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

OMB No 1545-0052

Form **990-PF**

2013

Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation THE GRISTMILL FOUNDATION C/O CANDIDA CUCHARO		A Employer identification number 11-3433997
Number and street (or P O box number if mail is not delivered to street address) 88 GRISTMILL LANE	Room/suite	B Telephone number (see instructions) 516-869-9119
City or town, state or province, country, and ZIP or foreign postal code MANHASSET NY 11030		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply		D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 250,325	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	704	704	704	
	4 Dividends and interest from securities	5,400	5,400	5,400	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 See Stmt	24,919			
	b Gross sales price for all assets on line 6a 157,453				
	7 Capital gain net income (from Part IV, line 2)		24,919		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	31,023	31,023	6,104		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) See Stmt	1,150			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt	203			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (att. sch) See Stmt	150	150			
24 Total operating and administrative expenses. Add lines 13 through 23	1,503	1,248	0	0	
25 Contributions, gifts, grants paid	12,500			12,500	
26 Total expenses and disbursements. Add lines 24 and 25	14,003	1,248	0	12,500	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	17,020				
b Net investment income (if negative, enter -0-)		29,775			
c Adjusted net income (if negative, enter -0-)			6,104		

For Paperwork Reduction Act Notice, see instructions.

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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		11,734	-772	-772
	2	Savings and temporary cash investments				
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0			
	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) See Stmt 5		153,683	144,165	154,033
	c	Investments – corporate bonds (attach schedule) See Stmt 6		50,000	88,991	97,064
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item l)		215,417	232,384	250,325	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		215,417	232,384	
30	Total net assets or fund balances (see instructions)		215,417	232,384		
31	Total liabilities and net assets/fund balances (see instructions)		215,417	232,384		

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	215,417
2	Enter amount from Part I, line 27a	2	17,020
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	-53
4	Add lines 1, 2, and 3	4	232,384
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	232,384

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 ML D-38- LT CAPITAL GAIN DISTRB			
b SCHD ATTACHED	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 0			5,391
b 157,453		137,925	19,528
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			
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	24,919
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 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	23,877	222,117	0.107497
2011	21,823	228,077	0.095683
2010	14,329	237,889	0.060234
2009	13,143	223,893	0.058702
2008	14,135	239,668	0.058977

2 Total of line 1, column (d)	2	0.381093
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	0.076219
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	236,991
5 Multiply line 4 by line 3	5	18,063
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	298
7 Add lines 5 and 6	7	18,361
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	12,500

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	596
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	596
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	596
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	3
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	599
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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 type="checkbox"/> NY		
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 2013 or the taxable year beginning in 2013 (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

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 ► N/A	13	X	
14	The books are in care of ► CANDIDA CUCHARO 88 GRISTMILL LANE, MANHASSET NY Located at ► MANHASSET NY ZIP+4 ► 11030 Telephone no ►			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 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? 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 <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? N/A	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20 <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 ► 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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	X

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

5a During the year did the foundation pay or incur any amount to

(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)? 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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **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 **7b**

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8				

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		▶

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 N/A	
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 N/A		
2		
All other program-related investments. See instructions. 3		
Total. Add lines 1 through 3		▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	235,119
b	Average of monthly cash balances	1b	5,481
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	240,600
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	240,600
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	3,609
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	236,991
6	Minimum investment return. Enter 5% of line 5	6	11,850

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	11,850
2a	Tax on investment income for 2013 from Part VI, line 5	2a	596
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	596
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,254
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	11,254
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,254

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	12,500
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	12,500
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	12,500

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				11,254
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009		2,062		
c From 2010		2,577		
d From 2011		10,573		
e From 2012		13,017		
f Total of lines 3a through e	28,229			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 12,500				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				11,254
e Remaining amount distributed out of corpus	1,246			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29,475			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	29,475			
10 Analysis of line 9				
a Excess from 2009		2,062		
b Excess from 2010		2,577		
c Excess from 2011		10,573		
d Excess from 2012		13,017		
e Excess from 2013		1,246		

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				N/A	
b	Check box to indicate whether the foundation is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				(e) Total	
	Tax year	Prior 3 years				
	(a) 2013	(b) 2012	(c) 2011	(d) 2010		
	6,104	7,886	8,494	7,810	30,294	
b	85% of line 2a	5,188	6,703	7,220	6,639	25,750
c	Qualifying distributions from Part XII, line 4 for each year listed	12,500	24,000	21,900	14,400	72,800
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	12,500	24,000	21,900	14,400	72,800
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					
	7,900	7,404	7,603	7,929	30,836	
c	"Support" alternative test – enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
N/A
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
N/A
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
N/A
- b** The form in which applications should be submitted and information and materials they should include
N/A
- c** Any submission deadlines
N/A
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
N/A

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 ADVENTURES IN LEARNING 65 HIGH STREET MANHASSET NY 11030				2,500
CAMP LOYALTOWN-AHRC GLEN AVENUE HUNTER NY 12442				2,000
MA SOC FOR PREVN OF CRULTY TO CHIL 99 SUMMER ST BOSTON MA 02110				500
FAMILY & CHILDRENS ASSOC 126 N. FRANKLIN ST HEMPSTEAD NY 11549				5,000
VISCARDI CENTER 201 IU WILLETS RD, ALBERTSON NY 11507				2,000
ART WORKS 288 NEW YORK AVE HUNTINGTON NY NY 11743				500
Total			▶ 3a	12,500
b Approved for future payment N/A				
Total			▶ 3b	

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... 1a(1) Cash X 1a(2) Other assets X 1b(1) Sales of assets to a noncharitable exempt organization X 1b(2) Purchases of assets from a noncharitable exempt organization X 1b(3) Rental of facilities, equipment, or other assets X 1b(4) Reimbursement arrangements X 1b(5) Loans or loan guarantees X 1b(6) Performance of services or membership or fundraising solicitations X 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1: N/A

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1: N/A

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

Sign Here

Signature of officer or trustee: Candice Cerchano, President, Date: 5/22/14

Title: President

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

Paid Preparer Use Only: Preparer's name: STEPHEN SERWATKA CPA, Preparer's signature: [Signature], Date: 5/7/14, Firm's name: Stephen Serwatka CPA P.C., Firm's address: 1 Mayfair Rd Eastchester, NY 10709, PTIN: P00038247, Firm's EIN: 26-2925577, Phone no: 914-268-0490

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SCHD ATTACHED				Purchase	20 \$	20 \$			
SCHD ATTACHED				Purchase	50,650	44,450			6,200
SCHD ATTACHED				Purchase	106,783	93,456			13,327
Total					\$ 157,453	\$ 137,926	\$ 0	\$ 0	\$ 19,527

ML-D< Cap:al gain dist

TOTAL 572
24919

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STEPHEN SERWATKA CPA P.C.	\$ 1,150	\$ 920	\$	\$
Total	\$ 1,150	\$ 920	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAX	\$ 123	\$ 123	\$	\$
NY STATE DEPT OF LAW	50	25	\$	\$
FOREIGN TAX WITHHELD- DIVIDENDS	30	30	\$	\$
Total	\$ 203	\$ 178	\$ 0	\$ 0

GRISTMILL FOUNDATION

2013 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return

The 2013 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available)

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
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SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.

COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)

MFS UTILITIES FUND SER TR VI UTILS CLC .4000 Sale	09/03/13	09/11/13	8 22	8 15	0 00	0 07	
BLACKROCK GLOBAL ALLOCATION FD INC C 2370 Sale	07/19/13	09/11/13	4 68	4 67	0 00	0 01	
LOOMIS SAYLES CORE PLUS BOND FUND CL C 5600 Sale	08/28/13	09/11/13	6 99	7 16	0 00	(0 17)	
Covered Short Term Capital Gains and Losses Subtotal			19.89	19.98	0.00	(0.09)	
NET SHORT TERM CAPITAL GAINS AND LOSSES			19.89	19.98	0.00	(0.09)	



Account No.
840-99D38

Taxpayer No.
11-3433997

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GRISTMILL FOUNDATION

2013 ANNUAL STATEMENT SUMMARY
2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
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LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.

COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)

MFS UTILITIES FUND								
SER TR VI UTILS CL C								
	1477.0000	Sale	02/15/12	09/11/13	30,361.77	25,571.14	0.00	4,790.63
CUSIP Number 552986705								
BLACKROCK GLOBAL ALLOCATION FDI INC C								
	878.0000	Sale	02/15/12	09/11/13	17,352.72	15,832.99	0.00	1,519.73
	6880	Sale	02/15/12	09/11/13	13.60	12.41	0.00	1.19
Security Subtotal					17,366.32	15,845.40	0.00	1,520.92
LOOMIS SAYLES CORE PLUS BOND FUND CL C								
	4.0000	Sale	02/15/12	09/11/13	49.95	51.90	1.95 (W)	0.00
	2.0000	Sale	02/15/12	09/11/13	24.97	25.95	0.98 (W)	0.00
	228.0000	Sale	02/15/12	09/11/13	2,847.09	2,958.15	0.00	(111.06)
Security Subtotal					2,922.01	3,036.00	2.93	(111.06)
Covered Long Term Capital Gains and Losses Subtotal					50,650.10	44,452.54	2.93	6,200.49

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

GENERAL ELECTRIC CAPITAL PUBLIC INCOME NOTES								
6.00% APRIL 24, 2047								
	2000.0000	Redemption	04/17/07	01/18/13	50,000.00	50,000.00	0.00	0.00
CUSIP Number 369622451								
FIRST EAGLE GLOBAL CLASS C								
	334.0000	Sale	02/25/10	09/11/13	17,459.52	13,025.28	0.00	4,434.24
	.5070	Sale	02/25/10	09/11/13	26.50	19.77	0.00	6.73
Security Subtotal					17,486.02	13,045.05	0.00	4,440.97

GRISTMILL FOUNDATION

2013 ANNUAL STATEMENT SUMMARY
2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-B

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
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IVY ASSET STRATEGY FUND CL C CUSIP Number 466000734

248,000	Sale	02/25/10	09/11/13	7,053.67	5,223.93	0.00	1,829.74	
.3430	Sale	11/01/11	09/11/13	9.76	7.31	0.00	2.45	
440,000	Sale	11/01/11	09/11/13	12,514.58	9,993.35	0.00	2,521.23	
633,000	Sale	02/25/10	09/12/13	17,932.89	13,333.66	0.00	4,599.23	
0670	Sale	11/01/11	09/12/13	1.90	1.43	0.00	0.47	
Security Subtotal							8,953.12	

PIMCO TOTAL RETURN FD CL C CUSIP Number 693390429

168,000	Sale	02/25/10	09/11/13	1,778.83	1,845.01	0.00	(66.18)	
4920	Sale	02/25/10	09/11/13	5.21	5.41	0.00	(0.20)	
.0910	Sale	11/01/11	09/11/13	0.96	1.00	0.00	(0.04)	
Security Subtotal							(66.42)	
Noncovered Long Term Capital Gains and Losses Subtotal							13,327.67	

NET LONG TERM CAPITAL GAINS AND LOSSES 19,528.16

TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES 157,453.81

(W) This transaction has been identified as a "Wash Sale" based on IRS regulations. The Wash Sale Loss Disallowed column reflects the deferred loss amount. The cost basis of the related transaction(s) has been adjusted by the deferred loss amount from either the cost basis on purchases or proceeds from short sales. Please refer to the instructions for Form 8949 for how to report the deferred loss amount and applicable adjustment code.

2013 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES (0.09)	NONCOVERED SHORT TERM GAINS/LOSSES 0.00	COVERED LONG TERM GAINS/LOSSES 6,200.49	NONCOVERED LONG TERM GAINS/LOSSES 13,327.67
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EMASM Fiscal Statement

GRISTMILL FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		5.93	5.93			
4,222	ML BANK DEPOSIT PROGRAM	04/01/11	4,222.00	4,222.00			1.27
	Total Cash and Money Funds		4,227.93	4,227.93			1.27

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Mutual Funds/Closed End Funds/UIT					
1,432	PUTNAM EQUITY INCOME FUND CL C	09/11/13	29,078.60	29,055.28	(23.32)	262.00
	0500 Fractional Share	12/30/13	1.01	1.01		
345	FIRST EAGLE GLOBAL CLASS C	02/25/10	14,810.05	18,160.80	3,350.75	1.00
	1250 Fractional Share	02/25/10	4.87	6.58	1.71	
438	IVY SCIENCE AND TECHNOLOGY FD CL C	09/12/13	18,487.06	20,511.54	2,024.48	
	1830 Fractional Share	12/12/13	8.15	8.57	0.42	
1,325	PRUDENTIAL FINANCIAL SERVICES FUND CL C	09/11/13	19,632.62	19,371.50	(261.12)	
	8690 Fractional Share	12/23/13	12.54	12.70	0.16	

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 Statement Period Year Ending 12/31/13
 Account No 840-99D38

EMASM Fiscal Statement

GRISTMILL FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
953	LORD ABBETT FLOATING RATE FUND CL C 8070 Fractional Share	09/11/13	9,049.41	9,063.03	13.62	366.00
4,972	UNIT 3940 TARGET DIVSD DVD 1Q 13 TERM 4/9/14 MONTHLY CASH .1045 Fractional Share	12/18/13	7.67	7.67		1.00
454	MFS UTILITIES FUND SER TR VI UTILS CL C .1150 Fractional Share	01/22/13	51,808.53	60,459.52	8,650.99	1,935.00
959	BLACKROCK GLOBAL ALLOCATION FD INC C 2670 Fractional Share	12/30/13	1.26	1.27	0.01	1.00
1,271	PIMCO TOTAL RETURN FD CL C .5080 Fractional Share	02/15/12	8,013.02	9,425.04	1,412.02	191.00
573	FIDELITY ADV INDUSTRIALS CL C 7150 Fractional Share	12/10/13	2.35	2.39	0.04	1.00
477	FIDELITY ADV ENERGY FD CL C 4650 Fractional Share	02/15/12	17,362.16	18,959.43	1,597.27	126.00
1,092	LOOMIS SAYLES CORE PLUS BOND FUND CL C	12/18/13	5.15	5.28	0.13	1.00
		02/25/10	13,934.51	13,586.99	(347.52)	192.00
		02/25/10	5.57	5.43	(0.14)	1.00
		09/11/13	18,095.48	20,043.54	1,948.06	
		12/23/13	24.59	25.01	0.42	
		09/11/13	18,594.75	18,412.20	(182.55)	4.00
		12/23/13	17.64	17.95	0.31	
		02/15/12	14,188.64	13,944.84	(243.80)	445.00

Mutual Funds/Closed End Funds/UIT

PLEASE SEE REVERSE SIDE
 Statement Period Year Ending 12/31/13
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 Account No 840-99D38

EMASM Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
.7590	Fractional Share	12/17/13	9.70	9.69	(0.01)	1.00
Total Mutual Funds/Closed End Funds/UIT			233,155.33	251,097.26	17,941.93	3,528.00
①	Stocks/Funds		144,164.54	154,633.19		
②	Bonds/Funds		88,990.79	97,064.07		
			<u>233,155.33</u>	<u>251,097.26</u>		

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 Statement Period Year Ending 12/31/13
 Account No 840-99D38

957PF THE GRISTMILL FOUNDATION

11-3433997

FYE: 12/31/2013

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$		\$	
ML ANNUAL FEE	150	150		
Total	\$ 150	\$ 150	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SCHD ATTACHED	\$ 153,683	\$ 144,165	Cost	\$ 154,033
Total	\$ 153,683	\$ 144,165		\$ 154,033

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SCHD ATTACHED	\$ 50,000	\$ 88,991	Cost	\$ 97,064
Total	\$ 50,000	\$ 88,991		\$ 97,064

Federal Statements

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
MISC ADJMT	\$ -53
Total	\$ -53

957PF THE GRISTMILL FOUNDATION

11-3433997

FYE: 12/31/2013

Federal Statements

Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
CANDIDA CUCHARO 88 GRISTMILL LANE MANHASSET NY 11030	OFFICER/DIRE	0.00	0	0	0
ROBERT SPANO 13129 BLOOMFIELD STREET SHERMAN OAKS CA 91423	DIRECTOR	0.00	0	0	0
MARY GIORDANO 27 SLOCUM AVENUE PORT WASHINGTON NY 11050	DIRECTOR	0.00	0	0	0
STEPHEN CUCHARO 166 E 35TH STREET NEW YORK NY 10016	DIRECTOR	0.00	0	0	0
JOHN MCKEGNEY 111 ELMSMERE ROAD MT VERNON NY 10552	DIRECTOR	0.00	0	0	0
HOWARD JURIST 88 GRISTMILL LANE MANHASSET NY 11030	OFFICER/DIRE	0.00	0	0	0
ELENA CARNEVALI 8 GAIL COURT HUNTINGTON NY 11743	DIRECTOR	0.00	0	0	0