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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation Grimshaw-Gudewicz Charitable Foundation c/o A Shabshelowitz co-trustee		A Employer identification number 04-6778721	
Number and street (or P O box number if mail is not delivered to street address) 263 Walnut Street		B Telephone number (see instructions) (508) 672-2182	
City or town, state or province, country, and ZIP or foreign postal code Fall River, MA 02720		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 30,410,352		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	73	73		
	4 Dividends and interest from securities.	693,057	693,057		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,870,974			
	b Gross sales price for all assets on line 6a 9,776,140				
	7 Capital gain net income (from Part IV, line 2) . . .		1,870,974		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
Operating and Administrative Expenses	11 Other income (attach schedule)	936	-359		
	12 Total. Add lines 1 through 11	2,565,040	2,563,745		
	13 Compensation of officers, directors, trustees, etc	246,713	172,699		74,014
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	11,910	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	75,219	27,580		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	445	200		245
	24 Total operating and administrative expenses. Add lines 13 through 23	334,287	200,479		74,259
	25 Contributions, gifts, grants paid	1,400,000			1,400,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,734,287	200,479		1,474,259
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	830,753			
	b Net investment income (if negative, enter -0-)		2,363,266		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	639,399	2,458,288	2,458,288
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	16,281,873	<input checked="" type="checkbox"/> 16,415,051	22,844,728
	c	Investments—corporate bonds (attach schedule).	156,880	<input checked="" type="checkbox"/> 147,250	144,396
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,442,467	<input checked="" type="checkbox"/> 4,184,731	4,959,984
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 7,602	<input checked="" type="checkbox"/> 2,956	<input checked="" type="checkbox"/> 2,956
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	22,528,221	23,208,276	30,410,352
	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 ▶ _____)	<input checked="" type="checkbox"/> 193,918	<input checked="" type="checkbox"/> 43,220	
	23	Total liabilities (add lines 17 through 22)	193,918	43,220	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	16,279,503	16,279,503	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	6,054,800	6,885,553	
	30	Total net assets or fund balances (see page 17 of the instructions)	22,334,303	23,165,056	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	22,528,221	23,208,276	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	22,334,303
2	Enter amount from Part I, line 27a	2	830,753
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	23,165,056
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	23,165,056

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Publicly Traded Securities	P		
b	Capital Gains Dividends	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 9,696,991		7,905,166	1,791,825
b 79,149			79,149
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			1,791,825
b			79,149
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,870,974
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,392,817	25,188,664	0 055295
2011	1,390,186	24,650,435	0 056396
2010	1,367,303	23,559,121	0 058037
2009	1,352,845	20,766,311	0 065146
2008	1,331,963	25,310,589	0 052625

2 Total of line 1, column (d).	2	0 287499
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 057500
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	28,779,915
5 Multiply line 4 by line 3.	5	1,654,845
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	23,633
7 Add lines 5 and 6.	7	1,678,478
8 Enter qualifying distributions from Part XII, line 4. 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	8	1,474,259

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	47,265
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3		Add lines 1 and 2.		3	47,265
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	47,265
6		Credits/Payments			
a		2013 estimated tax payments and 2012 overpayment credited to 2013	6a	30,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	30,000
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	255
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	17,520
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2014 estimated tax 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?	1a	Yes	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
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 \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) NH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶Andrew Shabshelowitz co-trustee Telephone no ▶(508) 672-2182 Located at ▶263 Walnut Street Fall River MA ZIP +4 ▶02720			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, 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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

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

5a

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

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

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

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?

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

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?

Yes

No

b

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

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total

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

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	26,515,115
b	Average of monthly cash balances.	1b	2,670,073
c	Fair market value of all other assets (see instructions).	1c	33,000
d	Total (add lines 1a, b, and c).	1d	29,218,188
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	29,218,188
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	438,273
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,779,915
6	Minimum investment return. Enter 5% of line 5.	6	1,438,996

Part XI

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

1	Minimum investment return from Part X, line 6.	1	1,438,996
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	47,265
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	47,265
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,391,731
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,391,731
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,391,731

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,474,259
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,474,259
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,474,259
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,391,731
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				85,338
b From 2009.				327,965
c From 2010.				211,745
d From 2011.				186,056
e From 2012.				160,282
f Total of lines 3a through e.	971,386			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,474,259				
a Applied to 2012, but not more than line 2a			0	
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 2013 distributable amount.				1,391,731
e Remaining amount distributed out of corpus	82,528			
5 Excess distributions carryover applied to 2013 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,053,914			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	85,338			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	968,576			
10 Analysis of line 9				
a Excess from 2009. . . .				327,965
b Excess from 2010. . . .				211,745
c Excess from 2011. . . .				186,056
d Excess from 2012. . . .				160,282
e Excess from 2013. . . .				82,528

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed

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

b

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

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

c

Any submission deadlines

None

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,400,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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.

Signature of officer or trustee

2014-03-28

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

ANDREW SHABSHELOWITZ

Preparer's Signature

Date

2014-03-28

Check if self-employed

Yes

PTIN

P00939152

Firm's name

Shabshelowitz & Co CPA's

Firm's EIN

04-2650043

Firm's address

263 Walnut Street Fall River, MA 02720

Phone no


(508) 672-2182

Form 990-PF (2013)


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
49343	Trustee 10 00	49,342	0	0
7 Harwich Road Providence, RI 02906				
Andrew Shabshelowitz	Trustee 10 00	49,342	0	0
263 Walnut Street Fall River, MA 02720				
Arthur Parker	Trustee 10 00	49,343	0	0
8 Harbour Road Barrington, RI 02806				
Anne Fazendeiro	Trustee 10 00	49,343	0	0
173 Auburn Street New Bedford, MA 02740				
Bernard AG Taradash	Trustee 10 00	49,343	0	0
PO Box 488 Fall River, MA 02722				


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Altmont Lodge #26 PO Box 138 West Peterborough, NH 03468	None	Recognized Charity	General Support	2,100
Amos Fortune Forum PO Box 153 Jaffrey, NH 034520193	None	Recognized Charity	General Support	500
Andy's Summer Playhouse PO Box 601 Wilton, NH 030860601	None	Recognized Charity	General Support	500
Apple Hill Center for Chamber Music Apple Hill Road PO Box 217 East Sullivan, NH 034450217	None	Recognized Charity	General Support	2,000
Atlantis Charter School 2501 South Main Street Fall River, MA 02721	None	Recognized Charity	General Support	5,000
Blithewold Inc 101 Ferry Rd Bristol, RI 02809	None	Recognized Charity	General Support	29,000
Boys' and Girls' Club of New Bedford PO Box 1506 New Bedford, MA 02741	None	Recognized Charity	General Support	4,000
Bristol Community College 777 Elsbree St Fall River, MA 027207395	None	Recognized Charity	Support College Art Gallery	14,000
Brown University PO Box 1860 Providence, RI 02912	None	Recognized Charity	Scholarships and Support of University Operations	140,000
Buttonwood Park Zoological Society Inc 425 Hawthorne St New Bedord, MA 02740	None	Recognized Charity	General Support	3,000
Charlton Memorial Hospital Auxiliary Fund 363 Highland Ave Fall River, MA 02720	None	Recognized Charity	General Support	10,000
City of New Bedford 181 Hillman Street Bldg 3 New Bedford, MA 02740	None	Recognized Charity	General Support	6,000
College Light Opera Company 162 South Cedar Street Oberlin, OH 44074	None	Recognized Charity	General Support	2,000
Con Val High School 184 Hancock Road Peterborough, NH 03458	None	Recognized Charity	Scholarships	10,000
Concerts at the Point PO Box 3 Westport Point, MA 02791	None	Recognized Charity	General Support	3,000
Total  3a				1,400,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Dartmouth High School 555 Bakerville Road North Dartmouth, MA 02747	None	Recognized Charity	Scholarships	5,000
Dartmouth Natural Resources Trust PO Box P-17 404 Elm St Dartmouth, MA 02748	None	Recognized Charity	Historical Restoration Project	1,000
Dartmouth-Hitchcock Continuing Education One Medical Center Drive Lebanon, NH 037560001	None	Recognized Charity	General Support	124,000
Eastern Nazarene College 23 East Elm Ave Quincy, MA 021702999	None	Recognized Charity	Scholarships	52,000
Fall River High School Alumni Scholarships PO Box 2519 Fall River, MA 02722	None	Recognized Charity	Scholarships	6,000
Fall River Historical Society 457 Rock Street Fall River, MA 02720	None	Recognized Charity	General Support	2,000
Fall River United Jewish Appeal 385 High St Fall River, MA 02720	None	Recognized Charity	General Support	10,400
Faxon Animal Rescue League 474 Durfee Street Fall River, MA 02720	None	Recognized Charity	General Support	2,000
First Baptist Church of Fall River 228 North Main Street Fall River, MA 027202318	None	Recognized Charity	General Support	3,000
Franklin Pierce University College Road PO Box 60 Rindge, NH 034610060	None	Recognized Charity	General Support	140,000
Freetown Historical Society 3 Slab Bridge Road PO Box 253 Assonet, MA 02702	None	Recognized Charity	General Support	86,500
Happy Valley School 130 Gulf Road Peterborough, NH 03458	None	Recognized Charity	General Support	500
Harris Center for Conservation Education 341 Kings Highway Hancock, NH 03449	None	Recognized Charity	General Support	500
Home for Little Wanderers Inc 271 Huntington Ave Boston, MA 02130	None	Recognized Charity	General Support	3,000
John E Boyd Center 2028 Rodman St Fall River, MA 02721	None	Recognized Charity	General Support	2,500
Total  3a				1,400,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Katie Brown Educational Program 10 Purchase Street Fifth Floor Fall River, MA 02720	None	Recognized Charity	General Support	5,000
Lincoln School 301 Butler Avenue Providence, RI 02906	None	Recognized Charity	Scholarships	10,000
Lloyd Environmental Center 430 Potomska Road South Dartmouth, MA 02748	None	Recognized Charity	General Support	1,000
Lown Cardiovasular Research 21 Longwood Avenue Brookline, MA 024465239	None	Recognized Charity	Medical Research	14,000
Masonic Education and Charity Trust 186 Tremont Street Boston, MA 02111	None	Recognized Charity	Scholarships	140,000
Massachusetts Eye & Ear 243 Charles St Boston, MA 021142500	None	Recognized Charity	Eye Melanoma Research	7,500
Michael's Fund 966 Walnut St Fall River, MA 02720	None	Recognized Charity	General Support	5,000
Monadnock Chorus PO Box 540 Peterborough, NH 03458	None	Recognized Charity	General Support	500
Monadnock Community Day Care PO Box 262 Peterborough, NH 03458	None	Recognized Charity	General Support	500
Monadnock Community Hospital 452 Old Street Road Peterborough, NH 03458	None	Recognized Charity	Hospital Capital Fund	20,000
Monadnock Music 2A Concord St Peterborough, NH 03458	None	Recognized Charity	General Support	500
Monadnock United Way 23 Center Street Keene, NH 034313399	None	Recognized Charity	General Support	500
Monadnock Worksource 225 Concord Street PO Box 28 Peterborough, NH 03458	None	Recognized Charity	General Support	500
NEADS PO Box 213 West Boylston, MA 01583	None	Recognized Charity	General Support	500
National Brain Tumor Society 124 Watertown St Suite 3H Watertown, MA 024722500	None	Recognized Charity	Medical Research	2,000
Total  3a				1,400,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
New Bedford Community Rowing 1213 Purchase Street 2nd Floor New Bedford, MA 02740	None	Recognized Charity	General Support	3,000
New Bedford Free Public Library 613 Pleasant St New Bedford, MA 027406203	None	Recognized Charity	General Support	2,000
New Bedford High School 230 Hathaway Blvd New Bedford, MA 02740	None	Recognized Charity	Scholarships	22,000
New Bedford Oceanarium Corp PO Box 1906 New Bedford, MA 027411906	None	Recognized Charity	General Support	2,000
New Bedford Port Society 15 Johnny Cake Hill New Bedford, MA 02740	None	Recognized Charity	General Support	1,000
New Bedford Symphony Orchestra PO Box 2053 New Bedford, MA 02741	None	Recognized Charity	General Support	15,000
New Bedford Whaling Museum 18 Johnny Cake Hill New Bedford, MA 027406398	None	Recognized Charity	Support Public Education Programs	16,000
New Hampshire Association for the Blind 25 Walker Street Concord, NH 03301	None	Recognized Charity	Support Services for Blind	140,000
New Hampshire Public Radio 207 North Main Street Concord, NH 033015003	None	Recognized Charity	General Support	500
Old Rochester Regional High School 135 Marion Road Mattapoisett, MA 02739	None	Recognized Charity	Scholarships	2,000
Peterborough Fire Rescue Association Inc PO Box 244 Peterborough, NH 03458	None	Recognized Charity	General Support	500
Peterborough Historical Society 19 Grove St PO Box 58 Peterborough, NH 03458	None	Recognized Charity	General Support	6,500
Peterborough Players Hadley Rd PO Box 118 Peterborough, NH 03458	None	Recognized Charity	General Support	6,000
Peterborough Town Library 2 Concord St Peterborough, NH 034581515	None	Recognized Charity	General Support	1,500
River Center Family and Community Resource Center 46 Concord Street Peterborough, MH 03458	None	Recognized Charity	General Support	3,000
Total  3a				1,400,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Roger Williams University One Old Ferry Road Bristol,RI 028092921	None	Recognized Charity	Scholarships	3,000
Rotch-Jones-Duff House & Garden Museum Inc 396 County St New Bedford,MA 027404934	None	Recognized Charity	General Support	14,000
Saint Francis Xavier Foreign Mission Society PO Box 5857 Holliston,MA 017465857	None	Recognized Charity	General Support	38,500
Salve Regina University 100 Ochre Point Ave Newport,RI 028404192	None	Recognized Charity	Scholarships	5,000
Schepens Eye Research Institute 20 Staniford Street Boston,MA 021142500	None	Recognized Charity	Support Eye Research for Macular Degeneration	140,000
Share Foundation Inc 285 Old Westport Road North Dartmouth,MA 02747	None	Recognized Charity	General Support	4,500
Shriners Hospital for Children 51 Blossom St Boston,MA 021142699	None	Recognized Charity	General Support	5,000
Society for the Protection of NH Forests 54 Portsmouth St Concord,NH 033015400	None	Recognized Charity	General Support	10,000
St Andrews School Federal Road Barrington,RI 02806	None	Recognized Charity	Scholarships	7,000
Strawbery Banke PO Box 300 Portsmouth,NH 038020300	None	Recognized Charity	General Support	500
Temple Beth El 385 High St Fall River,MA 02720	None	Recognized Charity	General Support	1,000
Thomas Chew Boys & Girls Club PO Box 5155 Fall River,MA 02723	None	Recognized Charity	General Support	12,000
Union Congregational Church 33 Concord Street Peterborough,NH 03458	None	Recognized Charity	General Support	2,500
United Church of Assonet North Main St PO Box 155 Assonet,MA 02702	None	Recognized Charity	General Support	500
United States Equestrian Team PO Box 355 Gladstone,NJ 07934	None	Recognized Charity	General Support	2,500
Total  3a				1,400,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
United Way of Greater Fall River PO Box 2550 Fall River, MA 02722	None	Recognized Charity	General Support	2,500
University of NH Northeast Passage 107 Hewitt Hall 4 Library Way Durham, NH 03824	None	Recognized Charity	General Support	10,000
USS Massachusetts Memorial Committee 5 Water Street PO Box 111 Fall River, MA 02722	None	Recognized Charity	General Support	1,000
Waterfront Historic Area League of New Bedford 13 Hamilton Street New Bedford, MA 02740	None	Recognized Charity	General Support	3,000
Westport High School 19 Main Road Westport, MA 027904201	None	Recognized Charity	Scholarships	10,500
Westport Historical Society PO Box No 3031 Westport, MA 027900700	None	Recognized Charity	General Support	5,000
Westport Land Conservation Trust PO Box 3975 Westport, MA 027900700	None	Recognized Charity	Land Conservation	15,000
WGBH Educational Foundation One Guest St Boston, MA 02135	None	Recognized Charity	General Support	500
YMCA Southcoast Inc 199 North Main Street Fall River, MA 02720	None	Recognized Charity	General Support	7,500
Zeiterion Theatre PO Box 4084 New Bedford, MA 02741	None	Recognized Charity	Support Childrens Programs	1,000
Total  3a				1,400,000

TY 2013 Accounting Fees Schedule

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

EIN: 04-6778721

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Shabselowitz & Co CPA's	11,910	0		0

TY 2013 Investments Corporate Bonds Schedule

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

EIN: 04-6778721

Name of Bond	End of Year Book Value	End of Year Fair Market Value
150M SLM Corp 7.25% due 11/1/16	147,250	144,396

TY 2013 Investments Corporate

Stock Schedule

Name:

Grimshaw-Gudewicz Charitable Foundation

c/o A Shabshelowitz co-trustee

EIN:

04-6778721

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10000 Ace Ltd	437,933	1,035,300
7000 AT&T Inc	187,425	246,120
12500 Abbott Labs	265,483	479,125
9000 Apache Corp	679,573	773,460
30000 Bank of America Corporation	554,247	467,100
34000 Cisco Sys Inc	677,523	762,620
5000 Cummins Inc	185,940	704,850
84646 Double Eagle Pete Co	349,151	194,686
12000 Dow Chem Co	297,280	532,800
45000 General Electric Co	948,984	1,261,350
9100 Johnson & Johnson	510,661	833,469
15000 Marathon Oil Corp	382,434	529,500
7500 Microsoft Corp	248,400	280,575
3000 Nestle SA Sponsored Adr	133,141	220,770
35000 Pfizer Inc	674,253	1,072,050
8000 Royal Dutch Shell Plc Spon Adr B	506,394	600,880
8000 Thermo Fisher Scientific Inc	354,989	890,800
23000 WP Carey Inc	776,434	1,411,050
20000 General Mtrs Co Warrant exp 7/10/19	286,557	462,400
15000 Brookline Bancorp Inc	146,878	143,250
31868 General Mtrs Co	888,681	1,302,445
12000 Illinois Tool Wks Inc	607,549	1,008,960
25000 Leucadia Natl Corp	582,179	708,500
17000 Merck & Co Inc	566,319	850,850
4000 Seadrill Limited	149,681	164,320
1500 Apple Inc	757,225	841,530
22500 Boston Scientific Corp	132,835	270,450
25000 Brigus Gold Corp	21,149	19,500
22000 Newmont Mining Corp	740,003	506,660
10000 Phillips 66	312,810	771,300

Name of Stock	End of Year Book Value	End of Year Fair Market Value
13000 Total SA Sponsored Adr	576,903	796,510
1000 Markel Corp	480,445	580,350
25000 Crimson Wine Group Ltd	204,621	221,000
11000 Homefed Corp	360,433	402,600
4160 Royal Dutch Shell Plc Spon Adr A	267,390	296,483
10000 Verizon Communications Inc	456,800	491,400
5000 Hercules Tech Growth Cap Inc	75,400	82,000
10000 American Rlty Cap Pptys Inc	134,691	128,510
1000 Perrigo Co Plc	152,318	153,460
2500 Target Corp	156,300	158,175
1000 IBM	187,639	187,570

TY 2013 Investments - Other Schedule

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

EIN: 04-6778721

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
170856.359 Vanguard Fixed Income	AT COST	1,578,863	1,652,181
6000 Vanguard Specialized Portfolio	AT COST	294,099	451,440
8500 Vanguard Scottsdale Fds Int-Term Corp	AT COST	705,181	702,950
3000 Wisdomtree Tr Emerging Mkts	AT COST	130,253	138,270
70000 Eaton Vance Tax Mngd Gbl Dv Eq	AT COST	572,041	700,000
30000 H&Q Healthcare Fd	AT COST	384,529	809,100
10000 Eaton Vance Risk Mngd Div Eqty	AT COST	99,965	112,700
20000 First Trust High Income L/S Fd	AT COST	367,543	344,400
1764.698 Beck, Mack & Oliver Partners	AT COST	26,439	25,235
1280.111 Beck, Mack & Oliver Global Equity Fd	AT COST	25,818	23,708

TY 2013 Other Assets Schedule

Name: Grimshaw-Gudewicz Charitable Foundation

c/o A Shabselowitz co-trustee

EIN: 04-6778721

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Federal Income Tax Refundable	7,602	2,956	2,956

TY 2013 Other Expenses Schedule

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

EIN: 04-6778721

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Office Expense	245	0		245
Investment Fees	200	200		0

TY 2013 Other Income Schedule

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

EIN: 04-6778721

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership K-1s	1,295		1,295
Partnership K-1s	-359	-359	-359

TY 2013 Other Liabilities Schedule

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

EIN: 04-6778721

Description	Beginning of Year - Book Value	End of Year - Book Value
5000 Kinder Morgan Energy Partners	52,366	0
Securities Sold Short 20 Put APA exp 1/19/13	3,555	0
Securities Sold short 50 Put LUK exp 3/16/13	5,800	0
Securities Sold Short 20 Put AAPL exp 4/20/13	124,797	0
Securities Sold Short 50 Put AVP exp 4/20/13	7,400	0
Securities Sold Short 20 Put WPC exp 1/18/14	0	5,320
Securities Sold Short 20 Call TMO exp 3/22/14	0	3,700
Securities Sold Short 30 Put AKAM exp 2/22/14	0	9,330
Securities Sold Short 5 Call AAPL exp 2/22/14	0	7,350
Rederal Income Tax Payable	0	17,520

TY 2013 Taxes Schedule

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

EIN: 04-6778721

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes Withheld on Dividends	27,580	27,580		0
New Hampshire Filing Fee	75	0		0
Federal Excise Paid on Investment Income	47,564	0		0