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Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

2012Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20**B Check if applicable**

<input type="checkbox"/>	Address change
<input type="checkbox"/>	Name change
<input type="checkbox"/>	Initial return
<input type="checkbox"/>	Terminated
<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Application pending

C Name of organization

GRACE USA

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

Room/suite

170 CORREAS STREET

City, town or post office, state, and ZIP code

HALF MOON BAY, CA 94109-1869

F Name and address of principal officerNATASHA MARTIN
170 CORREAS STREET HALF MOON BAY, CA 94109-1869**D Employer identification number**

02-0693871

E Telephone number

(650) 712-0561

G Gross receipts \$ 204,483.**H(a) Is this a group return for affiliates?** Yes ☐ No ☒**H(b) Are all affiliates included?** Yes ☐ No ☐

If "No," attach a list. (see instructions)

I Tax-exempt status X 501(c)(3) 501(c) () ◀ (insert no) 4947(a)(1) or 527**J Website:** ▶ HTTP://WWW.GRACEUSA.ORG**H(c) Group exemption number** ▶**K Form of organization** X Corporation ☐ Trust ☐ Association ☐ Other ▶ **L Year of formation** 2003 **M State of legal domicile** CA**Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities			
	G.R.A.C.E PROVIDES TRAINING IN FINANCIAL MANAGEMENT, PROGRAM QUALITY ASSURANCE, HUMAN RESOURCE MANAGEMENT, PROCUREMENT, SUB-GRANT MANAGEMENT, STAFF COMMUNICATION, HUMAN RESOURCE MANAGEMENT, AND GOOD GOVERNANCE.			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	7.	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4		
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0	
Revenue	6 Total number of volunteers (estimate if necessary)	6		
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
	9 Program service revenue (Part VIII, line 2g)	128,900.	204,483.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	128,900.	204,483.	
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	117,875.	177,600.	
	Expenses	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0	0	
16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0	
b Total fundraising expenses (Part IX, column (D), line 25) ▶		0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		2,546.	1,707.	
18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)		120,421.	179,307.	
19 Revenue less expenses. Subtract line 18 from line 12		8,479.	25,176.	
Net Assets or Fund Balances		20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
		21 Total liabilities (Part X, line 26)	12,581.	37,757.
		22 Net assets or fund balances. Subtract line 21 from line 20.	0	0

Part II Signature Block

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

Sign Here Signature of officer: Matthew Messner Date: 8/6/13

Type or print name and title: TREASURER-GRACE USA MATTHEW MESSNER

Paid Preparer Use Only Print/Type preparer's name: KEN FOWLER CPA Preparer's signature: [Signature] Date: [Date] Check ☒ if self-employed PTIN: P00041156

Firm's name: KEN FOWLER CPA Firm's EIN: 475-52-1197

Firm's address: PO BOX 3236 LOS ALTOS, CA 94024 Phone no: 650-947-4918

May the IRS discuss this return with the preparer shown above? (see instructions) X Yes ☐ No ☐

For Paperwork Reduction Act Notice, see the separate instructions.

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒ X

1 Briefly describe the organization's mission.

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☒ X Yes ☐ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code 11) (Expenses \$ 179,307 including grants of \$ 177,600) (Revenue \$ 204,483)

ATTACHMENT 2

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 179,307.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	X
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	X
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	X
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	X
14 a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	X
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.	21	X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III.	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J.	23	X
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I.	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I.	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II.	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III.	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV.	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M.	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M.	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I.	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II.	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I.	33	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.	34	X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2.	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2.	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI.	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	38	X

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 0		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a 0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		X
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		X
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		X
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c Enter the amount of reserves on hand.	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI. ☐**Section A. Governing Body and Management**

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . .		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . .	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13		X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done		
13	Did the organization have a written whistleblower policy?		X
14	Did the organization have a written document retention and destruction policy?		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official		
b	Other officers or key employees of the organization		
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ☒ CA.

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ☒ NATASHA MARTIN 170 CORREAS STREET HALF MOON BAY, CA 94109-1869 650 726-1053

JSA

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) NATASHA MARTIN FOUNDER AND DIRECTOR		X						0	0	0
(2) SUZI HERHOLD DIRECTOR		X						0	0	0
(3) LESLIE ROBERTSON CHAIR		X		X				0	0	0
(4) DAWUD LANKFORD DIRECTOR		X						0	0	0
(5) CHARLES NELSON DIRECTOR		X						0	0	0
(6) MATT MESSNER TREASURER				X				0	0	0
(7) SASHA RABSEY SECRETARY				X				0	0	0
(8) _____										
(9) _____										
(10) _____										
(11) _____										
(12) _____										
(13) _____										
(14) _____										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

[illegible]

2	Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization	0
---	---	---

		Yes	No
3	Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 0

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII. ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a			
	b	Membership dues	1b			
	c	Fundraising events	1c			
	d	Related organizations	1d			
	e	Government grants (contributions) . .	1e			
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	204,483		
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f		204,483		
Program Service Revenue			Business Code			
	2a					
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f		0		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		0		
	4	Income from investment of tax-exempt bond proceeds		0		
	5	Royalties		0		
		(i) Real	(ii) Personal			
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)		0		
		(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory				
	b	Less cost or other basis and sales expenses				
	c	Gain or (loss)				
	d	Net gain or (loss)		0		
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a			
	b	Less direct expenses	b			
	c	Net income or (loss) from fundraising events		0		
	9a	Gross income from gaming activities. See Part IV, line 19	a			
	b	Less direct expenses	b			
	c	Net income or (loss) from gaming activities		0		
	10a	Gross sales of inventory, less returns and allowances	a			
b	Less cost of goods sold	b				
c	Net income or (loss) from sales of inventory		0			
Miscellaneous Revenue		Business Code				
11a						
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d		0			
12	Total revenue. See instructions		204,483			

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX ☐

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	177,600.	177,600.		
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages.	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9 Other employee benefits.	0			
10 Payroll taxes.	0			
11 Fees for services (non-employees):				
a Management.	0			
b Legal.	0			
c Accounting.	0			
d Lobbying.	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees.	0			
g Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	0			
12 Advertising and promotion.	0			
13 Office expenses.	0			
14 Information technology.	0			
15 Royalties.	0			
16 Occupancy.	0			
17 Travel.	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	0			
20 Interest.	0			
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	0			
23 Insurance.	0			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O).				
a <u>BANK CHARGES</u>	540.	540.		
b <u>OTHER EXPENSES</u>	1,167.	1,167.		
c _____				
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e.	179,307.	179,307.		
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	9,486.	1	34,662.
	2 Savings and temporary cash investments	0	2	0
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	3,095.	
	b Less accumulated depreciation	10b		
		3,095.	10c	3,095.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities See Part IV, line 11	0	12	0
	13 Investments - program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
15 Other assets See Part IV, line 11	0	15	0	
16 Total assets. Add lines 1 through 15 (must equal line 34)	12,581.	16	37,757.	
Liabilities	17 Accounts payable and accrued expenses	0	17	0
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	0	30	0
	31 Paid-in or capital surplus, or land, building, or equipment fund	0	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	12,581.	32	37,757.
	33 Total net assets or fund balances	12,581.	33	37,757.
	34 Total liabilities and net assets/fund balances.	12,581.	34	37,757.

Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	204,483.
2	Total expenses (must equal Part IX, column (A), line 25)	2	179,307.
3	Revenue less expenses Subtract line 2 from line 1	3	25,176.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	12,581.
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	37,757.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

GRACE USA

Employer identification number

02-0693871

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☐ Type I b ☐ Type II c ☐ Type III-Functionally integrated d ☐ Type III-Non-functionally integrated
 - e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
 - h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	217,772	125,709	63,594	128,900	204,483	740,458
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	217,772	125,709	63,594	128,900	204,483	740,458
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						40,341
6 Public support. Subtract line 5 from line 4.						700,117

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	217,772	125,709	63,594	128,900	204,483	740,458
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
11 Total support. Add lines 7 through 10						740,458
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	94.55 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	93.55 %
16a 33 1/3 % support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3 % support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

GRACE USA

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Employer identification number

02-0693871

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2012

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition

b ☐ Scholarly research

c ☐ Preservation for future generations

d ☐ Loan or exchange programs

e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment %

b Permanent endowment %

c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations ☐ Yes ☐ No

(ii) related organizations ☐ Yes ☐ No

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		3,095.		3,095.
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)).				3,095.

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. ☐

Part XI	Reconciliation of Revenue per Audited Financial Statements With Revenue per Return
---------	--

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1.			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	

Part XII	Reconciliation of Expenses per Audited Financial Statements With Expenses per Return
-----------------	---

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25.			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4; Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

[illegible]

Part XIII Supplemental Information (continued)

Schedule D (Form 990) 2012

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**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

- **Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.**
► **Attach to Form 990. ► See separate instructions.**

Name of the organization

Employer identification number

GRACE USA

02-0693871

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) SUB-SAHARAN AFRICA			PROGRAM SERVICES		
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total,					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2012

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Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)				GRANT -- SEE	116,200				
(2)				GRANT -- SEE	61,400				
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter.

3 Enter total number of other organizations or entities.

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Schedule F (Form 990) 2012

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471) ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865) ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) ☐ Yes ☒ No

Schedule F (Form 990) 2012

Part V**Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method), Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

GRACE USA

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

02-0693871

PT III - PROGRAM SERVICES

PT III - PROGRAM SERVICES

GRACE'S PRIMARY EXEMPT PURPOSE

G.R.A.C.E. WORKS WITH MORE THAN 50 COMMUNITY-BASED ORGANIZATIONS LOCATED
IN ALL THE 47 COUNTIES OF KENYA. IN ITS CAPACITY-BUILDING APPROACH,
G.R.A.C.E PROVIDES TRAINING IN FINANCIAL MANAGEMENT, PROGRAM QUALITY
ASSURANCE, HUMAN RESOURCE MANAGEMENT, PROCUREMENT, SUB-GRANT MANAGEMENT,
STAFF COMMUNICATION, HUMAN RESOURCE MANAGEMENT, VEHICLE MANAGEMENT AND
GOOD GOVERNANCE. IN ADDITION, G.R.A.C.E. PROVIDES TECHNICAL SKILLS TO
HELP THEM IMPLEMENT SUCCESSFUL AND SUSTAINABLE PROJECTS IN THEIR
COMMUNITIES.

G.R.A.C.E HAS OVER THE YEARS PUT IN PLACE STRUCTURES AND SYSTEMS FOR
FINANCIAL MANAGEMENT, PROGRAM QUALITY ASSURANCE, HUMAN RESOURCE
MANAGEMENT, PROCUREMENT, SUB GRANTS MANAGEMENT AND GOVERNANCE. IN THIS
REGARD, COMPREHENSIVE MANUALS HAVE BEEN DEVELOPED AND ARE BEING APPLIED
IN AREAS THAT INCLUDE HUMAN RESOURCES; PARTNERSHIP DEVELOPMENT;
PROCUREMENT; SUB GRANTS MANAGEMENT AND FINANCIAL MANAGEMENT. G.R.A.C.E.
HAS A UNIQUE APPROACH TO DEVELOPMENT WORK THAT TRAINS LOCAL ORGANIZATIONS
TO DESIGN AND IMPLEMENT HIGH-IMPACT AND SUSTAINABLE INITIATIVES LEADING
TO BETTER HEALTH AND DEVELOPMENT. G.R.A.C.E. HELPS THESE GROUPS DEVELOP
AND IMPLEMENT SUSTAINABLE COMMUNITY-OWNED INTERVENTIONS TO ADDRESS
SELF-IDENTIFIED COMMUNITY-BASED PROBLEMS.

Name of the organization

GRACE USA

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WHAT THIS MEANS IN PRACTICE IS THAT G.R.A.C.E. SERVES THE POOREST OF THE POOR BY PROVIDING TRAINING AND SUPPORT FOR GRASSROOTS ORGANIZATIONS EVEN IN THE MOST REMOTE AND NEGLECTED REGIONS OF KENYA.

SOME PROGRAMS AND ACCOMPLISHMENTS:

EARLY CHILDHOOD DEVELOPMENT PROGRAM PROVIDES ORPHANS AND VULNERABLE CHILDREN IN REMOTE AREAS OF KENYA WITH ACCESS TO EARLY CHILDHOOD DEVELOPMENT (ECD) SERVICES: EDUCATION, FOOD, PSYCHOSOCIAL SUPPORT, BASIC MEDICAL CARE, CHILD PROTECTION AND HIV PREVENTION. G.R.A.C.E. ALSO HELPS THE CAREGIVERS FIND ECONOMIC OPPORTUNITIES AND GAIN ACCESS TO HIV PREVENTION, CARE AND TREATMENT SERVICES. RESULTS: OVER THE PAST THREE YEARS, 2,176 ORPHANS AND VULNERABLE CHILDREN BETWEEN THE AGES OF 3 AND 6 WERE SUCCESSFULLY SERVED BY THIS PROGRAM AND A TOTAL OF 44,306 COMMUNITY MEMBERS (ADULTS AND CHILDREN) RECEIVED AT LEAST ONE CARE SERVICE DURING THE PROGRAM PERIOD.

ECONOMIC STRENGTHENING TEACHES VULNERABLE GROUPS (INCLUDING CAREGIVERS OF AIDS ORPHANS) TO TAKE CHARGE OF THEIR FINANCES THROUGH ESTABLISHING LOCALLY-OWNED AND MANAGED SAVINGS AND LENDING CLUBS. G.R.A.C.E. ASSISTS THESE GROUPS TO SET UP AND EXPAND COMMUNITY MICRO-CREDIT SERVICES THAT BENEFIT VULNERABLE MEMBERS BY PROVIDING LOANS AND OTHER FINANCIAL SERVICES. RESULTS: BY THE END OF 2011, 1,197 INDIVIDUALS HAD GENERATED

Name of the organization

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Employer identification number

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\$22,300 IN REVOLVING FUNDS AND 80% HAD STARTED BUSINESSES THAT INCREASED HOUSEHOLD INCOME. IN ADDITION, 989 CAREGIVERS INITIATED 60 GROUP BUSINESSES.

YOUTH PROGRAM

G.R.A.C.E. CONDUCTED A FIVE-DAY INTENSIVE TRAINING WORKSHOP, THE YOUTH EDUCATION NETWORK (YEN), WHICH BROUGHT TOGETHER 60 YOUTH FROM 12 ORGANIZATIONS AND WAS FACILITATED BY A "MATURE" YOUTH COUNSELOR. PEER EDUCATORS WORKED WITH AND TRAINED YOUNG PEOPLE WHO WERE THEN RESPONSIBLE FOR PROVIDING AGE APPROPRIATE INFORMATION TO STUDENTS IN ELEMENTARY AND SECONDARY SCHOOLS THROUGH VIDEO PRESENTATIONS, DRAMA AND ANSWERING QUESTIONS SUPPLIED ANONYMOUSLY THROUGH THE USE OF BOXES LOCATED IN SEVERAL PLACES ON CAMPUSES.

THESE YOUTH, WHO ARE MOSTLY AIDS ORPHANS THEMSELVES, HAVE NOW FORMED A COOPERATIVE ORGANIZATION FOR ENTREPRENEURSHIP WITH 200 CURRENT MEMBERS AND HAVE GAINED RECOGNITION BY THE GOVERNMENT.

NANYUKI FARM AND TRAINING CENTER

NANYUKI LIVELIHOODS. G.R.A.C.E.'S FARM IN NANYUKI DISTRICT, MOUNT KENYA REGION SERVES AS A DEMONSTRATION UNIT AND TRAINING RESOURCE CENTER PROVIDING LOCAL SMALL FARMERS, ESPECIALLY PEOPLE LIVING WITH HIV/AIDS AND WOMAN OR CHILD-HEADED HOUSEHOLDS WITH SKILLS IN FISH FARMING, REFORESTATION, DRIP IRRIGATION AND ANIMAL HUSBANDRY. THE PRODUCE FROM THE FARM BENEFITS VULNERABLE HOUSEHOLDS IN THE COMMUNITY, ESPECIALLY WOMEN

Name of the organization

GRACE USA

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AND CHILD-HEADED HOUSEHOLDS. TRAINING IS OFFERED AT THE FARM OR THROUGH OUTREACH TRAINING AND MENTORSHIP PROGRAMS ON DRIP IRRIGATION, FISH FARMING, CROP ROTATION, DAIRY GOAT REARING, POULTRY KEEPING AND BEE KEEPING. RESULTS: IN 2011, G.R.A.C.E TRAINED 160 COMMUNITY MEMBERS IN NEEDS-BASED SUSTAINABLE FARMING. IN ADDITION THE FARM ASSISTED 438 HOUSEHOLDS IN THE OVC PROGRAM TO ESTABLISH KITCHEN GARDENS. THE FARM INSTRUCTION HAS HELPED THE COMMUNITY MITIGATE THE NEGATIVE EFFECTS OF LONG PERIODS OF DROUGHT (STORAGE AND DRIP IRRIGATION) AND THE HIGH COST OF FERTILIZER (CROP ROTATION). G.R.A.C.E. AND NANYUKI-AREA PARTNERS ARE ENGAGED IN A PROJECT TO CROSS-BREED THE HARDY LOCAL GOATS WITH HIGH MILK-PRODUCING ANIMALS CREATING A BREED OF HARDY, HIGH MILK-PRODUCING ANIMALS. THE PROJECT CURRENTLY INVOLVES OVER 4000 HOUSEHOLDS FROM 4 VILLAGES AND IS EASILY SELF- SUSTAINABLE.

G.R.A.C.E. IS ALSO IMPLEMENTING A PROGRAM AIMED AT REDUCING MATERNAL AND CHILD MORTALITY IN SAMBURU COUNTY, A POOR AND MARGINALIZED SEMI-ARID REGION INHABITED PREDOMINANTLY BY PASTORALIST COMMUNITIES. THE PROGRAM IS SCHEDULED TO RUN FOR THREE YEARS (JANUARY 2013 - DECEMBER 2015). IN THIS PROGRAM, G.R.A.C.E. WILL AMONG OTHER THINGS, SUPPORT GOVERNMENT HEALTH CENTERS TO ENABLE THEM TO PROVIDE QUALITY HEALTH SERVICES TO WOMEN AND CHILDREN; PROMOTE FAMILY PLANNING IN THE COMMUNITY; REDUCE HARMFUL CULTURAL PRACTICES (INCLUDING CHILD MARRIAGE AND FEMALE GENITAL MUTILATION); AND SUPPORT THE ESTABLISHMENT OF COMMUNITY SAVINGS AND LENDING ASSOCIATIONS AND INCOME GENERATING ACTIVITIES IN ORDER TO IMPROVE THE HOUSEHOLD LEVELS OF THE COMMUNITY MEMBERS.

Name of the organization

GRACE USA

Employer identification number

02-0693871

ATTACHMENT 1FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

G.R.A.C.E. WORKS WITH MORE THAN 50 COMMUNITY-BASED ORGANIZATIONS LOCATED IN ALL EIGHT PROVINCES OF KENYA. IN ITS CAPACITY-BUILDING APPROACH, G.R.A.C.E PROVIDES TRAINING IN FINANCIAL MANAGEMENT, PROGRAM QUALITY ASSURANCE, HUMAN RESOURCE MANAGEMENT, PROCUREMENT, SUB-GRANT MANAGEMENT, STAFF COMMUNICATION, HUMAN RESOURCE MANAGEMENT, VEHICLE MANAGEMENT AND GOOD GOVERNANCE. IN ADDITION, G.R.A.C.E. PROVIDES TECHNICAL SKILLS TO HELP THEM IMPLEMENT SUCCESSFUL AND SUSTAINABLE PROJECTS IN THEIR COMMUNITIES.

G.R.A.C.E HAS OVER THE YEARS PUT IN PLACE STRUCTURES AND SYSTEMS FOR FINANCIAL MANAGEMENT, PROGRAM QUALITY ASSURANCE, HUMAN RESOURCE MANAGEMENT, PROCUREMENT, SUB GRANTS MANAGEMENT AND GOVERNANCE. IN THIS REGARD, COMPREHENSIVE MANUALS HAVE BEEN DEVELOPED AND ARE BEING APPLIED IN AREAS THAT INCLUDE HUMAN RESOURCES; PARTNERSHIP DEVELOPMENT; PROCUREMENT; SUB GRANTS MANAGEMENT AND FINANCIAL MANAGEMENT. G.R.A.C.E. HAS A UNIQUE APPROACH TO DEVELOPMENT WORK THAT TRAINS LOCAL ORGANIZATIONS TO DESIGN AND IMPLEMENT HIGH-IMPACT AND SUSTAINABLE INITIATIVES LEADING TO BETTER HEALTH AND DEVELOPMENT.

G.R.A.C.E. HELPS THESE GROUPS DEVELOP AND IMPLEMENT SUSTAINABLE COMMUNITY-OWNED INTERVENTIONS TO ADDRESS SELF-IDENTIFIED COMMUNITY-BASED PROBLEMS

WHAT THIS MEANS IN PRACTICE IS THAT G.R.A.C.E. SERVES THE POOREST OF THE POOR BY PROVIDING TRAINING AND SUPPORT FOR GRASSROOTS ORGANIZATIONS EVEN IN THE MOST REMOTE AND NEGLECTED REGIONS OF KENYA. CURRENTLY G.R.A.C.E. WORKS WITH MORE THAN 50 COMMUNITY-BASED ORGANIZATIONS LOCATED IN ALL EIGHT PROVINCES OF KENYA. IN ITS CAPACITY-BUILDING APPROACH, G.R.A.C.E PROVIDES TRAINING IN FINANCIAL

Name of the organization

GRACE USA

Employer identification number

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ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

MANAGEMENT, PROGRAM QUALITY ASSURANCE, HUMAN RESOURCE MANAGEMENT, PROCUREMENT, SUB-GRANT MANAGEMENT, STAFF COMMUNICATION, HUMAN RESOURCE MANAGEMENT, VEHICLE MANAGEMENT AND GOOD GOVERNANCE. IN ADDITION, G.R.A.C.E. PROVIDES TECHNICAL SKILLS TO HELP THEM IMPLEMENT SUCCESSFUL AND SUSTAINABLE PROJECTS IN THEIR COMMUNITIES.

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4A

GRACE'S PRIMARY EXEMPT PURPOSE

G.R.A.C.E. WORKS WITH MORE THAN 50 COMMUNITY-BASED ORGANIZATIONS LOCATED IN ALL THE 47 COUNTIES OF KENYA. IN ITS CAPACITY-BUILDING APPROACH, G.R.A.C.E PROVIDES TRAINING IN FINANCIAL MANAGEMENT, PROGRAM QUALITY ASSURANCE, HUMAN RESOURCE MANAGEMENT, PROCUREMENT, SUB-GRANT MANAGEMENT, STAFF COMMUNICATION, HUMAN RESOURCE MANAGEMENT, VEHICLE MANAGEMENT AND GOOD GOVERNANCE. IN ADDITION, G.R.A.C.E. PROVIDES TECHNICAL SKILLS TO HELP THEM IMPLEMENT SUCCESSFUL AND SUSTAINABLE PROJECTS IN THEIR COMMUNITIES.

G.R.A.C.E HAS OVER THE YEARS PUT IN PLACE STRUCTURES AND SYSTEMS FOR FINANCIAL MANAGEMENT, PROGRAM QUALITY ASSURANCE, HUMAN RESOURCE MANAGEMENT, PROCUREMENT, SUB GRANTS MANAGEMENT AND GOVERNANCE. IN THIS REGARD, COMPREHENSIVE MANUALS HAVE BEEN DEVELOPED AND ARE BEING APPLIED IN AREAS THAT INCLUDE HUMAN RESOURCES; PARTNERSHIP DEVELOPMENT; PROCUREMENT; SUB GRANTS

Name of the organization

GRACE USA

Employer identification number

02-0693871

ATTACHMENT 2 (CONT'D)

MANAGEMENT AND FINANCIAL MANAGEMENT. G.R.A.C.E. HAS A UNIQUE APPROACH TO DEVELOPMENT WORK THAT TRAINS LOCAL ORGANIZATIONS TO DESIGN AND IMPLEMENT HIGH-IMPACT AND SUSTAINABLE INITIATIVES LEADING TO BETTER HEALTH AND DEVELOPMENT. G.R.A.C.E. HELPS THESE GROUPS DEVELOP AND IMPLEMENT SUSTAINABLE COMMUNITY-OWNED INTERVENTIONS TO ADDRESS SELF-IDENTIFIED COMMUNITY-BASED PROBLEMS.

WHAT THIS MEANS IN PRACTICE IS THAT G.R.A.C.E. SERVES THE POOREST OF THE POOR BY PROVIDING TRAINING AND SUPPORT FOR GRASSROOTS ORGANIZATIONS EVEN IN THE MOST REMOTE AND NEGLECTED REGIONS OF KENYA.

SOME PROGRAMS AND ACCOMPLISHMENTS:

EARLY CHILDHOOD DEVELOPMENT PROGRAM PROVIDES ORPHANS AND VULNERABLE CHILDREN IN REMOTE AREAS OF KENYA WITH ACCESS TO EARLY CHILDHOOD DEVELOPMENT (ECD) SERVICES: EDUCATION, FOOD, PSYCHOSOCIAL SUPPORT, BASIC MEDICAL CARE, CHILD PROTECTION AND HIV PREVENTION. G.R.A.C.E. ALSO HELPS THE CAREGIVERS FIND ECONOMIC OPPORTUNITIES AND GAIN ACCESS TO HIV PREVENTION, CARE AND TREATMENT SERVICES. RESULTS: OVER THE PAST THREE YEARS, 2,176 ORPHANS AND VULNERABLE CHILDREN BETWEEN THE AGES OF 3 AND 6 WERE SUCCESSFULLY SERVED BY THIS PROGRAM AND A TOTAL OF 44,306 COMMUNITY MEMBERS (ADULTS AND CHILDREN) RECEIVED AT LEAST ONE CARE

Name of the organization	Employer identification number
GRACE USA	02-0693871

ATTACHMENT 2 (CONT'D)

SERVICE DURING THE PROGRAM PERIOD.

ECONOMIC STRENGTHENING TEACHES VULNERABLE GROUPS (INCLUDING CAREGIVERS OF AIDS ORPHANS) TO TAKE CHARGE OF THEIR FINANCES THROUGH ESTABLISHING LOCALLY-OWNED AND MANAGED SAVINGS AND LENDING CLUBS. G.R.A.C.E. ASSISTS THESE GROUPS TO SET UP AND EXPAND COMMUNITY MICRO-CREDIT SERVICES THAT BENEFIT VULNERABLE MEMBERS BY PROVIDING LOANS AND OTHER FINANCIAL SERVICES. RESULTS: BY THE END OF 2011, 1,197 INDIVIDUALS HAD GENERATED \$22,300 IN REVOLVING FUNDS AND 80% HAD STARTED BUSINESSES THAT INCREASED HOUSEHOLD INCOME. IN ADDITION, 989 CAREGIVERS INITIATED 60 GROUP BUSINESSES.

YOUTH PROGRAM

G.R.A.C.E. CONDUCTED A FIVE-DAY INTENSIVE TRAINING WORKSHOP, THE YOUTH EDUCATION NETWORK (YEN), WHICH BROUGHT TOGETHER 60 YOUTH FROM 12 ORGANIZATIONS AND WAS FACILITATED BY A "MATURE" YOUTH COUNSELOR. PEER EDUCATORS WORKED WITH AND TRAINED YOUNG PEOPLE WHO WERE THEN RESPONSIBLE FOR PROVIDING AGE APPROPRIATE INFORMATION TO STUDENTS IN ELEMENTARY AND SECONDARY SCHOOLS THROUGH VIDEO PRESENTATIONS, DRAMA AND ANSWERING QUESTIONS SUPPLIED ANONYMOUSLY THROUGH THE USE OF BOXES LOCATED IN SEVERAL PLACES ON CAMPUSES.

THESE YOUTH, WHO ARE MOSTLY AIDS ORPHANS THEMSELVES, HAVE NOW FORMED A COOPERATIVE ORGANIZATION FOR ENTREPRENEURSHIP WITH 200

Name of the organization

GRACE USA

Employer identification number

02-0693871

ATTACHMENT 2 (CONT'D)

CURRENT MEMBERS AND HAVE GAINED RECOGNITION BY THE GOVERNMENT.

NANYUKI FARM AND TRAINING CENTER

NANYUKI LIVELIHOODS. G.R.A.C.E.'S FARM IN NANYUKI DISTRICT, MOUNT KENYA REGION SERVES AS A DEMONSTRATION UNIT AND TRAINING RESOURCE CENTER PROVIDING LOCAL SMALL FARMERS, ESPECIALLY PEOPLE LIVING WITH HIV/AIDS AND WOMAN OR CHILD-HEADED HOUSEHOLDS WITH SKILLS IN FISH FARMING, REFORESTATION, DRIP IRRIGATION AND ANIMAL HUSBANDRY. THE PRODUCE FROM THE FARM BENEFITS VULNERABLE HOUSEHOLDS IN THE COMMUNITY, ESPECIALLY WOMEN AND CHILD-HEADED HOUSEHOLDS. TRAINING IS OFFERED AT THE FARM OR THROUGH OUTREACH TRAINING AND MENTORSHIP PROGRAMS ON DRIP IRRIGATION, FISH FARMING, CROP ROTATION, DAIRY GOAT REARING, POULTRY KEEPING AND BEE KEEPING. RESULTS: IN 2011, G.R.A.C.E TRAINED 160 COMMUNITY MEMBERS IN NEEDS-BASED SUSTAINABLE FARMING. IN ADDITION THE FARM ASSISTED 438 HOUSEHOLDS IN THE OVC PROGRAM TO ESTABLISH KITCHEN GARDENS. THE FARM INSTRUCTION HAS HELPED THE COMMUNITY MITIGATE THE NEGATIVE EFFECTS OF LONG PERIODS OF DROUGHT (STORAGE AND DRIP IRRIGATION) AND THE HIGH COST OF FERTILIZER (CROP ROTATION). G.R.A.C.E. AND NANYUKI-AREA PARTNERS ARE ENGAGED IN A PROJECT TO CROSS-BREED THE HARDY LOCAL GOATS WITH HIGH MILK- PRODUCING ANIMALS CREATING A BREED OF HARDY, HIGH MILK-PRODUCING ANIMALS. THE PROJECT CURRENTLY INVOLVES OVER 4000 HOUSEHOLDS FROM 4 VILLAGES AND IS EASILY SELF- SUSTAINABLE.

G.R.A.C.E. IS ALSO IMPLEMENTING A PROGRAM AIMED AT REDUCING

Name of the organization

GRACE USA

Employer identification number

02-0693871

ATTACHMENT 2 (CONT'D)

MATERNAL AND CHILD MORTALITY IN SAMBURU COUNTY, A POOR AND MARGINALIZED SEMI-ARID REGION INHABITED PREDOMINANTLY BY PASTORALIST COMMUNITIES. THE PROGRAM IS SCHEDULED TO RUN FOR THREE YEARS (JANUARY 2013 - DECEMBER 2015). IN THIS PROGRAM, G.R.A.C.E. WILL AMONG OTHER THINGS, SUPPORT GOVERNMENT HEALTH CENTERS TO ENABLE THEM TO PROVIDE QUALITY HEALTH SERVICES TO WOMEN AND CHILDREN; PROMOTE FAMILY PLANNING IN THE COMMUNITY; REDUCE HARMFUL CULTURAL PRACTICES (INCLUDING CHILD MARRIAGE AND FEMALE GENITAL MUTILATION); AND SUPPORT THE ESTABLISHMENT OF COMMUNITY SAVINGS AND LENDING ASSOCIATIONS AND INCOME GENERATING ACTIVITIES IN ORDER TO IMPROVE THE HOUSEHOLD LEVELS OF THE COMMUNITY MEMBERS.

Description of Property

DEPRECIATION

[illegible]

Listed Property

[illegible]

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending accumulated amortization	Code	Life	Current-year amortization
TOTALS							

TOTALS.....
***Assets Retired**
 JSA
 2X9024 1 000

**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 ☒ **X**
- 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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	GRACE USA	02-0693871
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	170 CORREAS STREET	
	City, town, or post office, state, and ZIP code. For a foreign address, see instructions.	
	HALF MOON BAY, CA 94109-1869	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☒ 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	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

- The books are in the care of ► NATASHA MARTIN

Telephone No ► 650 726-1053

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 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 12 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 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 \$
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 \$
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 \$

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.

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

Form **8868** (Rev. 1-2013)

JSA

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