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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation Grimshaw-Gudewicz Chantable Foundation c/o A Shabselowitz co-trustee		A Employer identification number 04-6778721	
Number and street (or P O box number if mail is not delivered to street address) 263 Walnut Street		B Telephone number (see instructions) (508) 672-2182	
City or town, state, and ZIP code Fall River, MA 02720		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 25,565,833		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	66	66		
	4 Dividends and interest from securities.	314,503	314,503		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,069,729			
	b Gross sales price for all assets on line 6a _____ 6,443,435				
	7 Capital gain net income (from Part IV, line 2)		1,069,729		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-14,414	47		
	12 Total. Add lines 1 through 11	1,369,884	1,384,345		
	13 Compensation of officers, directors, trustees, etc	213,976	21,398		192,578
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	15,265	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	45,174	18,045		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	239	0		239
	24 Total operating and administrative expenses. Add lines 13 through 23	274,654	39,443		192,817
	25 Contributions, gifts, grants paid	1,200,000			1,200,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,474,654	39,443		1,392,817
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-104,770			
	b Net investment income (if negative, enter -0-)		1,344,902		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	147,652	639,399	639,399
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	17,655,420	18,828,784	21,633,212
	c	Investments—corporate bonds (attach schedule).	4,694,112	3,052,436	3,285,620
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	3,000	7,602	7,602
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	22,500,184	22,528,221	25,565,833
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	61,111	193,918	
	23	Total liabilities (add lines 17 through 22)	61,111	193,918	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	16,279,503	16,279,503	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	6,159,570	6,054,800	
	30	Total net assets or fund balances (see page 17 of the instructions)	22,439,073	22,334,303	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	22,500,184	22,528,221	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	22,439,073
2	Enter amount from Part I, line 27a	2	-104,770
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	22,334,303
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,334,303

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)
1 a	Publicly Traded Securities	P		
b	Capital Gains Dividends	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,930,625		5,373,706	556,919
b 512,810			512,810
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			556,919
b			512,810
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,069,729
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		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,390,186	24,650,435	0 056396
2010	1,367,303	23,559,121	0 058037
2009	1,352,845	20,766,311	0 065146
2008	1,331,963	25,310,589	0 052625
2007	1,639,561	29,801,843	0 055015

2 Total of line 1, column (d).	2	0 287219
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 057444
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	25,188,664
5 Multiply line 4 by line 3.	5	1,446,938
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	13,449
7 Add lines 5 and 6.	7	1,460,387
8 Enter qualifying distributions from Part XII, line 4.	8	1,392,817

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	26,898
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	0
3		Add lines 1 and 2.		3	26,898
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	26,898
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	31,500	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	31,500
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	4,602
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 4,602	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NH _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶Andrew Shabshelowitz co-trustee Telephone no ▶(508) 672-2182 Located at ▶263 Walnut Street Fall River MA ZIP +4 ▶02720			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

5b

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)?

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

6b

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

No

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

7b

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 Additional Data Table				

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				

Total

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

0

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		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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		
a	Average monthly fair market value of securities.	1a	24,923,868
b	Average of monthly cash balances.	1b	613,880
c	Fair market value of all other assets (see instructions).	1c	34,500
d	Total (add lines 1a, b, and c).	1d	25,572,248
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	25,572,248
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	383,584
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,188,664
6	Minimum investment return. Enter 5% of line 5.	6	1,259,433

Part XI

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

1	Minimum investment return from Part X, line 6.	1	1,259,433
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	26,898
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	26,898
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,232,535
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,232,535
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,232,535

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,392,817
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	1,392,817
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).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,392,817
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 2011	(c) 2011	(d) 2012
1		Distributable amount for 2012 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2012			
a		From 2007.			
b		From 2008.			
c		From 2009.			
d		From 2010.			
e		From 2011.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2012 from Part XII, line 4			
a		Applied to 2011, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2012 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2012			
		(If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).			
9		Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a		Excess from 2008.			
b		Excess from 2009.			
c		Excess from 2010.			
d		Excess from 2011.			
e		Excess from 2012.			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.	
--	--

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

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	

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 (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(1)(3)(B)(iii). . . .

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

Ann Fazendeiro
173 Auburn Street
New Bedford, MA 02740
(508) 997-2297

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

A letter indicating purpose for which funds requested accompanied by a copy of the federal exemption letter and evidence that the organization is currently in good standing

c Any submission deadlines

None

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

A minimum of 80% of the Foundation's annual distribution is given to charitable organizations as designated in the trust instrument. The Trustees have discretion as to 20% of the annual distribution. The Trustees' policy is to give to charitable organizations in geographical areas comprising Bristol County, MA, proximate Rhode Island areas, Peterborough, New Hampshire and vicinity and locations that can affect or benefit the inhabitants of Southeastern Massachusetts, Rhode Island, or New Hampshire areas. Generally the targeted areas for giving are the arts, education, especially those that enhance business and entrepreneurial skills, healthcare, and preservation of local culture. The Trustees also favor those organizations that will provide a lasting named memorial whenever possible.

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,200,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2012)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

*****	2013-03-27	*****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	ANDREW SHABSHELOWITZ	ANDREW SHABSHELOWITZ	2013-03-26		P00939152
	Firm's name <input type="checkbox"/>	Shabshelowitz & Co CPA's		Firm's EIN <input type="checkbox"/> 04-2650043	
		263 Walnut Street			
Firm's address <input type="checkbox"/>	Fall River, MA 02720		Phone no (508) 672-2182		

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Barry Robbins	Trustee 10 00	42,796	0	0
7 Harwich Road Providence, RI 02906				
Andrew Shabshelowitz	Trustee 10 00	42,795	0	0
263 Walnut Street Fall River, MA 02720				
Arthur Parker	Trustee 10 00	42,795	0	0
8 Harbour Road Barrington, RI 02806				
Anne Fazendeiro	Trustee 10 00	42,795	0	0
173 Auburn Street New Bedford, MA 02740				
Bernard AG Taradash	Trustee 10 00	42,795	0	0
PO Box 488 Fall River, MA 02722				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Altmont Lodge No 26 F&AM PO Box 138 West Peterborough, NH 03468	None	Recognized Charity	General Support	1,800
Amos Fortune Forum PO Box 153 Jaffrey, NH 034520193	None	Recognized Charity	General Support	500
Andy's Inc PO Box 601 Wilton, NH 030860601	None	Recognized Charity	General Support	500
Apple Hill Center for Chamber Music Apple Hill Road PO Box 217 East Sullivan, NH 034450217	None	Recognized Charity	General Support	2,000
Atlantis Charter School Corporation 2501 South Main Street Fall River, MA 02721	None	Recognized Charity	General Support	8,000
Beth Israel Deaconess Medical Center 330 Brookline Ave BR Boston, MA 02215	None	Recognized Charity	Eye Research Macular Degeneration	5,000
Blithewold Mansion Gardens and Arboretum 101 Ferry Rd Bristol, RI 02809	None	Recognized Charity	General Support	25,000
Boys & Girls Club of Fall River PO Box 5155 Fall River, MA 02723	None	Recognized Charity	General Support	10,000
Boys & Girls Club of Greater New Bedford Inc PO Box 1506 New Bedford, MA 02741	None	Recognized Charity	General Support	4,000
Bradley Hospital Foundation 1011 Veterans Memorial Parkway East Providence, RI 02915	None	Recognized Charity	General Support	3,000
Bristol Community College 777 Elsbree St Fall River, MA 027207395	None	Recognized Charity	Support College Art Gallery	12,000
Brown University PO Box 1860 Providence, RI 02912	None	Recognized Charity	Scholarships and Support of University Operations	120,000
Buttonwood Park Zoological Society 425 Hawthorne St New Bedord, MA 02740	None	Recognized Charity	General Support	2,000
Charlton Memorial Hospital Auxiliary Fund 363 Highland Ave Fall River, MA 02720	None	Recognized Charity	General Support	10,000
Concerts at the Point PO Box 3 Westport Point, MA 02791	None	Recognized Charity	General Support	3,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ConVal High School 184 Hancock Road Peterborough, NH 03458	None	Recognized Charity	Scholarships	7,500
Dartmouth High School 555 Bakerville Road North Dartmouth, MA 02747	None	Recognized Charity	Scholarships	5,000
Dartmouth Natural Resources Trust Inc PO Box P-17 404 Elm St Dartmouth, MA 02748	None	Recognized Charity	Historical Restoration Project	1,000
Dartmouth-Hitchcock Medical Center for Continuing Education in the Health S One Medical Center Drive Lebanon, NH 037560001	None	Recognized Charity	General Support	100,000
Eastern Nazarene College 23 East Elm Ave Quincy, MA 021702999	None	Recognized Charity	Scholarships	44,500
Fall River Animal Rescue League 474 Durfee Street Fall River, MA 02720	None	Recognized Charity	General Support	2,000
Fall River Historical Society 457 Rock Street Fall River, MA 02720	None	Recognized Charity	General Support	2,000
Fall River United Jewish Appeal Inc 385 High St Fall River, MA 02720	None	Recognized Charity	General Support	8,900
First Baptist Church 228 North Main Street Fall River, MA 027202318	None	Recognized Charity	General Support	2,500
Franklin Pierce University College Road PO Box 60 Rindge, NH 034610060	None	Recognized Charity	General Support	120,000
Freetown Historical Society 3 Slab Bridge Road PO Box 253 Assonet, MA 02702	None	Recognized Charity	General Support	68,500
Happy Valley School 130 Gulf Road Peterborough, NH 03458	None	Recognized Charity	General Support	500
Harris Center for Conservation Education Inc 341 Kings Highway Hancock, NH 03449	None	Recognized Charity	General Support	500
John E Boyd Center for Child Care and Development 2028 Rodman St Fall River, MA 02721	None	Recognized Charity	General Support	2,500
Lincoln School 301 Butler Avenue Providence, RI 02906	None	Recognized Charity	Scholarships	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Masonic Education and Charity Trust Inc 186 Tremont Street Boston,MA 02111	None	Recognized Charity	Scholarships	120,000
Massachusetts Eye & Ear Infirmary 243 Charles St Boston,MA 021142500	None	Recognized Charity	Eye Melanoma Research	5,000
Michael's Fund Inc 966 Walnut St Fall River,MA 02720	None	Recognized Charity	General Support	5,000
Monadnock Chorus and Orchestra PO Box 540 Peterborough,NH 03458	None	Recognized Charity	General Support	500
Monadnock Community Hospital 452 Old Street Road Peterborough,NH 03458	None	Recognized Charity	Hospital Capital Fund	18,000
Monadnock Day Care Center PO Box 262 Peterborough,NH 03458	None	Recognized Charity	General Support	500
Monadnock Music 2A Concord St Peterborough,NH 03458	None	Recognized Charity	General Support	500
Monadnock United Fund 23 Center Street Keene,NH 034313399	None	Recognized Charity	General Support	500
Monadnock Worksource Inc 225 Concord Street PO Box 28 Peterborough,NH 03458	None	Recognized Charity	General Support	500
National Education for Assistance Dog Services Inc PO Box 213 West Boylston,MA 01583	None	Recognized Charity	General Support	500
New Bedford Community Rowing 1213 Purchase Street 2nd Floor New Bedford,MA 02740	None	Recognized Charity	General Support	2,000
New Bedford Free Public Library 613 Pleasant St New Bedford,MA 027406203	None	Recognized Charity	General Support	2,000
New Bedford High School 230 Hathaway Blvd New Bedford,MA 02740	None	Recognized Charity	Scholarships	20,000
New Bedford Neediest Family Fund 25 Elm Street New Bedford,MA 02740	None	Recognized Charity	General Support	12,000
New Bedford Oceanarium Corp PO Box 1906 New Bedford,MA 027411906	None	Recognized Charity	General Support	2,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
New Bedford Port Society 15 Johnny Cake Hill New Bedford, MA 02740	None	Recognized Charity	General Support	1,000
New Bedford Symphony Orchestra PO Box 2053 New Bedford, MA 02741	None	Recognized Charity	General Support	13,000
New Bedford Whaling Museum 18 Johnny Cake Hill New Bedford, MA 027406398	None	Recognized Charity	Support Public Education Programs	14,000
New Hampshire Association for the Blind Inc 25 Walker Street Concord, NH 03301	None	Recognized Charity	Support Services for Blind	120,000
New Hampshire Public Radio 207 North Main Street Concord, NH 033015003	None	Recognized Charity	General Support	500
Old Rochester Regional School District 135 Marion Road Mattapoisett, MA 02739	None	Recognized Charity	Scholarships	2,000
Peterborough Fire Rescue PO Box 244 Peterborough, NH 03458	None	Recognized Charity	General Support	500
Peterborough Players Hadley Rd PO Box 118 Peterborough, NH 03458	None	Recognized Charity	General Support	5,000
Peterborough Town Library 2 Concord St Peterborough, NH 034581515	None	Recognized Charity	General Support	1,500
Roger Williams University One Old Ferry Road Bristol, RI 028092921	None	Recognized Charity	Scholarships	3,000
Rotch-Jones-Duff House & Garden Museum 396 County St New Bedford, MA 027404934	None	Recognized Charity	General Support	12,000
Saint Francis Xavier Foreign Mission Society Inc PO Box 5857 Holliston, MA 017465857	None	Recognized Charity	General Support	38,500
Salve Regina University 100 Ochre Point Ave Newport, RI 028404192	None	Recognized Charity	Scholarships	3,000
Shriners Burns Hospital 51 Blossom St Boston, MA 021142699	None	Recognized Charity	General Support	5,000
Society for the Protection of NH Forests 54 Portsmouth St Concord, NH 033015400	None	Recognized Charity	General Support	8,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
St Andrews School Federal Road Barrington, RI 02806	None	Recognized Charity	Scholarships	6,000
Strawbery Banke PO Box 300 Portsmouth, NH 038020300	None	Recognized Charity	General Support	500
Temple Beth El 385 High St Fall River, MA 02720	None	Recognized Charity	General Support	1,000
The Brain Tumor Society 124 Watertown St Suite 3H Watertown, MA 024722500	None	Recognized Charity	Medical Research	2,000
The College Light Opera Company 162 South Cedar Street Oberlin, OH 44074	None	Recognized Charity	General Support	1,700
The Home for Little Wanderers Inc 271 Huntington Ave Boston, MA 02130	None	Recognized Charity	General Support	2,500
The Lown Cardiovascular Research Foundation 21 Longwood Avenue Brookline, MA 024465239	None	Recognized Charity	Medical Research	12,000
The Peterborough Historical Society 19 Grove St PO Box 58 Peterborough, NH 03458	None	Recognized Charity	General Support	5,500
The Schepens Eye Research Institute 20 Staniford Street Boston, MA 021142500	None	Recognized Charity	Support Eye Research for Macular Degeneration	113,500
Trustees of Fall River High School Alumni Scholarships PO Box 2519 Fall River, MA 02722	None	Recognized Charity	Scholarships	6,000
United Church of Assonet Inc North Main St PO Box 155 Assonet, MA 02702	None	Recognized Charity	General Support	500
United States Equestrian Team Inc PO Box 355 Gladstone, NJ 07934	None	Recognized Charity	General Support	2,100
United Way of Greater Fall River PO Box 2550 Fall River, MA 02722	None	Recognized Charity	General Support	2,500
University of NHHNortheast Passage 107 Hewitt Hall 4 Library Way Durham, NH 03824	None	Recognized Charity	General Support	10,000
Westport High School 19 Main Road Westport, MA 027904201	None	Recognized Charity	Scholarships	9,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Westport Historical Society Inc PO Box No 3031 Westport,MA 027900700	None	Recognized Charity	General Support	7,000
Westport Land Conservation Trust Inc PO Box 3975 Westport,MA 027900700	None	Recognized Charity	Land Conservation	12,000
WGBH Educational Foundation One Guest St Boston,MA 02135	None	Recognized Charity	General Support	500
WHALE 13 Hamilton Street New Bedford,MA 02740	None	Recognized Charity	General Support	3,000
YMCA Southcoast 199 North Main Street Fall River,MA 02720	None	Recognized Charity	General Support	3,000
Zeiterion Theatre Inc PO Box 4084 New Bedford,MA 02741	None	Recognized Charity	Support Childrens Programs	1,000
Total  3a				1,200,000

TY 2012 Accounting Fees Schedule

Name: Grimshaw-Gudewicz Charitable Foundation
c/o A Shabselowitz co-trustee

EIN: 04-6778721

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Shabselowitz & Co CPA's	15,265	0		0

**TY 2012 Investments Corporate
Bonds Schedule**

Name: Grimshaw-Gudewicz Charitable Foundation
c/o A Shabselowitz co-trustee

EIN: 04-6778721

Name of Bond	End of Year Book Value	End of Year Fair Market Value
25M SLM Corp 4.4% due 12/15/14	9,630	24,944
150M SLM Corp 7.25% due 11/1/16	147,250	144,780
170856.359 Vanguard Fixed Income	1,578,863	1,763,238
124899.205 Vanguard Short Term	1,316,693	1,352,658

TY 2012 Investments Corporate

Stock Schedule

Name:

Grimshaw-Gudewicz Charitable Foundation

c/o A Shabshelowitz co-trustee

EIN:

04-6778721

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10000 Ace Ltd	437,933	798,000
10000 AT&T Inc	268,246	337,100
12500 Abbott Labs	530,967	818,750
8000 Apache Corp	641,970	628,000
34000 Bank of America Corporation	635,049	394,740
7000 Canadian Pac Ry Ltd	353,033	711,340
40000 Cisco Sys Inc	827,326	785,976
5000 Cummins Inc	185,940	541,750
65000 Double Eagle Pete Co	599,886	253,500
12000 Dow Chem Co	297,280	387,953
45000 General Electric Co	948,984	944,550
14000 Johnson & Johnson	634,637	981,400
15000 Marathon Oil Corp	382,434	459,900
44500 Metabolix Inc	472,385	65,860
25000 Microsoft Corp	639,079	667,743
3000 Nestle SA Sponsored Adr	133,141	195,336
40000 Pfizer Inc	697,283	1,003,172
6000 Royal Dutch Shell Plc Spon Adr B	362,632	425,340
12000 Thermo Fisher Scientific Inc	531,199	765,360
22000 W P Carey & Co LLC	625,730	1,147,300
6000 Vanguard Specialized Portfolio	294,099	357,420
1500 Vanguard Scottsdale Fds Shrt-Term Corp	115,174	120,480
8500 Vanguard Scottsdale Fds Int-Term Corp	705,181	745,110
3000 Wisdomtree Tr Emerging Mkts	124,050	148,320
70000 Eaton Vance Tax Mngd Gbl Dv Eq	632,993	616,700
30000 H&Q Healthcare Fd	384,529	519,300
10000 Eaton Vance Risk Mngd Div Eqty	110,147	104,300
10000 First Tr High Income L/S Fd	180,738	181,200
10000 General Mtrs Co Warrant exp 7/10/16	190,426	195,000
10000 General Mtrs Co Warrant exp 7/10/19	137,037	124,900

Name of Stock	End of Year Book Value	End of Year Fair Market Value
15000 Brookline Bancorp Inc	146,878	127,500
25000 General Mtrs Co 4.75%	655,814	720,750
12000 Illinois Tool Wks Inc	607,549	729,720
25000 Leucadia Natl Corp	582,179	594,750
17000 Merck & Co Inc	566,319	695,980
10000 Vodafone Group Plc	280,519	251,900
4000 Seadrill Limited	149,681	147,200
10000 Tronox Ltd	239,783	182,500
300 Apple Inc	158,238	159,652
5000 Avon Prods Inc	86,250	71,800
40000 Boston Scientific Corp	221,950	229,200
40000 Brigus Gold Corp	39,187	37,600
10000 Encana Corp	210,840	197,600
20000 GSV Cap Corp	172,634	168,600
2000 Newmont Mining Corp	102,985	92,880
10000 Phillips 66	312,810	531,000
13000 Total SA Sponsored Adr	576,903	676,130
25000 WPX Energy Inc	405,890	372,000
12300 General Mtrs Corp 7.25%	0	0
5000 General Mtrs Co 4.75%	232,867	220,650

TY 2012 Other Assets Schedule

Name: Grimshaw-Gudewicz Charitable Foundation
c/o A Shabselowitz co-trustee

EIN: 04-6778721

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Federal Income Tax Refundable	3,000	7,602	7,602

TY 2012 Other Expenses Schedule

Name: Grimshaw-Gudewicz Charitable Foundation
c/o A Shabselowitz co-trustee

EIN: 04-6778721

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Office Expense	239	0		239

TY 2012 Other Income Schedule

Name: Grimshaw-Gudewicz Charitable Foundation
c/o A Shabselowitz co-trustee

EIN: 04-6778721

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership K-1s	-14,461		-14,461
Partnership K-1s	47	47	47

TY 2012 Other Liabilities Schedule

Name: Grimshaw-Gudewicz Charitable Foundation
c/o A Shabselowitz co-trustee

EIN: 04-6778721

Description	Beginning of Year - Book Value	End of Year - Book Value
Securities Sold Short 30 Put DRI exp 4/21/12	8,100	0
Securities Sold Short 20 Put APA exp 4/21/12	15,750	0
Securities Sold Short 20 Put TMO exp 3/17/12	6,675	0
Securities Sold Short 30 Put LUK exp 1/21/12	5,280	0
Federal Income Tax Payable	10,392	0
5000 Kinder Morgan Energy Partners	14,914	52,366
Securities Sold Short 20 Put APA exp 1/19/13	0	3,555
Securities Sold short 50 Put LUK exp 3/16/13	0	5,800
Securities Sold Short 20 Put AAPL exp 4/20/13	0	124,797
Securities Sold Short 50 Put AVP exp 4/20/13	0	7,400

TY 2012 Taxes Schedule

Name: Grimshaw-Gudewicz Charitable Foundation
c/o A Shabselowitz co-trustee

EIN: 04-6778721

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes Withheld on Dividends	18,045	18,045		0
New Hampshire Filing Fee	75	0		0
Federal Excise Paid on Investment Income	27,054	0		0