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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn 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

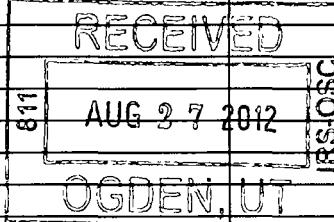
2011

For calendar year 2011 or tax year beginning

06/01, 2011, and ending

05/31, 2012

Name of foundation <b>HAROLD &amp; REBECCA GROSS FDN TUW</b>		A Employer identification number <b>59-7266000</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1802</b>		Room/suite	
City or town, state, and ZIP code <b>PROVIDENCE, RI 02901-1802</b>		B Telephone number (see instructions) <b>(888) 866-3275</b>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		C If exemption application is pending, check here ► <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► <b>\$ 7,735,179.</b>		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <i>(Part I, column (d) must be on cash basis.)</i>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)		
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B		
	3 Interest on savings and temporary cash investments		
	4 Dividends and interest from securities	308,209.	308,209.
	5a Gross rents		
	b Net rental income or (loss)		
	6a Net gain or (loss) from sale of assets not on line 10	620,819.	
	b Gross sales price for all assets on line 6a	5,470,809.	
	7 Capital gain net income (from Part IV, line 2)		STMT 1
	8 Net short-term capital gain		
	9 Income modifications		
	10a Gross sales less returns and allowances		
	b Less Cost of goods sold		
	c Gross profit or (loss) (attach schedule)		
	11 Other income (attach schedule)		
	12 Total. Add lines 1 through 11	929,028.	929,028.
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	54,867.	32,920.
	14 Other employee salaries and wages		
	15 Pension plans, employee benefits		
	16a Legal fees (attach schedule)		
	b Accounting fees (attach schedule)	1,250.	NONE
	c Other professional fees (attach schedule)		
	17 Interest		
	18 Taxes (attach schedule) (see instructions)	12,962.	3,962.
	19 Depreciation (attach schedule) and depletion		
	20 Occupancy		
	21 Travel, conferences, and meetings		
	22 Printing and publications		
	23 Other expenses (attach schedule)	20,101.	
	24 Total operating and administrative expenses.		
	Add lines 13 through 23	89,180.	36,882.
	25 Contributions, gifts, grants paid	318,000.	
	26 Total expenses and disbursements Add lines 24 and 25	407,180.	36,882.
	27 Subtract line 26 from line 12:	521,848.	
	a Excess of revenue over expenses and disbursements		
	b Net investment income (if negative, enter -0-)		892,146.
c Adjusted net income (if negative, enter -0-)			



<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .		<b>NONE</b>		
	2 Savings and temporary cash investments . . . . .		187,118.	984,827.	984,827.
	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 instructions) . . . . .				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►		<b>NONE</b>		
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10 a Investments - U S and state government obligations (attach schedule) . . . . .		<b>NONE</b>		
	b Investments - corporate stock (attach schedule) . . . . .		6,875,793.	6,600,660.	6,750,352.
	c Investments - corporate bonds (attach schedule) . . . . .		<b>NONE</b>		
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)		<b>NONE</b>		
	12 Investments - mortgage loans . . . . .		<b>NONE</b>		
	13 Investments - other (attach schedule) . . . . .		<b>NONE</b>		
	14 Land, buildings, and equipment basis ►				
<b>Net Assets or Fund Balances</b>	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ► )		<b>NONE</b>		
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		7,062,911.	7,585,487.	7,735,179.
	17 Accounts payable and accrued expenses . . . . .				
	18 Grants payable . . . . .				
<b>Liabilities</b>	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) . . . . .				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/></b>				
	27 Capital stock, trust principal, or current funds . . . . .		7,062,911.	7,585,487.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .				
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .		<b>NONE</b>		
	30 Total net assets or fund balances (see instructions) . . . . .		7,062,911.	7,585,487.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		7,062,911.	7,585,487.	

**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) . . . . .	<b>1</b>	7,062,911.
2 Enter amount from Part I, line 27a . . . . .	<b>2</b>	521,848.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 5	<b>3</b>	728.
4 Add lines 1, 2, and 3 . . . . .	<b>4</b>	7,585,487.
5 Decreases not included in line 2 (itemize) ►	<b>5</b>	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	<b>6</b>	7,585,487.

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**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.)
<b>1a</b> PUBLICLY TRADED SECURITIES					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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 5,380,158.		4,849,990.		530,168.	
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>				530,168.	
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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	620,819.	
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 instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3		

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

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

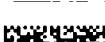
If section 4940(d)(2) applies, leave this part blank.

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

1 Enter the appropriate amount in each column for each year; see 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	317,424.	7,864,273.	0.040363
2009	251,886.	7,048,150.	0.035738
2008	335,385.	6,510,268.	0.051516
2007	444,349.	8,427,693.	0.052725
2006	441,803.	8,404,566.	0.052567
<b>2</b> Total of line 1, column (d)			2 0.232909
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.046582
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 7,850,379.
<b>5</b> Multiply line 4 by line 3			5 365,686.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			6 8,921.
<b>7</b> Add lines 5 and 6			7 374,607.
<b>8</b> Enter qualifying distributions from Part XII, line 4			8 361,298.

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.

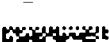


## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	17,843.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	17,843.	
3	Add lines 1 and 2 . . .	3	NONE	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	17,843.	
6	<b>Credits/Payments</b>			
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . .	6a	12,017.	
b	Exempt foreign organizations - tax withheld at source . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .	7	12,017.	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . ►	9	5,826.	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . ►	10		
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> ►	11	Refunded ►	

## Part VII-A Statements 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? . . .	1a	Yes X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	1b	X
<i>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.</i>			
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . .	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	4a	X
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . .	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>CT</b>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i> . . .	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	10	X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ► <u>(401)278-6825</u> Located at ► <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP + 4 ► <u>02901-1802</u>			
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 . . . . . ► <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly):		Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
1b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>			X
1c	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? . . . . .			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)).			
2a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . If "Yes," list the years ►		Yes	<input checked="" type="checkbox"/> No
2b	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) . . . . .			X
3a	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►			
3b	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
4a	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) . . . . .			
4b	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .			X
4b	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? . . . . .			X

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>			
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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			

**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 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 STATEMENT 6		54,867.	-0-	-0-
-----				
-----				
-----				
-----				

**2 Compensation of five highest-paid employees (other than those included on line 1 - see 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		NONE	NONE	NONE
-----				
-----				
-----				
-----				

Total number of other employees paid over \$50,000 . . . . . ►  NONE

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

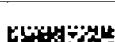
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	



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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	1a	7,469,311.
a Average monthly fair market value of securities	1b	500,617.
b Average of monthly cash balances	1c	NONE
c Fair market value of all other assets (see instructions)	1d	7,969,928.
d <b>Total</b> (add lines 1a, b, and c)		
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	7,969,928.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	119,549.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,850,379.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	392,519.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part )

1 Minimum investment return from Part X, line 6	1	392,519.
2a Tax on investment income for 2011 from Part VI, line 5	2a	17,843.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	17,843.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	374,676.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	374,676.
6 Deduction from distributable amount (see instructions)	6	NONE
7 <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	374,676.

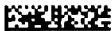
**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	361,298.
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b Program-related investments - total from Part IX-B	2	NONE
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3 Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a Suitability test (prior IRS approval required)	4	361,298.
b Cash distribution test (attach the required schedule)	5	N/A
4 <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	361,298.
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 instructions)		
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

## Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				374,676.
2 Undistributed income, if any, as of the end of 2011			32,698.	
a Enter amount for 2010 only . . . . .				
b Total for prior years 20 ____, 20 ____, 20 ____		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .	NONE			
b From 2007 . . . . .	NONE			
c From 2008 . . . . .	NONE			
d From 2009 . . . . .	NONE			
e From 2010 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 361,298.			32,698.	
a Applied to 2010, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2011 distributable amount . . . . .				328,600.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				46,076.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9.				
a Excess from 2007 . . . . .	NONE			
b Excess from 2008 . . . . .	NONE			
c Excess from 2009 . . . . .	NONE			
d Excess from 2010 . . . . .	NONE			
e Excess from 2011 . . . . .	NONE			



**Form 990-PF (2011)**

**Part XIV** **Private Operating Foundations** (see instructions and Part VII-A, question 9)

NOT APPLICABLE

a	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 . . . . .	►	4942(j)(3) or	4942(j)(5)																																		
b	Check box to indicate whether the foundation is a private operating foundation described in section																																					
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2011</th> <th>(b) 2010</th> <th>(c) 2009</th> <th>(d) 2008</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>			Tax year	Prior 3 years			(e) Total	(a) 2011	(b) 2010	(c) 2009	(d) 2008																									
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 foundation had \$5,000 or more in assets at any time during the year - see 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).)

N/A

**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.

N/A

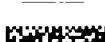
**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed;
- b The form in which applications should be submitted and information and materials they should include;
- c Any submission deadlines;
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors;

**Part XV | Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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)				
<i>a Paid during the year</i>				
SEE STATEMENT 8				
<b>Total . . . . .</b>			► 3a	<b>318,000.</b>
<i>b Approved for future payment</i>				
<b>Total . . . . .</b>			► 3b	



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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>					
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b>					
a					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>					<b>929,028.</b>
<b>13 Total Add line 12, columns (b), (d), and (e)</b>					<b>929,028.</b>
				<b>13</b>	

(See worksheet in line 13 instructions to verify calculations )

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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
		1a(1)	X
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(2)	X
(1)	Cash . . . . .		
(2)	Other assets . . . . .		
b	Other transactions:	1b(1)	X
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(2)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(3)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(4)	X
(4)	Reimbursement arrangements . . . . .	1b(5)	X
(5)	Loans or loan guarantees . . . . .	1b(6)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1c	X
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.		

**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) is based on all information of which preparer has any knowledge

07/27/2012

Date

► SVP Tax

### Title

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►		Firm's EIN ►		
	Firm's address ►		Phone no.		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVEESCO INTL GROWTH FUND CL Y	3,699.	3,699.
ARTIO GLOBAL HIGH INCOME FUND CL I	15,252.	15,252.
COLUMBIA ACORN FUND CLASS Z SHARES	767.	767.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,963.	2,963.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	6,073.	6,073.
EATON VANCE LARGE-CAP VALUE FUND CL I	18,990.	18,990.
HARBOR INTERNATIONAL FUND INSTL CL	5,847.	5,847.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	1,193.	1,193.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	27,031.	27,031.
METRO WEST T/R BD CL I	9,695.	9,695.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	1,259.	1,259.
PIMCO TOTAL RETURN FUND INSTL	68,396.	68,396.
PIMCO HIGH YIELD FUND	5,342.	5,342.
PIMCO COMMODITY REALRETURN STRATEGY FUND	138,692.	138,692.
PIMCO EMERGING MKT CURRENCY FUND INSTL	876.	876.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	1,858.	1,858.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	276.	276.
<b>TOTAL</b>	<b>308,209.</b>	<b>308,209.</b>



## FORM 990PF, PART I - ACCOUNTING FEES



DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,250.			1,250.
TOTALS	1,250.	NONE		1,250.

## FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL FOREIGN TAXES ON QUALIFIED FOR FOREIGN TAXES ON NONQUALIFIED	9,000. 3,338. 624.	3,338. 624.
TOTALS	12,962.	3,962.



## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEE PD TO TRUSTEE	20,101.	20,101.
TOTALS	20,101.	20,101.





HAROLD &amp; REBECCA GROSS FDN TUW

59-7266000

## FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
11-12 TYE INC ADJ	650.
ADJ CARRYING VALUE	78.
TOTAL	728.

STATEMENT 5



HAROLD &amp; REBECCA GROSS FDN TUW

59-7266000

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

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

777 MAIN ST

HARTFORD, CT 06115

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION .....

54,867.

TOTAL COMPENSATION:

54,867.

=====

STATEMENT 6

HAROLD & REBECCA GROSS FDN TUW  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:  
CT INST FOR THE BLIND  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TO SUPPORT THE NEAT MARKETPLACE PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 60,000.

RECIPIENT NAME:  
JOSLIN DIABETES CENTER  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EXPANSION OF WEB-BASED DIABETES EDUC PROG  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 60,000.

RECIPIENT NAME:  
ST JUDE CHILDREN'S  
RESEARCH HOSPITAL  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PEDIATRIC GENOME PROJECT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 60,000.

RECIPIENT NAME:  
GEN'L ISRAEL ORPHAN HOME F/GIRLS  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT ORPHAN'S HOME IN ISRAEL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 18,000.



HAROLD & REBECCA GROSS FDN TUW  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

## RECIPIENT NAME:

INDEPENDENCE NW CTR F/INDEPENDEN

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 30,000.

## RECIPIENT NAME:

NATIONAL JEWISH HEALTH

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 60,000.

## RECIPIENT NAME:

CIL HOUSING CORPORATION

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 30,000.

TOTAL GRANTS PAID:

318,000.

=====


**SCHEDULE D**  
**(Form 1041)**

 Department of the Treasury  
 Internal Revenue Service

OMB No 1545-0092

# Capital Gains and Losses

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

2011

Name of estate or trust

HAROLD &amp; REBECCA GROSS FDN TUW

Employer identification number

59-7266000

Note: Form 5227 filers need to complete **only** Parts I and II.
**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	1b	25,336.			
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3				
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	4	( )			
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ►	5	25,336.			

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					90,651.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b	504,832.			
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8				
9 Capital gain distributions . . . . .	9				
10 Gain from Form 4797, Part I . . . . .	10				
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	11	( )			
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ►	12	595,483.			

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

Schedule D (Form 1041) 2011



<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
13 Net short-term gain or (loss) . . . . .	13			25,336.
14 Net long-term gain or (loss):				
a Total for year . . . . .	14a			595,483.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	14b			
c 28% rate gain . . . . .	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			620,819.

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

#### Part IV Capital Loss Limitation

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

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

#### Part V Tax Computation Using Maximum Capital Gains Rates

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

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	17		
18 Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	19		
20 Add lines 18 and 19 . . . . .	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21		
22 Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	22		
23 Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	23		
24 Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25		
<input type="checkbox"/> No. Enter the amount from line 23 . . . . .	26		
26 Subtract line 25 from line 24 . . . . .	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	28		
29 Subtract line 28 from line 27 . . . . .	29		
30 Multiply line 29 by 15% (.15) . . . . .	30		
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	31		
32 Add lines 30 and 31 . . . . .	32		
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	33		
34 Tax on all taxable income. Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	34		

Schedule D (Form 1041) 2011


**SCHEDULE D-1  
(Form 1041)**

 Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

HAROLD &amp; REBECCA GROSS FDN TUW

Employer identification number  
59-7266000
**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 297.947 INVESCO INTL GROWTH	09/30/2011	11/04/2011	7,916.00	7,186.00	730.00
14.032 INVESCO INTL GROWTH	11/30/2011	12/05/2011	368.00	368.00	
93.964 INVESCO INTL GROWTH	09/30/2011	01/31/2012	2,476.00	2,266.00	210.00
1494.309 ARTIO GLOBAL HIGH CL I	11/04/2011	04/18/2012	14,420.00	14,465.00	-45.00
15156.113 ARTIO GLOBAL HIG FUND CL I	01/31/2012	04/18/2012	146,256.00	144,741.00	1,515.00
292.511 ARTIO GLOBAL HIGH CL I	12/05/2011	04/18/2012	2,823.00	2,776.00	47.00
396.233 COLUMBIA ACORN FUN SHARES	09/30/2011	11/04/2011	11,641.00	10,171.00	1,470.00
22.737 COLUMBIA ACORN FUND SHARES	11/30/2011	12/05/2011	662.00	654.00	8.00
69.457 COLUMBIA ACORN FUND SHARES	09/30/2011	01/31/2012	2,083.00	1,783.00	300.00
4028.86 COLUMBIA ACORN FUN SHARES	11/30/2011	01/31/2012	120,826.00	115,951.00	4,875.00
317.478 COLUMBIA ACORN INT FUND CL Z	12/31/2010	11/30/2011	11,204.00	12,991.00	-1,787.00
282.843 COLUMBIA ACORN INT FUND CL Z	12/31/2010	11/30/2011	9,982.00	11,574.00	-1,592.00 *
20.561 COLUMBIA ACORN INTE FUND CL Z	12/05/2010	12/05/2011	728.00	860.00	-132.00
48.263 COLUMBIA SMALL CAP CLASS Z SHARES	09/30/2011	11/04/2011	2,133.00	1,839.00	294.00
54.857 EAGLE SM CAP GROWTH	07/29/2011	11/04/2011	2,184.00	2,292.00	-108.00 *
3.089 EAGLE SM CAP GROWTH	07/29/2011	12/05/2011	121.00	129.00	-8.00 *
3.089 EAGLE SM CAP GROWTH	07/24/2011	01/31/2012	126.00	126.00	
2522.821 EAGLE SM CAP GROW	07/29/2011	01/31/2012	103,234.00	105,429.00	-2,195.00
71.171 HARBOR INTERNATIONA CL	09/30/2011	11/04/2011	3,966.00	3,568.00	398.00
53.372 HARBOR INTERNATIONA CL	11/30/2011	12/05/2011	2,941.00	2,929.00	12.00
903.106 JOHN HANCOCK FDS I DISCIPLINED VALUE MID CAP F	03/31/2011	11/04/2011	10,395.00	11,135.00	-740.00 *
8662.181 JOHN HANCOCK FDS DISCIPLINED VALUE MID CAP F	03/31/2011	01/31/2012	103,426.00	106,805.00	-3,379.00
903.106 JOHN HANCOCK FDS I DISCIPLINED VALUE MID CAP F	04/26/2011	04/18/2012	11,379.00	11,000.00	379.00
352.581 JOHN HANCOCK FDS I DISCIPLINED VALUE MID CAP F	12/05/2011	04/18/2012	4,443.00	4,044.00	399.00

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

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

Schedule D-1 (Form 1041) 2011

JSA

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**SCHEDULE D-1**  
**(Form 1041)**

# Continuation Sheet for Schedule D (Form 1041)

OMB No 1545-0092

2011

Department of the Treasury  
Internal Revenue Service

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**Name of estate or trust**

HAROLD & REBECCA GROSS FDN TUW

**Employer identification number**  
59-7266000

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

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . 25,336.00

25,336.00

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

**Schedule D-1 (Form 1041) 2011**

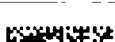
JSA

1F1221 2 000

\* INDICATES WASH SALE

1F1221 2000

INDICATES WASH SALE



Schedule D-1 (Form 1041) 2011

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

Employer identification number

59-7266000

HAROLD &amp; REBECCA GROSS FDN TUW

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 7186.125 ARTIO GLOBAL HIGH CL I	06/19/2009	11/30/2011	67,478.00	62,424.00	5,054.00
28.016 ARTIO GLOBAL HIGH I CL I	06/26/2009	11/30/2011	263.00	244.00	19.00
384.183 ARTIO GLOBAL HIGH CL I	07/07/2009	11/30/2011	3,607.00	3,359.00	248.00
81.707 ARTIO GLOBAL HIGH I CL I	03/07/2010	04/18/2012	788.00	857.00	-69.00
1923.548 ARTIO GLOBAL HIGH CL I	11/30/2010	04/18/2012	18,562.00	20,043.00	-1,481.00
90.569 ARTIO GLOBAL HIGH I CL I	03/05/2010	04/18/2012	874.00	943.00	-69.00
2664.54 ARTIO GLOBAL HIGH CL I	12/01/2009	04/18/2012	25,713.00	26,613.00	-900.00
3947.887 ARTIO GLOBAL HIGH CL I	07/28/2009	04/18/2012	38,097.00	36,020.00	2,077.00
6550.749 ARTIO GLOBAL HIGH CL I	07/07/2009	04/18/2012	63,215.00	57,279.00	5,936.00
1235.323 COLUMBIA ACORN FUN SHARES	01/15/2003	01/31/2012	37,047.00	19,555.00	17,492.00
1023.891 COLUMBIA ACORN FUN SHARES	02/07/2003	01/31/2012	30,706.00	15,000.00	15,706.00
6546.429 COLUMBIA ACORN FUN SHARES	09/29/2003	01/31/2012	196,327.00	129,750.00	66,577.00
384.056 COLUMBIA ACORN FUN SHARES	06/08/2010	01/31/2012	11,518.00	9,294.00	2,224.00
53.437 COLUMBIA ACORN FUND SHARES	06/30/2010	01/31/2012	1,603.00	1,276.00	327.00
262.282 COLUMBIA ACORN INT FUND CL Z	12/05/2010	03/30/2012	10,355.00	10,969.00	-614.00
2139.223 COLUMBIA ACORN IN FUND CL Z	12/31/2010	03/30/2012	84,457.00	87,537.00	-3,080.00
3182.651 COLUMBIA MARSICO L OPPORTUNITIES FD CLASS Z	06/26/2009	09/30/2011	30,140.00	28,994.00	1,146.00
3522.705 COLUMBIA MARSICO L OPPORTUNITIES FD CLASS Z	07/06/2009	09/30/2011	33,360.00	31,176.00	2,184.00
3477.999 COLUMBIA MARSICO L OPPORTUNITIES FD CLASS Z	07/17/2009	09/30/2011	32,937.00	31,998.00	939.00
1645.054 COLUMBIA MARSICO L OPPORTUNITIES FD CLASS Z	07/27/2009	09/30/2011	15,579.00	15,924.00	-345.00
6707.915 COLUMBIA MARSICO L OPPORTUNITIES FD CLASS Z	08/17/2009	09/30/2011	63,524.00	64,597.00	-1,073.00
47.479 COLUMBIA MARSICO IN OPPORTUNITIES FD CLASS Z SH	05/06/2010	09/30/2011	450.00	460.00	-10.00
81.695 COLUMBIA MARSICO IN OPPORTUNITIES FD CLASS Z SH	05/27/2010	09/30/2011	774.00	789.00	-15.00
314.359 COLUMBIA MARSICO I OPPORTUNITIES FD CLASS Z SH	06/30/2010	09/30/2011	2,977.00	2,949.00	28.00
12.241 COLUMBIA SMALL CAP CLASS Z SHARES	05/06/2010	11/04/2011	541.00	500.00	41.00

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

Schedule D-1 (Form 1041) 2011



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

Employer identification number

59-7266000

HAROLD &amp; REBECCA GROSS FDN TUW

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 372.517 COLUMBIA SMALL CAP FUND CLASS Z SHARES	06/26/2009	01/31/2012	16,272.00	11,537.00	4,735.00
1392.48 COLUMBIA SMALL CAP FUND CLASS Z SHARES	07/06/2009	01/31/2012	60,824.00	41,928.00	18,896.00
1365.065 COLUMBIA SMALL CA FUND CLASS Z SHARES	06/26/2009	07/29/2011	45,962.00	26,660.00	19,302.00
867.258 COLUMBIA SMALL CAP FUND CLASS Z SHARES	07/06/2009	07/29/2011	29,201.00	16,070.00	13,131.00
886.347 COLUMBIA SMALL CAP FUND CLASS Z SHARES	07/27/2009	07/29/2011	29,843.00	18,046.00	11,797.00
66.818 COLUMBIA SMALL CAP FUND CLASS Z SHARES	05/06/2010	07/29/2011	2,250.00	1,735.00	515.00
85.755 COLUMBIA SMALL CAP FUND CLASS Z SHARES	06/08/2010	07/29/2011	2,887.00	2,068.00	819.00
2462.904 COLUMBIA SELECT S FUND CLASS Z SHARES	06/26/2009	07/29/2011	41,795.00	27,363.00	14,432.00
1525.262 COLUMBIA SELECT S FUND CLASS Z SHARES	07/06/2009	07/29/2011	25,884.00	16,137.00	9,747.00
1384.145 COLUMBIA SELECT S FUND CLASS Z SHARES	07/27/2009	07/29/2011	23,489.00	16,568.00	6,921.00
465.016 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	11/30/2009	07/29/2011	6,408.00	4,553.00	1,855.00
5052.661 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	03/18/2010	11/04/2011	65,482.00	53,811.00	11,671.00
462.371 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	06/18/2010	11/04/2011	5,992.00	4,776.00	1,216.00
906.291 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	11/30/2009	11/30/2011	11,356.00	8,873.00	2,483.00
8980.981 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	01/29/2010	11/30/2011	112,532.00	87,295.00	25,237.00
26656.35 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	05/06/2010	11/30/2011	334,004.00	272,428.00	61,576.00
29781.054 COLUMBIA SELECT GROWTH FUND CLASS Z SHARES	05/27/2010	11/30/2011	373,157.00	302,278.00	70,879.00
700.958 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	06/08/2010	11/30/2011	8,783.00	6,827.00	1,956.00
5019.561 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	06/18/2010	12/05/2011	63,447.00	51,852.00	11,595.00
809.181 EATON VANCE LARGE FUND CL I	04/26/2010	11/04/2011	13,877.00	14,881.00	-1,004.00
5088.885 EATON VANCE LARGE FUND CL I	01/29/2010	11/30/2011	86,613.00	82,949.00	3,664.00
8206.347 EATON VANCE LARGE FUND CL I	03/19/2010	11/30/2011	139,672.00	143,529.00	-3,857.00
3109.757 EATON VANCE LARGE FUND CL I	04/26/2010	11/30/2011	52,928.00	57,188.00	-4,260.00
331.272 EATON VANCE LARGE FUND CL I	05/06/2010	11/30/2011	5,638.00	5,615.00	23.00
1723.138 EATON VANCE LARGE FUND CL I	11/30/2010	12/05/2011	29,535.00	29,380.00	155.00

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

Schedule D-1 (Form 1041) 2011



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

Employer identification number

HAROLD &amp; REBECCA GROSS FDN TUW

59-7266000

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1062.403 EATON VANCE LARGE FUND CL I	05/06/2010	01/31/2012	18,921.00	18,008.00	913.00
247.693 HARBOR INTERNATION INSTL CL	06/26/2009	01/31/2012	14,002.00	10,695.00	3,307.00
7241.333 JOHN HANCOCK FDS DISCIPLINED VALUE MID CAP F	03/31/2011	04/18/2012	91,241.00	89,286.00	1,955.00
514.89 LAZARD FUNDS INC EM PORTFOLIO INSTL	03/19/2010	11/04/2011	9,860.00	9,603.00	257.00
7054.983 LAZARD FUNDS INC MKTS PORTFOLIO INSTL	12/01/2009	01/31/2012	132,210.00	128,683.00	3,527.00
5530.905 LAZARD FUNDS INC MKTS PORTFOLIO INSTL	01/29/2010	01/31/2012	103,649.00	95,740.00	7,909.00
752.238 NATIXIS FDS TR IV ESTATE FD CL Y COM	01/29/2010	11/04/2011	12,645.00	8,794.00	3,851.00
417.681 NATIXIS FDS TR IV ESTATE FD CL Y COM	08/17/2009	11/04/2011	7,021.00	4,160.00	2,861.00
3572.648 NATIXIS FDS TR IV ESTATE FD CL Y COM	06/19/2009	11/30/2011	58,449.00	31,192.00	27,257.00
732.29 NATIXIS FDS TR IV A ESTATE FD CL Y COM	07/07/2009	11/30/2011	11,980.00	6,027.00	5,953.00
220.159 NATIXIS FDS TR IV ESTATE FD CL Y COM	08/17/2009	12/05/2011	3,593.00	2,193.00	1,400.00
1571.28 NATIXIS FDS TR IV ESTATE FD CL Y COM	08/17/2009	04/18/2012	29,242.00	15,651.00	13,591.00
3165.645 NATIXIS FDS TR IV ESTATE FD CL Y COM	07/07/2009	04/18/2012	58,913.00	26,056.00	32,857.00
17091.146 PIMCO TOTAL RETU INSTL	08/17/2009	09/30/2011	184,413.00	182,875.00	1,538.00
2365.946 PIMCO TOTAL RETUR	05/06/2010	12/05/2011	25,623.00	26,357.00	-734.00 *
3212.374 PIMCO TOTAL RETUR	11/30/2010	12/05/2011	34,790.00	36,910.00	-2,120.00 *
1824.038 PIMCO TOTAL RETUR	08/17/2009	01/31/2012	20,283.00	19,517.00	766.00
26246.253 PIMCO TOTAL RETU INSTL	01/29/2010	01/31/2012	291,858.00	287,659.00	4,199.00
35647.454 PIMCO TOTAL RETU INSTL	03/19/2010	01/31/2012	396,400.00	393,191.00	3,209.00
16341.21 PIMCO TOTAL RETUR	03/23/2010	01/31/2012	181,714.00	180,570.00	1,144.00
16925.688 PIMCO TOTAL RETU INSTL	04/26/2010	01/31/2012	188,214.00	187,537.00	677.00
5689.439 PIMCO COMMODITY R STRATEGY FUND	06/19/2009	01/31/2012	39,030.00	41,135.00	-2,105.00
4345.477 PIMCO COMMODITY R STRATEGY FUND	06/26/2009	01/31/2012	29,810.00	31,244.00	-1,434.00
4769.509 PIMCO COMMODITY R STRATEGY FUND	07/07/2009	01/31/2012	32,719.00	32,433.00	286.00
4648.303 PIMCO COMMODITY R STRATEGY FUND	08/17/2009	01/31/2012	31,887.00	34,537.00	-2,650.00

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

Schedule D-1 (Form 1041) 2011



**Schedule D-1 (Form 1041) 2011**

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

**Employer identification number**

59-7266000

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

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . 504,832.00

\* INDICATES WASH SALE

**Schedule D-1 (Form 1041) 2011**

**HAROLD & REBECCA GROSS FDN TUW**  
**59-7266000**  
**Balance Sheet**  
**05/31/2012**

**Bank of America**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
008882532	INVESCO INTL GROWTH FUND	8145.207	196,543.98	204,689.05
19765N567	COLUMBIA SMALL CAP VALUE I FUND	4899.796	204,964.79	200,842.64
19765Y688	COLUMBIA SELECT LARGE CAP	70269.653	704,244.16	883,992.23
269858304	EAGLE SM CAP GROWTH FUND	5267.232	210,538.00	207,370.92
277905642	EATON VANCE LARGE-CAP VALUE	50939.849	826,363.57	902,144.73
302993993	MID CAP VALUE CTF	16799.140	317,617.91	294,606.52
411511306	HARBOR INTERNATIONAL FUND	3674.355	166,260.00	195,328.71
52106N889	LAZARD EMERGING MKTS EQUITY	32682.256	599,712.19	558,866.58
592905509	METRO WEST T/R BD CL I	86079.242	903,850.32	917,604.72
693390700	PIMCO TOTAL RETURN FUND	86046.771	948,070.05	970,607.58
693390841	PIMCO HIGH YIELD FD	66931.253	618,113.98	611,082.34
722005667	PIMCO COMMODITY REALRETURN	66912.219	516,088.20	412,848.39
74441C808	PRUDENTIAL JENNISON MID-CAP	9786.402	299,659.64	303,965.65
922908553	VANGUARD REIT	1382.000	88,633.33	86,402.64
	Cash/Cash Equivalent	984826.620	984,826.62	984,826.62
		Totals:	7,585,486.74	7,735,179.32