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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 GROSS FOUNDATION		A Employer identification number 22-2393682	
Number and street (or P O box number if mail is not delivered to street address) 1600 MAYACOO LAKES BLVD		B Telephone number (see instructions) (561) 242-8844	
City or town, state, and ZIP code WEST PALM BEACH, FL 33411		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 7,495,856		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ☐ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	990,775			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	164,093	164,093	164,093	
	4 Dividends and interest from securities.	78,314	78,314	78,314	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	28,794			
	b Gross sales price for all assets on line 6a _____ 1,151,103				
	7 Capital gain net income (from Part IV , line 2)		28,794		
	8 Net short-term capital gain			12,058	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,261,976	271,201	254,465	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	☒ 4,050			4,050
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	☒ 3,741			3,741
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	☒ 29,887			29,887
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	37,678	0		37,678
	25 Contributions, gifts, grants paid	430,949			430,949
	26 Total expenses and disbursements. Add lines 24 and 25	468,627	0		468,627
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	793,349			
	b Net investment income (if negative, enter -0-)		271,201		
	c Adjusted net income (if negative, enter -0-)			254,465	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	1,000	2,000	2,000	
	2	Savings and temporary cash investments	115	385	385	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	3,008	4,553	4,553	
	10a	Investments—U S and state government obligations (attach schedule)	1,842,327		1,909,927	2,432,939
	b	Investments—corporate stock (attach schedule)	210,157		361,885	394,041
	c	Investments—corporate bonds (attach schedule).	1,259,415		1,605,035	1,755,680
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	2,642,402		2,760,727	2,906,258
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,958,424	6,644,512	7,495,856		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	5,958,424	6,644,512		
	30	Total net assets or fund balances (see page 17 of the instructions)	5,958,424	6,644,512		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,958,424	6,644,512		

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 5,958,424
2	Enter amount from Part I, line 27a	2 793,349
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 6,751,773
5	Decreases not included in line 2 (itemize) ▶ _____ 	5 107,261
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 6,644,512

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	28,794
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	12,058

(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	482,045	6,379,829	0.07556
2010	414,791	5,982,907	0.06933
2009	104,800	3,762,240	0.02786
2008	91,015	1,869,217	0.04869
2007	75,598	1,629,353	0.04640

2	Total of line 1, column (d).	2	0 26783
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 05357
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,842,460
5	Multiply line 4 by line 3.	5	366,530
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,712
7	Add lines 5 and 6.	7	369,242
8	Enter qualifying distributions from Part XII, line 4.	8	468,627
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 ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,712
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	2,712
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,712
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,553		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	6,053
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,341
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 3,341 Refunded ☐		11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NJ _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 GAYLE GROSS Telephone no (561) 242-8844 Located at 1600 MAYACOO LAKES BLVD WEST PALM BEACH FL ZIP +4 334111850			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? 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		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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))?

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

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

YesNo

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)?

5b

No

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

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

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?

YesNo

b

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

6b

No

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

7a

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

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see 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.

Form 990-PF (2012)

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.		

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.	

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	6,944,909
b	Average of monthly cash balances.	1b	1,751
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,946,660
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,946,660
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	104,200
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,842,460
6	Minimum investment return. Enter 5% of line 5.	6	342,123

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	342,123
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,712
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,712
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	339,411
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	339,411
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	339,411

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	468,627
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	468,627
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	2,712
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	465,915
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. 49,015			
e		From 2011. 168,164			
f		Total of lines 3a through e. 217,179			
4		Qualifying distributions for 2012 from Part XII, line 4 \$ 468,627			
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). 0			
d		Applied to 2012 distributable amount. 339,411			
e		Remaining amount distributed out of corpus 129,216			
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 5 346,395			
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. 0			
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. 346,395			
10		Analysis of line 9			
a		Excess from 2008.			
b		Excess from 2009.			
c		Excess from 2010. 49,015			
d		Excess from 2011. 168,164			
e		Excess from 2012. 129,216			

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(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 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(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

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

b

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

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

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2012)

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	430,949
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments					164,093
4	Dividends and interest from securities.					78,314
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory					28,794
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).					271,201
13	Total. Add line 12, columns (b), (d), and (e).					271,201

(See worksheet in line 13 instructions to verify calculations)

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. 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		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[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.

*****	2013-08-12	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00082858
	Lawrence Freimauer	Lawrence Freimauer			
	Firm's name ☐	NL Fish & Company LLC		Firm's EIN ☐	
		619 Palisade Ave			
	Firm's address ☐	Englewood Cliffs, NJ 07632		Phone no (201) 569-0400	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROGER A GROSS	Trustee 1 00	0		
15 PASCACK ROAD WOODCLIFF LAKE,NJ 07625				
LAUREN A GROSS	Trustee 2 00	0		
206 Upper Mountain Avenue Montclair,NJ 07042				
GREGORY A GROSS	Trustee 1 00	0		
9 RIDGE ROAD TUXEDO PARK,NY 10987				
GAYLE GROSS	Trustee 1 00	0		
1600 MAYACOO LAKES BLVD WEST PALM BEACH,FL 33401				
PAUL L GROSS	Trustee 1 00	0		
1600 MAYACOO LAKES BLVD WEST PALM BEACH,FL 33401				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Lev Lalev Fund 14 Melnick Drive Monsey, NY 10952	none	EXEMPT	Unrestricted	1,000
Madurai Seed 439/1 East Street Karumbalai Tamilnadu, Madurai 625020 IN	none	EXEMPT	Unrestricted	1,000
Jewish Heart for Africa 520 Eighth Avenue 15th Floor New York, NY 10018	none	EXEMPT	Unrestricted	1,000
World Land Trust Blyth House Bridge Street Halesworth, Suffolk IP19 8AB UK	none	EXEMPT	Unrestricted	1,000
Meals on Wheels 203 S Union Street Alexandria, VA 22314	none	EXEMPT	Unrestricted	1,000
National Council of Jewish Women NC 475 Riverside Drive Suite 1901 New York, NY 10115	none	EXEMPT	Unrestricted	1,000
Stephen Gaynor School 148 W 90th Street New York, NY 10024	none	EXEMPT	Unrestricted	2,500
Sarah Lawrence College 1 Mead Way Bronxville, NY 10708	none	EXEMPT	Unrestricted	5,000
Boys Girls Club of Cape Cod Inc 31 Frank E Hicks Drive Mashpee, MA 02649	none	EXEMPT	Unrestricted	100
The Jewish Museum 1109 Fifth Avenue New York, NY 10128	none	EXEMPT	Unrestricted	250
National Academy Museum School 1083 Fifth Avenue New York, NY 10128	none	EXEMPT	Unrestricted	121,300
Bard College Campus Road PO Box 5000 AnnandaleonHudson, NY 12504	none	EXEMPT	Unrestricted	100
Montclair Film Festival PO Box 3397 Memorial Station Montclair, NJ 07043	none	EXEMPT	Unrestricted	2,000
Play for PINK 175 East 74th Street 17-B New York, NY 10021	none	EXEMPT	Unrestricted	1,100
St Anne's Church 15-05 St Anne Street Fair Lawn, NJ 07410	none	EXEMPT	Unrestricted	1,000

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 Paid during the year				
Weizmann Institute of Science 633 Third Avenue New York, NY 10017	none	EXEMPT	Unrestricted	5,000
Friends of the Hillsdale Library 509 Hillsdale Avenue Hillsdale, NJ 07642	none	EXEMPT	Unrestricted	450
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	none	EXEMPT	Unrestricted	550
Jewish National Fund 42 East 69th Street New York, NY 10021	none	EXEMPT	Unrestricted	1,000
Central Park Conservancy 14 East 60th Street New York, NY 10022	none	EXEMPT	Unrestricted	21,000
Health Humanitarian Aid Foundation PO Box 20258 39 West 31st Street New York, NY 10001	none	EXEMPT	Unrestricted	5,000
Birthright Israel Foundation 33 East 33rd Street 7th Floor New York, NY 10016	none	EXEMPT	Unrestricted	2,500
JCC of the Greater Palm Beaches 4803 PGA Boulevard Palm Beach Gardens, FL 33418	none	EXEMPT	Unrestricted	51,999
JEWISH FEDERATION OF PALM BEACH 4601 COMMUNITY DRIVE WEST PALM BEACH, FL 33417	none	EXEMPT	Unrestricted	50,000
TEMPLE BETH OR 56 RIDGEWOOD ROAD WASHINGTON TOWNSHIP, NJ 07676	none	EXEMPT	Unrestricted	6,000
NORTON MUSEUM OF ART 1451 S OLIVE AVENUE Unrestricted Restrictce, FL 33401	none	EXEMPT	Unrestricted	135,000
RAMAPO COLLEGE FNDHOLOCAUST 505 RAMAPO VALLEY ROAD MAHWAH, NJ 07430	none	EXEMPT	Unrestricted	7,800
JESPY HOUSE 102 PROSPECT STREET SOUTH ORANGE, NJ 07079	none	EXEMPT	Unrestricted	5,000
SADDLE RIVER DAY SCHOOL 147 CHESTNUT RIDGE ROAD SADDLE RIVER, NJ 07458	none	EXEMPT	Unrestricted	300
Total  3a				430,949

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization GROSS FOUNDATION	Employer identification number 22-2393682
--	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>3</u>	PAUL GAYLE GROSS 1600 MAYACOO LAKES BLVD West Palm Beach, FL 33401 	\$ 94,072	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	PAUL GAYLE GROSS 1600 MAYACOO LAKES BLVD West Palm Beach, FL 33401 	\$ 755,928	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>1</u>	Paul L Gross Gayle S Gross CLAT 1600 MAYACOO LAKES BLVD West Palm Beach, FL 33401 	\$ 140,775	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

[illegible]

Name of organization GROSS FOUNDATION	Employer identification number 22-2393682
---	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule**Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	4,050	0	0	4,050

**TY 2012 Investments Corporate
Bonds Schedule****Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 12000229**Software Version:** 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate bonds, see attached	1,605,035	1,755,680

**TY 2012 Investments Corporate
Stock Schedule****Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 12000229**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate stock, see attached	361,885	394,041

TY 2012 Investments Government Obligations Schedule

Name: GROSS FOUNDATION

EIN: 22-2393682

Software ID: 12000229

Software Version: 2012v2.0

US Government Securities - End of

Year Book Value:

1,909,927

US Government Securities - End of

Year Fair Market Value:

2,432,939

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

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

TY 2012 Investments - Other Schedule**Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 12000229**Software Version:** 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Other investments, see attached	AT COST	2,760,727	2,906,258

TY 2012 Other Decreases Schedule

Name: GROSS FOUNDATION

EIN: 22-2393682

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
DIFF-DONOR'S BASIS OF CMN STK & FMV	107,261

TY 2012 Other Expenses Schedule**Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	29,857			29,857
FILING FEES	30			30

TY 2012 Taxes Schedule**Name:** GROSS FOUNDATION**EIN:** 22-2393682**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	1,186			1,186
EXCISE TAX - 990-PF	2,555			2,555

8/2/2013

Capital Gains - Last year
1/1/2012 through 12/31/2012

Page 1
Realized Gain/Loss

990-PF, Page 3, Part IV
page 1 of 6

SHORT TERM

Account	Security	Shares	Bought	Sold	Gross Proc...	Cost Basis	Realized Gain/Loss
Bessemer Trust INV4...	US Dollar Deposit-BNYM	16,256.940	12/23/2011	1/17/2012	16,256.94	16,256.94	0.00
Bessemer Trust INV4...	Carnival Corp Cl A	75.000	11/25/2011	1/20/2012	2,218.20	2,370.75	-152.55
Bessemer Trust INV4...	US Treasury Bills 5/3/2012	500.000	10/5/2011	1/25/2012	49,993.28	49,986.81	6.47
Bessemer Trust INV4...	US Treasury Bills 5/3/2012	610.000	10/5/2011	2/8/2012	60,980.28	60,983.91	-3.63
Bessemer Trust INV4...	US Treasury Bills 5/3/2012	230.000	10/5/2011	2/22/2012	22,993.24	22,993.93	-0.69
Bessemer Trust INV4...	US Treasury Bills 5/3/2012	290.000	12/23/2011	2/22/2012	28,991.48	28,998.94	-7.46
Bessemer Trust INV4...	US Treasury Bills 5/3/2012	100.000	12/27/2011	2/22/2012	9,997.06	9,999.64	-2.58
Bessemer Trust INV4...	Noble Corporation	25.000	11/25/2011	3/12/2012	966.74	859.36	107.38
Bessemer Trust INV4...	Noble Corporation	35.000	11/25/2011	3/13/2012	1,364.66	1,203.12	161.54
Bessemer Trust INV4...	Noble Corporation	65.000	1/26/2012	3/13/2012	2,534.36	2,234.63	299.73
Bessemer Trust INV4...	Noble Corporation	35.000	1/26/2012	3/13/2012	1,371.72	1,203.27	168.45
Bessemer Trust INV4...	Gdf Suez Adr	50.000	11/29/2011	3/26/2012	1,310.12	1,241.62	68.50
Bessemer Trust INV4...	Target Corp	25.000	11/25/2011	4/5/2012	1,454.36	1,305.93	148.43
Bessemer Trust INV4...	Yum Brands Inc	50.000	11/25/2011	4/5/2012	3,514.38	2,659.17	855.21
Bessemer Trust INV4...	Yum Brands Inc	10.000	11/25/2011	4/9/2012	705.68	531.83	173.85
Bessemer Trust INV4...	Yum Brands Inc	75.000	12/9/2011	4/9/2012	5,292.61	4,303.14	989.47
Bessemer Trust INV4...	Phillips 66	12.500	11/25/2011	5/7/2012	398.49	391.57	6.92
Bessemer Trust INV4...	Phillips 66	20.000	2/8/2012	5/7/2012	637.59	646.39	-8.80
Bessemer Trust INV4...	Phillips 66	12.500	2/17/2012	5/7/2012	398.49	419.99	-21.50
Bessemer Trust INV4...	Sk Telecom Adr	50.000	11/25/2011	5/7/2012	671.84	712.07	-40.23
Bessemer Trust INV4...	Sk Telecom Adr	25.000	11/25/2011	5/8/2012	330.22	356.04	-25.82
Bessemer Trust INV4...	Sk Telecom Adr	25.000	11/28/2011	5/9/2012	329.02	357.59	-28.57
Bessemer Trust INV4...	Sk Telecom Adr	50.000	11/28/2011	5/10/2012	674.33	715.18	-40.85
Bessemer Trust INV4...	Sk Telecom Adr	25.000	11/28/2011	5/11/2012	335.25	357.59	-22.34
Bessemer Trust INV4...	Sk Telecom Adr	25.000	1/26/2012	5/11/2012	335.25	338.65	-3.40
Bessemer Trust INV4...	Sk Telecom Adr	25.000	1/30/2012	5/14/2012	331.18	349.51	-18.33
Bessemer Trust INV4...	Sk Telecom Adr	25.000	1/31/2012	5/17/2012	323.16	353.63	-30.47
Bessemer Trust INV4...	Sk Telecom Adr	25.000	2/3/2012	5/18/2012	319.17	349.33	-30.16

Capital Gains - Last Year
1/1/2012 through 12/31/2012

8/2/2013	Account	Security	Shares	Bought	Sold	Gross Proc...	Cost Basis	Realized Gain/Loss	Page 2
	Bessemer Trust INV4...	Sk Telecom Adr	25.000	2/7/2012	5/21/2012	313.58	352.30	-38.72	
	Bessemer Trust INV4...	Sk Telecom Adr	25.000	2/8/2012	5/21/2012	313.58	347.31	-33.73	
	Bessemer Trust INV4...	Sk Telecom Adr	75.000	2/8/2012	5/22/2012	923.88	1,041.92	-118.04	
	Bessemer Trust INV4...	Comcast Corp Cl A	100.000	11/25/2011	5/30/2012	2,880.34	2,126.85	753.49	
	Bessemer Trust INV4...	Firstenergy Corp	50.000	11/25/2011	5/30/2012	2,344.68	2,177.71	166.97	
	Bessemer Trust INV4...	Comcast Corp Cl A	75.000	11/25/2011	5/31/2012	2,166.53	1,595.14	571.39	
	Bessemer Trust INV4...	Comcast Corp Cl A	25.000	11/28/2011	5/31/2012	722.18	534.19	187.99	
	Bessemer Trust INV4...	Kon Philip Elec Adr	0.820	11/25/2011	6/12/2012	14.80	15.09	-0.29	
	Bessemer Trust INV4...	Firstenergy Corp	25.000	11/25/2011	6/25/2012	1,215.07	1,088.85	126.22	
	Bessemer Trust INV4...	Firstenergy Corp	75.000	1/26/2012	6/25/2012	3,645.20	3,144.55	500.65	
	Bessemer Trust INV4...	Deutsche Post Ag Adr	75.000	11/28/2011	6/26/2012	1,285.74	1,100.15	185.59	
	Bessemer Trust INV4...	Deutsche Post Ag Adr	10.000	11/28/2011	6/27/2012	167.71	146.69	21.02	
	Bessemer Trust INV4...	Deutsche Post Ag Adr	65.000	12/22/2011	6/27/2012	1,090.11	952.22	137.89	
	Bessemer Trust INV4...	Deutsche Post Ag Adr	10.000	12/22/2011	6/28/2012	164.25	146.50	17.75	
	Bessemer Trust INV4...	Deutsche Post Ag Adr	65.000	12/23/2011	6/28/2012	1,067.60	974.13	93.47	
	Bessemer Trust INV4...	Deutsche Post Ag Adr	10.000	12/23/2011	6/29/2012	162.27	149.87	12.40	
	Bessemer Trust INV4...	Deutsche Post Ag Adr	50.000	12/27/2011	6/29/2012	811.35	762.95	48.40	
	Bessemer Trust INV4...	Deutsche Post Ag Adr	125.000	11/25/2011	7/9/2012	1,323.37	1,261.65	61.72	
	Bessemer Trust INV4...	Barclays Plc Adr	75.000	11/25/2011	7/11/2012	765.60	756.99	8.61	
	Bessemer Trust INV4...	Barclays Plc Adr	25.000	11/25/2011	7/12/2012	253.83	252.33	1.50	
	Bessemer Trust INV4...	Barclays Plc Adr	25.000	2/21/2012	7/12/2012	253.83	377.11	-123.28	
	Bessemer Trust INV4...	Barclays Plc Adr	25.000	2/21/2012	7/13/2012	257.43	377.11	-119.68	
	Bessemer Trust INV4...	Barclays Plc Adr	25.000	2/22/2012	7/13/2012	257.43	387.08	-129.65	
	Bessemer Trust INV4...	Barclays Plc Adr	75.000	2/22/2012	7/16/2012	765.91	1,161.23	-395.32	
	Bessemer Trust INV4...	Abertis Infraestr Adr	0.250	11/28/2011	7/18/2012	1.56	1.76	-0.20	
	Bessemer Trust INV4...	Abertis Infraestr Adr	75.000	11/28/2011	8/7/2012	442.99	529.33	-86.34	
	Bessemer Trust INV4...	Abertis Infraestr Adr	3.500	11/28/2011	8/8/2012	21.10	24.70	-3.60	
	Bessemer Trust INV4...	Abertis Infraestr Adr	71.500	11/29/2011	8/8/2012	431.13	498.24	-67.11	
	Bessemer Trust INV4...	Abertis Infraestr Adr	7.250	11/29/2011	8/9/2012	45.89	50.52	-4.63	
	Bessemer Trust INV4...	Abertis Infraestr Adr	26.250	2/21/2012	8/9/2012	166.15	217.24	-51.09	

Capital Gains - Last year
1/1/2012 through 12/31/2012

8/2/2013	Account	Security	Shares	Bought	Sold	Gross Proc...	Cost Basis	Realized Gain/Loss	Page 3
	Bessemer Trust INV4...	Abertis Infraestr Adr	41.500	2/23/2012	8/9/2012	262.68	339.03	-76.35	
	Bessemer Trust INV4...	Abertis Infraestr Adr	37.250	2/23/2012	8/10/2012	239.43	304.31	-64.88	
	Bessemer Trust INV4...	Abertis Infraestr Adr	37.750	2/23/2012	8/10/2012	242.64	315.84	-73.20	
	Bessemer Trust INV4...	Abertis Infraestr Adr	41.000	2/23/2012	8/13/2012	262.53	343.04	-80.51	
	Bessemer Trust INV4...	SG Dollar Deposit - BNYM	2,867.050	5/18/2012	8/17/2012	2,294.36	2,262.69	31.67	
	Bessemer Trust INV4...	MX Peso Deposit - BNYM	220,398.590	1/17/2012	8/17/2012	16,705.72	16,256.94	448.78	
	Bessemer Trust INV4...	MX Peso Deposit - BNYM	119,694.870	5/18/2012	8/17/2012	9,072.61	8,681.72	390.89	
	Bessemer Trust INV4...	Target Corp	55.000	11/25/2011	8/23/2012	3,495.65	2,873.06	622.59	
	Bessemer Trust INV4...	Target Corp	20.000	1/26/2012	8/23/2012	1,271.15	1,004.43	266.72	
	Bessemer Trust INV4...	Unilever Nv Adr	25.000	11/25/2011	8/23/2012	859.76	807.95	51.81	
	Bessemer Trust INV4...	Unilever Nv Adr	100.000	11/25/2011	8/24/2012	3,475.97	3,231.80	244.17	
	Bessemer Trust INV4...	Newmont Mining Corp	65.000	11/25/2011	9/4/2012	3,146.12	4,214.91	-1,068.79	
	Bessemer Trust INV4...	Newmont Mining Corp	35.000	12/22/2011	9/4/2012	1,694.07	2,160.04	-465.97	
	Bessemer Trust INV4...	Sanofi Adr	75.000	11/25/2011	9/4/2012	3,065.46	2,471.33	594.13	
	Bessemer Trust INV4...	Tokyo Gas Ltd Adr	0.500	11/28/2011	9/6/2012	10.93	8.61	2.32	
	Bessemer Trust INV4...	Ajinomoto Inc Adr	100.000	11/28/2011	9/25/2012	1,496.36	1,180.40	315.96	
	Bessemer Trust INV4...	Ajinomoto Inc Adr	100.000	11/28/2011	9/26/2012	1,524.19	1,180.40	343.79	
	Bessemer Trust INV4...	Ajinomoto Inc Adr	50.000	2/22/2012	9/27/2012	767.21	585.99	181.22	
	Bessemer Trust INV4...	Carnival Corp Cl A	100.000	11/25/2011	10/1/2012	3,681.87	3,161.00	520.87	
	Bessemer Trust INV4...	Ajinomoto Inc Adr	25.000	2/22/2012	10/2/2012	391.73	292.99	98.74	
	Bessemer Trust INV4...	Ajinomoto Inc Adr	25.000	2/22/2012	10/3/2012	391.88	292.99	98.89	
	Bessemer Trust INV4...	Ajinomoto Inc Adr	25.000	2/22/2012	10/4/2012	387.75	292.99	94.76	
	Bessemer Trust INV4...	Ajinomoto Inc Adr	25.000	2/22/2012	10/5/2012	386.38	292.99	93.39	
	Bessemer Trust INV4...	Ajinomoto Inc Adr	25.000	2/22/2012	10/9/2012	384.61	292.99	91.62	
	Bessemer Trust INV4...	Ajinomoto Inc Adr	25.000	2/22/2012	10/10/2012	384.08	292.99	91.09	
	Bessemer Trust INV4...	Ajinomoto Inc Adr	100.000	2/22/2012	10/11/2012	1,548.57	1,171.97	376.60	
	Bessemer Trust INV4...	Tele2 Ab Adr	50.000	11/28/2011	10/19/2012	446.46	479.70	-33.24	
	Bessemer Trust INV4...	McGraw-Hill Companies Inc	50.000	11/25/2011	10/22/2012	2,791.24	2,164.88	626.36	
	Bessemer Trust INV4...	Tele2 Ab Adr	100.000	11/28/2011	10/22/2012	892.27	959.41	-67.14	
	Bessemer Trust INV4...	Munich Re Group Adr	50.000	11/28/2011	10/23/2012	830.03	592.15	237.88	

Capital Gains - Last Year
1/1/2012 through 12/31/2012

8/2/2013	Account	Security	Shares	Bought	Sold	Gross Proc...	Cost Basis	Realized Gain/Loss	Page 4
	Bessemer Trust INV4...	Munich Re Group Adr	150.000	11/29/2011	10/23/2012	2,490.09	1,731.15	758.94	
	Bessemer Trust INV4...	Tele2 Ab Adr	100.000	11/29/2011	10/23/2012	885.20	949.46	-64.26	
	Bessemer Trust INV4...	Tokyo Gas Ltd Adr	50.000	11/28/2011	10/23/2012	1,081.06	860.87	220.19	
	Bessemer Trust INV4...	Munich Re Group Adr	50.000	11/29/2011	10/24/2012	822.62	577.05	245.57	
	Bessemer Trust INV4...	Tokyo Gas Ltd Adr	50.000	11/28/2011	10/24/2012	1,071.14	860.87	210.27	
	Bessemer Trust INV4...	Tokyo Gas Ltd Adr	75.000	11/28/2011	10/25/2012	1,573.91	1,291.30	282.61	
	Bessemer Trust INV4...	Centurylink Inc	25.000	11/25/2011	11/6/2012	960.05	931.36	28.69	
	Bessemer Trust INV4...	Johnson & Johnson	25.000	11/25/2011	11/13/2012	1,753.27	1,577.96	175.31	
	Bessemer Trust INV4...	Lowe's Companies Inc	75.000	3/12/2012	11/13/2012	2,461.69	2,166.81	294.88	
	Bessemer Trust INV4...	Citigroup Inc	25.000	8/23/2012	11/20/2012	885.73	745.69	140.04	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	50.000	4/5/2012	11/21/2012	636.75	532.41	104.34	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	50.000	4/13/2012	11/23/2012	639.39	538.99	100.40	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	25.000	4/16/2012	11/26/2012	323.33	272.40	50.93	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	25.000	4/16/2012	11/27/2012	320.51	272.40	48.11	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	25.000	4/17/2012	11/28/2012	313.93	274.32	39.61	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	25.000	4/17/2012	11/29/2012	313.51	274.32	39.19	
	Bessemer Trust INV4...	McGraw-Hill Companies Inc	50.000	2/8/2012	11/30/2012	2,594.03	2,323.86	270.17	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	50.000	4/19/2012	11/30/2012	634.50	552.06	82.44	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	50.000	4/20/2012	12/3/2012	646.88	555.24	91.64	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	25.000	4/23/2012	12/4/2012	323.06	275.96	47.10	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	25.000	4/23/2012	12/5/2012	320.17	275.96	44.21	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	25.000	4/26/2012	12/6/2012	321.48	275.20	46.28	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	25.000	4/26/2012	12/10/2012	322.96	275.20	47.76	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	25.000	4/27/2012	12/11/2012	320.73	274.82	45.91	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	25.000	4/27/2012	12/13/2012	317.48	274.82	42.66	
	Bessemer Trust INV4...	Oriental Land Co Ltd Adr	100.000	4/30/2012	12/14/2012	1,265.42	1,095.97	169.45	
	Bessemer Trust INV4...	Western Union Co	50.000	2/9/2012	12/17/2012	661.02	974.61	-313.59	
	Bessemer Trust INV4...	Western Union Co	75.000	2/10/2012	12/17/2012	991.54	1,475.32	-483.78	
	Bessemer Trust INV4...	Kon Philip Elec Adr	35.820	3/12/2012	12/17/2012	944.43	711.03	233.40	
	Bessemer Trust INV4...	Western Union Co	25.000	2/10/2012	12/18/2012	329.62	491.77	-162.15	

Capital Gains - Last Year
1/1/2012 through 12/31/2012

8/2/2013

Account	Security	Shares	Bought	Sold	Gross Proc...	Cost Basis	Realized Gain/Loss
Bessemer Trust INV4...	Kon Philip Elec Adr	64.180	3/12/2012	12/18/2012	1,682.46	1,273.98	408.48
Bessemer Trust INV4...	Kon Philip Elec Adr	8.820	6/1/2012	12/18/2012	231.21	156.02	75.19
Bessemer Trust INV4...	Merck KgaA Adr	50.000	1/26/2012	12/18/2012	2,237.91	1,666.53	571.38
TOTAL SHORT TERM					332,384.98	320,327.49	12,057.49
LONG TERM							
Bessemer Trust INV4...	Bank Amer 6 02/15/12	250.000	9/17/2002	2/15/2012	25,000.00	25,010.33	-10.33
Bessemer Trust INV4...	Microsoft Corp	50.000	3/12/2010	3/12/2012	1,589.99	1,454.50	135.49
Bessemer Trust INV4...	May Dept Stores 8 07/15/12	250.000	8/6/2008	3/29/2012	25,563.00	25,087.71	475.29
Bessemer Trust INV4...	Lehman Bros 5.7 01/28/18	200.000	3/7/2005	4/19/2012	18,905.56	18,905.56	0.00
Bessemer Trust INV4...	Lehman Bros 5.75 10/21/23	200.000	2/22/2005	4/19/2012	18,921.76	18,921.76	0.00
Bessemer Trust INV4...	HK Dollar Deposit - BNYM	81,989.790	12/30/2010	5/18/2012	10,552.64	10,537.86	14.78
Bessemer Trust INV4...	NO Krone Deposit - BNYM	2,340.330	12/30/2010	5/18/2012	391.77	393.73	-1.96
Bessemer Trust INV4...	Tampa Elec 6.875 06/15/12	200.000	8/4/2008	6/15/2012	20,000.00	20,125.38	-125.38
Bessemer Trust INV4...	Kennametal 7.2 06/15/12	160.000	8/6/2008	6/15/2012	16,000.00	16,100.60	-100.60
Bessemer Trust INV4...	Ace Limited	10.000	6/17/2010	6/25/2012	729.49	515.65	213.84
Bessemer Trust INV4...	Ace Limited	15.000	6/18/2010	6/25/2012	1,094.23	785.94	308.29
Bessemer Trust INV4...	Morgan Stanley 5.375 10/15/...	250.000	2/6/2006	7/18/2012	25,821.75	25,092.32	729.43
Bessemer Trust INV4...	Merrill Lynch 6.05 08/15/12	200.000	8/4/2008	8/15/2012	20,000.00	19,910.80	89.20
Bessemer Trust INV4...	HK Dollar Deposit - BNYM	540,450.210	12/30/2010	8/17/2012	69,665.04	69,462.14	202.90
Bessemer Trust INV4...	SG Dollar Deposit - BNYM	90,776.000	12/30/2010	8/17/2012	72,643.46	70,000.00	2,643.46
Bessemer Trust INV4...	NO Krone Deposit - BNYM	175,979.670	12/30/2010	8/17/2012	29,506.39	29,606.27	-99.88
Bessemer Trust INV4...	OW Real Return Fd	30,020.700	3/10/2010	8/23/2012	290,000.00	287,298.12	2,701.88
Bessemer Trust INV4...	OW Global Sml & Mid Cap Fd	7,580.980	3/10/2010	8/23/2012	110,000.00	103,158.35	6,841.65
Bessemer Trust INV4...	Nextera Energy Cap Hldgs ...	600.000	9/11/2007	9/4/2012	15,000.00	15,000.00	0.00
Bessemer Trust INV4...	Abbott Labs 5.875 05/15/16	100.000	1/12/2009	11/13/2012	11,834.80	10,838.04	996.76
Bessemer Trust INV4...	McGraw-Hill Companies Inc	10.000	11/25/2011	11/30/2012	518.81	432.98	85.83
Bessemer Trust INV4...	Accenture Plc Cl A	25.000	11/25/2011	11/30/2012	1,682.60	1,365.02	317.58
Bessemer Trust INV4...	Freeport-McMrn Cppr&Gold	45.000	11/25/2011	12/10/2012	1,475.28	1,619.20	-143.92
Bessemer Trust INV4...	Freeport-McMrn Cppr&Gold	45.000	12/9/2011	12/10/2012	1,475.28	1,842.34	-367.06

990-PF, Page 3, Part IV
 Page 6 of 6

Capital Gains - Last Year
 1/1/2012 through 12/31/2012

8/2/2013	Account	Security	Shares	Bought	Sold	Gross Proc...	Cost Basis	Realized Gain/Loss	Page 6
	Bessemer Trust INV4...	Western Union Co	100.000	11/25/2011	12/14/2012	1,312.36	1,626.97	-314.61	
	Bessemer Trust INV4...	Western Union Co	50.000	11/28/2011	12/14/2012	656.18	828.43	-172.25	
	Bessemer Trust INV4...	Kon Philip Elec Adr	25.000	11/25/2011	12/14/2012	655.91	459.96	195.95	
	Bessemer Trust INV4...	Western Union Co	25.000	11/28/2011	12/17/2012	330.51	414.22	-83.71	
	Bessemer Trust INV4...	Suncorp Group Adr	50.000	11/28/2011	12/17/2012	528.02	410.46	117.56	
	Bessemer Trust INV4...	Kon Philip Elec Adr	39.180	11/25/2011	12/17/2012	1,033.02	720.85	312.17	
	Bessemer Trust INV4...	Merck Kgaa Adr	25.000	11/29/2011	12/17/2012	1,126.43	780.00	346.43	
	Bessemer Trust INV4...	General Elec Cap 5.5	200.000	1/4/2005	12/17/2012	20,000.00	20,098.39	-98.39	
	Bessemer Trust INV4...	Suncorp Group Adr	50.000	11/28/2011	12/18/2012	526.22	410.46	115.76	
	Bessemer Trust INV4...	Suncorp Group Adr	50.000	11/29/2011	12/18/2012	526.22	404.30	121.92	
	Bessemer Trust INV4...	Wharf Holdings Adr	50.000	11/28/2011	12/18/2012	766.73	479.67	287.06	
	Bessemer Trust INV4...	Merck Kgaa Adr	30.000	11/29/2011	12/18/2012	1,342.74	935.99	406.75	
	Bessemer Trust INV4...	Wharf Holdings Adr	100.000	11/30/2011	12/19/2012	1,541.62	947.52	594.10	
	TOTAL LONG TERM					818,717.81	801,981.82	16,735.99	
	OVERALL TOTAL					1,151,102.79	1,122,309.31	28,793.48	

Gross Foundation, The
Form 990-PF, Part II, Balance Sheets (Summary)
Year Ended December 31, 2012

e-file Attachment

<i>this year</i>	Description	Book Value	Fair Market Value
Line 10a - Investments - U S and state government obligations		<u>1,909,926.34</u>	<u>2,432,939.00</u>
11- US Govt		1,909,926.34	2,432,939.00
Line 10b - Investments - Corporate stocks		<u>361,885.18</u>	<u>394,041.35</u>
StkNon Consu di		11,646.39	14,307.64
StkNon Consu st		21,580.14	24,464.21
StkNon Energy		22,649.25	23,982.70
StkNon Financia		32,633.35	41,560.12
StkNon Healthca		21,684.72	22,578.00
StkNon Industri		17,872.68	18,688.90
StkNon Material		16,836.69	16,236.92
StkNon Telecom		25,133.11	21,972.50
StkNon Utility		7,766.95	8,376.74
StkUS Consu dis		28,404.16	31,415.90
StkUS Consu stp		13,794.13	15,012.75
StkUS Energy		10,725.63	11,351.10
StkUS Financial		19,114.39	26,602.20
StkUS Healthcar		36,009.62	38,997.50
StkUS Industria		8,973.72	9,208.25
StkUS Info tech		50,146.54	54,305.02
StkUS Materials		3,848.88	3,018.60
StkUS Telecom		4,322.95	4,498.80
StkUS Utilities		8,741.88	7,463.50

Gross Foundation, The
Form 990-PF, Part II, Balance Sheets (Summary)
Year Ended December 31, 2012

e-file Attachment

Description		Book Value	Fair Market Value
Line 10c - Investments - Corporate bonds			
11- Corp bonds		<u>1,605,034.46</u>	<u>1,755,679.65</u>
11- Corp bonds, footing correction		1,377,371.48	1,510,054.15
11- Corp bonds, footing correction		(222.75)	0.00
11- Int'l bonds		(23.38)	0.00
		227,909.11	245,625.50
Line 13 - Investments - Other			
Cash & short tm		<u>2,760,727.29</u>	<u>2,906,258.28</u>
11- Muni bonds		609,500.00	609,500.00
11- Stgt prfd		431,475.00	503,906.25
Mutual Fund		29,925.69	30,282.00
		1,689,826.60	1,762,570.03

Portfolio Value - 990-PF - As of 12/31/2012
As of 12/31/2012

8/5/2013

Page 1

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
Cash & short tm						
Fed Govt Oblig Fund	609,500.000	1.000		609,500.00	0.00	609,500.00
TOTAL Cash & short tm				609,500.00	0.00	609,500.00
FI- Corp bonds						
Allstate 6.75 05/15/18	250.000	125.060		25,528.20	5,736.80	31,265.00
AT&T Inc 5.5 02/01/18	250.000	119.129		25,002.16	4,780.09	29,782.25
Bank Amer 5.1 02/15/18	500.000	107.721		50,000.00	3,860.50	53,860.50
Bank Amer 5.25 12/01/15	300.000	108.167		30,106.43	2,343.67	32,450.10
Bear Stearns 5.7 11/15/14	250.000	108.667		25,196.00	1,970.75	27,166.75
Boeing Co 5.875 2/15/40	500.000	135.050		53,302.26	14,222.74	67,525.00
Caterpillar 5.7 08/15/16	250.000	116.010		25,697.33	3,305.17	29,002.50
Celgene Corp 5.7 10/15/40	500.000	115.347		49,395.12	8,278.38	57,673.50
Citicorp 6.88 12/18/15	250.000	112.426		25,098.54	3,007.96	28,106.50
Citigroup Inc 4.5 01/14/2022	750.000	111.570		72,444.75	11,232.75	83,677.50
Credit Suisse 5.125 08/15/15	250.000	110.981		24,993.29	2,751.96	27,745.25
Credit Suisse 5.5 08/15/13	250.000	103.154		25,000.14	788.36	25,788.50
Dow Chem 4.125 11/15/2021	500.000	109.552		51,407.99	3,368.01	54,776.00
Dow Chem 6.85 08/15/13	250.000	103.643		25,223.85	686.90	25,910.75
Duke Energy 6.25 06/15/18	200.000	122.326		20,171.37	4,293.83	24,465.20
Eli Lilly & Co 5.5 03/15/27	500.000	126.129		49,644.91	13,419.59	63,064.50
Esc Lehman Brth Hldg 0% 1/28/2018	200.000	11.390		18,246.19	-15,968.19	2,278.00
Esc Lehman Brth Hldg 0% 10/21/2023	200.000	11.400		18,212.81	-15,932.81	2,280.00
Gen Elec Global 6.45 03/01/19	200.000	116.481		20,215.18	3,081.02	23,296.20
General Elec Cap 5.1 04/15/18	100.000	98.648		9,810.83	53.97	9,864.80
General Elec Cap 5.45 01/15/13	250.000	100.172		25,037.12	5.88	25,043.00
General Elec Cap 5.625 02/15/20	200.000	99.467		20,001.76	-108.36	19,893.40
General Elec Cap 5.75 01/15/20	200.000	99.002		20,120.26	-319.86	19,800.40
Goldman Sachs 5.125 01/15/15	200.000	107.428		20,034.72	1,450.88	21,485.60
GTE Corp 6.84 04/15/18	200.000	125.197		20,924.09	4,115.31	25,039.40
HSBC Fin 5 06/30/15	250.000	108.398		24,955.74	2,143.76	27,099.50

Line 13

Portfolio Value - 990-PF - As of 12/31/2012
As of 12/31/2012

8/5/2013

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
JP Morgan Chase 4.5 01/24/2022	300.000	113.124		30,293.91	3,643.29	33,937.20
JP Morgan Chase 5.25 05/01/15	400.000	108.783		40,139.85	3,373.35	43,513.20
McDonalds 5.35 03/01/18	350.000	120.618		35,405.82	6,810.48	42,216.30
Merrill Lynch 5 01/15/15	200.000	106.830		19,972.75	1,393.25	21,366.00
Merrill Lynch 5.3 09/30/15	200.000	109.485		19,883.78	2,013.22	21,897.00
Merrill Lynch 6.5 07/15/18	150.000	116.579		15,458.03	2,028.82	17,486.85
Pepsico Inc 1.25 08/13/2017	1,000.000	100.376		99,768.95	607.05	100,376.00
PNC Funding Corp 5.125 02/08/20	1,000.000	118.933		101,594.01	17,338.99	118,933.00
Procter & Gamble 5.55 03/05/37	500.000	134.158		53,726.33	13,352.67	67,079.00
Verizon Comm 5.5 02/15/18	250.000	120.087		25,155.23	4,866.52	30,021.75
Verizon New York 6.7 11/01/23	200.000	104.377		20,448.05	427.35	20,875.40
Verizon New York 7 05/01/13	150.000	102.035		15,022.23	283.02	15,305.25
Wachovia 5.25 08/01/14	150.000	106.634		14,971.33	1,023.77	15,995.10
Wal-Mart Stores Inc 5.25 09/01/2035	300.000	121.480		29,446.44	6,997.56	36,444.00
Wells Fargo & Co 4.6 04/01/2021	750.000	115.024		80,090.50	6,177.50	86,268.00
TOTAL FI- Corp bonds				1,377,371.48	132,682.67	1,510,054.15
Line 10 c						
FI- Int'l bonds						
Deutsche Bank AG 3.25 01/11/2016	750.000	105.820		76,126.61	3,238.39	79,365.00
HSBC Holdings PLC 4.875 01/14/2022	500.000	116.057		52,510.63	5,517.87	58,028.50
Shell International Fin 1.125 08/21/2017	500.000	100.469		49,910.43	324.07	50,234.50
Shell International Fin 4.375 03/25/20	500.000	115.995		49,361.44	8,636.06	57,997.50
TOTAL FI- Int'l bonds				227,909.11	17,716.39	245,625.50
Line 10 c						
FI- Muni bonds						
Massachusetts Bay Trans 5.25 07/01/2030	3,750.000	134.375		431,475.00	72,431.25	503,906.25
TOTAL FI- Muni bonds				431,475.00	72,431.25	503,906.25
Line 13						
FI- Strgt prfd						
American International Group Inc	600.000	24.980		15,000.00	-12.00	14,988.00
JPMorgan Chase Capital XXIV	600.000	25.490		15,000.00	294.00	15,294.00
TOTAL FI- Strgt prfd				29,925.69	356.31	30,282.00

Line 13

Portfolio Value - 990-PF - As of 12/31/2012

8/5/2013

Page 3

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
FI- US Govt						
Fed Hm Ln Bk 5.5 7/15/36	3,000.000	137.593		322,353.05	90,425.95	412,779.00
Fed Hm Ln Mtg 6.75 09/15/29	3,000.000	150.770		355,115.61	97,194.39	452,310.00
Tenn Valley Auth 4.875 1/15/48	5,000.000	125.175		486,746.06	139,128.94	625,875.00
Tenn Valley Auth 5.88 04/01/36	6,250.000	138.942		672,199.68	196,187.82	868,387.50
US Treasury Notes 2.125 08/15/2021	700.000	105.125		73,511.99	75.51	73,587.50
TOTAL FI- US Govt				1,909,926.39	523,012.61	2,432,939.00
Line 10a						
Mutual Fund						
OW Global Opportunities Fd	83,903.140	7.560		610,155.80	24,151.94	634,307.74
OW Global Sml & Mid Cap Fd	42,184.580	14.690		568,462.64	51,228.84	619,691.48
OW Large Cap Strategies Fd	33,219.690	10.020		314,511.00	18,350.29	332,861.29
OW Real Return Fd	18,954.640	9.270		196,697.16	-20,987.65	175,709.51
TOTAL Mutual Fund				1,689,826.60	72,743.43	1,762,570.03
Line 13						
StkNon Consu di						
Daihatsu Motor Co Ltd Adr	125.000	39.577		4,706.29	240.83	4,947.12
Magna Intl Inc Cl A	110.000	50.020		4,155.71	1,346.49	5,502.20
Volkswagon AG Adr	85.000	45.392		2,784.39	1,073.93	3,858.32
TOTAL StkNon Consu di				11,646.39	2,661.25	14,307.64
Line 10b						
StkNon Consu st						
Ab Foods Ltd Adr	300.000	25.423		5,165.24	2,461.66	7,626.90
Imperial Tobacco Lt Adr	110.000	77.146		8,041.22	444.84	8,486.06
Kon Ahold Adr	625.000	13.362		8,373.68	-22.43	8,351.25
TOTAL StkNon Consu st				21,580.14	2,884.07	24,464.21
Line 10b						
StkNon Energy						
ENI S.P.A. Adr	155.000	49.140		6,586.47	1,030.23	7,616.70
Sinopec/China Pete&Chm Adr	70.000	114.920		7,837.56	206.84	8,044.40
Total Sa Adr	160.000	52.010		8,225.22	96.38	8,321.60

Portfolio Value - 990-PF - As of 12/31/2012
As of 12/31/2012

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
TOTAL StkNon Energy				22,649.25	1,333.45	23,982.70
StkNon Financia						
Allianz Aktienges Adr	325.000	13.817		3,355.20	1,135.33	4,490.53
China Construction Adr	450.000	16.050		6,504.44	718.06	7,222.50
Munich Re Group Adr	450.000	17.930		5,778.36	2,290.14	8,068.50
Nordea Bk Sweden Ab Adr	525.000	9.546		3,927.53	1,084.12	5,011.65
Sumitomo Mitsui Fin Adr	1,175.000	7.340		6,950.46	1,674.04	8,624.50
Suncorp Group Adr	475.000	10.558		4,173.24	841.81	5,015.05
Wharf Holdings Adr	200.000	15.637		1,944.12	1,183.28	3,127.40
TOTAL StkNon Financia				32,633.35	8,926.77	41,560.12
StkNon Healthca						
Itochu Corp Adr	325.000	20.980		6,834.04	-15.54	6,818.50
Sanofi Adr	175.000	47.380		6,402.46	1,889.04	8,291.50
Teva Pharm Inds Ltd	200.000	37.340		8,448.22	-980.22	7,468.00
TOTAL StkNon Healthca				21,684.72	893.28	22,578.00
StkNon Industri						
East Japan Rail Adr	800.000	10.756		8,114.00	490.80	8,604.80
Embraer Sa Adr	200.000	28.510		5,549.70	152.30	5,702.00
Nikon Corp Plc Unspn-Adr	150.000	29.214		4,208.98	173.12	4,382.10
TOTAL StkNon Industri				17,872.68	816.22	18,688.90
StkNon Material						
Akzo Nobel Nv Adr	165.000	21.861		2,677.18	929.89	3,607.07
Barrick Gold Corp	210.000	35.010		9,937.63	-2,585.53	7,352.10
BHP Billiton Plc Adr	75.000	70.370		4,221.88	1,055.87	5,277.75
TOTAL StkNon Material				16,836.69	-599.77	16,236.92
StkNon Telecom						
China Telecom Adr	130.000	56.850		7,814.70	-424.20	7,390.50

Line 10b

Line 10b

Line 10b

Line 10b

Line 10b

Portfolio Value - 990-PF - As of 12/31/2012
As of 12/31/2012

8/5/2013

Page 5

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
Tele2 Ab Adr	425,000	9.000		4,136.94	-311.94	3,825.00
Tim Participacoes SA Adr	225,000	19.820		6,320.49	-1,860.99	4,459.50
Vodafone GP PLC	250,000	25.190		6,861.00	-563.50	6,297.50
TOTAL StkNon Telecom				25,133.11	-3,160.61	21,972.50
StkNon Utility						
SSE Plc Adr	235,000	23.049		4,776.99	639.53	5,416.52
Tokyo Gas Ltd Adr	162,000	18.273		2,989.96	-29.73	2,960.23
TOTAL StkNon Utility				7,766.95	609.79	8,376.74
StkUS Consu dis						
Coach Inc	100,000	55.510		5,518.73	32.27	5,551.00
Dollar General Corp	150,000	44.090		6,467.72	145.78	6,613.50
Lowe's Companies Inc	200,000	35.520		5,802.57	1,301.43	7,104.00
Macy's	190,000	39.020		6,597.41	816.39	7,413.80
Target Corp	80,000	59.170		4,017.73	715.87	4,733.60
TOTAL StkUS Consu dis				28,404.16	3,011.74	31,415.90
StkUS Consu stp						
CVS/Caremark Corp	100,000	48.350		3,782.98	1,052.02	4,835.00
Walgreen Co	275,000	37.010		10,011.15	166.60	10,177.75
TOTAL StkUS Consu stp				13,794.13	1,218.62	15,012.75
StkUS Energy						
Conocophillips	90,000	57.990		4,906.46	312.64	5,219.10
Marathon Oil Corp	200,000	30.660		5,819.17	312.83	6,132.00
TOTAL StkUS Energy				10,725.63	625.47	11,351.10
StkUS Financial						
Ace Limited	259,000	79.800		14,633.59	6,034.61	20,668.20
Citigroup Inc	150,000	39.560		4,480.80	1,453.20	5,934.00
TOTAL StkUS Financial				19,114.39	7,487.81	26,602.20

Line 10b

Line 10b

Line 10b

Line 10b

Line 10b

Line 10b

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
StkUS Healthcare						
Aetna Inc	140.000	46.310		6,110.42	372.98	6,483.40
Johnson & Johnson	110.000	70.100		7,049.29	661.71	7,711.00
Thermo Fisher Scientific	115.000	63.780		6,662.82	671.88	7,334.70
Unitedhealth Group Inc	150.000	54.240		7,314.81	821.19	8,136.00
Zimmer Hldgs Inc	140.000	66.660		8,872.28	460.12	9,332.40
TOTAL StkUS Healthcare				36,009.62	2,987.88	38,997.50
Line 106						
StkUS Industria						
General Dynamics Corp	55.000	69.270		3,623.30	186.55	3,809.85
Waste Managment Inc	160.000	33.740		5,350.42	47.98	5,398.40
TOTAL StkUS Industria				8,973.72	234.53	9,208.25
Line 106						
StkUS Info tech						
Accenture Plc Cl A	115.000	66.500		6,390.31	1,257.19	7,647.50
Avago Technologies	160.000	31.651		5,626.20	-562.04	5,064.16
Corning Inc	354.000	12.620		2,165.00	2,302.48	4,467.48
International Bus Machines	50.000	191.550		9,424.01	153.49	9,577.50
Microsoft Corp	628.000	26.710		15,989.58	784.30	16,773.88
Qualcomm Inc	125.000	61.860		7,800.39	-67.89	7,732.50
Seagate Technology PLC	100.000	30.420		2,751.05	290.95	3,042.00
TOTAL StkUS Info tech				50,146.54	4,158.48	54,305.02
Line 106						
StkUS Materials						
Newmont Mining Corp	65.000	46.440		3,848.88	-830.28	3,018.60
TOTAL StkUS Materials				3,848.88	-830.28	3,018.60
Line 106						
StkUS Telecom						
Centurylink Inc	115.000	39.120		4,322.95	175.85	4,498.80
TOTAL StkUS Telecom				4,322.95	175.85	4,498.80
Line 106						

Portfolio Value - 990-PF - As of 12/31/2012
As of 12/31/2012

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
StkUS Utilities						
Detroit Energy Co	50.000	60.050		2,525.56	476.94	3,002.50
Exelon Corp	150.000	29.740		6,216.32	-1,755.32	4,461.00
TOTAL StkUS Utilities				8,741.88	-1,278.38	7,463.50
TOTAL Investments				6,637,670.55	851,247.74	7,488,918.29

Line 106