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

**2011**

Department of the Treasury  
Internal Revenue Service

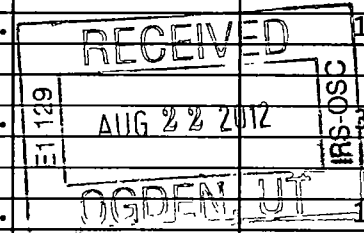
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>GRAY MATTERS CHARITABLE FOUNDATION, INC.</b>		A Employer identification number <b>58-2147850</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2200 CENTURY PARKWAY</b>	Room/suite <b>100</b>	B Telephone number <b>678-365-4758</b>
City or town, state, and ZIP code <b>ATLANTA, GA 30345</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>2,219,622.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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	263.	263.		STATEMENT 1
	4 Dividends and interest from securities				
	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			1,000.	
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,000.	0.		STATEMENT 2	
12 Total. Add lines 1 through 11	1,263.	263.	1,000.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	25,614.	5,123.		20,491.
	14 Other employee salaries and wages	20,275.	4,055.		16,220.
	15 Pension plans, employee benefits	2,241.	492.		1,749.
	16a Legal fees				
	b Accounting fees	4,000.	3,000.		1,000.
	c Other professional fees				
	17 Interest				
	18 Taxes	4,963.	1,112.		3,851.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,349.	470.		1,879.
	22 Printing and publications				
	23 Other expenses	12,307.	12,063.		241.
	24 Total operating and administrative expenses. Add lines 13 through 23	71,749.	26,315.		45,431.
	25 Contributions, gifts, grants paid	244,052.			244,052.
26 Total expenses and disbursements. Add lines 24 and 25	315,801.	26,315.		289,483.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<314,538.>				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			1,000.		



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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		2,852.	46,257.	46,257.
	2	Savings and temporary cash investments		2,496,309.	2,131,400.	2,131,400.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		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				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation .. ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 6		49,813.	41,965.	41,965.
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ )					
16	<b>Total assets (to be completed by all filers)</b>			<b>2,548,989.</b>	<b>2,219,622.</b>	<b>2,219,622.</b>
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ <b>DUE TO M&amp;O</b> )			67,922.	53,093.
23	<b>Total liabilities (add lines 17 through 22)</b>			<b>67,922.</b>	<b>53,093.</b>	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds			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			2,481,067.	2,166,529.	
30	<b>Total net assets or fund balances</b>			<b>2,481,067.</b>	<b>2,166,529.</b>	
31	<b>Total liabilities and net assets/fund balances</b>			<b>2,548,989.</b>	<b>2,219,622.</b>	

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	2,481,067.
2	Enter amount from Part I, line 27a	2	<314,538.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,166,529.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>2,166,529.</b>

**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) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>		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))
2010	649,075.	2,809,139.	.231058
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
2 Total of line 1, column (d)			1.175219
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			.235044
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			2,249,423.
5 Multiply line 4 by line 3			528,713.
6 Enter 1% of net investment income (1% of Part I, line 27b)			0.
7 Add lines 5 and 6			528,713.
8 Enter qualifying distributions from Part XII, line 4 <span style="font-size: x-small;">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.</span>			289,483.

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

Table with 11 rows for excise tax calculations. Includes instructions for exempt foundations, domestic foundations, and tax payments. Total tax due is 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions regarding political campaigns, unrelated business income, and state reporting. Includes 'Yes/No' columns and a 'Refunded' indicator.

**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 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)			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 ▶ MR. TOM SCHULER Telephone no. ▶ 678-365-4758 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 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 ▶		Yes	No
		16		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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 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	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 2011?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  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

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

N/A  Yes  No

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

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

Yes  No

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

If "Yes" to 6b, file Form 8870.

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

5b		
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
SEE STATEMENT 7		25,614.	1,362.	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 VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

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

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

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶ 0.</span>	

**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	2,283,678.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,283,678.
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	2,283,678.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,255.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,249,423.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	112,471.

**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	112,471.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (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	112,471.
4	Recoveries of amounts treated as qualifying distributions	4	1,000.
5	Add lines 3 and 4	5	113,471.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	113,471.

**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	289,483.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	289,483.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	289,483.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				113,471.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	757,765.			
b From 2007	872,148.			
c From 2008	646,668.			
d From 2009	282,987.			
e From 2010	508,618.			
f Total of lines 3a through e	3,068,186.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 289,483.				
a Applied to 2010, 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 2011 distributable amount				113,471.
e Remaining amount distributed out of corpus	176,012.			
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:	3,244,198.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				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 2006 not applied on line 5 or line 7	757,765.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,486,433.			
10 Analysis of line 9:				
a Excess from 2007	872,148.			
b Excess from 2008	646,668.			
c Excess from 2009	282,987.			
d Excess from 2010	508,618.			
e Excess from 2011	176,012.			

**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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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**

**Part XV. Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT A	NONE	501(C)(3)	SEE STATEMENT A	244,052.
<b>Total</b>				<b>244,052.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





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

SOURCE	AMOUNT
BNY MELLON	77.
LAND OF A THOUSAND HILLS COFFEE	186.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	263.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GRANTS REFUNDED	1,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,000.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND PLANNING FEES	4,000.	3,000.		1,000.
TO FORM 990-PF, PG 1, LN 16B	4,000.	3,000.		1,000.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,963.	1,112.		3,851.
TO FORM 990-PF, PG 1, LN 18	4,963.	1,112.		3,851.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE/ COMMUNICATIONS	54.	11.		43.
BANK CHARGES	9.	2.		7.
POSTAGE	72.	14.		55.
DUES & SUBSCRIPTIONS	70.	14.		56.
INVESTMENT FEES	12,002.	12,002.		0.
LICENSES & PERMITS	100.	20.		80.
TO FORM 990-PF, PG 1, LN 23	12,307.	12,063.		241.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PROGRAM EXPENSE: LAND OF A THOUSAND HILLS COFFEE NOTE RECEIVABLE	COST	41,965.	41,965.
TOTAL TO FORM 990-PF, PART II, LINE 13		41,965.	41,965.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. PATTILLO 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
ROBERT CARVALHO 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	DIRECTOR 0.00	0.	0.	0.
EUGENIA TOPPLE 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	TREASURER 4.00	25,614.	1,362.	0.
TERRY L. GALLOWAY (RESIGNED) 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	SECRETARY 0.00	0.	0.	0.
CLAY REESE 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		25,614.	1,362.	0.

## STATEMENT A

58-2147850

## STATEMENT A

## GRAY MATTERS CHARITABLE FOUNDATION

Legal Name	Address	Purpose	Amount
The Akshaya Patra Foundation USA	92 Montvale Avenue Suite 2500, Stoneham MA 02180 USA	Enabling Hunger free education for children in India	100.00
American Cancer Society	250 Williams Street NW, Atlanta GA 30303 USA	Saving lives by helping people stay well, get well, find cures, and fight back	205.00
Association des Anciennes Eleves-Sainte Rose	Institution Sainte Rose de Lima, B.P. 1303 / 123 Avenue John Brown, Port-au-Prince, Haiti	Concerned about the excellence in all areas. Association des Anciennes Eleves-St. Rose seeks to provide the integral formation of girls through Christian education, and enable them to effectively take their place in the church, society and serve their country	5,000.00
Atlanta Botanical Garden Inc.	1345 Piedmont Avenue NE, Atlanta, Georgia 30309 USA	To develop and maintain plant collections for display, education, research, conservation and enjoyment.	129.00
Kairos Christian Ministry - Atlanta Incorporated	645 Grant Street SE, Atlanta, GA 30312 USA	Members of the Kairos community encourage one another daily to follow in the way of Jesus.	1,800.00
Care For Cops, Inc.	2675 Mall of Georgia Blvd. Suite 603, Buford, GA 30519 USA	Care For Cops, Inc. is a 501(c)3 charity founded in 1999 which donates money to families of Georgia law enforcement officers killed in the line of duty.	600.00
Crohns & Colitis Foundation of America	386 Park Avenue South 17th Floor, New York NY 10016 USA	Dedicated to finding the cure for Crohn's disease and ulcerative colitis	30.00
Cure Childhood Cancer, Inc.	1117 Perimeter Center West, Suite N-402, Atlanta GA 30338 USA	CURE Childhood Cancer is dedicated to conquering childhood cancer through funding targeted research and through support of patients and their families.	170.00
Dartmouth College	7 Lebanon St # 305 Hanover, NH 03755 USA	The College's Highest Priorities, Financial Aid, Faculty and Academic Programs	30,000.00
Decatur Cooperative Ministry	PO BOX 457, Decatur, GA 30031 USA	Decatur Cooperative Ministry alleviates and prevents homelessness while affirming the dignity of each family.	1,000.00
Decatur Education Foundation Inc	315 W Ponce De Leon Ave Ste 770, Decatur, GA 30030 USA	The Decatur Education Foundation works to help Decatur youth realize their full potential.	200.00
Decatur Rotary Foundation Inc	PO BOX 845, Decatur, GA 30031-0845	An organization of business and professional leaders united worldwide, who provide humanitarian service, encourage high ethical standards in all vocations, and help build goodwill and peace in the world.	250.00
Dekalb Medical Center Foundation Inc	2701 N. Decatur Road, Decatur GA 30033, USA	To improve lives through the delivery of excellent health and wellness services in partnership with our physicians	500.00

## STATEMENT A

58-2147850

## STATEMENT A

## GRAY MATTERS CHARITABLE FOUNDATION

Legal Name	Address	Purpose	Amount
Donors Choose	347 West 36th Street, Suite 503, New York City, 10018 USA	DonorsChoose.org engages the public in public schools by giving people a simple, accountable and personal way to address educational inequity.	100 00
Dream House for Medically Fragile Children	2092 Scenic Hwy, Snellville, GA 30078 USA	Dream House empowers families to care for medically fragile children at home and improve their quality of life, by providing them a more efficient and effective way to care for them.	250.00
Georgia River Network	126 S Milledge Ave Ste 3, Athens, GA 30605	Work to ensure a clean water legacy by engaging and empowering Georgians to protect and restore our rivers from the mountains to the coast.	100.00
Georgia Wand Education Fund	250 Georgia Ave SE Atlanta, GA 30312 USA	To empower women to act politically to reduce violence and militarism and redirect excessive military resources toward unmet human and environmental needs.	250.00
Gwinnett Community Clinic	2160 Fountain Drive Snellville, GA 30078 USA	GCC cares for thousands of residents in Gwinnett who would have otherwise gone untreated	965 00
HILLSIDE, INC.	690 Courtenay Drive, Atlanta, GA 30306 USA	To provide treatment services to children ages 7-21 who have severe emotional, psychological, and behavioral challenges	455.00
Initiative for Affordable Housing Dekalb	1434 Scott Blvd Ste 200, Decatur, GA 30030 USA	To help homeless and low-income families in metro Atlanta secure housing and break the cycle of poverty through a Job Training Program, re loom	5,000.00
It's The Journey, Inc.	270 Carpenter Drive, Suite 515, Atlanta, GA 30328 USA	It's The Journey, Inc. works year-round to support breast cancer organizations in Georgia.	100 00
North Decatur Presbyterian Church	611 Medlock Road Decatur, Georgia 30033 USA	Called to serve, work for peace and justice and share God's love with all people	2,500.00
Oglethorpe University	4484 Peachtree Rd Atlanta, GA 30319 USA	IDEX Fellowship Program Management	164,509.00
Our House, Inc.	711 South Columbia Drive Decatur, GA 30030 USA	Our House breaks the chains of homelessness by providing quality early childhood education and comprehensive support services for families who are homeless	1,035.00

## STATEMENT A

58-2147850

## GRAY MATTERS CHARITABLE FOUNDATION

## STATEMENT A

Legal Name	Address	Purpose	Amount
Partnerships for Change	The Presidio of San Francisco Building 1016, Suite 222, The Thoreau Center for Sustainability San Francisco, CA 94129 USA	Partnerships For Change (PFC) is dedicated to the promotion of sustainable development through direct humanitarian action, transforming social and economic conditions of underserved communities, globally.	500.00
Pratham USA	5890 Point West Drive Houston, TX 77036 USA	For Research through SAFED & India Institute	5,000.00
Refugee Family Services	5561 Memorial Dr., Stone Mountain GA, 300823 USA	To support the efforts of refugee women and children to achieve self-sufficiency in the US by providing education and economic opportunity	1,000.00
Rose Foundation	6008 College Ave., Suite 10, Oakland, CA 94618 USA	Take Action! Conference Sponsorship	10,000.00
Scleroderma Foundation, Ohio Chapter	P O. Box 105, Worthington, OH 43085 USA	The Scleroderma Foundation is a national nonprofit health organization dedicated to a three-fold mission of Support, Education, and Research to help fight this disease	1,000.00
St. Martin's Episcopal School	3110 Ashford Dunwoody Rd Ne Ste A, Atlanta, GA 30319 USA	Dedicated to providing a quality education of the whole person in a loving, Christian atmosphere, which fosters lifelong learning.	350.00
Susan G. Komen for the Cure	5005 LBJ Freeway, Suite 250, Dallas, TX 75244 USA	To eradicate breast cancer as a life-threatening disease by advancing research, education, screening, and treatment.	480.00
The Essential Economy Council	817 West Peachtree Street Suite 915, Atlanta, GA 30308 USA	To conduct original research on the opportunity and importance of the Essential Economy in Georgia	5,000.00
UAB Neurology Department	1720 7th Avenue South, Birmingham, AL 35294 USA	To support research projects and clinical research	5,000.00
Univ. of California Berkeley Foundation	University of California, Berkeley, 2080 Addison Street #4200, Berkeley, CA 94720 USA	To support and advance the mission of the University of California, Berkeley by encouraging private philanthropy	250.00
University of North Carolina Chapel Hill	209 South Road Chapel Hill, NC 27514 USA	UNC serves North Carolina, the United States, and the world through teaching, research, and public service	100.00
VETS HELP VETS, INC.	11025 Big Canoe, Big Canoe, GA 30143 USA	The mission of Vets Help Vets is to provide veterans living in north metro Atlanta with home renovations to facilitate their independence and re-Intergration back into civilian society.	25.00
Zoo Atlanta	800 Cherokee Avenue, SE Atlanta, GA 30315	To inspire the citizens of Atlanta and Georgia and all visitors to the Zoo to value wildlife on Earth and to help safeguard existing species through conservation.	99.00

## Application for Extension of Time To File an Exempt Organization Return

▶ **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](http://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.*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>GRAY MATTERS CHARITABLE FOUNDATION, INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>58-2147850</b>
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. <b>2200 CENTURY PARKWAY, NO. 100</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>ATLANTA, GA 30345</b>	

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-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

**MR. TOM SCHULER**

- The books are in the care of ▶ **2200 CENTURY PARKWAY, STE 100 - ATLANTA, GA 30345**  
Telephone No. ▶ **678-365-4758** 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

<b>3a</b> 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.	<b>3a</b>	\$	0.
<b>b</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.	<b>3b</b>	\$	0.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**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)