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Form **990-PF**

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

OMB No. 1545-0052

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation GRAY MATTERS CHARITABLE FOUNDATION, INC.		A Employer identification number 58-2147850
Number and street (or P.O. box number if mail is not delivered to street address) 2200 CENTURY PARKWAY		B Telephone number 678-365-4754
Room/suite 100		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code ATLANTA, GA 30345		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) \$ 2,548,989. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I 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			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	3,297.	3,297.		STATEMENT 1
	4 Dividends and interest from securities	50.	50.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	3,716.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	7,063.	3,347.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	25,386.	5,077.		20,309.
	14 Other employee salaries and wages	35,159.	8,790.		26,369.
	15 Pension plans, employee benefits	5,241.	1,210.		4,031.
	16a Legal fees				
	b Accounting fees STMT 4	5,974.	5,190.		784.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	5,377.	1,220.		4,157.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,467.	1,093.		4,374.
	22 Printing and publications				
	23 Other expenses STMT 6	23,433.	19,065.		4,368.
	24 Total operating and administrative expenses. Add lines 13 through 23	106,037.	41,645.		64,392.
	25 Contributions, gifts, grants paid	584,683.			584,683.
26 Total expenses and disbursements. Add lines 24 and 25	690,720.	41,645.		649,075.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<683,657.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see the instructions.

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ATTACHMENT B (Page 2 of 29)

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GRAY MATTERS CHARITABLE FOUNDATION, INC.

58-2147850

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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	6,064.	2,852.	2,852.
	2 Savings and temporary cash investments	3,146,401.	2,496,309.	2,496,309.
	3 Accounts receivable ▶ 15.			
	Less: allowance for doubtful accounts ▶	99.	15.	15.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	51,200.	49,813.	49,813.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM RFSI)	7,586.	0.	0.
	16 Total assets (to be completed by all filers)	3,211,350.	2,548,989.	2,548,989.
	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 ▶ DUE TO M&O)	46,626.	67,922.		
23 Total liabilities (add lines 17 through 22)	46,626.	67,922.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	3,164,724.	2,481,067.		
30 Total net assets or fund balances	3,164,724.	2,481,067.		
31 Total liabilities and net assets/fund balances	3,211,350.	2,548,989.		

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	3,164,724.
2 Enter amount from Part I, line 27a	2	<683,657.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,481,067.
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	2,481,067.

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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	NONE			
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
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	
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	

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 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))
2009	441,490.	3,170,068.	.139268
2008	878,321.	4,678,714.	.187727
2007	1,156,068.	6,141,056.	.188252
2006	950,809.	2,216,783.	.428914
2005	1,544,622.	2,647,141.	.583506
2	Total of line 1, column (d)		1.527667
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		.305533
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		2,809,139.
5	Multiply line 4 by line 3		858,285.
6	Enter 1% of net investment income (1% of Part I, line 27b)		0.
7	Add lines 5 and 6		858,285.
8	Enter qualifying distributions from Part XII, line 4		649,075.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,500.
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	1,500.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,500.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	11	1,500.

Part VII Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3	X	
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ MS. EUGENIA TOPPLE Telephone no. ▶ 678-365-4750 Located at ▶ 2200 CENTURY PARKWAY, STE 100, ATLANTA, GA ZIP+4 ▶ 30345			
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 2010, 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 page 20 of 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 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		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2010 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 2010.) 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 2010?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? Yes No
 If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b	X	
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT A. PATTILLO 2200 CENTURY PARKWAY, SUITE 100, ATLA	PRESIDENT & DIRECTOR	0.00	0.	0.
ROBERT CARVALHO 2200 CENTURY PARKWAY, SUITE 100, ATLA	DIRECTOR	0.00	0.	0.
EUGENIA TOPPLE 2200 CENTURY PARKWAY, SUITE 100, ATLA	TREASURER	4.00	25,386.	2,011.
TERRY L. GALLOWAY 2200 CENTURY PARKWAY, SUITE 100, ATLA	SECRETARY	0.00	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

Part VII 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	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	2,851,918.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,851,918.
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	2,851,918.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,779.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,809,139.
6	Minimum investment return. Enter 5% of line 5	6	140,457.

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	140,457.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	140,457.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	140,457.
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	140,457.

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	649,075.
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	649,075.
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	649,075.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				140,457.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	1,408,267.			
b From 2006	757,765.			
c From 2007	872,148.			
d From 2008	646,668.			
e From 2009	282,987.			
f Total of lines 3a through e	3,967,835.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	649,075.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				140,457.
e Remaining amount distributed out of corpus	508,618.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,476,453.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	1,408,267.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	3,068,186.			
10 Analysis of line 9:				
a Excess from 2006	757,765.			
b Excess from 2007	872,148.			
c Excess from 2008	646,668.			
d Excess from 2009	282,987.			
e Excess from 2010	508,618.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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					

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 the 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).)

ROBERT A. PATTILLO
 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 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

**GRAY MATTERS CHARITABLE FOUNDATION (formerly ROCKDALE
FOUNDATION, INC.)**

E.I.N. 58-2147850

Attachment to 2010 Year Form 990-PF

STATEMENT REQUIRED BY REG. §53.4945-5(d)

**INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY
GRANTS**

1) Grantee: Asociación Para Inversión y Empleos (ASPIRE), a registered not-for-profit organization formed under the laws of Dominican Republic

2) Date and Amount Paid in Current Tax Year: \$25,000 paid in August 2010

3) Total Grant: \$25,000.00

4) Purpose:

ASPIRE's mission is to provide loans to small entrepreneurs, assisting them in the growth of their businesses and the life quality of their families. This grant supports training and technical assistance program for low-cost private schools for low-income students. The training activities and themes supported by the Charitable Project are limited to: 1) Providing technical assistance or other support to obtain certification from the Ministry of Education to operate formally as a regulated private school; 2) Strategic planning through training seminars directed at teachers, parents and administrative staff; 3) Teacher training to improve teacher knowledge and classroom performance.

(1) Amount of Grant Spent by Grantee: \$ 5,115

(2) Diversion:

To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.

(3) Date of Report(s) Received from Grantee: 3/31/11

(4) Verification

The Foundation reviewed the Grant Report under item (7), above, but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. §53.4945-5(c)).

**GRAY MATTERS CHARITABLE FOUNDATION (formerly ROCKDALE
FOUNDATION, INC.)**

E.I.N. 58-2147850

Attachment to 2010 Year Form 990-PF

STATEMENT REQUIRED BY REG. §53.4945-5(d)

**INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY
GRANTS**

1) Grantee: Shraddha Trust, a registered public charitable trust formed under the laws of India

2) Date and Amount Paid in Current Tax Year: \$20,075 paid in March 2010;
\$21,050 paid in December 2010

3) Total Grant: \$41,125

4) Purpose:

Shraddha Trust's mission is to enable teachers to be better equipped to teach. This grant supports the establishment of a training centre to train Hyderabad teachers, particularly those serving low-income students.

(1) Amount of Grant Spent by Grantee: \$ 20,075

(2) Diversion:

To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.

(3) Date of Report(s) Received from Grantee: 12/15/10

(4) Verification

The Foundation reviewed the Grant Report under item (7), above, but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. §53.4945-5(c)).

**GRAY MATTERS CHARITABLE FOUNDATION (formerly ROCKDALE
FOUNDATION, INC.)**
E.I.N. 58-2147850
Attachment to 2010 Year Form 990-PF

STATEMENT REQUIRED BY REG. §53.4945-5(d)

**INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY
GRANTS**

- 1) **Grantee:** Omega Foundation, a registered non-profit organization formed under the laws of Ghana
- 2) **Date and Amount Paid in Current Tax Year:** \$50,000 paid in May 2010
- 3) **Total Grant:** \$50,000
- 4) **Purpose:**
Omega Foundation's mission is to research and support low-income students through educational opportunities. This grant supports research and evaluation of peer-to-peer educational models in Ghana.

(1) Amount of Grant Spent by Grantee: \$ 50,000

(2) Diversion:

To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.

(3) Date of Report(s) Received from Grantee: 3/11

(4) Verification

The Foundation reviewed the Grant Report under item (7), above, but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. §53.4945-5(c)).

**GRAY MATTERS CHARITABLE FOUNDATION (formerly ROCKDALE
FOUNDATION, INC.)**
E.I.N. 58-2147850
Attachment to 2010 Year Form 990-PF

STATEMENT REQUIRED BY REG. §53.4945-5(d)

**INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY
GRANTS**

- 1) Grantee:** Janvikas, a registered public charitable trust formed under the laws of India
- 2) Date and Amount Paid in Current Tax Year:** \$10,000 paid in December 2010
- 3) Total Grant:** \$10,000
- 4) Purpose:**
Janvikas' mission is to provide schools with curriculum suited for all children to have access to true education. This grant supports research through a contest aimed to uncover educational solutions for 50,000 schools in India.

(1) Amount of Grant Spent by Grantee: \$ 10,000

(2) Diversion:

To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.

(3) Date of Report(s) Received from Grantee: 12/10

(4) Verification

The Foundation reviewed the Grant Report under item (7), above, but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. §53.4945-5(c)).

ROCKDALE FOUNDATION, INC.
E.I.N. 58-2147850
Attachment to 2010 Year Form 990-PF

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY
GRANTS

- (1) Grantee:** Centre for Civil Society, a registered not-for-profit organization formed under the laws of India
- (2) Date and Amount Paid in Current Tax Year:** \$10,000 paid in December 2010
- (3) Total Grant:** \$10,000
- (4) Purpose:** The Centre for Civil Society (CCS) is an independent, non-profit, research and educational organization devoted to improving the quality of life for all citizens of India by reviving and reinvigorating civil society. This grant supports a National Conference on Education designed to bring together top-level policy makers, key stakeholders and education experts to work towards progressive education reforms.
- (5) Amount of Grant Spent by Grantee:** \$ 10,000
- (6) Diversion:**

To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.
- (7) Date of Report(s) Received from Grantee:** 12/10
- (8) Verification**

The Foundation reviewed the Grant Report under item (7), above, but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. §53.4945-5(c)).

<u>Status/Date</u>	<u>Amount</u>	<u>Payee/Reference</u>	<u>Payee Address</u>	<u>Internal Program</u>	<u>Request Project Title</u>	<u>Program Area</u>	<u>Fund/Notes</u>	<u>Check Number</u>
Paid Scheduled 11/23/2010 Paid 11/23/2010 Void	\$1,250.00	AADD Request [1304/10 RF NFA 1304 MG] -- Check No. 2193	1440 Dutch Valley Pl. N. Suite 200 Atlanta, GA 30324	Matching Gms WWV Staff	2010 4Q MG- Lisa Blanco	Non-Focus Area	Gray Matters Charitable Foundation	2193
Paid Scheduled 9/17/2010 Paid 9/17/2010 Reissued as	(\$250.00)	Agape Community Center, Inc. Request [1137/09 RF NFA 1137 MG] -- Check No. 2091	2353 Bolton Road, NW Suite 100 Atlanta, GA 30318	Matching Gm RF Board	Q2 Matching Gms - J Adams		Gray Matters Charitable Foundation Void or Payment [1264] GGV Matters	2091
Paid Scheduled 9/17/2010 Paid 9/14/2010	\$250.00	Agape Community Center, Inc. Request [1137/09 RF NFA 1137 MG] -- Check No. 2187	2353 Bolton Road, NW Suite 100 Atlanta, GA 30318	Matching Gm RF Board	Q2 Matching Gms - J Adams		Charitable Foundation Release of Payment [1264]	2187
Paid Scheduled 7/6/2010 Paid 9/14/2010	\$250.00	Agape Community Center, Inc. Request [1282/10 RF NFA 1282 MG] -- Check No. 2176	2353 Bolton Road, NW Suite 100 Atlanta, GA 30318	Matching Gm RF Board	2010 2Q MG - Joanna Adams	Non-Focus Area	Gray Matters Charitable Foundation	2176
Paid Scheduled 12/20/2010	\$2,000.00	Allegheny College Request [1322/10 RF NFA 1322 MG] -- Check No. 2212	520 N Main St. Measville, PA 16335	Matching Gms WWV Staff	2010 4Q MG S. Moss		Gray Matters Charitable Foundation	2212
Paid Scheduled 11/23/2010 Paid 11/23/2010	\$50.00	Alhaimess Association Request [1305/10 RF NFA 1305 MG] -- Check No. 2194 -- City of Atlanta Request [1285/10 RF NFA 1285 MG] -- Check No. 2168	1925 Century Blvd. #10 Atlanta, GA 30345	Matching Gms WWV Staff	2010 3Q MG - Brenda Brechen	Non-Focus Area	Gray Matters Charitable Foundation	2194
Paid (Expense) Scheduled 7/6/2010 Paid 8/6/2010	\$500.00	Archiocese of Atlanta Request [1333/10 RF NFA 1333 MG] -- Check No. 2210	126 Seventeenth Street, NE Atlanta, GA 30309	Matching Gms RF Board	2010 2Q MG - Joanna Adams	Non-Focus Area	Gray Matters Charitable Foundation	2168
Paid Scheduled 12/22/2010 Paid 12/20/2010	\$1,500.00	Asociacion Para Inversion y Empleo (ASPIRE) Request [1265/10 RF INT ED 1265] MG]	680 W Peachtree St. NW Atlanta, GA 30308 Ry Juan de Marie #07 Villa Consuelo Santo Domingo, Dominican Republic Santo Domingo	Matching Gms WWV Staff	2010 4Q MG - L. Blanco	Non-Focus Area	Gray Matters Charitable Foundation	2210
Paid Scheduled 5/20/2010 Paid 8/4/2010 Void	\$25,000.00	Atlanta Ballet Request [1254/09 RF NFA 1254 MG] -- Check No. 2107	1400 West Peachtree Street Atlanta, GA 30309	Eip Responsibility	General Operating Support	International Education	Gray Matters Charitable Foundation	
Paid Scheduled 9/17/2010 Paid 9/17/2010 Reissued as	(\$150.00)			Matching Gm GGV Staff	2009 4Q MG - Sam Moss	Non-Focus Area	Gray Matters Charitable Foundation Void or Payment [1346]	2107

Paid Scheduled: 9/17/2010 Paid: 9/14/2010	\$150.00	Atlanta Ballet Request [1254/09 RF NFA 1254 MG] -- Check No. 2188	1400 West Peachtree Street Atlanta, GA 30309	Matching Gift GGV Staff	2009 4Q MG - Sam Moss	Non-Focus Area	Gray Matters Charitable Foundation Reissue of Payment [1346]	2188
Paid Scheduled: 12/22/2010 Paid: 12/20/2010	\$1,000.00	Atlanta Community Food Bank Request [1325/10 RF NFA 1325 MG] -- Check No. 2220	732 Joseph E. Lowery Bldg NW Atlanta, GA 30318	Matching Gift WWV Staff	2010 4Q MG - G. Topple	Non-Focus Area	Gray Matters Charitable Foundation	2220
Paid Scheduled: 8/25/2010 Paid: 8/30/2010	\$5,000.00	Blind Now Foundation Request [1292/10 RF NFA 1292 BP] -- Check No. 2172	P.O. Box 453 Mendham, NJ 07945	BP Discretionary	General Operating Support	Non-Focus Area	Gray Matters Charitable Foundation	2172
Paid Scheduled: 7/6/2010 Paid: 9/14/2010	\$100.00	Boy Scouts of America Request [1276/10 RF NFA 1276 MG] -- Check No. 2178	1800 Circle 75 Parkway SE Atlanta, GA 30339	Matching Gift RPP Staff	2010 2Q MG - Clay Reese	Non-Focus Area	Gray Matters Charitable Foundation	2178
Paid Scheduled: 4/9/2010 Paid: 4/9/2010	\$250.00	Buckhead Christian Ministries Request [1252/2010 RF NFA 1252 MG] -- Check No. 2162	2847 Piedmont Road Atlanta, GA 30305	Matching Gift GGV Staff	2010 1Q MG - P. Peyton	Non-Focus Area	Gray Matters Charitable Foundation	2162
Paid Scheduled: 9/17/2010 Paid: 9/14/2010	\$1,000.00	Care for Gopa, Inc Request [1294/10 RF NFA 1294 MG] -- Check No. 2182	3473 Seaside Blvd., Suite 305 Duluth, GA 30096	Matching Gift WWV Staff	2010 2Q MG - B. Brecken	Non-Focus Area	Gray Matters Charitable Foundation	2182
Paid Scheduled: Paid: 12/13/2010	\$10,000.00	Centre for Civil Society Request [1315/10 RF NFA 1315] Wire	New Delhi, India		School Choice National Conference on Education	International Education	Gray Matters Charitable Foundation	Wire
Paid Scheduled: 12/22/2010 Paid: 12/20/2010	\$2,020.00	Cathedral of Christ the King Request [1335/10 RF NFA 1335 MG] -- Check No. 2217	2699 Peachtree Way NE Atlanta, GA 30305	Matching Gift WWV Staff	2010 4Q MG - L. Bianco	Non-Focus Area	Gray Matters Charitable Foundation	2217
Paid Scheduled: 12/22/2010 Paid: 12/20/2010	\$50.00	Catholic Relief Services Request [1329/10 RF NFA 1329 MG] -- Check No. 2211	228 W. Lexington Street Baltimore, MD 21210- 3413	Matching Gift WWV Staff	2010 2Q MG - P. Peyton	Non-Focus Area	Gray Matters Charitable Foundation	2211
Paid Scheduled: 7/8/2010 Paid: 9/14/2010	\$25.00	Christ the King Catholic School Request [1288/10 RF NFA 1288 MG] -- Check No. 2180	46 Peachtree Way, N.E. Atlanta, GA 30305	Matching Gift WWV Staff	2010 Q2 MG - P. Peyton	Non-Focus Area	Gray Matters Charitable Foundation	2180
Paid Scheduled: 7/6/2010 Paid: 9/14/2010	\$250.00	Columbia Theological Seminary Request [1283/10 RF NFA 1283 MG] -- Check No. 2179	P.O. Box 520 Decatur, GA 30031	Matching Gift RF Board	2010 2Q MG - Joanne Adams	Non-Focus Area	Gray Matters Charitable Foundation	2179

Paid Scheduled 7/8/2010 Paid 9/14/2010	\$500.00	Government Network of Presbyterians Request [1287/10 RF NFA 1287 MG] -- Check No. 2177	also Calvary Presbyterian Church 2515 Fillmore St. San Francisco, CA 94115	Matching Gifts WWV Starr	2010 Q2 MG- J. Adams	Non-Focus Area	Gray Matters Charitable Foundation	2177
Paid Scheduled 2/15/2010 Paid 3/15/2010	\$20,000.00	Creasing Pride Request [1206/09 RF ED 1206] -- Check No. 2158	100 Egglewood Drive Suite 925 Atlanta GA 30303	Matching Gifts GGV Starr	Atlanta Public School Area NOW English Language Learners and operating support	Education	Gray Matters Charitable Foundation	2158
Paid Scheduled 3/30/2010 Paid 4/6/2010	\$250.00	Cure Childhood Cancer, Inc. Request [1250/10 RF NFA 1250 MG] -- Check No. 2163	1835 Sevey Drive Suite 102 Atlanta, GA 30341	Matching Gifts GGV Starr	2010 1Q MG - B. Bracken	Non-Focus Area	Gray Matters Charitable Foundation	2163
Paid Scheduled 12/13/2010 Paid 12/13/2010	\$54,510.00	Dartmouth College Request [1317/10 GMF SE 1317] -- Check No. 2203	6066 Development Dartmouth College Hanover, NH 03755 Hanover, NH 03755	Discretionary	Dartmouth HELP Workshops	Social Enterprise	Gray Matters Charitable Foundation	2203
Paid Scheduled 11/23/2010 Paid 12/17/2010	\$30,000.00	Deare Request [1314/10 GMF SE 1314] -- Check No. 2200	3050 Post Oak Blvd. Ste 550 Houston TX 77056	Exp Responsibility	Be Fund Project	Social Enterprise	Gray Matters Charitable Foundation	2200
Paid Scheduled 12/22/2010 Paid 12/20/2010	\$1,000.00	Deatur Cooperative Ministry Request [1324/10 RF NFA 1324 MG] -- Check No. 2209	PO Box 457 115 Church Street Decatur, GA 30031	Matching Gifts WWV Starr	2010 4Q MG- B. Cayce	Non-Focus Area	Gray Matters Charitable Foundation	2209
Paid Scheduled 12/22/2010 Paid 12/20/2010	\$500.00	Deatur Cooperative Ministry Request [1330/10 RF NFA 1330 MG] -- Check No. 2222	PO Box 457 115 Church Street Decatur, GA 30031	Matching Gifts WWV Starr	2010 4Q MG- G. Toppie	Non-Focus Area	Gray Matters Charitable Foundation	2222
Paid Scheduled 12/22/2010 Paid 12/20/2010	\$1,000.00	Deatur Preservation Alliance Request [1328/10 RF NFA 1328 MG] -- Check No. 2207	P.O. Box 1764 Decatur, GA 30031	Matching Gifts WWV Starr	2010 4Q MG- B. Cayce	Non-Focus Area	Gray Matters Charitable Foundation	2207
Paid Scheduled 12/22/2010 Paid 12/20/2010	\$1,000.00	Deatur Medical Center Foundation Request [1331/10 RF NFA 1331 MG] -- Check No. 2219	2701 N Deatur Road Decatur, GA 30033	Matching Gifts WWV Starr	2010 4Q MG - G. Toppie	Non-Focus Area	Gray Matters Charitable Foundation	2219
Paid Scheduled 11/23/2010 Paid 11/23/2010	\$250.00	Deatur Medical Center Foundation Request [1306/10 RF NFA 1306 MG] -- Check No. 2195	P.O. Box 533 Luburn, GA 30048, GA	Matching Gifts WWV Starr	2010 3Q MG- Brenda Bracken	Non-Focus Area	Gray Matters Charitable Foundation	2195
Paid Scheduled 12/22/2010 Paid 12/20/2010	\$578.00	Deatur Medical Center Foundation Request [1321/10 RF NFA 1321 MG] -- Check No. 2213	P.O. Box 533 Luburn, GA 30048, GA	Matching Gifts WWV Starr	2010 4Q MG B. Bracken	Non-Focus Area	Gray Matters Charitable Foundation	2213

Paid Scheduled 7/6/2010 Paid: 9/14/2010	\$50.00	Emory University Request [1280/10 RF NFA 1280 MG] -- Check No. 2181 Concept Division of Upper South Carolina	1762 Clinton Ross, Pkwy 1000 Atlanta, GA 30322	Matching Gifts WWV Staff	2010 2Q MG - Patie Peyton	Non-Focus Area	Gray Matters Charitable Foundation	2181
Paid Scheduled 12/22/2010 Paid: 12/20/2010	\$1,000.00	Caroline Request [1337/10 RF NFA 1337 MG] -- Check No. 2204	1115 Marion Street Columbia, SC 29201	Matching Gifts WWV Staff	2010 4Q MG - G. Teeple	Non-Focus Area	Gray Matters Charitable Foundation	2204
Paid Scheduled 12/22/2010 Paid: 12/20/2010	\$1,000.00	FCS Urban Ministries Request [1327/10 RF NFA 1327 MG] -- Check No. 2208	P.O. Box 17628 Atlanta, GA 30316	Matching Gifts WWV Staff	2010 4Q MG - B. Cayce	Non-Focus Area	Gray Matters Charitable Foundation	2208
Paid Scheduled 3/4/2010 Paid: 3/11/2010	\$5,000.00	Foundation Center Request [1237/10 RF NFA 1237] -- Check No. 2157	50 Hurt Pkwy, Suite 150 Atlanta, GA 30303		General operating support	Non-Focus Area	Gray Matters Charitable Foundation	2157
Paid Scheduled 2/5/2010 Paid: 2/10/2010	\$25,000.00	Friends of the Indian School of Business Foundation Request [1223/10 RF NFA 1223]	55 E 52ND St, 28TH Flr New York, NY 10022		Support ISB GSVC Asia round	Social Enterprise	Gray Matters Charitable Foundation	2157
Paid Scheduled 12/22/2010 Paid: 12/20/2010	\$100.00	Fuggess Family Inc Request [1318/10 RF NFA 1318 MG] -- Check No. 2214	PO Box 388 Scottdale, GA 30079	Matching Gifts WWV Staff	2010 4Q MG - S. King	Non-Focus Area	Gray Matters Charitable Foundation	2214
Paid Scheduled 12/22/2010 Paid: 12/20/2010	\$240.00	Fuggess Family Inc Request [1319/10 RF NFA 1319 MG] -- Check No. 2215	PO Box 388 Scottdale, GA 30079	Matching Gifts WWV Staff	2010 4Q MG - M. McMahon	Non-Focus Area	Gray Matters Charitable Foundation	2215
Paid Scheduled 11/22/2010 Paid: 11/23/2010	\$1,000.00	Fund for Community Support, Inc Request [1312/10 RF NFA 1312 HG] -- Check No. 2192	986 Walker Ave. Atlanta, GA 30316	Matching Gift RF Board	2010 Honorary Gift - Bob Lusson	Non-Focus Area	Gray Matters Charitable Foundation	2192
Paid Scheduled 9/17/2010 Paid: 9/14/2010	\$2,500.00	Genesis Shelter Request [1293/10 RF NFA 1293 MG] -- Check No. 2183	173 Boulevard, NE Atlanta, GA 30312	Matching Gift RF Board	2010 2Q MG - J. Adams	Non-Focus Area	Gray Matters Charitable Foundation	2183
Paid Scheduled 9/17/2010 Paid: 9/17/2010	\$500.00	Genesis Shelter Request [1300/07 RF NFA 871 MG] -- Check No. 2184	173 Boulevard, NE Atlanta, GA 30312	Matching Gift RF Board	General Operating Support	Non-Focus Area	Gray Matters Charitable Foundation Request #871	2184
Paid Scheduled 4/07/2007 Paid: 10/01/2010 Revised as	(\$5,000.00)	Genesis Shelter Request [1300/07 RF NFA 871 MG] -- Check No. 2184	173 Boulevard, NE Atlanta, GA 30312	Matching Gift RF Board	General Operating Support	Non-Focus Area	Gray Matters Charitable Foundation	1959

Paid Scheduled 2/19/2010 Paid 2/22/2010	\$250.00	George Justice Project Request [1233/09 RF NFA 1233 MG] -- Check No. 2155	438 Egglewood Ave., SE Atlanta, GA 30312	Matching Gift RF Board	2009 4Q MG - J. Adams	Non-Focus Area	Gray Matters Charitable Foundation	2155
Paid Scheduled 11/23/2010 Paid 11/23/2010	\$500.00	Holy Innocents' Episcopal School, Inc. Request [1307/10 RF NFA 1307 MG] -- Check No. 2196	805 Mount Vernon Highway Atlanta, GA 30327	Matching Gift WWV Starr	2010 3Q MG- Ricardo Carvalho	Non-Focus Area	Gray Matters Charitable Foundation	2196
Paid Scheduled 11/22/2010 Paid 11/23/2010	\$1,000.00	Holy Innocents' Episcopal School, Inc. Request [1311/10 RF NFA 1311 MG] -- Check No. 2191	805 Mount Vernon Highway Atlanta, GA 30327	Matching Gift RF Board	2010 Honorarium Gift- Ricardo Carvalho	Non-Focus Area	Gray Matters Charitable Foundation	2191
Paid Scheduled 12/22/2010 Paid 12/21/2010	\$500.00	Debits Inc. Request [1338/10 RF NFA 1338 MG] -- Check No. 2223	1434 Scott Blvd., Suite 200 Decatur, GA 30030	Matching Gift WWV Starr	2010 4Q MG- G. Toppie	Non-Focus Area	Gray Matters Charitable Foundation	2223
Paid Scheduled 9/17/2010 Paid 9/17/2010 Reissued **	(\$1,000.00)	Initiative for Affordable Housing Debits Inc. Request [946/07 RF NFA 946 MG] -- Check No. 2012	1434 Scott Blvd., Suite 200 Decatur, GA 30030	Matching Gift RF Board	2007 4Q MG - J. Toppie	Non-Focus Area	Gray Matters Charitable Foundation Payment [1041] 2012	2012
Paid Scheduled 9/17/2010 Paid 9/14/2010	\$1,000.00	Initiative for Affordable Housing Debits Inc. Request [946/07 RF NFA 946 MG] -- Check No. 2186	1434 Scott Blvd., Suite 200 Decatur, GA 30030	Matching Gift RF Board	2007 4Q MG - J. Toppie	Non-Focus Area	Gray Matters Charitable Foundation Payment [1041] 2186	2186
Paid Scheduled Paid 12/23/2010	\$10,000.00	Jankiva Request [1336/10 RF NFA 1336] Wire	Ahmedabad, Gujarat, India		Riverside Education Foundation/Design for Change Project	Non-Focus Area	Gray Matters Charitable Foundation Payment [1041] Wire	Wire
Paid Scheduled 11/04/2010 Paid 11/23/2010	\$1,000.00	The Lamp Community Request [1310/10 RF NFA 1310 MG] -- Check No. 2190	527 South Crocker Street Los Angeles, CA 90013	Matching Gift RF Board	2010 Honorarium Gift- Winsome Hawkins	Non-Focus Area	Gray Matters Charitable Foundation	2190
Paid Scheduled Paid 03/19/2010	\$5,000.00	MaxShare Request [1247/10 RF NFA 1247] Wire	3240 Citron Springs Road Decatur, Ga. 30034	KP Discretionary	KP Disc - Grants MaxShare for Haiti Donation	Non-Focus Area	Gray Matters Charitable Foundation	Business Card
Paid Scheduled 3/16/2010 Paid 3/16/2010	\$2,500.00	North Star Request [1242/10 RF NFA 1242 BP] -- Check No. 2159	520 Eighth Avenue, Suite 2203 New York, NY 10018	BP Discretionary	2010 Community Gift New York City, Tribeca Rooftop	Non-Focus Area	Gray Matters Charitable Foundation	2159
Paid Scheduled 3/19/2010 Paid 3/22/2010	\$62,500.00	OGLETHORPE UNIVERSITY INC Request [1248/10 RF INTED 1248] -- Check No. 2160	4484 Peachtree Road NE Atlanta, GA 30319	International Education		International Education	Gray Matters Charitable Foundation	2160

Paid Scheduled 7/20/2010 Paid 7/22/2010	\$108,055.00	OGLETHORPE UNIVERSITY INC Request [1248/10 RF INTED 1248] -- Check No. 2166	4484 Peachtree Road NE Atlanta, GA 30319	International Education	International Education	International Education	Grey Matters Charitable Foundation Addendum to	2166
Paid Scheduled 11/23/2010 Paid 11/23/2010	\$2,000.00	OGLETHORPE UNIVERSITY INC Request [1309/10 RF NFA 1309] -- Check No. 2198	4484 Peachtree Road NE Atlanta, GA 30319	Discretionary	Participation in the James Edward Oglethorpe Society (President's Advisory Council)	Non-Focus Area	Grey Matters Charitable Foundation	2198
Paid Scheduled 5/24/2010 Paid 5/24/2010	\$50,000.00	Omaha Schools Foundation Request [1257/10 RF INT ED 1257]	India	Exp Responsibility	Research on peer-to-peer educational models in Ghana	International Education	Grey Matters Charitable Foundation	
Paid Scheduled 11/23/2010 Paid 11/23/2010	\$2,500.00	Our House, Inc. Request [1308/10 RF NFA 1308 MG] -- Check No. 2197	P.O. Box 1304 Decatur, GA 30031	Matching Gift WWV Staff	2010 3Q MG - Joanne Adams	Non-Focus Area	Grey Matters Charitable Foundation	2197
Paid Scheduled 12/22/2010 Paid 12/20/2010	\$1,000.00	Our House, Inc. Request [1323/10 RF NFA 1323 MG] -- Check No. 2206	P.O. Box 1304 Decatur, GA 30031	Matching Gift WWV Staff	2010 4Q MG - B. Cayce	Non-Focus Area	Grey Matters Charitable Foundation	2206
Paid Scheduled 10/15/2010 Paid 10/15/2010	\$10,000.00	Outer Voices Request [10 RF NFA Wire]	P.O. Box 321 Hillsboro, CA 95448		Staff grant for Steve Hendgrave	Microfinance	Grey Matters Charitable Foundation	Wire
Paid Scheduled 9/2/2010 Paid 9/14/2010	\$25,000.00	Participatory Development Initiatives Request [1297/10 RF NFA 1297 BP]	Thetta Office Gajo Road, Gorno, Tennii Khero Charan District Thatta	BP Discretionary	Emergency Food Security Project	Non-Focus Area	Grey Matters Charitable Foundation	
Paid Scheduled 9/17/2010 Paid 9/17/2010	\$25.00	Parimeter Church Request [1299/07 RF NFA 901 MG] -- Check No. 2185	9500 Meadow Bridge Duluth, GA 30097	Matching Gift RPP Staff	2007 MG - C. Reese	Non-Focus Area	Grey Matters Charitable Foundation Re-issue for check made to	2185
Paid Scheduled 2/4/2010 Paid 2/4/2010	\$15,000.00	Prattman USA Request [1229/10 RF INT ED 1225] -- Check No. 2154	5890 Point West Dr. Houston, TX 77036		General Operating Support	International Education	Grey Matters Charitable Foundation	2154
Void Scheduled 7/16/2010 Paid 7/16/2010	(\$25.00)	Presbyterian Church in America Request [901/07 RF NFA 901 MG] -- Check No. 1980	1700 North Brown Road, Suite 105 Lawrenceville, GA 30043	Matching Gift RPP Staff	2007 2Q MG - C. Reese	Non-Focus Area	Grey Matters Charitable Foundation Payment [1001]	1980
Paid Scheduled 12/22/2010 Paid 12/20/2010	\$1,000.00	Public Broadcasting Atlanta Request [1339/10 RF NFA 1339 MG] -- Check No. 2224	740 Bismark Road, NE Atlanta, GA 30324	Matching Gift WWV Staff	2010 4Q MG - S. Mess	Non-Focus Area	Grey Matters Charitable Foundation	2224

Paid Scheduled 12/22/2010 Paid 12/20/2010	\$500.00	Refuge Family Services Request [1332/10 RF NFA 1332 MG] -- Check No. 2221	5561-H Memorial Drive Stone Mountain, GA 30083	Matching Gifts WWV Staff	2010 4Q MG - G Topple	Non-Focus Area	Gray Matters Charitable Foundation	2221
Paid Scheduled 12/22/2010 Paid 12/20/2010	\$1,000.00	Refuge Family Services Request [1334/10 RF NFA 1334 MG] -- Check No. 2205	5561-H Memorial Drive Stone Mountain, GA 30083	Matching Gifts WWV Staff	2010 4Q MG - B Cayce	Non-Focus Area	Gray Matters Charitable Foundation	2205
Paid (Expense) Scheduled, 7/6/2010 Paid 8/6/2010	\$500.00	Refuge Rehabilitation and Immigration Services of Atlanta, Inc Request [1281/10 RF NFA 1281 MG] -- Check No. 2170	4151 Memorial Dr., 205 D Decatur, GA 30032	Matching Gifts WWV Staff	2010 2Q MG - Sam Moss	Non-Focus Area	Gray Matters Charitable Foundation	2170
Paid (Expense) Scheduled 7/8/2010 Paid 8/6/2010	\$500.00	Refuge Rehabilitation and Immigration Services of Atlanta, Inc Request [1286/10 RF NFA 1286 MG] -- Check No. 2169	4151 Memorial Dr., 205 D Decatur, GA 30032	Matching Gifts WWV Staff	2010 Q2 MG - D Ross	Non-Focus Area	Gray Matters Charitable Foundation	2169
Paid Scheduled 9/2/2010 Paid 9/9/2010	\$10,000.00	Rise Foundation for Communities and the Environment Request [1296/10 RF NFA 1296] -- Check No. 2174	6008 College Ave., #10 Oakland, CA 94618 NO: 1724;	Matching Gifts WWV Staff	Take Action Conference Sponsorship	Social Enterprise	Gray Matters Charitable Foundation	2174
Paid Scheduled 3/15/2010 Paid 3/22/2010	\$20,075.00	Shreeghe Trustee's The Teacher Foundation Request [1244/10 RF ED 1244]	Henunanthappa Layout, Utsav Road Bangalore 560 042 India NO: 1724;		The Teacher Foundation Grant	International Education	Gray Matters Charitable Foundation	
Paid Scheduled Paid 12/13/2010	\$21,050.00	Shreeghe Trustee's The Teacher Foundation Request [1244/10 RF ED 1244]	Henunanthappa Layout, Utsav Road Bangalore 560 042 India		The Teacher Foundation (set-up and operating)	International Education	Gray Matters Charitable Foundation	Wire
Paid (Expense) Scheduled 7/6/2010 Paid 8/6/2010	\$500.00	Sophie Academy, Inc Request [1278/10 RF NFA 1278 MG] -- Check No. 2171	2880 Dresden Drive Atlanta, GA 30341	Matching Gifts WWV Staff	2010 2Q MG - Pete Payton	Non-Focus Area	Gray Matters Charitable Foundation	2171
Paid Scheduled 3/30/2010 Paid 4/6/2010	\$1,500.00	Southeastern Council of Foundations Request [1249/10 RF NFA 1249] -- Check No. 2161	50 Hurt Plaza Suite 350 Atlanta, GA 30303		2010 Membership Dues	Non-Focus Area	Gray Matters Charitable Foundation	2161
Paid Scheduled 7/6/2010 Paid 9/14/2010	\$600.00	St. Marun's Episcopal School, Inc. Request [1277/10 RF NFA 1277 MG] -- Check No. 2175	3110-A Antford Dunwoody Road Atlanta, GA 30319	Matching Gift RPP Staff	2010 2Q MG - Cay Reass	Non-Focus Area	Gray Matters Charitable Foundation	2175
Paid Scheduled 2/19/2010 Paid 2/22/2010	\$150.00	St. Plus X Catholic High School Request [1232/10 RF NFA 1232 MG] -- Check No. 2156	2674 Johnson Rd, NE Atlanta, GA 30345	Matching Gifts WWV Staff	2010 1Q MG - P. Payton	Non-Focus Area	Gray Matters Charitable Foundation	2156

Paid (Expected) Scheduled 7/6/2010 Paid: 8/6/2010	\$250.00	The Craddock Cancer Request [1284/10 RF NFA 1284 MG] -- Check No. 2167	P.O. Box 69 Cherry Log, GA 30522	Matching Gift RF Board	2010 2Q MG - Joanna Adams	Non-Focus Area	Gray Matters Charitable Foundation	2167
Paid Scheduled 11/23/2010 Paid: 11/24/2010	\$1,000.00	The Fistula Foundation Request [1313/10 RF NFA 1313 HG] -- Check No. 2189	1171 Hemmestad Road Suite 265 Santa Clara, CA 95050	Matching Gift RF Board	2010 Honorarium Gift Joanna Adams	Non-Focus Area	Gray Matters Charitable Foundation	2189
Paid Scheduled 11/24/2010 Paid: 11/24/2010	\$100.00	The Lovett School Request [1303/10 RF NFA 1303 MG] -- Check No. 2199	4075 Paces Ferry Road, NW Atlanta, GA 30327	Matching Gifts WWV Staff	2010 3Q MG- Sandy King	Non-Focus Area	Gray Matters Charitable Foundation	2199
Paid Scheduled 12/22/2010 Paid: 12/20/2010	\$500.00	The Open Door Community Request [1326/10 RF NFA 1326 MG] -- Check No. 2218	910 Ponce de Leon NE Atlanta, GA 30306	Matching Gifts WWV Staff	2010 4Q MG- G. Toppie	Non-Focus Area	Gray Matters Charitable Foundation	2218
Paid Scheduled, 5/11/2010 Paid: 5/17/2010	\$25,000.00	The Unreasonable Institute Request [1262/10 RF NFA 1262 FL] -- Check No. 2164	1305 College Ave #150 Boulder, CO 80302	Exp Responsibility	General operating support	Social Enterprise	Gray Matters Charitable Foundation	2164
Paid Scheduled, 2/22/2010 Paid: 2/22/2010	\$2,430.40	United Way Request [10 RF NFA 4214] Amaaz - RF	Mumbai, India		Grant - CC Avenue.com (Brajesh)	Non-Focus Area	Gray Matters Charitable Foundation	Amaaz
Paid Scheduled, 12/22/2010 Paid: 12/20/2010	\$500.00	William C Heriman Jr Fund Request [1320/10 RF NFA 1320 MG] -- Check No. 2216	P O Box 1472 Atlanta, GA 30603	Matching Gifts WWV Staff	2010 4Q MG P Payton	Non-Focus Area	Gray Matters Charitable Foundation	2216
Paid Scheduled, 9/10/2010 Paid: 9/9/2010	\$5,000.00	World Shelters Request [1298/10 RF NFA 1298 FL] -- Check No. 2173	550 S G St Ste 3 Arcata, CA 95521		General Operating Support	Social Enterprise	Gray Matters Charitable Foundation	2173
Total Grants	\$584,683.40							

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

SOURCE	AMOUNT
BNY MELLON	97.
LAND OF A THOUSAND HILLS COFFEE	3,200.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,297.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MELLON MONEY MARKET	50.	0.	50.
TOTAL TO FM 990-PF, PART I, LN 4	50.	0.	50.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND	3,716.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,716.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND PLANNING FEES	5,974.	5,190.		784.
TO FORM 990-PF, PG 1, LN 16B	5,974.	5,190.		784.

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	5,377.	1,220.		4,157.
TO FORM 990-PF, PG 1, LN 18	5,377.	1,220.		4,157.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	220.	44.		176.
TELEPHONE	123.	25.		98.
BANK CHARGES	228.	46.		182.
POSTAGE	244.	49.		195.
DUES & SUBSCRIPTIONS	4,149.	830.		3,319.
NETWORKING	174.	35.		139.
INVESTMENT FEES	18,036.	18,036.		0.
MARKETING	259.	0.		259.
TO FORM 990-PF, PG 1, LN 23	23,433.	19,065.		4,368.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE - MICROFINANCE GRANT	COST	49,813.	49,813.
TOTAL TO FORM 990-PF, PART II, LINE 13		49,813.	49,813.

Control No. K426452

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT NAME CHANGE

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

THE ROCKDALE FOUNDATION, INC.

a Domestic Non-Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 10/15/2010 changing its name to

**GRAY MATTERS CHARITABLE FOUNDATION,
INC.**

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on October 15, 2010



Brian P. Kemp
Secretary of State

Control No: K426452
Date Filed: 10/16/2010 11:16 AM
Brian P. Kemp
Secretary of State

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
THE ROCKDALE FOUNDATION, INC.

I.

The name of the Non-Profit Corporation is **THE ROCKDALE FOUNDATION, INC.**

II.

Effective as of September 13, 2010, Article One of the Articles of Incorporation of **THE ROCKDALE FOUNDATION, INC.** is amended by deleting the existing language and inserting the following so as to read as follows:

III.

The name of the corporation is: **GRAY MATTERS CHARITABLE FOUNDATION, INC.** (the "Corporation")."

IV.

All other provisions of the Articles of Incorporation, as previously amended, shall remain in full force and effect.

V.

The above amendment was approved on September 13, 2010 by the Board of Directors in accordance with the provisions of Section 14-3-1002 of the Georgia Nonprofit Corporation Code which allows this amendment to be adopted by the Board of Directors where the Corporation has no members. The amendment is to be effective as of ~~September 15~~ 2010.

IN WITNESS WHEREOF, **THE ROCKDALE FOUNDATION, INC.**, has caused these Articles of Amendment to be executed and its corporate seal to affixed and has caused the foregoing to be attested, all by its duly authorized officers, on this 13th day of September, 2010.

THE ROCKDALE FOUNDATION, INC.

By: [Signature]
Robert A. Pattillo
President

Attest: [Signature]
Terry L. Galloway
Secretary

2010 OCT 15 AM 11:28
CORPORATIONS DIVISION
(CORP SEAL)

State of Georgia
Expedite Amend/Restate 2 Page(s)



T1026811516

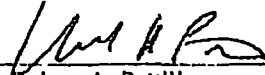
**CERTIFICATE REGARDING
REQUEST FOR PUBLICATION
OF NOTICE OF CHANGE OF CORPORATE NAME**

The undersigned hereby certifies that a request for publication of a notice of intent to file articles of amendment of **THE ROCKDALE FOUNDATION, INC.**, a Georgia non-profit corporation, and payment there for has been made as required by Section 14-3-1006.1 of the Official Code of Georgia Annotated.

IN WITNESS WHEREOF, the undersigned does hereby set his hand and seal this 13TH day of September, 2010.

THE ROCKDALE FOUNDATION, INC.

By: _____


Robert A. Pattillo
President

ATTACHMENT B (Page 14 of 29)

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	(D) OFFICE FURNITURE	03/08/00	200DB	7.00		HXL7	2,445.				2,445.	2,445.		0.	
2	(D) OFFICE EQUIPMENT	07/14/00	200DB	5.00		HXL7	1,148.				1,148.	1,148.		0.	
3	(D) COMPUTER SOFTWARE	11/02/00	SL	3.00		HXL6	690.				690.	690.		0.	
4	(D) OFFICE FURNITURE	04/13/00	200DB	7.00		HXL7	1,367.				1,367.	1,367.		0.	
5	(D) OFFICE FURNITURE	04/14/00	200DB	7.00		HXL7	1,697.				1,697.	1,697.		0.	
6	(D) OFFICE FURNITURE	05/26/00	200DB	7.00		HXL7	995.				995.	995.		0.	
7	(D) OFFICE FURNITURE	09/29/00	200DB	7.00		HXL7	2,120.				2,120.	2,120.		0.	
8	(D) OFFICE EQUIPMENT	11/02/00	200DB	5.00		HXL7	2,351.				2,351.	2,351.		0.	
9	(D) OFFICE FURNITURE	06/01/01	200DB	7.00		HXL7	4,514.				4,514.	4,514.		0.	
10	(D) OFFICE EQUIPMENT	06/01/01	200DB	5.00		HXL7	1,857.				1,857.	1,857.		0.	
11	(D) COMPUTER SOFTWARE	06/01/01	SL	3.00		HXL6	7,734.				7,734.	7,734.		0.	
12	(D) COMPUTER SOFTWARE	07/01/02	SL	3.00		HXL6	7,939.				7,939.	7,939.		0.	
13	(D) OFFICE EQUIPMENT	06/01/03	200DB	5.00		HXL7	1,068.			534.	534.	534.		0.	
14	(D) COMPUTER SOFTWARE	06/01/03	SL	3.00		HXL7	3,343.				3,343.	3,343.		0.	
15	(D) OFFICE EQUIPMENT	04/29/04	200DB	5.00		HXL7	241.			121.	120.	120.		0.	
16	(D) OFFICE EQUIPMENT	04/29/04	200DB	5.00		HXL7	1,861.				1,861.	1,861.		0.	
17	(D) COMPUTER SOFTWARE	06/13/06	SL	3.00		HXL7	2,591.				2,591.	2,591.		0.	
	TOTAL 990-PF PPG DEPR						33,961.			5,640.	38,321.	38,321.		0.	

028111
05-01-10

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone