investment income for 2011 from Part VI, line 5 2a 495	4	
b		┥. ┃	405
	Add lines 2a and 2b	2c	495.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	75,259.
4	Recoveries of amounts treated as qualifying distributions	4	75 250
5	Add lines 3 and 4	5	75,259.
6	Deduction from distributable amount (see instructions)	7	<u> </u>
<u>_</u>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		75,259.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	83,931.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	83,931.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		

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

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income. Enter 1% of Part I, line 27b

Adjusted qualifying distributions. Subtract line 5 from line 4

4940(e) reduction of tax in those years.

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Part XIII	Undistributed	Income	(see instructions)
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indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5 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 instructions e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2011. Subtract line 4d from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
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2. Usedatebeled accent, day, as of the aerd of 2011 so a finder account of 2010 only b Total for prior years: 3. Excess dist industrions carryover, if any, to 2011; a From 2006 b From 2007 c From 2008 d From 2010 c From 2009 d From 2010 c From 2011 f From 2011 c From 2					75,259.
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e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 e Excess from 2011					
4a from line 2a. Taxable amount - see instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 e Excess from 2011	amount - see instructions		0.		
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 e Excess from 2011	e Undistributed income for 2010. Subtract line				
lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 e Excess from 2011	4a from line 2a. Taxable amount - see instr.			0.	
be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 e Excess from 2011	f Undistributed income for 2011. Subtract				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 e Excess from 2011	lines 4d and 5 from line 1. This amount must				
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 e Excess from 2011	be distributed in 2012				72,608.
section 170(b)(1)(F) or 4942(g)(3) 8	7 Amounts treated as distributions out of				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 e Excess from 2011	corpus to satisfy requirements imposed by				
not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2010 e Excess from 2011	section 170(b)(1)(F) or 4942(g)(3)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2010 e Excess from 2011	8 Excess distributions carryover from 2006	_			
Subtract lines 7 and 8 from line 6a O . Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2010 e Excess from 2011	• •	0.			
0 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2010 e Excess from 2011	_				
a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 e Excess from 2011		0.			
b Excess from 2008 c Excess from 2009 d Excess from 2010 e Excess from 2011	₱				
c Excess from 2009 d Excess from 2010 e Excess from 2011		-			
d Excess from 2010 e Excess from 2011		-			
e Excess from 2011		- 1			
	· · · · · · · · · · · · · · · · · · ·	-			
	e Excess from 2011	L		L	

Part XIV Private Operating Fo	oundations (see se	otructions and Bort V	II A guestion (I)	<u>20-39.</u>	18661 Page 1
	<u> </u>		II-A, question 9)	N/A	
1 a If the foundation has received a ruling or					
foundation, and the ruling is effective for		=	un contion	14042(1)(2) or 1 40	42(_J)(5)
b Check box to indicate whether the found	Tax year	ig touridation described	Prior 3 years	4942(j)(3) or 494	+2())(3)
2 a Enter the lesser of the adjusted net	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
income from Part I or the minimum	(4) 2011	(0) 2010	(0) 2000	(4) 2000	(0) 10(4)
investment return from Part X for					
each year listed				 	
b 85% of line 2a				 	
c Qualifying distributions from Part XII,					
line 4 for each year listed d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities					
e Qualifying distributions made directly				- 	
for active conduct of exempt activities.					
Subtract line 2d from line 2c			İ		
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(1)(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				1 125 222	
Part XV Supplementary Info			if the foundation	n nad \$5,000 or mo	re in assets
at any time during t		iuctions.j			
1 Information Regarding Foundation	_	than 20/ of the total co-	stributions received by the	foundation before the class	a of any tay
a List any managers of the foundation who year (but only if they have contributed m			inibutions received by the	s touridation before the clos	e of any lax
NONE	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	(// //			
b List any managers of the foundation who	o own 10% or more of th	e stock of a corporation	(or an equally large porti	on of the ownership of a pa	rtnership or
other entity) of which the foundation has			. (o. a oqua) .a. go por	5 o 5	
NONE					
2 Information Regarding Contributi	on, Grant, Gift, Loan	, Scholarship, etc., F	Programs:		
Check here ► X if the foundation o the foundation makes gifts, grants, etc.					
a The name, address, and telephone numl	ber of the person to who	m applications should b	e addressed:		
b The form in which applications should b	e submitted and informa	tion and materials they	should include:		
c Any submission deadlines:					-
d Any restrictions or limitations on awards	s such as hy denoranhin	al areas, charitable field	s kinds of institutions or	other factors:	
2 rany room on or minimum on awards	, saun as of goograpino	a. arodo, onarnabio nelu.	, and or mondations, tr	5 idotolo,	

Form 990-PF (2011) INC. 20-3918661 Page 11
Part XV | Supplementary Information (continued)

Tart / Cappionionally information				
3 Grants and Contributions Paid During the Ye	If recipient is an individual	Payment 		
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
a Paid during the year				
COLBY COLLEGE	N/A	SCHOOL	EDUCATIONAL	
				1,350.
COMBINED JEWISH PHILANTHROPIES	N/A	PUBLIC	CHARITABLE	
COMPINED CHILDIN INICIALISMOTTES	[]			1,200.
HEBREW SENIOR LIFE	N/A	CHARITABLE	CHARITABLE	4,400.
				4,400.
HEBREW UNION COLLEGE	N/A	SCHOOL	school	
				20,000.
	:			
JEWISH FAMILY & CHILDRENS SERVICES	N/A	PUBLIC	CHARITABLE	
				4,500.
	TINUATION SHEE	T(S)	▶ 3a	81,826.
b Approved for future payment				
NONE				
				•
				<u> </u>
Total			▶ 3b	0

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Form 990-PF (2011) Part XVI-A

INC.

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income			ded by section 512, 513, or 514	(e)
-	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	code		Code	7	
a b			-		
					
d					
e					
1					
g Fees and contracts from government agencies					·
2 Membership dues and assessments					
3 Interest on savings and temporary cash			İ		
investments			14		*
4 Dividends and interest from securities			14	38,288.	1,144.
5 Net rental income or (loss) from real estate:			<u> </u>		
a Debt-financed property			-		·
b Not debt-financed property			-		
6 Net rental income or (loss) from personal			ŀ		
property			14	55.	
7 Other investment income			14	33.	
8 Gain or (loss) from sales of assets other			18	10,006.	
than inventory Net income or (loss) from special events			1 10	10,000.	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					···
e					
12 Subtotal. Add columns (b), (d), and (e)		0.	<u> </u>	48,350.	1,144.
13 Total. Add line 12, columns (b), (d), and (e)				13	49,494.
(See worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities to	o the Acc	omplishment of Ex	cemp	t Purposes	
Line No. Explain below how each activity for which incor			contrit	outed importantly to the accomp	plishment of
the foundation's exempt purposes (other than l	by providing fu	nds for such purposes).		· · · · · · · · · · · · · · · · · · ·	
				····	
					,
·					
				·	

REUBEN AND LIZZIE GROSSMAN FOUNDATION 20-3918661 Page 13 Form 990-PF (2011) INC. Information Regarding Transfers To and Transactions and Relationships With Noncharitable Part XVII **Exempt Organizations** Yes No Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: X 1a(1) Х 1a(2) (2) Other assets **b** Other transactions: 1b(1) X (1) Sales of assets to a noncharitable exempt organization Х (2) Purchases of assets from a noncharitable exempt organization 1b(2) 1b(3) Х (3) Rental of facilities, equipment, or other assets Х (4) Reimbursement arrangements 1b(4) 1b(5) Х (5) Loans or loan guarantees 1b(6) Х (6) Performance of services or membership or fundraising solicitations Х 1¢ c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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. (b) Amount involved (c) Name of noncharitable exempt organization (a) Line no (d) Description of transfers, transactions, and sharing arrangements N/A

_				
2a	Is the foundation directly or indirectly affiliated	with, or related to, one or more tax-exempt organizations	described	-
	in section 501(c) of the Code (other than section	on 501(c)(3)) or in section 527?	Yes	X No
b	If "Yes," complete the following schedule.			
	(a) Name of organization	(b) Type of organization	(c) Description of relationship	
	N/A			
				
				-
	Under penalties of periury. I declare that have ex	arphied this return, including accompanying schedules and stateme	nts, and to the best of my knowledge	
ei.		atton of preparer (other than taxpayer) is based on all information of	which preparer has any knowledge return with the	preparer
ЭU		.	shown below ((coo inetr \?

	Under penalties of perjury, I declare that have examined to und belief, it is true, correct, and commerce Declaration of Signature of officer or trustee	preparer (other than taxpayer) is based on all inform		r has any knowledge	May the IRS discuss this return with the preparer shown below (see instr.)? X Yes No
Paid	Print/Type preparer's name WILLIAM I. CARMEN, CPA	Preparer's signature	7/30/2012	Check if self- employed	PTIN P01060518
Prepa Use O	nly	OV CHRESTON CUITED OC	10	Firm's EIN ► 0	4-2894325
	Firm's address ► 117 KENDRI NEEDHAM, M	CK STREET, SUITE 80 A 02494		Phone no. 6	17-969-3300

TNC

20-3918661

Part XV Supplementary Informa		<u> </u>		
3 Grants and Contributions Paid During				
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	
LOWN CARDIOVASCULAR RESEARCH	N/A	PUBLIC	CHARITABLE	
FOUNDATION		 		1,200.
NEW ENGLAND HEBREW ACADEMY	N/A	SCHOOL	EDUCATIONAL	
				5,750.
ROFEH INTERNATIONAL	N/A	PUBLIC	CHARITABLE	3,080,
TEMPLE AHAVATH ACHIM	N/A	RELIGIOUS	RELIGIOUS	
				2,150.
TEMPLE BETH EL	N/A	RELIGIOUS	RELIGIOUS	
		<u> </u>		1,223.
TEMPLE EMANUEL	N/A	RELIGIOUS	RELIGIOUS	3,100.
TEMPLE ISRAEL	N/A	RELIGIOUS	RELIGIOUS	
				3,250.
BRANDEIS	N/A	SCHOOL	EDUCATIONAL	
	-			540.
TOWN OF ROCKLAND	N/A	COMMUNITY	EDUCATIONAL	1,500.
				-,
WEYMOUTH HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	
Total from continuation sheets		1		1,500. 50,376.
Total Hom Continuation Shocts			 	JU. 370.

Part XV Supplementary Informat				
3 Grants and Contributions Paid During th Recipient	If recipient is an individual,			
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
HEBREW COLLEGE	N/A	SCHOOL	EDUCATIONAL	1,500
HULL HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	
				1,500
HANOVER HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500
RANDOLPH HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500
QUINCY HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	
				1,500
TOWN OF ABINGTON	N/A	COMMUNITY	EDUCATIONAL	1,500
MILTON HIGH SCHOOL	N/A	school	EDUCATIONAL	1,500
NORWELL HIGH SCHOOL	N/A	school	EDUCATIONAL	1,500
ARCHBISHOP HIGH SCHOOL	N/A	school	EDUCATIONAL	
				1,500
BRAINTREE HIGH SCHOOL	N/A	school	EDUCATIONAL	1,500

INC.

20-3918661

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to any foundation manager or substantial contributor Purpose of grant or contribution Foundation Amount status of Name and address (home or business) recipient HINGHAM HIGH SCHOOL N/A SCHOOL EDUCATIONAL 1,500. THAYER ACADEMY N/A SCHOOL EDUCATIONAL 1,500. NORTH QUICNCY HIGH SCHOOL N/A SCHOOL EDUCATIONAL 1,500. WOODWARD SCHOOL FOR GIRLS N/A EDUCATIONAL SCHOOL 1,500. MARSHFIELD HIGH SCHOOL N/A SCHOOL EDUCATIONAL 1,500. NEEDHAM PUBLIC SCHOOLS N/A schools EDUCATIONAL 1,500. SOUUTH SHORE HIGH SCHOOL AWARD N/A SCHOOLS EDUCATIONAL PROGRAM 3,083. Total from continuation sheets

Part IV Capital Gains and Los			900T F	AGE I OF I	
	sses for Tax on Investment Income	 	(h) How cogures		
	l describe the kind(s) of property sold rick warehouse; or common stock, 20		P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo., day, yr.)	
1a 700 BANK OF AM	ERICA	- "-	P	04/27/1009/06/11	
b 900 CISCO SYST	EMS		P	02/19/0811/21/11	
c 200 COCA-COLA			P	02/13/7303/09/12	
d 300 ECOLAB			P	02/07/0603/09/12	
e 900 GENERAL DY	NAMICS		P	VARIOUS 11/21/11	
1 200 HONEYWELL			P	04/10/0211/21/11	
g 500 MICROSOFT		P	07/07/9903/09/12		
h 200 NORTHERN T	UST		P	09/30/0911/21/11	
1 700 PAYCHEX			P	02/07/0603/09/12	
J 1500 STAPLES			P	VARIOUS 11/21/11	
k 750 TEXAS INST	RUMENTS		P	VARIOUS 11/21/11	
100 WALGREEN C	0		P	10/18/0411/21/11	
m 300 WELLS FARG	0		P	VARIOUS 11/21/11	
n FHLB 50M 1.75%			P	12/30/1006/17/11	
O CAPITAL GAINS	DIVIDENDS				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale) Gain or (loss) blus (f) minus (g)	
a 10,815.	<u> </u>	13,929.	(-7)	-3,114.	
b 16,024.		20,956.		-3,114. $-4,932.$	
c 13,925.		611.		13,314.	
d 17,875.		10,682.		7,193.	
e 55,634.		25,320.		30,314.	
f 10,097.		7,982.	,	2,115.	
g 15,982.		22,719.		-6,737 .	
h 7,308.		11,687.		-4,379.	
21,899.		25,679.		-3,780.	
20,750.		34,228.		-13,478.	
k 21,843.		23,519.		-1,676.	
31,299.		36,405.		-5,106.	
m 7,258.		7,039.		219.	
n 50,000.		50,000.		0.	
0 53.				53.	
Complete only for assets showing	ng gain in column (h) and owned by t	he foundation on 12/31/69	(I) Los	sses (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	Gains (excess	of col. (h) gain over col. (k), not less than "-0-")	
a				-3,114.	
b	· · · · · · · · · · · · · · · · · · ·			-4,932.	
С				13,314.	
d				7,193.	
e				30,314.	
f				2,115.	
g				-6,737.	
h				-4,379.	
				-3,780.	
				-13,478.	
k				-1,676.	
				-5,106.	
m				219.	
n					
0				53.	
	. If gain, also enter	in Part I line 7			
2 Capital gain net income or (net ca	· · · · · · · · · · · · · · · · · · ·	, I	2	10,006.	
3 Net short-term capital gain or (los If gain, also enter in Part I, line 8,		d (6):			
If (loss), enter "-0-" in Part I, line 8	3	N/A			

METLIFE V/R PFD

	<u> </u>			
FORM 990-PF INTEREST	ON SAVINGS A	ND TEMPORARY CA	ASH INVESTMENTS	STATEMENT 1
SOURCE				AMOUNT
BANK OF AMERICA				1.
TOTAL TO FORM 990-PF,	PART I, LINE	3, COLUMN A		1.
FORM 990-PF	DIVIDENDS AND	INTEREST FROM	SECURITIES	STATEMENT 2
SOURCE		GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOTT LABORATORIES	-	1,920.	0.	1,920.
ANALOG DEVICES		525.	0.	525.
AT&T, INC		21.	0.	21.
BANK OF AMERICA CORP		46.	0.	46.
BANK OF AMERICA V/R S	ER E PFD	352.	0.	352.
BHP BILLITON		550.	0.	550.
CHEVRON CORP		1,908.	0.	1,908.
CHUBB		624.	0.	624.
CISCO SYSTEMS		162.	0.	162.
COCA COLA COLGATE-PALMOLIVE		1,880. 464.	0.	1,880. 464.
COVIDIEN		425.	0.	425
DEERE & CO		395.	0.	395
DISNEY		360.	0.	360.
ECOLAB INC		870.	0.	870.
ENTERGY CORP		45.	0.	45.
FEDEX CORP		204.	0.	204.
FHLB 1.75%		403.	0.	403.
FIFTH THIRD BANCORP		20.	0.	20.
GENERAL DYNAMICS		1,220.	0.	1,220.
GENERAL ELECTRIC		1,269.	0.	1,269
GOLDCORP		54.	0.	54.
GOLDMAN SACHS		26.	0.	26.
HEWLETT PACKARD		2,250. 57.	0.	2,250. 57.
HOME DEPOT		1,054.	0.	1,054
HONEYWELL INT'L INTEL CORP	,	406.	0.	406
JOHNSON & JOHNSON		1,596.	0.	1,596
JOHNSON CONTROLS		330.	0.	330
JP MORGAN CHASE		700.	0.	700.
KEYCORP MTN		30.	0.	30
KRAFT FOODS		31.	0.	31.
MCDONALDS		524.	0.	524.
MCKESSON CORP		34.	0.	34.
MET LIFE		153.	0.	153
MODITOR W/D DED		670	Λ	670

679.

679.

0.

REUBEN AND LIZZIE GROSSMAN FOUNT	DATION IN		20-3918661
MICROSOFT	1,296.	0.	1,296.
MONSANTO	116.	0.	116.
NORTHERN TRUST	168.	0.	168.
NOVARTIS AG	1,654.	0.	1,654.
OCCIDENTAL PETROLEUM	552.	0.	552.
PAYCHEX INC	2,142.	0.	2,142.
PETROBRAS INTL	23.	0.	23.
PFIZER	820.	0.	820.
PNC FUNDING	35.	0.	35.
PROCTOR & GAMBLE	1,050.	0.	1,050.
QUALCOMM	215.	0.	215.
ROCHE HOLDINGS LTD	1,061.	0.	1,061.
SBC COMM	1,406.	0.	1,406.
SCHLUMBERGER LTD	600.	0.	600.
SSGA INST LIQUID RESERVES	1.	0.	1.
STAPLES, INC	450.	0.	450.
STATE OF ISRAEL	40.	0.	40.
TEXAS INSTRUMENTS	773.	0.	773.
TIME WARNER INC	483.	0.	483.
TIME WARNER INC	13.	0.	13.
TOTAL CAPITAL	29.	0.	29.
US TSYLNF .125%	335.	0.	335.
US TSYLNF .375%	288.	0.	288.
USTY ET AL	1,144.	0.	1,144.
VANGUARD ST CORP BOND ETF	1,219.	53.	1,166.
WALGREEN CO	625.	0.	625.
WALMART STORES	730.	0.	730.
WELLS FARGO	630.	0.	630.

FORM 990-PF OTHER	INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION PROCEEDS	55.	55.	
TOTAL TO FORM 990-PF, PART I, LINE 11	55.	55.	

39,485.

53.

39,432.

TOTAL TO FM 990-PF, PART I, LN 4

FORM 990-PF	ACCOUNTI	NG FEES	S	TATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,257.	0.		213.
TO FORM 990-PF, PG 1, LN 16B	4,257.	0.		213.
FORM 990-PF (OTHER PROFES	SIONAL FEES	S	TATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES
MANAGEMENT FEES STATE STREET CUSTODIAL	12,717. 683.	0.		636. 34.
TO FORM 990-PF, PG 1, LN 16C	13,400.	0.		670.
FORM 990-PF	TAX	ES	S'	ratement 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES MASS TAX FOREIGN W/H TAX FEDERAL EXCISE TAX	1,555. 35. 958. 505.	0. 0. 0.		78. 0. 48. 0.
TO FORM 990-PF, PG 1, LN 18	3,053.	0.		126.

FORM 990-PF	OTHER E	XPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVE		(C) ADJUSTEI NET INCOM	
INSURANCE TELEPHONE OFFICE EXPENSES BANK CHARGES	520. 694. 223. 172.		0. 0. 0.		26. 35. 11. 9.
TO FORM 990-PF, PG 1, LN 23	1,609.	-	0.		81.
FORM 990-PF U.S. AND	STATE/CITY G	OVERNMENT	OBLI	GATIONS	STATEMENT 8
DESCRIPTION	U.S GOV'		B00	K VALUE	FAIR MARKET VALUE
15834 US TSY INFL INDEX 2.129 21,020 US TYS INFL INDEX 1.39				17,845. 22,542.	18,949. 24,069.
TOTAL U.S. GOVERNMENT OBLIGAT		- -		40,387.	43,018.
TOTAL TO FORM 990-PF, PART I		IGATIONS - =		40,387.	43,018.
FORM 990-PF	CORPORAT	E STOCK			STATEMENT 9
DESCRIPTION			B00	K VALUE	FAIR MARKET VALUE
100 MONSANTO 100 WILLIAMSBURG GREETING CAI 1000 ABBOTT LABORATORIES 800 COCA-COLA 1000 PFIZER 900 ECOLAB 900 WELLS FARGO 750 TEXAS INSTRUMNENTS INC 1000 PAYCHEX INC 1300 MICROSOFT CORP 200 COLGATE-PALMOLIVE 200 MCDONALDS 2000 GENERAL ELECTRIC 25 GOOGLE INC	RDS			11,599. 50. 43,440. 2,444. 807. 38,524. 22,437. 17,303. 35,095. 48,810. 15,258. 11,393. 1,910. 12,500.	7,976. 50. 61,290. 59,208. 22,645. 55,548. 30,726. 25,208. 30,990. 41,932. 19,556. 19,620. 40,140. 16,031.

REUBEN AND LIZZIE GROSSMAN FOU	JNDATION IN		20-3918661
REUBEN AND LIZZIE GROSSMAN FOU 250 BHP BILLITON 250 QUALCOMM INC 300 MET LIFE INC. 300 OCCIDENTAL PETROLEUM 400 CHUBB CORP 400 FEDEX CORP 400 THERMO FISHER SCIENTIFIC 500 ANALOG DEVICES 500 COVIDIEN LTD 500 INTEL CORP 500 JOHNSON CONTROLS 500 PROCTOR & GAMBLE 500 TIME WARNER 500 WALMART STORES 600 METLIFE INC V/R PFD 600 ROCHE HOLDINGS 600 SCHLUMBERGER LTD 700 JOHNSON & JOHNSON 700 JP MORGAN CHASE 700 NOVARTIS AG SPONSORED ADP 800 CHEVRON 600 HONEYWELL INT'L INC	JNDATION IN	14,052. 20,582. 11,421. 11,491. 23,565. 16,110. 43,738. 23,102. 5,245. 21,637. 15,735. 16,822. 8,226. 26,885. 29,772. 14,250. 26,593. 16,461. 1,889. 26,181. 38,577. 24,588. 22,982.	20-3918661 18,100. 20,225. 17,015. 11,205. 28,569. 27,644. 36,784. 22,552. 20,200. 27,340. 14,058. 16,240. 33,605. 18,875. 30,600. 14,712. 26,184. 41,958. 46,172. 32,186. 38,787. 64,326. 36,630.
600 DISNEY 300 GOLDCORP 1,000 VODAPHONE GROUP PLC ADR		20,685. 14,727. 26,560.	26,268. 13,518. 27,670.
TOTAL TO FORM 990-PF, PART II, I	LINE 10B	783,446.	1,142,343.
FORM 990-PF	CORPORATE BONDS		STATEMENT 10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
25,000 SBC-5.825% 1200 VANGUARD ST CORP BOND ETF		26,174. 92,828.	28,989. 94,848.

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
25,000 SBC-5.825%	26,174.	28,989.
1200 VANGUARD ST CORP BOND ETF	92,828.	94,848.
50,000 HEWLETT PACKARD	49,718.	51,666.
5,000 TIME WARNER 3.150%	5,205.	5,295.
5,000 KEYCORP 3.75%	5,189.	5,285.
5,000 AT&T 2.50%	5,170.	5,204.
5,000 ENERGY CORP 3.625%	5,081.	5,088.
5,000 GENERAL ELECTRIC CAP 2.250%	5,022.	5,139.
5,000 CITIGROUP 4.587%	5,014.	5,266.
5,000 FIFTH THIRD BANCORP 3.625%	5,089.	5,266.
5,000 PETROBRAS INTL FIN 3.875%	5,127.	5,263.
5,000 GOLMAN SACHS GROUP 3.625%	4,844.	4,999.
5,000 KRAFT FOODS 4.125%	5,403.	5,434.
5,000 HOME DEPOT 5.400%	5,780.	5,770.
5,000 MCKESSON 3.250%	5,299.	5,356.
5,000 TOTAL CAPITAL	5,150.	5,056.
5,000 BANK OF AMERICA 3.625%	4,567.	4,991.

REUBEN AND LIZZIE GROSSMAN F				
5,000 SUNTRUST BKS 3.600% 5,000 METLIFE 6.750% 5,000 PNC FUNDING 2.700% 5,000 SIMON PRPERTY GROUP 5.250% 5,000 TYCO ELECTRONICS GROUP 6.550% TOTAL TO FORM 990-PF, PART II, LINE 10C			5,077. 5,750. 5,053. 5,540. 5,845.	
			267,925.	276,748.
FORM 990-PF	OTHER	INVESTMENTS		STATEMENT 11
DESCRIPTION		VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1000 STATE OF ISRAEL BOND		COST	1,000.	1,000.
TOTAL TO FORM 990-PF, PART II.	LINE :	- 13	1,000.	1.000.