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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning APR 1, 2014, and ending MAR 31, 2015

Name of foundation REUBEN AND LIZZIE GROSSMAN FOUNDATION INC.		A Employer identification number 20-3918661
Number and street (or P.O. box number if mail is not delivered to street address) GROSSMAN OFF.1266 FURNACE BROOK PARKWAY	Room/suite 408	B Telephone number 617-773-0400
City or town, state or province, country, and ZIP or foreign postal code QUINCY, MA 02169		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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) \$ 1,745,503.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,000.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	36,458.	36,458.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	78,895.			
	b Gross sales price for all assets on line 6a	248,243.			
	7 Capital gain net income (from Part IV, line 2)		78,895.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit (or loss)					
11 Other income	-25.	-25.		STATEMENT 2	
12 Total Add lines 1 through 11	116,328.	115,328.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	11,150.	10,592.		558.
	14 Other employee salaries and wages	16,332.	0.		817.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	5,037.	0.		252.
	c Other professional fees	9,130.	0.		417.
	17 Interest				
	18 Taxes	1,751.	0.		65.
	19 Depreciation and depletion				
	20 Occupancy	1,712.	0.		86.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	2,347.	0.		118.
	24 Total operating and administrative expenses. Add lines 13 through 23	47,459.	10,592.		2,313.
	25 Contributions, gifts, grants paid	79,846.			79,846.
26 Total expenses and disbursements. Add lines 24 and 25	127,305.	10,592.		82,159.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-10,977.				
b Net investment income (if negative enter -0-)		104,736.			
c Adjusted net income (if negative, enter -0-)			N/A		

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11-24-14

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 990-PF (2014)

21

**REUBEN AND LIZZIE GROSSMAN FOUNDATION
INC.**

Form 990-PF (2014)

20-3918661

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	44,391.	117,662.	117,662.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	41,565.	39,664.	41,178.
	b Investments - corporate stock STMT 8	726,047.	729,411.	1,344,806.
	c Investments - corporate bonds STMT 9	331,568.	245,857.	240,857.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	1,000.	1,000.	1,000.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,144,571.	1,133,594.	1,745,503.	
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			
	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 <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,144,571.	1,133,594.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	1,144,571.	1,133,594.	
	31 Total liabilities and net assets/fund balances	1,144,571.	1,133,594.	

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	1,144,571.
2 Enter amount from Part I, line 27a	2	-10,977.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,133,594.
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	1,133,594.

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11-24-14

Form 990-PF (2014)

REUBEN AND LIZZIE GROSSMAN FOUNDATION

Form 990-PF (2014)

INC.

20-3918661

Page **3**

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 248,243.		169,348.	78,895.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			78,895.

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	78,895.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): { If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

Part 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))
2013	76,942.	1,682,495.	.045731
2012	74,767.	1,581,656.	.047271
2011	83,436.	1,515,072.	.055071
2010	61,851.	1,678,936.	.036839
2009	90,677.	1,548,121.	.058572

2 Total of line 1, column (d)	2	.243484
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	.048697
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,756,512.
5 Multiply line 4 by line 3	5	85,537.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,047.
7 Add lines 5 and 6	7	86,584.
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	82,159.

REUBEN AND LIZZIE GROSSMAN FOUNDATION

Form 990-PF (2014)

INC.

20-3918661

Page 4

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)		1	2,095.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	2,095.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	2,095.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 1,464.	7	1,464.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	631.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

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. \$ 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? 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) <u>MA</u>		
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 2014 or the taxable year beginning in 2014 (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

Form 990-PF (2014)

**REUBEN AND LIZZIE GROSSMAN FOUNDATION
INC.**

Form 990-PF (2014)

20-3918661

Page 5

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 ▶ THOMAS S. GROSSMAN, TREASURER Telephone no. ▶ 617-773-0400 Located at ▶ GROSSMAN OFFICE, 1266 FURNACE BROOK PARKWAY, STE 4 ZIP+4 ▶ 02169						
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A				
16 At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶	16	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%; text-align: center;">Yes</td> <td style="width:50%; text-align: center;">No</td> </tr> <tr> <td style="text-align: center;">X</td> <td style="text-align: center;">X</td> </tr> </table>	Yes	No	X	X
Yes	No					
X	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 checked="" type="checkbox"/> Yes <input 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	1a	X	
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 ▶ <input type="checkbox"/>	1b	X	
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 2014?	1c		X
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____ 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____	2b		
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 2014 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 2014.) 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 2014?	4b		X

Form 990-PF (2014)

**REUBEN AND LIZZIE GROSSMAN FOUNDATION
INC.**

Form 990-PF (2014)

20-3918661

Page 6

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 4945(d)(4)(A)? (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

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES B. GROSSMAN 42 CENTRAL AVE SOUTH BURLINGTON, VT 05403	PRESIDENT 1.00	0.	0.	0.
THOMAS S. GROSSMAN P.O. BOX 738 ROCKPORT, MA 01966	TREASURER & CLERK 1.00	11,150.	0.	0.

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

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

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

▶ 0

Form 990-PF (2014)

REUBEN AND LIZZIE GROSSMAN FOUNDATION

Form 990-PF (2014)

INC.

20-3918661

Page 7

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	0.

Form 990-PF (2014)

**REUBEN AND LIZZIE GROSSMAN FOUNDATION
INC.**

Form 990-PF (2014)

20-3918661 Page 8

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	1,650,937.
b	Average of monthly cash balances	1b	132,324.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,783,261.
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	1,783,261.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,749.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,756,512.
6	Minimum investment return. Enter 5% of line 5	6	87,826.

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	87,826.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,095.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,095.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85,731.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	85,731.
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	85,731.

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	82,159.
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	82,159.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	82,159.

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.

Form 990-PF (2014)

**REUBEN AND LIZZIE GROSSMAN FOUNDATION
INC.**

Form 990-PF (2014)

20-3918661 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				85,731.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			79,846.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 82,159.			79,846.	
a Applied to 2013, but not more than line 2a			79,846.	
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 2014 distributable amount				2,313.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				83,418.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

423581
11-24-14

Form **990-PF** (2014)

Page 10

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

	4942(1)(3) or		4942(1)(5)
--	---------------	--	------------

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

[illegible]

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).)

NONE

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.

NONE

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*

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

c Any submission deadlines:

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

REUBEN AND LIZZIE GROSSMAN FOUNDATION
INC.

Form 990-PF (2014)

20-3918661 Page 11

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				
CAMERA	N/A	CHARITABLE	CHARITABLE	291.
CONGENITAL HEART WALK	N/A	CHARITABLE	CHARITABLE	300.
CONGREGATION K'HAL SASREGEN	N/A	PUBLIC	CHARITABLE	750.
CROWN TROPHY - STUDENT AWARDS PROGRAM	N/A	CHARITABLE	EDUCATIONAL	421.
HEBREW UNION COLLEGE	N/A	SCHOOL	EDUCATIONAL	250.
Total			SEE CONTINUATION SHEET(S)	79,846.
b Approved for future payment				
NONE				
Total				0.

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

423621
11-24-14

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	NOVARTIS AG-ADR - SOLD 500 SH	P	VARIOUS	04/08/14
b	VODAFONE PLC - SOLD 545 SH	P	12/21/11	04/08/14
c	SBC COMMUNICATIONS-5.625%-6/15/16	P	04/29/09	07/15/14
d	AT&T 2.5%-8/15/15 - 6M	P	VARIOUS	07/15/14
e	CITIGROUP 4.587% 12/15/15 - 14M	P	VARIOUS	07/29/14
f	SIMON PROPERTY GROUP 5.25%-12/1/16-15M	P	04/29/09	09/10/14
g	COCA COLA - SOLD 900 SH	P	02/13/73	11/07/14
h	BHP BILLITON LTD - SOLD 250 SH	P	06/19/09	11/07/14
i	PETROBRAS INTL 3.875-1/27/16 - 15M	P	VARIOUS	11/20/14
j	CITIGROUP 4.587% 12/15/15 - 1M	P	05/28/13	12/09/14
k	COVIDIEN/MEDTRONIC MERGER	P	02/19/08	01/27/15
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 41,677.		27,599.	14,078.
b 19,584.		26,538.	-6,954.
c 27,369.		26,038.	1,331.
d 6,142.		6,214.	-72.
e 14,713.		14,666.	47.
f 16,287.		16,624.	-337.
g 37,930.		1,375.	36,555.
h 14,936.		14,052.	884.
i 15,066.		15,504.	-438.
j 1,039.		1,055.	-16.
k 53,500.		19,683.	33,817.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			14,078.
b			-6,954.
c			1,331.
d			-72.
e			47.
f			-337.
g			36,555.
h			884.
i			-438.
j			-16.
k			33,817.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	78,895.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

REUBEN AND LIZZIE GROSSMAN FOUNDATION
INC.

20-3918661

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HANOCRAFT INC - STUDENT AWARDS PROGRAM	N/A	CHARITABLE	EDUCATIONAL	434.
NEIGHBORHOOD CLUB OF QUINCY	N/A	SCHOOL	EDUCATIONAL	1,635.
ARCHBISHOP HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
BRAINTREE HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
BRANDEIS UNIVERSITY	N/A	SCHOOL	EDUCATIONAL	500.
COLBY COLLEGE	N/A	SCHOOL	EDUCATIONAL	5,200.
COMBINED JEWISH PHILANTHROPIES	N/A	PUBLIC	CHARITABLE	4,000.
HANOVER HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
HEBREW COLLEGE	N/A	SCHOOL	EDUCATIONAL	2,500.
HEBREW SENIOR LIFE	N/A	CHARITABLE	CHARITABLE	4,500.
Total from continuation sheets				77,834.

**REUBEN AND LIZZIE GROSSMAN FOUNDATION
INC.**

20-3918661

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HINGHAM HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
HULL HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
JEWISH FAMILY & CHILDRENS SERVICES	N/A	PUBLIC	CHARITABLE	4,600.
LOWN CARDIOVASCULAR GROUP	N/A	CHARITABLE	CHARITABLE	3,000.
MAIMONODIES SCHOOL	N/A	SCHOOL	EDUCATIONAL	2,600.
MARSHFIELD HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
MILTON HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
NEEDHAM PUBLIC SCHOOLS	N/A	SCHOOLS	EDUCATIONAL	1,500.
NEW ENGLAND HEBREW ACADEMY	N/A	SCHOOL	EDUCATIONAL	8,050.
NORTH QUICNCY HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
Total from continuation sheets				

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REUBEN AND LIZZIE GROSSMAN FOUNDATION
INC.

20-3918661

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORWELL HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
QUINCY HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
RANDOLPH HIGH SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
ROFEH INTERNATIONAL	N/A	PUBLIC	CHARITABLE	2,250.
SHALEM FOUNDATION	N/A	CHARITABLE	CHARITABLE	1,100.
TEMPLE AHAVATH ACHIM	N/A	RELIGIOUS	RELIGIOUS	3,600.
TEMPLE EMANUEL	N/A	RELIGIOUS	RELIGIOUS	3,800.
TEMPLE ISRAEL	N/A	RELIGIOUS	RELIGIOUS	2,275.
THAYER ACADEMY	N/A	SCHOOL	EDUCATIONAL	1,500.
TOWN OF ABINGTON	N/A	COMMUNITY	EDUCATIONAL	1,500.
Total from continuation sheets				

REUBEN AND LIZZIE GROSSMAN FOUNDATION
INC.

20-3918661

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TOWN OF ROCKLAND	N/A	COMMUNITY	EDUCATIONAL	1,500.
WEYMOUTH PUBLIC SCHOOLS	N/A	SCHOOL	EDUCATIONAL	1,500.
WOODWARD SCHOOL	N/A	SCHOOL	EDUCATIONAL	1,500.
PEOPLE ADVOCATING FOR LEONBERGERS	N/A	CHARITABLE	CHARITABLE	600.
TEMPLE B'NAI ABRAHAM	N/A	RELIGIOUS	RELIGIOUS	500.
WISE MARINE	N/A	SCHOOL	EDUCATIONAL	1,190.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABBOTT					
LABORATORIES	900.	0.	900.	900.	
ANALOG DEVICES	755.	0.	755.	755.	
AT&T, INC	95.	0.	95.	95.	
BANK OF AMERICA					
CORP MTN	297.	0.	297.	297.	
BHP BILLITON	310.	0.	310.	310.	
CHEVRON CORP	1,712.	0.	1,712.	1,712.	
CHUBB	800.	0.	800.	800.	
CITIGROUP	16.	0.	16.	16.	
CITIGROUP	275.	0.	275.	275.	
COCA COLA	823.	0.	823.	823.	
COLGATE-PALMOLIVE	576.	0.	576.	576.	
COVIDIEN	680.	0.	680.	680.	
CULLEN FROST					
BANKERS	408.	0.	408.	408.	
DEERE & CO	578.	0.	578.	578.	
DISNEY	690.	0.	690.	690.	
EATON VANCE					
FLOATINGRATE	924.	0.	924.	924.	
ECOLAB INC	693.	0.	693.	693.	
ENTERGY CORP	275.	0.	275.	275.	
FEDEX CORP	300.	0.	300.	300.	
FIFTH THIRD					
BANCORP	261.	0.	261.	261.	
GENERAL ELECTRIC	221.	0.	221.	221.	
GENERAL ELECTRIC	1,335.	0.	1,335.	1,335.	
GOLDMAN SACHS	313.	0.	313.	313.	
HOME DEPOT	51.	0.	51.	51.	
HONEYWELL INT'L	1,161.	0.	1,161.	1,161.	
INTEL CORP	457.	0.	457.	457.	
JOHNSON & JOHNSON	1,400.	0.	1,400.	1,400.	
JOHNSON CONTROLS	460.	0.	460.	460.	
JP MORGAN CHASE	1,106.	0.	1,106.	1,106.	
KEYCORP MTN	178.	0.	178.	178.	
KRAFT FOODS	172.	0.	172.	172.	
MARRIOTT INT'L	400.	0.	400.	400.	
MCKESSON CORP	134.	0.	134.	134.	
MET LIFE	346.	0.	346.	346.	
METLIFE V/R PFD	608.	0.	608.	608.	
MICROSOFT	1,534.	0.	1,534.	1,534.	
MONSANTO	184.	0.	184.	184.	
NEXTERRA ENERGY	883.	0.	883.	883.	
NOVARTIS AG	1,380.	0.	1,380.	1,380.	
OCCIDENTAL					
PETROLEUM	864.	0.	864.	864.	

REUBEN AND LIZZIE GROSSMAN FOUNDATION IN

20-3918661

PAYCHEX INC	1,490.	0.	1,490.	1,490.
PETROBRAS INTL	277.	0.	277.	277.
PFIZER	1,060.	0.	1,060.	1,060.
PNC FUNDING	186.	0.	186.	186.
PROCTOR & GAMBLE	901.	0.	901.	901.
QUALCOMM	420.	0.	420.	420.
ROCHE HOLDINGS LTD	1,331.	0.	1,331.	1,331.
SBC COMM	685.	0.	685.	685.
SCHLUMBERGER LTD	960.	0.	960.	960.
SIMON PROPERTY GROUP	256.	0.	256.	256.
SSGA INST LIQUID RESERVES	2.	0.	2.	2.
STATE OF ISRAEL	17.	0.	17.	17.
SUNTRUST BKS	348.	0.	348.	348.
TEXAS INSTRUMENTS	960.	0.	960.	960.
TIME WARNER	157.	0.	157.	157.
TOTAL CAPITAL	309.	0.	309.	309.
TYCO ELECTRONICS	983.	0.	983.	983.
US TSYLNF .125%	-689.	0.	-689.	-689.
US TSYLNF .375%	-538.	0.	-538.	-538.
VERIZON COMMUNICATION	568.	0.	568.	568.
WALMART STORES	960.	0.	960.	960.
WELLS FARGO	1,260.	0.	1,260.	1,260.
TO PART I, LINE 4	36,458.	0.	36,458.	36,458.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION PROCEEDS	22.	22.	
SECURITY WRITE-OFF	-47.	-47.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-25.	-25.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	5,037.	0.		252.	
TO FORM 990-PF, PG 1, LN 16B	5,037.	0.		252.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	8,334.	0.		417.	
STATE STREET CUSTODIAL	796.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	9,130.	0.		417.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	1,309.	0.		65.	
MASS TAX	35.	0.		0.	
FOREIGN W/H TAX	407.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,751.	0.		65.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	618.	0.		31.	
TELEPHONE	664.	0.		33.	
OFFICE EXPENSES	226.	0.		11.	
OTHER BANKS FEES	170.	0.		9.	
MISC.	497.	0.		25.	
COMPUTER	172.	0.		9.	
TO FORM 990-PF, PG 1, LN 23	2,347.	0.		118.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
15,000 US TSY INFL INDEX 2.125%	X		17,301.	17,978.	
20,000 US TYS INFL INDEX 1.375%	X		22,363.	23,200.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			39,664.	41,178.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			39,664.	41,178.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
100 MONSANTO			11,599.	11,254.
1000 ABBOTT LABORATORIES			20,841.	46,330.
1000 PAYCHEX INC			35,095.	49,615.
1000 PFIZER			811.	34,790.
1200 ROCHE HOLDINGS			26,593.	41,256.
1300 MICROSOFT CORP			48,810.	52,851.
1500 GENERAL ELECTRIC			1,433.	37,215.
200 COLGATE-PALMOLIVE			15,257.	27,736.
200 CULLEN FROST BANKERS			12,003.	13,816.
50 GOOGLE INC			12,500.	27,567.
250 DEERE & CO			20,581.	21,923.
250 QUALCOMM INC			11,421.	17,335.

REUBEN AND LIZZIE GROSSMAN FOUNDATION IN

20-3918661

263 VERIZON COMM.	12,286.	12,790.
2708.559 EATON VANCE FLOATING RATE	25,000.	24,350.
300 NEXTERA	21,647.	31,215.
300 OCCIDENTAL PETROLEUM	22,744.	21,900.
350 PROCTOR & GAMBLE	5,758.	28,679.
400 CHEVRON	16,392.	41,992.
400 CHUBB CORP	16,110.	40,440.
400 FEDEX CORP	43,738.	66,180.
500 ANALOG DEVICES	5,245.	31,500.
500 INTEL CORP	15,735.	15,635.
500 JOHNSON & JOHNSON	1,349.	50,300.
500 JOHNSON CONTROLS	16,822.	25,220.
500 MARRIOTT INT'L	19,997.	40,160.
500 WALMART STORES	29,772.	41,125.
600 DISNEY	20,685.	62,934.
600 ECOLAB	26,094.	68,628.
600 HONEYWELL INT'L INC	22,982.	62,586.
600 METLIFE INC V/R PFD	14,250.	14,874.
600 SCHLUMBERGER LTD	16,461.	50,064.
700 JP MORGAN CHASE	26,181.	42,406.
750 TEXAS INSTRUMENTS INC	17,303.	42,889.
900 WELLS FARGO	22,437.	48,960.
400 CITIGROUP	18,746.	20,608.
478 MEDTRONIC	35,905.	37,279.
545 NESTLE SA	38,007.	39,491.
120 CALIFORNIA RESOURCES	821.	913.
TOTAL TO FORM 990-PF, PART II, LINE 10B	729,411.	1,344,806.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
9,000 AT&T 2.50%	9,224.	9,060.
15,000 BANK OF AMERICA 3.625%	14,950.	15,365.
15,000 ENERGY CORP 3.625%	15,332.	15,174.
15,000 FIFTH THIRD BANCORP 3.625%	15,524.	15,323.
15,000 GENERAL ELECTRIC CAP 2.250%	15,262.	15,156.
15,000 GOLDMAN SACHS GROUP 3.625%	15,236.	15,321.
15,000 HOME DEPOT 5.400%	16,443.	15,660.
15,000 KEYCORP 3.75%	15,534.	15,164.
15,000 KRAFT FOODS 4.125%	15,876.	15,404.
15,000 MCKESSON 3.250%	15,655.	15,309.
15,000 METLIFE 6.75%	16,934.	16,009.
15,000 PNC FUNDING 2.75	15,443.	15,356.
15,000 SUNTRUST BKS 3.600%	15,581.	15,375.
15,000 TIME WARNER 3.15%	15,488.	15,109.
15,000 TOTAL CAPITAL	15,545.	15,255.
15,000 TYCO ELECTRONICS GROUP 6.550%	17,830.	16,817.
TOTAL TO FORM 990-PF, PART II, LINE 10C	245,857.	240,857.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1000 STATE OF ISRAEL BOND	COST	1,000.	1,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,000.	1,000.

990-PF

[illegible]

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(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction