



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE GRAYMER FOUNDATION C/O C. GRAYDON ROGERS		A Employer identification number 22-6798520
Number and street (or P O box number if mail is not delivered to street address) 30 BEACHSIDE DR #301	Room/suite	B Telephone number 772-589-4520
City or town, state, and ZIP code VERO BEACH, FL 32963		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"/> Foreign organizations meeting the 85% test, 2. 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) \$ 6,267,078.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		116,054.	116,054.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		178,609.			
b Gross sales price for all assets on line 6a		1,264,150.			
7 Capital gain net income (from Part IV, line 2)			178,609.		
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		5,482.	5,482.		STATEMENT 2
12 Total. Add lines 1 through 11		300,145.	300,145.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		4,000.	2,000.		2,000.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		4,260.	1,993.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		20,835.	10,324.		10,475.
24 Total operating and administrative expenses. Add lines 13 through 23		29,095.	14,317.		12,475.
25 Contributions, gifts, grants paid		290,000.			290,000.
26 Total expenses and disbursements. Add lines 24 and 25		319,095.	14,317.		302,475.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<18,950.>			
b Net investment income (if negative, enter -0-)			285,828.		
c Adjusted net income (if negative, enter -0-)				N/A	

5/14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1 Cash - non-interest-bearing						
	2 Savings and temporary cash investments				204,765.	317,479.	317,479.
	3 Accounts receivable ▶						
	Less: allowance for doubtful accounts ▶						
	4 Pledges receivable ▶						
	Less: allowance for doubtful accounts ▶						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons						
	7 Other notes and loans receivable ▶						
	Less: allowance for doubtful accounts ▶						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments - U.S. and state government obligations						
	b Investments - corporate stock STMT 6				5,422,530.	5,290,866.	5,949,599.
	c Investments - corporate bonds						
Liabilities	11 Investments - land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
	12 Investments - mortgage loans						
	13 Investments - other STMT 7				0.	0.	0.
	14 Land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
	15 Other assets (describe ▶)						
	16 Total assets (to be completed by all filers)				5,627,295.	5,608,345.	6,267,078.
	17 Accounts payable and accrued expenses						
	18 Grants payable						
Net Assets or Fund Balances	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 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				5,627,295.	5,608,345.		
30 Total net assets or fund balances				5,627,295.	5,608,345.		
31 Total liabilities and net assets/fund balances				5,627,295.	5,608,345.		

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	5,627,295.
2 Enter amount from Part I, line 27a	2	<18,950.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,608,345.
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	5,608,345.

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 CHARLES SCHWAB CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
b CHARLES SCHWAB CASH IN LIEU	P	VARIOUS	VARIOUS
c CHARLES SCHWAB - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
d PERSHING - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
e CASH IN LIEU - KINDER MORGAN	P	VARIOUS	VARIOUS

(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 7,933.			7,933.
b 30.			30.
c 1,054,389.		842,769.	211,620.
d 201,378.		242,772.	<41,394.>
e 420.			420.

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			7,933.
b			30.
c			211,620.
d			<41,394.>
e			420.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	178,609.
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 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))
2010	263,300.	5,976,078.	.044059
2009	312,989.	5,255,705.	.059552
2008	364,254.	6,496,164.	.056072
2007	384,974.	7,322,543.	.052574
2006	406,576.	7,387,696.	.055034

2 Total of line 1, column (d)	2	.267291
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	.053458
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,470,874.
5 Multiply line 4 by line 3	5	345,920.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,858.
7 Add lines 5 and 6	7	348,778.
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	302,475.

THE GRAYMER FOUNDATION

C/O C. GRAYDON ROGERS

22-6798520

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	5,717.
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	5,717.
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	5,717.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	54.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 8	9	1,771.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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?	X	
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) NJ		
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 2011 or the taxable year beginning in 2011 (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 (2011)

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 WEISERMAZARS LLP Telephone no. (516) 488-1200 Located at 60 CROSSWAYS PARK DRIVE WEST, WOODBURY, NY ZIP+4 11797			
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 2011 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 2011)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		X

Form 990-PF (2011)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	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 (2011)

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."

[illegible]

Total number of others receiving over \$50,000 for professional services

Part IX-A	Summary of Direct Charitable Activities
------------------	--

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

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.

1	N/A	
2		
3		
All other program-related investments. See instructions.		
Total. Add lines 1 through 3		0

Form **990-PF** (2011)

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	6,290,758.
b	Average of monthly cash balances	1b	278,657.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,569,415.
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	6,569,415.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	98,541.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,470,874.
6	Minimum investment return. Enter 5% of line 5	6	323,544.

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	323,544.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,717.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	672.
c	Add lines 2a and 2b	2c	6,389.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	317,155.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	317,155.
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	317,155.

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	302,475.
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	302,475.
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	302,475.

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 (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				317,155.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			281,866.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 302,475.				
a Applied to 2010, but not more than line 2a			281,866.	
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 2011 distributable amount				20,609.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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	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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				296,546.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

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

4942(j)(3) or 4942(j)(5)

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 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 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:

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
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
a Paid during the year				
DETAIL FURNISHED UPON REQUEST	NONE	OTHER PUBLIC CHARITY	GENERAL	290,000.
Total			3a	290,000.
b Approved for future payment				
NONE				
Total			3b	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADVISORY FEES	20,647.	10,324.		10,324.	
BANK CHARGES	75.	0.		75.	
PO BOX	76.	0.		76.	
MAGELLAN MIDSTREAM PARTNERS LP	37.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	20,835.	10,324.		10,475.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
PERSHING	2,789,136.		3,469,145.	
CHARLES SCHWAB	2,501,730.		2,480,454.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,290,866.		5,949,599.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
ORGANIZATIONAL COSTS	COST	18,020.	18,020.	
A/A - ORGANIZATIONAL COSTS	COST	<18,020.>	<18,020.>	
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
C. GRAYDON ROGERS 30 BEECHSIDE DR #301 VERO BEACH, FL 32963	PRESIDENT 0.00	0.	0.	0.
MARY ROGERS 30 BEECHSIDE DR #301 VERO BEACH, FL 32963	VICE-PRESIDENT 0.00	0.	0.	0.
STACY ROGERS GOLDING P.O. BOX 2 BEDMINSTER, NJ 07921	SECRETARY/TREASURER 0.00	0.	0.	0.
DAVID S. ROGERS 21 ALEXANDRIA ROAD MORRISTOWN, NJ 07960	TRUSTEE 0.00	0.	0.	0.
STUART G. ROGERS 1805 SHERWOOD ROAD ALLENTOWN, PA 18103	TRUSTEE 0.00	0.	0.	0.
ANN BRONWYN ROGERS 1700 EAST MARKET STREET #608 CELINA, OH 45822	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	55,007.	0.	55,007.
MAGELLAN MIDSTREAM PARTNERS LP	3.	0.	3.
PERSHING	61,044.	0.	61,044.
TOTAL TO FM 990-PF, PART I, LN 4	116,054.	0.	116,054.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MAGELLAN MIDSTREAM PARTNERS LP	5,482.	5,482.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,482.	5,482.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WEISERMAZARS LLP	4,000.	2,000.		2,000.	
TO FORM 990-PF, PG 1, LN 16B	4,000.	2,000.		2,000.	

FORM 990-PF	TAXES		STATEMENT		4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	1,993.	1,993.			0.
FEDERAL TAXES	2,267.	0.			0.
TO FORM 990-PF, PG 1, LN 18	4,260.	1,993.			0.

GRAYMER FOUNDATION EIN: 22-6798520
DECEMBER 31, 2011
CHARLES SCHWAB
BALANCE SHEET ATTACHMENT

Security	# of Shares	Cost	FMV
AGCO CORP.	295	9,410.01	12,676.15
ARCELOR MITTAL	365	16,217.87	6,639.35
AMGEN INC.	250	10,208.70	16,052.50
AT&T	1,075	28,238.45	32,508.00
BERKSHIRE HATHAWAY B NEW CL B	365	30,008.02	27,849.50
CA INC	940	15,246.35	19,002.10
CANADIAN NATL RY CO	120	4,179.51	9,427.20
CANON INC	610	26,451.84	26,864.40
CARNIVAL CORP NEW	410	7,121.36	13,382.40
CHEVRON CORP	395	38,460.36	42,028.00
COMCAST CORP	1,275	17,232.93	30,230.25
COMPUTER SCIENCES CORP	214	10,911.39	5,071.80
CONOCOPHILLIPS	355	22,982.68	25,868.85
CONSTELLATION ENERGY CO	495	15,544.75	19,636.65
CORNING INC	1,515	28,729.47	19,664.70
COVENTRY HEALTH CARE INC	513	11,201.58	15,579.81
CVS CORP	530	15,977.15	21,613.40
DFA EMERGING MARKETS PORTFOLIO	5,877	198,000.00	152,555.19
DFA EMERGING MARKETS SMALL CAP	4,852	87,082.53	86,517.65
DFA INTL SMALL CAP VALUE	6,650	118,968.45	90,305.63
DFA INTL SMALL COMPANY PORTFOLIO FUND	6,335	108,714.59	87,670.71
DFA US MICRO CAP PORT	3,799	48,872.10	50,222.26
DISNEY WALT CO	650	15,865.28	24,375.00
DOMTAR CORPORATION	225	19,870.75	17,991.00
DOW CHEMICAL	565	12,715.24	16,249.40
EDISON INTERNATIONAL	1,120	38,893.11	46,368.00
ENI S PA SPON ADR	650	31,442.02	26,825.50
EXXON MOBILE CORP	555	39,467.16	47,041.80
FORWARD FRONTIER MKTS	7,195	82,654.04	71,230.13
GAMESTOP CORP CL A NEW	2,070	37,972.75	49,949.10
GENERAL DYNAMICS CORP	250	13,045.45	16,602.50
GENERAL ELECTRIC CO	1,815	34,132.47	32,506.65
GENERAL MOTORS	280	6,604.69	5,675.60
HEWLETT PACKARD CO	540	18,278.14	13,910.40
INTL BUSINESS MACHINES	190	20,555.88	34,937.20
ISHARES MSCI	2,489	94,411.12	69,443.10
JP MORGAN CHASE & CO	460	15,914.84	15,295.00
KOHL'S CORP	185	5,026.09	9,129.75
KRAFT FOODS	1,110	33,760.64	41,469.60
KYOCERA LTD ADR	165	16,882.40	13,167.00
LEAR CORPORATION	450	21,320.50	17,910.00
LEHMAN BROS HLDGS	55,000	55,000.00	7,150.00
LOWES COMPANIES	735	16,842.07	18,654.30
MACYS INC	895	21,003.86	28,801.10
MERGER FUND	3,876	56,925.69	60,427.70
METLIFE	370	14,653.18	11,536.60
MOLSON COORS BREWING	870	40,129.17	37,879.80
NATIONAL OILWELL VARCO	275	11,161.38	18,697.25

NEWMONT MINING CORP	195	10,646.40	11,701.95
NORTHROP GRUMMAN CORP	635	36,521.72	37,134.80
NOVARTIS A G SPON	605	36,852.85	34,587.85
NUCOR	225	9,809.28	8,903.25
OCCIDENTAL PETE	240	15,397.51	22,488.00
PERKINELMER INC	860	22,684.57	17,200.00
PFIZER INC	1,437	25,722.42	31,096.68
PNC FINL SERVICES GP INC	415	22,202.74	23,933.05
RBC MICROCAP VALUE FD	4,888	77,349.87	79,031.54
REGENTATLANTIC HDGD EQTY	7	7,714.64	5,543.42
RELIANCE STL & ALUMINUM	238	11,335.13	11,588.22
ROWAN COMPANIES	365	8,349.20	11,070.45
SIEMANS AG ADR	160	11,965.27	15,297.60
STEELPATH MLP SLCT 40 FD CL Y	14,011	134,464.09	153,705.10
TARGET CORP	375	18,226.08	19,207.50
TELEFONICA SPON ADR	1,345	29,249.44	23,120.55
TFS MARKET NEUTRAL FUND	10,296	147,344.38	149,192.07
TIME WARNER INC NEW	1,365	40,684.69	49,331.10
TRAVELERS COMPANIES INC	295	11,952.03	17,455.15
TURNER SPECTRUM FD INST CL	6,401	70,306.24	70,095.49
UNITEDHEALTH GROUP INC	645	22,828.41	32,688.60
VERIZON COMMUNICATIONS	250	8,671.99	10,030.00
WALMART	630	32,358.24	37,648.80
WELLS FARGO & CO NEW	1,205	33,364.34	33,209.80
XEROX CORP	1,332	11,440.51	10,602.72
INVESTMENTS		<u>2,501,730.05</u>	<u>2,480,453.67</u>

GRAYMER FOUNDATION EIN: 22-6798520
DECEMBER 31, 2011
PERSHING
BALANCE SHEET ATTACHMENT

Security	# of Shares	Cost	FMV
AMERICAN EXPRESS COMPANY	5,000	232,402.33	235,850.00
AMGEN INC.	3,000	188,720.20	192,630.00
BED BATH & BEYOND	1,500	55,277.80	86,955.00
CHARLES SCHWAB	5,000	76,272.50	56,300.00
CISCO SYSTEMS	7,000	169,752.47	126,560.00
GENERAL ELECTRIC CO	6,500	230,640.00	116,415.00
HOME DEPOT	5,000	173,958.34	210,200.00
JOHNSON & JOHNSON	3,800	191,558.12	249,204.00
KELLOGG CO	4,000	178,534.55	202,280.00
KINDER MORGAN MGMT LLC	3,156	97,682.67	247,809.12
MAGELLAN MIDSTREAM HDLGS	4,427	63,352.68	304,931.76
MASTERCARD	500	68,119.75	186,410.00
MICROSOFT CORP	7,000	203,620.67	181,720.00
PEABODY ENERGY CORP	4,000	87,226.00	132,440.00
PROCTER & GAMBLE CO	2,500	138,928.36	166,775.00
QUALCOM INC	5,000	126,358.00	273,500.00
STATE STREET CORP	1,500	76,371.33	60,465.00
TARGET CORP	5,000	190,550.00	256,100.00
WESTERN UNION CO	10,000	239,810.37	182,600.00
INVESTMENTS		2,789,136.14	3,469,144.88

THE GRAYMER FOUNDATION

EIN # 22-6798520

PERSHING

GAIN AND LOSS SCHEDULE

Disposition Date	Acquisition Date	Disposition Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/Disallowance
Short Term								
11/04/11	Please Provide *	FSLG FI	2100,000THS KINDER MORGAN MGMT LLC SHS	EKE55U103	0.616	Please Provide	0.00	N/A
11/04/11	02/14/11	FSLG FI	100,000THS KINDER MORGAN MGMT LLC SHS	EKE55U103	15,216,000	0.00	0.00	0.00
11/04/11	02/14/11	FSLG FI	100,000THS KINDER MORGAN MGMT LLC SHS	EKE55U103	8,496,000	0.00	0.00	0.00
11/04/11	05/13/11 *	FSLG FI	100,000THS KINDER MORGAN MGMT LLC SHS	EKE55U103	25,614,000	0.00	0.00	0.00
11/04/11	08/12/11	FSLG FI	100,000THS KINDER MORGAN MGMT LLC SHS	EKE55U103	55,006,000	0.00	0.00	0.00

THE GRAYMER FOUNDATION

EIN # 22-6798520

PERSHING

GAIN AND LOSS SCHEDULE

Disposition Date	Acquisition Date	Disposition Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/Disallowed
Total Short Term								
						\$0.00	\$0.00	\$0.00
Long Term								
02/14/11	12/30/08 *	CLEU	KINDER MORGAN MGMT LLC SHS	KMR	0.170	5.42	0.00	-5.42
		SL						
05/13/11	12/30/08 *	CLEU	KINDER MORGAN MGMT LLC SHS	KMR	0.186	5.83	0.00	-5.83
		SL						
08/12/11	12/30/08 *	CLEU	KINDER MORGAN MGMT LLC SHS	KMR	0.472	14.52	0.00	-14.52
		FI						
11/02/11	01/15/10 *	SELL	APOLLO GROUP INC CL A	APOL	2,000,000	120,867.00	91,051.85	-29,815.15
		FI						
11/02/11	01/15/10 *	SELL	EXELON CORP COM	EXC	2,500,000	121,865.00	110,294.88	-11,570.12
		FI						
11/04/11	01/03/50 *	FSLG	100,000THS KINDER MORGAN MGMT LLC SHS	EKE55U103	86,589.535	0.00	0.00	0.00
		FI						
11/04/11	01/03/50 *	FSLG	100,000THS KINDER MORGAN MGMT LLC SHS	EKE55U103	22,379.118	0.00	0.00	0.00
		FI						
11/04/11	01/03/50 *	FSLG	100,000THS KINDER MORGAN MGMT LLC SHS	EKE55U103	24,087.667	0.00	0.00	0.00
		FI						
11/04/11	01/03/50 *	FSLG	100,000THS KINDER MORGAN MGMT LLC SHS	EKE55U103	168,573.000	0.00	0.00	0.00
		FI						
11/04/11	01/03/50 *	FSLG	100,000THS KINDER MORGAN MGMT LLC SHS	EKE55U103	83,154.065	0.00	0.00	0.00
		FI						
11/14/11	12/30/08 *	CLEU	KINDER MORGAN MGMT LLC SHS	KMR	0.460	13.89	30.83	16.94
		FI						
Total Long Term						\$242,771.66	\$201,377.56	-\$41,394.10
Total Short Term and Long Term						\$242,771.66	\$201,377.56	-\$41,394.10

THE GRAYMER FOUNDATION

EIN # 22-6798520

CHARLES SCHWAB

GAIN AND LOSS SCHEDULE

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AETNA INC NEW. AET	1,295.0000	08/28/10	07/11/11	\$68,117.86	\$40,332.68	\$15,785.20
Security Subtotal				\$68,117.86	\$40,332.68	\$15,785.20
BIOGEN IDEC INC: BIIB	5.0000	05/11/10	03/14/11	\$352.88	\$257.25	\$95.63
BIOGEN IDEC INC: BIIB	100.0000	05/11/10	03/14/11	\$7,057.59	\$5,144.94	\$1,912.65
BIOGEN IDEC INC: BIIB	100.0000	05/11/10	03/14/11	\$7,057.60	\$5,144.94	\$1,912.66
Security Subtotal				\$14,468.07	\$10,547.13	\$3,920.94
CEPHALON INC: CEPH	100.0000	01/31/11	10/14/11	\$8,150.00	\$5,906.53	\$2,243.47
CEPHALON INC: CEPH	100.0000	01/31/11	10/14/11	\$8,150.00	\$5,906.53	\$2,243.47
CEPHALON INC: CEPH	140.0000	01/31/11	10/14/11	\$11,410.00	\$8,269.15	\$3,140.85
Security Subtotal				\$27,710.00	\$20,082.21	\$7,627.79
DEL MONTE FOODS CO XXXCASH MERGER @ \$19.00/SH EFF 03/09/11: 24522P103	1,315.0000	08/23/10	03/09/11	\$24,965.00	\$17,273.59	\$7,711.41
Security Subtotal				\$24,965.00	\$17,273.59	\$7,711.41
GENERAL MOTORS CO: GM	255.0000	07/11/11	10/19/11	\$5,965.35	\$7,872.43	(\$1,907.08)

THE GRAYMER FOUNDATION

EIN # 22-6798520

CHARLES SCHWAB

GAIN AND LOSS SCHEDULE

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GENERAL MOTORS CO: GM	420.0000	07/11/11	10/18/11	\$9,825.28	\$12,966.77	(\$3,141.49)
GENERAL MOTORS CO: GM	75.0000	08/30/11	10/18/11	\$1,764.52	\$1,769.11	(\$14.59)
GENERAL MOTORS CO: GM	525.0000	08/30/11	10/18/11	\$12,281.61	\$12,383.79	(\$102.18)
Security Subtotal				\$28,826.76	\$34,992.10	(\$5,165.34)
HUNTINGTON INGALLS INDS: HII	0.5000	01/31/11	03/31/11	\$19.72	\$19.94	(\$0.22)
HUNTINGTON INGALLS INDS: HII	42.0000	01/31/11	06/30/11	\$1,445.02	\$1,675.37	(\$230.35)
Security Subtotal				\$1,464.74	\$1,695.31	(\$230.57)
KRAFT FOODS INC: KFT	590.0000	12/20/10	08/30/11	\$20,447.14	\$18,817.86	\$1,629.28
Security Subtotal				\$20,447.14	\$18,817.86	\$1,629.28
LIBERTY MEDIA CORP A LIBERTY STARZ SER A: LSTZA	35.0000	03/18/10	01/31/11	\$2,328.34	\$1,828.72	\$502.62
LIBERTY MEDIA CORP A LIBERTY STARZ SER A: LSTZA	100.0000	03/18/10	01/31/11	\$6,655.24	\$5,219.21	\$1,436.03
Security Subtotal				\$8,984.59	\$7,045.93	\$1,938.65

THE GRAYMER FOUNDATION

EIN # 22-6798520

CHARLES SCHWAB

GAIN AND LOSS SCHEDULE

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MCDERMOTT INTL INC F: MDR	1,060.0000	08/23/10	03/14/11	\$25,316.08	\$13,127.10	\$12,188.98
Security Subtotal				\$25,316.08	\$13,127.10	\$12,188.98
METROPOLITAN WEST HIGH YIELD BOND I: MWHIX	8,644.2220	08/10/10	02/24/11	\$105,458.78	\$101,000.00	\$4,458.78
Security Subtotal				\$105,458.78	\$101,000.00	\$4,458.78
MOLSON COORS BREWING CLB: TAP	100.0000	05/13/11	08/30/11	\$4,347.23	\$4,612.57	(\$265.34)
MOLSON COORS BREWING CLB: TAP	100.0000	05/13/11	08/30/11	\$4,347.23	\$4,612.58	(\$265.35)
MOLSON COORS BREWING CLB: TAP	275.0000	05/13/11	08/30/11	\$11,954.89	\$12,684.56	(\$729.67)
Security Subtotal				\$20,649.35	\$21,909.71	(\$1,260.36)
NASDAQ OMX GROUP INC: NDAQ	225.0000	12/20/10	07/11/11	\$5,465.64	\$5,275.98	\$189.66
Security Subtotal				\$5,465.64	\$5,275.98	\$189.66
NATIONAL OILWELL VARCO: NOV	200.0000	05/11/10	03/14/11	\$15,081.96	\$8,117.37	\$6,964.59
Security Subtotal				\$15,081.96	\$8,117.37	\$6,964.59
NEWMONT MINING CORP: NEM	115.0000	01/31/11	08/30/11	\$7,272.73	\$6,356.84	\$915.89

THE GRAYMER FOUNDATION

EIN # 22-6798520

CHARLES SCHWAB

GAIN AND LOSS SCHEDULE

Short-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
NEWMONT MINING CORP: NEM		810.0000	07/11/11	08/30/11	\$51,225.30	\$44,223.49	\$7,001.81
Security Subtotal					\$58,498.03	\$50,580.33	\$7,917.70
STEELPATH MLP SLCT 40 FD CL Y: MLPYX		3,694.0590	04/07/10	01/27/11	\$41,000.00	\$35,173.25	\$5,826.75
Security Subtotal					\$41,000.00	\$35,173.25	\$5,826.75
VANGUARD MSCI EMERGING MARKETS ETF: VWO		106.0000	12/17/10	05/17/11	\$5,022.53	\$5,004.62	\$17.91
VANGUARD MSCI EMERGING MARKETS ETF: VWO		220.0000	02/24/11	05/17/11	\$10,424.12	\$9,995.51	\$438.61
Security Subtotal					\$15,446.65	\$14,990.13	\$456.52
Total Short-Term					\$470,920.85	\$400,960.86	\$69,959.99
Long-Term		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABSOLUTE STRATEGIES FUND INSTL SHR: ASFIX		2,755.0460	multiple	01/27/11	\$30,000.00	\$27,909.80	\$2,090.20

THE GRAYMER FOUNDATION

EIN # 22-6798520

CHARLES SCHWAB

GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABSOLUTE STRATEGIES FUND INSTL SHR. ASFIX	4,845.8160	multiple	05/17/11	\$53,158.06	\$48,090.20	\$4,067.86
Security Subtotal				\$83,158.06	\$77,000.00	\$6,158.06
APERAM 03754H104	0.2500	12/23/09	02/01/11	\$9.99	\$11.59	(\$1.60)
APERAM APEMY	18.0000	12/23/08	06/30/11	\$572.45	\$834.45	(\$262.00)
Security Subtotal				\$582.44	\$846.04	(\$263.60)
BIOGEN IDEC INC: BIIB	25.0000	11/19/08	05/13/11	\$2,418.32	\$1,082.42	\$1,335.90
BIOGEN IDEC INC: BIIB	100.0000	11/19/08	05/13/11	\$9,673.27	\$4,329.68	\$5,343.59
BIOGEN IDEC INC: BIIB	23.0000	05/11/10	05/13/11	\$2,224.85	\$1,183.34	\$1,041.51
BIOGEN IDEC INC: BIIB	90.0000	05/11/10	05/13/11	\$8,705.94	\$4,630.44	\$4,075.50
BIOGEN IDEC INC: BIIB	100.0000	05/11/10	05/13/11	\$9,673.26	\$5,144.94	\$4,528.32
Security Subtotal				\$32,895.64	\$16,370.83	\$16,524.81
CORNING INC: GLW	1,160.0000	10/13/10	10/18/11	\$15,580.27	\$21,987.48	(\$6,407.21)
Security Subtotal				\$15,580.27	\$21,987.48	(\$6,407.21)

THE GRAYMER FOUNDATION

EIN # 22-6798520

CHARLES SCHWAB

GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DEVON ENERGY CP NEW: DVN	85.0000	11/19/08	05/13/11	\$8,978.60	\$5,957.51	\$1,021.09
DEVON ENERGY CP NEW: DVN	100.0000	11/19/08	05/13/11	\$8,210.10	\$7,008.84	\$1,201.26
Security Subtotal				\$15,188.70	\$12,966.35	\$2,222.35
EMC CORP MASS: EMC	125.0000	11/19/08	05/13/11	\$3,453.02	\$1,250.67	\$2,202.35
EMC CORP MASS: EMC	200.0000	11/19/08	05/13/11	\$5,524.83	\$2,001.06	\$3,523.77
EMC CORP MASS: EMC	50.0000	03/16/10	05/13/11	\$1,381.31	\$939.26	\$442.05
EMC CORP MASS: EMC	75.0000	03/16/10	05/13/11	\$2,071.82	\$1,408.88	\$662.94
EMC CORP MASS: EMC	100.0000	03/16/10	05/13/11	\$2,762.64	\$1,878.52	\$884.12
Security Subtotal				\$15,183.62	\$7,478.39	\$7,705.23
EBAY INC: EBAY	100.0000	11/19/08	05/13/11	\$3,357.38	\$1,217.82	\$2,139.56
EBAY INC: EBAY	200.0000	11/19/08	05/13/11	\$6,714.76	\$2,435.64	\$4,279.12
EBAY INC: EBAY	240.0000	11/19/08	05/13/11	\$8,057.71	\$2,922.76	\$5,134.95
Security Subtotal				\$18,129.85	\$6,576.22	\$11,553.63

THE GRAYMER FOUNDATION

EIN # 22-6798520

CHARLES SCHWAB

GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
EII INTL PROPERTY CL I: EIIPX	1,435.5640	multiple	01/27/11	\$28,273.23	\$23,752.59	\$2,520.64
Security Subtotal				\$28,273.23	\$23,752.59	\$2,520.64
INTL BUSINESS MACHINES: IBM	90.0000	08/18/09	10/18/11	\$18,079.14	\$9,737.00	\$8,342.14
Security Subtotal				\$18,079.14	\$9,737.00	\$8,342.14
LAZARD EMRG MKTS INST SHARE: LZEMX	4,186.8340	11/11/08	05/17/11	\$89,507.38	\$61,942.72	\$27,564.66
Security Subtotal				\$89,507.38	\$61,942.72	\$27,564.66
LIBERTY MEDIA CORP A LIBERTY STARZ SER A: LSTZA	45.0000	11/19/08	07/11/11	\$3,305.12	\$840.63	\$2,464.49
LIBERTY MEDIA CORP A LIBERTY STARZ SER A: LSTZA	55.0000	03/18/10	07/11/11	\$4,038.59	\$2,870.57	\$1,168.02
Security Subtotal				\$7,344.71	\$3,711.20	\$3,633.51
LOCKHEED MARTIN CORP: LMT	15.0000	11/19/08	01/31/11	\$1,186.07	\$1,089.97	\$96.10
LOCKHEED MARTIN CORP: LMT	100.0000	11/19/08	01/31/11	\$7,907.08	\$7,288.46	\$618.62
LOCKHEED MARTIN CORP: LMT	100.0000	11/19/08	01/31/11	\$7,906.84	\$7,288.47	\$618.37
Security Subtotal				\$16,999.99	\$15,622.90	\$1,377.09

THE GRAYMER FOUNDATION

EIN # 22-6798520

CHARLES SCHWAB

GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MEDTRONIC INC: MDT	8.0000	03/19/09	05/13/11	\$335.88	\$223.31	\$112.57
MEDTRONIC INC: MDT	73.0000	03/19/09	05/13/11	\$3,084.94	\$2,037.69	\$1,027.25
MEDTRONIC INC: MDT	92.0000	03/19/09	05/13/11	\$3,862.68	\$2,568.04	\$1,294.64
MEDTRONIC INC: MDT	92.0000	03/19/09	05/13/11	\$3,862.73	\$2,568.05	\$1,294.68
MEDTRONIC INC: MDT	100.0000	03/19/09	05/13/11	\$4,198.57	\$2,791.35	\$1,407.22
Security Subtotal				\$15,324.80	\$10,188.44	\$5,136.36
MERCK & CO INC NEW: MRK	475.0000	11/19/08	03/14/11	\$15,315.59	\$12,614.98	\$2,700.71
Security Subtotal				\$15,315.59	\$12,614.98	\$2,700.71
MERGER FUND: MERFX	1,894.4220	03/06/09	01/27/11	\$30,000.00	\$27,675.57	\$2,324.43
MERGER FUND: MERFX	503.7780	03/06/09	10/24/11	\$8,000.00	\$7,398.74	\$601.26
Security Subtotal				\$38,000.00	\$35,074.31	\$2,925.69
NIKE INC CLASS B: NKE	75.0000	11/19/08	07/11/11	\$6,885.67	\$3,401.54	\$3,484.13
Security Subtotal				\$6,885.67	\$3,401.54	\$3,484.13

THE GRAYMER FOUNDATION

EIN # 22-6798520

CHARLES SCHWAB

GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
NUVEEN REAL ESTATE SECS I: FARCX	1,337.3130	07/09/09	01/27/11	\$25,209.88	\$12,392.85	\$12,817.01
Security Subtotal				\$25,209.88	\$12,392.85	\$12,817.01
PROCTER & GAMBLE: PG	245.0000	04/29/09	10/19/11	\$15,908.88	\$12,401.05	\$3,507.83
Security Subtotal				\$15,908.88	\$12,401.05	\$3,507.83
RBC MICROCAP VALUE FD CL S: TMVX	385.6040	12/19/07	10/18/11	\$6,000.00	\$8,101.40	(\$101.40)
Security Subtotal				\$6,000.00	\$8,101.40	(\$101.40)
STEELPATH MLP SLCT 40 FD CL Y: MLPYX	2,091.3580	04/07/10	10/18/11	\$22,000.00	\$20,034.34	\$1,965.66
Security Subtotal				\$22,000.00	\$20,034.34	\$1,965.66
TEXAS INSTRUMENTS INC: TXN	115.0000	11/19/08	10/19/11	\$3,503.31	\$1,780.15	\$1,723.16
Security Subtotal				\$3,503.31	\$1,780.15	\$1,723.16
TURNER SPECTRUM FD INST CL: TSPEX	2,157.3280	05/04/10	10/18/11	\$25,000.00	\$23,693.76	\$1,306.24
Security Subtotal				\$25,000.00	\$23,693.76	\$1,306.24
UNITED TECHNOLOGIES CORP: UTX	85.0000	12/23/09	05/13/11	\$7,545.86	\$5,893.72	\$1,652.24
UNITED TECHNOLOGIES CORP: UTX	25.0000	05/11/10	05/13/11	\$2,218.45	\$1,832.70	\$386.75

THE GRAYMER FOUNDATION

EIN # 22-6798520

CHARLES SCHWAB

GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
UNITED TECHNOLOGIES CORP: UTX	75.0000	05/11/10	05/13/11	\$6,858.30	\$5,498.09	\$1,160.21
UNITED TECHNOLOGIES CORP: UTX	99.0000	05/11/10	05/13/11	\$8,788.82	\$7,257.49	\$1,531.33
UNITED TECHNOLOGIES CORP: UTX	100.0000	05/11/10	05/13/11	\$8,877.60	\$7,330.79	\$1,546.81
Security Subtotal				\$34,090.13	\$27,812.79	\$6,277.34
VANGUARD MSCI EMERGING MARKETS ETF: VWO	834.0000	01/28/08	05/17/11	\$39,516.90	\$18,310.69	\$21,206.21
Security Subtotal				\$39,516.90	\$18,310.69	\$21,206.21
Total Long-Term				\$83,408.27	\$441,608.02	\$141,660.25
Total Realized Gain or (Loss)				\$1,054,388.92	\$842,768.68	\$211,620.24

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions. THE GRAYMER FOUNDATION	Employer identification number (EIN) or
	C/O C. GRAYDON ROGERS	<input checked="" type="checkbox"/> 22-6798520
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 30 BEACHSIDE DR #301	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. VERO BEACH, FL 32963	

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

04

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

WEISERMAZARS LLP

- The books are in the care of ► **3000 MARCUS AVENUE - LAKE SUCCESS, NY 11042-1066**

Telephone No. ► **(516) 488-1200**

FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2011** or

► ☐ tax year beginning , and ending .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	4,000.

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

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

Form 8868 (Rev. 1-2012)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions THE GRAYMER FOUNDATION	Employer identification number (EIN) or
	C/O C. GRAYDON ROGERS	<input checked="" type="checkbox"/> 22-6798520
	Number, street, and room or suite no. If a P.O. box, see instructions. 30 BEACHSIDE DR #301	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. VERO BEACH, FL 32963	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

WEISERMAZARS LLP

• The books are in the care of **60 CROSSWAYS PARK DRIVE WEST - WOODBURY, NY 11797**
Telephone No. **(516) 488-1200** FAX No.

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension **ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	4,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	4,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **[Signature]** Title **CAA** Date **8/10/12**
Form 8868 (Rev. 1-2012)