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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE GRUBEN CHARITABLE FOUNDATION</b>		A Employer identification number <b>26-1944179</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O J ROBERT CASEY, 400 ATLANTIC AVE</b>		B Telephone number <b>617-482-1776</b>
City or town, state, and ZIP code <b>BOSTON, MA 02110-3333</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <i>* See attached</i>		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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>11,710,038.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		39.	39.		STATEMENT 1
4 Dividends and interest from securities		495,300.	495,300.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		63,321.			
b Gross sales price for all assets on line 6a		3,674,976.			
7 Capital gain net income (from Part IV, line 2)			63,321.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		3,500.	3,500.		STATEMENT 3
12 Total. Add lines 1 through 11		562,160.	562,160.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans; employee benefits					
16a Legal fees		65,908.	32,954.		32,954.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		9,935.	9,935.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		170.	45.		125.
24 Total operating and administrative expenses. Add lines 13 through 23		76,013.	42,934.		33,079.
25 Contributions, gifts, grants paid		541,000.			541,000.
26 Total expenses and disbursements. Add lines 24 and 25		617,013.	42,934.		574,079.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<54,853.>			
b Net investment income (if negative, enter -0-)			519,226.		
c Adjusted net income (if negative, enter -0-)				N/A	

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	2,558.	3,104.	3,104.
	2 Savings and temporary cash investments	623,000.	284,500.	284,500.
	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			
	7 Other notes and loans receivable ▶			
	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 <b>STMT 7</b>	2,205,808.	1,829,161.	1,952,896.
	b Investments - corporate stock <b>STMT 8</b>	5,583,456.	7,016,171.	7,932,942.
	c Investments - corporate bonds	249,062.		
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <b>STMT 9</b>	2,023,899.	1,499,994.	1,536,596.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>10,687,783.</b>	<b>10,632,930.</b>	<b>11,710,038.</b>	
<b>Liabilities</b>	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			
	22 Other liabilities (describe ▶)			
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>	
<b>Net Assets or Fund Balances</b>	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,687,783.	10,632,930.	
<b>30 Total net assets or fund balances</b>	<b>10,687,783.</b>	<b>10,632,930.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>10,687,783.</b>	<b>10,632,930.</b>		

**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	10,687,783.
2 Enter amount from Part I, line 27a	2	<54,853.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,632,930.
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	10,632,930.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
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				
b				
c				
d				
e 3,674,976.		3,611,655.	63,321.	
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				
b				
c				
d				
e			63,321.	
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 63,321.
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). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	569,490.	11,047,406.	.051550
2010	314,595.	11,482,523.	.027398
2009	6.	5,630,213.	.000001
2008	0.	5.	.000000
2007	0.	5.	.000000
2 Total of line 1, column (d)			2 .078949
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 .015790
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 11,281,073.
5 Multiply line 4 by line 3			5 178,128.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,192.
7 Add lines 5 and 6			7 183,320.
8 Enter qualifying distributions from Part XII, line 4			8 574,079.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,192.
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	5,192.
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	5,192.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	117.	
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	691.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 691. Refunded <input type="checkbox"/> 0.	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MA		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>NONE</b>	13	X	
14	The books are in care of ► <b>J ROBERT CASEY, GOULSTON &amp; STORRS</b> Telephone no. ► <b>617-482-1776</b> Located at ► <b>400 ATLANTIC AVE, BOSTON, MA</b> ZIP+4 ► <b>02110-3333</b>			
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	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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
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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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**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)?

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**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.

(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
DIANA OEHRLI	TRUSTEE			
C/O GOULSTON & STORRS, 400 ATLANTIC A	0.10	0.	0.	0.
BOSTON, MA 021103333				
J ROBERT CASEY	TRUSTEE			
C/O GOULSTON & STORRS, 400 ATLANTIC A	0.10	0.	0.	0.
BOSTON, MA 021103333				

**2** Compensation of five highest-paid employees (other than those included on line 1). 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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	11,104,695.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	348,171.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	11,452,866.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	11,452,866.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	171,793.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	11,281,073.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	564,054.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	564,054.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	5,192.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	5,192.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	558,862.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	558,862.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	558,862.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	574,079.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	574,079.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	5,192.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	568,887.

**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				558,862.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			513,010.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 574,079.				
a Applied to 2011, but not more than line 2a			513,010.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				61,069.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				497,793.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
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				

N/A

►

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

2012.03030 THE GRUBEN CHARITABLE FOUND OEHRLI 1

**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				
AQUIDNECK ISLAND LAND TRUST 790 AQUIDNECK AVENUE MIDDLETOWN, RI 02842-7246	UNRELATED	PUBLIC	UNRESTICTED	50,000.
BROOKS SCHOOL 1160 GREAT PONDS RD NORTH ANDOVER, MA 01845	UNRELATED	PUBLIC	UNRESTICTED	14,500.
CONSERVATION LAW FOUNDATION 62 SUMMER ST BOSTON, MA 02110	UNRELATED	PUBLIC	UNRESTICTED	80,000.
EDWARD KING HOUSE SENIOR CENTER 35 KING ST NEWPORT, RI 02840	UNRELATED	PUBLIC	UNRESTRICTED	10,000.
FAMILY SERVICE OF RHODE ISLAND P O BOX 6688 PROVIDENCE, RI 02940-6688	UNRELATED	PUBLIC	UNRESTICTED	30,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	541,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.





## THE GRUBEN CHARITABLE FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	500 DEERE & CO COM	P	02/17/10	01/05/12
b	1,000 DEERE & CO COM	P	VARIOUS	01/31/12
c	250 CANADIAN NATIONAL RAILWAY CO COM	P	04/04/11	02/01/12
d	6,400 APPLIED MATERIALS INC COM	P	VARIOUS	04/03/12
e	1,400 VARIAN MEDICAL SYSTEMS INC	P	VARIOUS	04/04/12
f	6,500 ABB LTD ADR	P	VARIOUS	07/02/12
g	1,500 ABB LTD ADR	P	02/15/12	07/02/12
h	2,000 ITRON INC	P	VARIOUS	09/06/12
i	8,500 PORTLAND GENERAL ELECTRIC	P	VARIOUS	10/11/12
j	1,250 HOME DEPOT INC COM	P	VARIOUS	11/08/12
k	500,000 MICHIGAN FIN AUTH SCH LN DTD 12/15/10 5.9	P	01/06/11	01/24/12
l	250,000 BARCLAYS BANK PLC DTD 03/25/10 MULTI-STEP	P	03/12/10	03/26/12
m	25,000 ALLEN PARK MI SUBJ FEDERAL TAX DTD 11/12/0	P	04/22/10	04/01/12
n	153,727 US FIRST TRUST 2382 - SENIOR LOAN LIMITED	P	04/15/10	06/13/12
o	500,000 AUSTRALIAN GOVERNMENT BD DTD 04/21/10 4.5	P	04/26/11	11/14/12

	(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	40,106.		28,299.	11,807.
b	86,285.		56,304.	29,981.
c	19,136.		19,102.	34.
d	77,880.		86,380.	<8,500.>
e	95,667.		69,367.	26,300.
f	105,411.		124,004.	<18,593.>
g	24,326.		32,476.	<8,150.>
h	85,460.		114,677.	<29,217.>
i	233,355.		177,499.	55,856.
j	76,183.		41,963.	34,220.
k	548,500.		512,240.	36,260.
l	250,000.		249,062.	938.
m	25,000.		26,500.	<1,500.>
n	1,362,482.		1,499,991.	<137,509.>
o	535,670.		523,908.	11,762.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			11,807.
b			29,981.
c			34.
d			<8,500.>
e			26,300.
f			<18,593.>
g			<8,150.>
h			<29,217.>
i			55,856.
j			34,220.
k			36,260.
l			938.
m			<1,500.>
n			<137,509.>
o			11,762.

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

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).  
If (loss), enter "-0-" in Part I, line 8

3

THE GRUBEN CHARITABLE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	STRATASYS INC - GAIN RECOGNIZED DUE TO MERGER WITH	P	VARIOUS	12/04/12
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 109,515.		49,883.	59,632.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			59,632.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	63,321.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A



**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTERNATIONAL YACHT RESTORATION SCHOOL 449 THAMES ST NEWPORT, RI 02840	UNRELATED	PUBLIC	SCHOLARSHIP FUND	38,000.
LUCY'S HEARTH P O BOX 6688 PROVIDENCE, RI 02940-6688	UNRELATED	PUBLIC	UNRESTRICTED	35,000.
MEALS ON WHEELS OF RHODE ISLAND 710 BATH ST PROVIDENCE, MA 02940	UNRELATED	PUBLIC	HOME DELIVERY ON AQUIDNECK ISLAND	15,000.
NORMAN BIRD SANTUARY 583 THIRD BEACH RD MIDDLETOWN, RI 02842	UNRELATED	PUBLIC	UNRESTRICTED	25,000.
NORTH COUNTRY SCHOOL FUND FOR SCHOLARSHIPS 4382 CASCADE ROAD LAKE PLACID, NY 12946	UNRELATED	PUBLIC	CAMP TREETOPS	45,000.
REDWOOD LIBRARY & ATHENAEUM 50 BELLEVUE AVE NEWPORT, RI 02840	UNRELATED	PUBLIC	UNRESTRICTED	37,500.
RHODE ISLAND HOSPITAL FOUNDATION P O BOX H PROVIDENCE, RI 02901	UNRELATED	PUBLIC	NEUROPORT SYSTEM	56,000.
SAVE THE BAY 100 SAVE THE BAY DRIVE PROVIDENCE, RI 02905	UNRELATED	PUBLIC	UNRESTRICTED	75,000.
WOMEN'S RESOURCE CENTER 29 TOURO STREET NEWPORT, RI 02840	UNRELATED	PUBLIC	UNRESTRICTED	30,000.
Total from continuation sheets				356,500.

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET INTEREST	39.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	39.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE INTEREST	59,880.	0.	59,880.
DOMESTIC DIVIDENDS	259,882.	0.	259,882.
FOREIGN DIVIDENDS	46,889.	0.	46,889.
FOREIGN INTEREST	25,046.	0.	25,046.
INTEREST ON IRS REFUND	28.	0.	28.
MUNICIPAL INTEREST	103,575.	0.	103,575.
TOTAL TO FM 990-PF, PART I, LN 4	495,300.	0.	495,300.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2010 FORM 990PF REFUND	3,500.	3,500.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,500.	3,500.	

## FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOULSTON & STORRS P C	65,908.	32,954.		32,954.
TO FM 990-PF, PG 1, LN 16A	65,908.	32,954.		32,954.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM 990-PF FYE 12/31/11	2,052.	2,052.		0.
FOREIGN TAXES WITHHELD FYE 12/31/11	7,883.	7,883.		0.
TO FORM 990-PF, PG 1, LN 18	9,935.	9,935.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MASSACHUSETTS FORM PC FILING FEE	125.	0.		125.
ADR FEES	45.	45.		0.
TO FORM 990-PF, PG 1, LN 23	170.	45.		125.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
75,000 MASSACHUSETTS ST SPL OBLIG DTD 07/16/03 5% 12/15/2013		X	84,314.	78,398.
50,000 MASSACHUSETTS ST PORT AUTH AMBAC INX DTD 05/15/05 5% 07/01/2027		X	55,953.	54,302.
25,0000 CALIFORNIA ST SUBJ FEDERAL TAX DTD 04/01/10 6.2% 05/01/19		X	258,310.	301,440.
25,0000 ALLEN PARK MI SUBJ FEDERAL TAX DTD 11/2/09 6.625% 05/01/19		X	238,500.	188,188.
25,0000 FLORIDA ST DEPT ENV PROT PRES DTD 03/25/10 5.3% 07/01/10		X	255,898.	285,815.
250000 CHICAGO IL TRANS AUTH BUILD AMERICA 04/06/10 5.07% 12/01/20		X	250,023.	285,557.

## THE GRUBEN CHARITABLE FOUNDATION

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300000 CONNECTICUT ST SUBJ FED TAX	X		
04/28/10 4.807% 04/01/22		321,021.	343,350.
250000 PORT AUTH NY\$NJ CONS BD DTD	X		
07/01/09 6.04% 12/01/29		259,003.	315,883.
10,0000 PUERTO RICO ELEC PWR AUTH	X		
SYNCO INSD DTD 04/04/05 5% 07/01/17		106,139.	99,963.
TOTAL U.S. GOVERNMENT OBLIGATIONS			
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS		1,829,161.	1,952,896.
TOTAL TO FORM 990-PF, PART II, LINE 10A		1,829,161.	1,952,896.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AEGION CORP	122,212.	138,133.
APPLE COMPUTER INC COM	53,923.	79,826.
APTAR GROUP INC	52,435.	47,720.
AUTOMATIC DATA PROCESSING COM	168,644.	185,022.
BOLLORE INVESTISSEMENT	171,994.	271,881.
CANADIAN NATIONAL RAILWAY CO COM	101,528.	136,515.
CHEVRON CORP	164,065.	216,280.
CISCO SYSTEM INC COM	131,553.	135,581.
CITY NATIONAL CORP	165,031.	143,608.
CORNING INC COM	132,092.	124,307.
COVIDIAN PLC	128,890.	187,655.
CREE INC	60,280.	51,819.
CVS CORP COM	164,827.	241,750.
EMC CORP COM	148,982.	177,100.
EMERSON ELEC COM	133,574.	150,936.
ENCANA CORP COM	161,130.	106,704.
F5 NETWORKS INC	31,671.	51,490.
FIRST REPUBLIC BANK NEW DEP SHS	100,000.	104,596.
GASFRAC ENERGY SERVICES INC	101,277.	35,933.
GLAXOSMITHKLINE PLC SPONSORED ADR	165,937.	163,013.
HOME DEPOT	110,806.	231,938.
ILLUMINA INC	78,285.	83,385.
INTEL CORP COM	162,429.	164,444.
IPG PHOTONICS CORP	57,032.	73,315.
JOHNSON & JOHNSON	173,987.	192,775.
JOHNSON CONTROLS INC	207,426.	217,757.
LABORATORY CORP OF AMERICA HLDGS	123,208.	138,592.
MASTERCARD INC	102,800.	221,076.
MCDERMONTT INTERNATIONAL INC	47,256.	28,927.
MERCK & CO INC	33,227.	40,940.
MONSATO CO NEW COM	167,755.	212,962.
NESTLE S S S/ADR	106,687.	146,502.
NOVARTIS AG ADR	176,525.	205,725.

## THE GRUBEN CHARITABLE FOUNDATION

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NOVOZYMES A/S SEB B ORD	96,268.	112,814.
NXP SEMICONDUCTORS NV	33,843.	36,848.
PERRIGO CO COM	64,315.	156,045.
PITNEY BOWES INTL HLDGS INC SER A	584,800.	534,750.
PROCTOR & GAMBLE CO COM	169,437.	186,698.
SMART BALANCE INC	38,987.	116,100.
TERADATA CORP	114,865.	105,213.
TEVA PHARMACEUTICALS INDS LTD ADR	175,540.	130,690.
TORAY INDUSTRIES	115,343.	121,498.
WAL-MART STORES INC	200,547.	264,391.
XILINX INC COM	105,573.	112,066.
FIRST TRUST 3134 TACTICAL INC FD	349,919.	363,126.
US FIRST TRUST 3048-TACTICAL INC PORTFOLIO SERIES 7	249,965.	247,893.
US FIRST TRUST 3185-TACTICAL INC SERIES 10	349,784.	368,003.
US FIRST TRUST 3264-TACTICAL INCOME PORTFOLIO SERIES 11	250,002.	256,250.
STRATASYS LTD	109,515.	112,350.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,016,171.	7,932,942.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIRST TRUST TACTICAL INCOME	COST	1,499,994.	1,536,596.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,499,994.	1,536,596.

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	<b>THE GRUBEN CHARITABLE FOUNDATION</b>	<b>26-1944179</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>C/O J ROBERT CASEY, 400 ATLANTIC AVE</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BOSTON, MA 02110-3333</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**J ROBERT CASEY, GOULSTON & STORRS**

- The books are in the care of ► **400 ATLANTIC AVE - BOSTON, MA 02110-3333**  
Telephone No ► **617-482-1776** FAX No. ► **617-574-7584**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.  
► ☒ calendar year **2012** or  
► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>6,000.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>0.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>6,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

FIRST AMENDMENT TO THE

DIANA OEHRLI CHARITABLE TRUST

With reference to the Declaration of Trust dated as of October 1, 2007, by and between myself as Settlor, and as Trustee, creating the DIANA OEHRLI CHARITABLE TRUST, I hereby amend said Declaration as of December 10, 2012 pursuant to the powers reserved to me in Article VII thereof, as follows:

1. By deleting ARTICLE I in its entirety and by inserting, in lieu thereof the following new ARTICLE I:

"I. This trust may be referred to and shall be named THE GRUBEN CHARITABLE FOUNDATION".

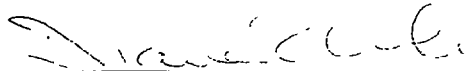
2. Except as herein amended, said Declaration of Trust shall be and remain in full force and effect in accordance with the terms, provisions and conditions thereof.

\* \* \* \* \*


IN WITNESS WHEREOF, Diana Oehrli has set her hand and seal as Settlor and as Trustee, as of December 10, 2012.

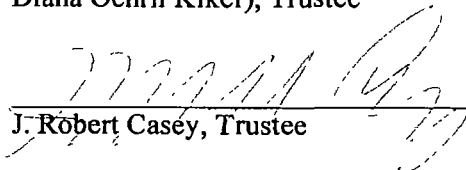
This instrument may be executed in any number of counterpart copies, each of which counterpart copies shall be deemed an original for all purposes and any of which may be filed for record.

This trust, executed by the parties hereto, shall take effect as a sealed instrument.

  
Diana Oehrli, Settlor and Trustee

We, Diana Oehrli and J. Robert Casey, current Trustees of the DIANA OEHRLI CHARITABLE TRUST, under Declaration of Trust dated as of October 1, 2007, hereby acknowledge that we have received this fully executed First Amendment to said Declaration of Trust, which First Amendment is dated as of December 10, 2012, and we hereby consent to the same this 10<sup>th</sup> day of December, 2012.

  
Diana Oehrli (formerly known as  
Diana Oehrli Kiker), Trustee

  
J. Robert Casey, Trustee