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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012




Name of foundation Grabe Family Foundation Inc		<b>A Employer identification number</b>  06-1532628	
Number and street (or P O box number if mail is not delivered to street address) 5099 Joewood Drive		<b>B Telephone number</b> (see instructions)  (800) 839-1754	
City or town, state, and ZIP code Sanibel, FL 33957		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 1,946,300		<b>J</b> 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.)	

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) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	130,401			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	69	69		
	<b>4</b> Dividends and interest from securities. . . . .	11,436	11,436		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	<input checked="" type="checkbox"/> 48,188			
	<b>b</b> Gross sales price for all assets on line 6a _____ 460,445				
	<b>7</b> Capital gain net income (from Part IV , line 2 ) . . . .		113,039		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	<input checked="" type="checkbox"/> 8,499	8,491		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	198,593	133,035		
	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .				
	<b>c</b> Other professional fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 28,436	28,436		
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 12,031			
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	<input checked="" type="checkbox"/> 13,341	665		12,676
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	53,808	29,101		12,676
	<b>25</b> Contributions, gifts, grants paid . . . . .	144,000			144,000
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	197,808	29,101		156,676
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	785			
	<b>b Net investment income</b> (if negative, enter -0-)		103,934		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .		
	2	Savings and temporary cash investments . . . . .	589,568	245,208
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable . . . . .		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .		
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)		
	b	Investments—corporate stock (attach schedule) . . . . .	483,391 	804,563
	c	Investments—corporate bonds (attach schedule). . . . .	40,000 	25,000
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans . . . . .		
	13	Investments—other (attach schedule) . . . . .	373,026 	411,999
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,485,985	1,486,770
	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 (attach schedule) . . . . .		
	22	Other liabilities (describe ▶ _____)		
Net Assets or Fund Balances	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>		
	24	Unrestricted . . . . .		
	25	Temporarily restricted . . . . .		
	26	Permanently restricted . . . . .		
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>		
	27	Capital stock, trust principal, or current funds . . . . .		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	1,485,985	1,486,770
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,485,985	1,486,770
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,485,985	1,486,770

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	1,485,985
2	Enter amount from Part I, line 27a . . . . .	2	785
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,486,770
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	1,486,770

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 )
1 a	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
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 460,445		449,366	75,930
b			37,109
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			75,930
b			37,109
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	113,039
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) (see instructions) 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	194,987	1,549,313	000 125854
2010	586,519	1,654,958	000 354401
2009	620,474	1,322,388	000 469207
2008	377,885	1,447,795	000 261007
2007	199,953	1,939,872	000 103075

2 Total of line 1, column (d). . . . .	2	001 313544
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	000 262709
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	1,971,293
5 Multiply line 4 by line 3. . . . .	5	517,876
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	1,039
7 Add lines 5 and 6. . . . .	7	518,915
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	156,676

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	2,079
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2. . . . .		3	2,079
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	2,079
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,300	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	2,300
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	221
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 221	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?. . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of <u>co Foundation Source</u> Telephone no <u>(800) 839-1754</u> Located at <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 <u>198091377</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, 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?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
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 2012?.	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. If "Yes," list the years 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
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 2012 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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)? (see instructions).

Yes

No

(5)

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

Yes

No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

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 (see instructions).

(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 Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

Total

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

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services. . . . .		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	



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	638,208
b	Average of monthly cash balances. . . . .	1b	574,253
c	Fair market value of all other assets (see instructions). . . . .	1c	788,852
d	Total (add lines 1a, b, and c). . . . .	1d	2,001,313
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	2,001,313
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <del>5</del> . . . . .	4	30,020
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,971,293
6	Minimum investment return. Enter 5% of line 5. . . . .	6	98,565

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	98,565
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	2,079
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	2,079
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	96,486
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	96,486
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	96,486

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 <del>5</del> . . . . .	1a	156,676
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	156,676
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 (see instructions). . . . .	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	156,676
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 2011	(c) 2011	(d) 2012
1		Distributable amount for 2012 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2012			
a		From 2007. 120,049			
b		From 2008. 305,729			
c		From 2009.			
d		From 2010. 505,385			
e		From 2011. 128,252			
f		Total of lines 3a through e. 1,059,415			
4		Qualifying distributions for 2012 from Part XII, line 4 \$ 156,676			
a		Applied to 2011, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2012 distributable amount. 96,486			
e		Remaining amount distributed out of corpus 60,190			
5		Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5 1,119,605			
b		Prior years' undistributed income Subtract line 4b from line 2b.			
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.			
d		Subtract line 6c from line 6b Taxable amount—see instructions.			
e		Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. 0			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). 120,049			
9		Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. 999,556			
10		Analysis of line 9			
a		Excess from 2008. 305,729			
b		Excess from 2009.			
c		Excess from 2010. 505,385			
d		Excess from 2011. 128,252			
e		Excess from 2012. 60,190			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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) )

See Additional Data Table

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

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	144,000
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	69	
<b>4</b>	Dividends and interest from securities. . . .			14	11,436	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	48,188	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> K-1 Inc/Loss _____	525990	8	14	8,491	
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). .		8		68,184	
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		68,192

[illegible]

<p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p><b>(1)</b> Cash. . . . .</p> <p><b>(2)</b> Other assets. . . . .</p> <p><b>b</b> Other transactions</p> <p><b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .</p> <p><b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .</p> <p><b>(3)</b> Rental of facilities, equipment, or other assets. . . . .</p> <p><b>(4)</b> Reimbursement arrangements. . . . .</p> <p><b>(5)</b> Loans or loan guarantees. . . . .</p> <p><b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received</p>		<b>Yes</b>	<b>No</b>
<b>1a(1)</b>			<b>No</b>
<b>1a(2)</b>			<b>No</b>
<b>1b(1)</b>			<b>No</b>
<b>1b(2)</b>			<b>No</b>
<b>1b(3)</b>			<b>No</b>
<b>1b(4)</b>			<b>No</b>
<b>1b(5)</b>			<b>No</b>
<b>1b(6)</b>			<b>No</b>
<b>1c</b>			<b>No</b>

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

**Paid  
Preparer  
Use Only**

<b>Sign Here</b>	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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	***** Signature of officer or trustee		2013-11-07 Date		***** Title
<div style="border: 1px solid black; padding: 2px; float: right; text-align: center;">             May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b> </div>					
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's Signature		Date
	Jeffrey D Haskell		Jeffrey D Haskell		2013-11-07
	Firm's name ▶		Foundation Source		Firm's EIN ▶
	One Hollow Lane Suite 212				
	Firm's address ▶		Lake Success, NY 11042		Phone no (800) 839-1754

Form 990PF Part VIII Line 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
Douglas Grabe	Dir / Treas 001 00	0		
5099 Joewood Drive Sanibel,FL 33957				
Joan H Grabe	Dir / Sec 001 00	0		
5099 Joewood Drive Sanibel,FL 33957				
Laura Grabe	Dir 001 00	0		
5099 Joewood Drive Sanibel,FL 33957				
William O Grabe	Pres / Dir 001 00	0		
5099 Joewood Drive Sanibel,FL 33957				
Caryn Grabe Robinson	VP / Dir 001 00	0		
5099 Joewood Drive Sanibel,FL 33957				
Lisa Grabe-Taffe	Dir 001 00	0		
5099 Joewood Drive Sanibel,FL 33957				

**Form 990PF Part XV Line 1a - 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).**

Joan H Grabe
William O Grabe




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
ACADEMY OF OUR LADY OF MERCY INC 200 HIGH ST MILFORD,CT 06460	N/A	509a1	Laurelton Fund	1,000
ADIRONDACK CAROUSEL INC PO BOX 1059 SARANAC LAKE,NY 12983	N/A	509a1	Carousel Project	7,600
ADIRONDACK HISTORICAL ASSOCIATION PO BOX 99 BLUE MOUNTAIN LAKE,NY 12812	N/A	509a1	General Unrestricted	1,000
ADIRONDACK RECREATIONAL TRAIL ADVOCATES PO BOX 1081 SARANAC LAKE,NY 12983	N/A	509a1	General Unrestricted	10,000
ALL ABOUT ANIMALS RESCUE 23451 PINWOOD ST WARREN,MI 48091	N/A	509a1	Spay/Neuter Fund	1,500
BEACON HILL CIVIC ASSOCIATION INC 74 JOY ST BOSTON,MA 02114	N/A	509a2	Myrtle Street Playground	1,000
CHILD GUIDANCE CENTER OF SOUTHERN CT INC 196 GREYROCK PL STAMFORD,CT 06901	N/A	509a1	General Unrestricted	250
DETROIT ZOOLOGICAL SOCIETY 8450 WTEN MILE RD ROYAL OAK,MI 48067	N/A	509a2	General Unrestricted	1,500
DETROIT ZOOLOGICAL SOCIETY 8450 WTEN MILE RD ROYAL OAK,MI 48067	N/A	509a2	Detroit Zoological Society	2,500
FAIRFIELD UNIVERSITY 1073 N BENSON RD FAIRFIELD,CT 06824	N/A	509a1	Bellarmino Museum of Art-Art of Seeing Program	7,000
FISH OF SANIBEL INC 1630 PERIWINKLE WAY UNIT B SANIBEL,FL 33957	N/A	509a1	General Unrestricted	1,000
GETTING THE WORD OUT INC 36 CHURCH ST SARANAC LAKE,NY 12983	N/A	509a1	Adirondack Explorer Initiative	5,000
GHANA CHILDRENS FUND INC 74 DOGWOOD LN NEW CANAAN,CT 06840	N/A	509a1	General Unrestricted	1,200
GRAND CANYON TRUST INC 2601 N FORT VALLEY RD FLAGSTAFF,AZ 86001	N/A	509a1	General Unrestricted	5,000
GRAND CANYON TRUST INC 2601 N FORT VALLEY RD FLAGSTAFF,AZ 86001	N/A	509a1	Volunteer Program Barn	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
GREENFIELD HILL CONGREGATIONAL CHURCH 1045 OLD ACADEMY RD FAIRFIELD,CT 06824	N/A	509a1	Foundations 2012 Pledge	1,000
HILL HOUSE INCORPORATED 127 MOUNT VERNON ST BOSTON,MA 02108	N/A	509a2	Annual Fund Initiative	500
HUNTER COLLEGE FOUNDATION INC 695 PARK AVE E1313 NEWYORK,NY 10065	N/A	509a1	Hurricane Sandy Relief Fund	10,000
HUNTER COLLEGE FOUNDATION INC 695 PARK AVE E1313 NEWYORK,NY 10065	N/A	509a1	Hunter Wish List - Health Services Campaign	5,000
LYME HISTORICAL SOCIETY 96 LYME ST OLD LYME,CT 06371	N/A	509a2	Florence Griswold Museum Annual Fund	500
NATURE CONSERVANCY ADIRONDACK CHAPTER PO BOX 65 KEENE VALLEY,NY 12943	N/A	509a1	Heart of the Adirondacks Campaign	25,000
NORMA F PFRIEM BREAST CARE CENTER INC 111 BEACH RD FAIRFIELD,CT 06824	N/A	509a3	Rose of Hope Fund	10,000
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 501 ST JUDES PL MEMPHIS,TN 38105	N/A	509a1	Charitable Event	750
THE HEIDELBERG PROJECT PO BOX 19377 DETROIT,MI 48219	N/A	509a1	General Unrestricted	1,000
THE MARITIME AQUARIUM AT NORWALK INC 10 N WATER ST SOUTH NORWALK,CT 06854	N/A	509a1	Red Apple Division	5,000
THE MARITIME AQUARIUM AT NORWALK INC 10 N WATER ST SOUTH NORWALK,CT 06854	N/A	509a1	Annual Fund	2,500
THE NATURE CONSERVANCY 222 S WESTMONTE DR STE 300 ALTAMONTE SPRINGS,FL 32714	N/A	509a1	General Unrestricted	10,000
THE UCLA FOUNDATION 10920 WILSHIRE BLVD STE 900 LOS ANGELES,CA 90024	N/A	509a1	UCLA Anderson Board of Visitors Fund Division	10,000
THE UCLA FOUNDATION 10920 WILSHIRE BLVD STE 900 LOS ANGELES,CA 90024	N/A	509a1	Anderson GSB Trustee Program	10,000
UNQUOWA SCHOOL ASSOCIATION INC 981 STRATFIELD RD FAIRFIELD,CT 06825	N/A	509a1	Unquowa Fund	1,200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UPPER SARANAC LAKE FOUNDATION INC PO BOX 564 SARANAC LAKE,NY 12983	N/A	509a1	Milfoil Control Program	1,000
<b>Total . . . . .</b>  <b>3a</b>				144,000

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization Grabe Family Foundation Inc	Employer identification number 06-1532628
---	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)( ) (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

<b>Name of organization</b> Grabe Family Foundation Inc	<b>Employer identification number</b> 06-1532628
--	---

<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>1</u>	Grabe William O  5099 Joewood Drive  Sanibel, FL 33957	\$ 130,401	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	    	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	    	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	    	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	    	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	    	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	    	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

[illegible]

<b>Name of organization</b> Grabe Family Foundation Inc	<b>Employer identification number</b> 06-1532628
--	---

Part III

**Exclusively** religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	





**TY 2012 General Explanation Attachment**

**Name:** Grabe Family Foundation Inc

**EIN:** 06-1532628

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

**TY 2012 Investments Corporate  
Bonds Schedule****Name:** Grabe Family Foundation Inc**EIN:** 06-1532628**Software ID:** 12000057**Software Version:** 12.19.1011.1

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
GOLDMAN SACHS GROUP INC-0.000-11/18/2013	10,000	9,660
JP MORGAN CHASE BANKCAP NT LKD-0.000-01/07/2013	15,000	17,538

TY 2012 Investments Corporate  
Stock Schedule

**Name:** Grabe Family Foundation Inc  
**EIN:** 06-1532628  
**Software ID:** 12000057  
**Software Version:** 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1259 shares of ARTISAN INTERNATIONAL VALUE FUND INVESTOR SHS	29,245	38,236
3412 shares of BBH CORE SELECT FUND CLASS N	57,500	59,206
1347 shares of COLUMBIA FDS SER TR II MASS ASIA PC JP R5	15,349	17,604
1664 shares of CULLEN HIGH DIVIDEND EQ FD I	16,775	23,108
806 shares of DODGE COX FUNDS INTERNATIONAL STOCK FUND	30,515	27,915
3963 shares of DOUBLELINE TOTAL RETURN BOND	45,098	44,900
1647 shares of EATON VANCE FLOATING RATE FUND INSTI SHARE	14,989	15,021
1759 shares of EATON VANCE GLOBAL MACRO FD CL I	17,500	17,289
3988 shares of FMI LARGE CAP FUND	48,925	68,193
640 shares of GATEWAY FUND CLASS Y	17,250	17,359
1451 shares of HSBC TOTAL RETURN FD CL I	15,008	14,950
1141 shares of INVESCO BALANCED RISK ALLOCATION Y FUND	15,000	14,293
582 shares of ISHARES TR S P MIDCAP 400 INDEX FD	42,620	59,189
4368 shares of JP MORGAN STRATEGIC INCOME OPPORTUNITIES FD SELECT	51,326	51,673
3217 shares of JP MORGAN US LARGE CAP CORE PLUS FUND	67,289	71,169
810 shares of JP MORGAN US REAL ESTATE FD SELECT SHS	11,352	12,900
4387 shares of JPMORGAN GROWTH ADVANTAGE SELECT	39,250	44,004
1712 shares of JPMORGAN HIGH YIELD BOND FUND SELECT	13,064	13,933
559 shares of JPMORGAN INTERNATIONAL CURRENCY INCOME FD	6,150	6,301
4420 shares of JPMORGAN MULTI-SECT INC-SEL	45,000	45,177
5157 shares of PIMCO UNCONSTRAINED BOND FUND P	60,182	59,202
3010 shares of PRUDENTIAL INVT PORTFOLIOS 9 PRU ABRTN FD Z	29,952	30,103
3910 shares of RBC FDS TR BLUBAY ABRTR I	39,102	39,376
1239 shares of T. ROWE PRICE NEW ASIA FUND	20,391	20,824
972 shares of THE ARBITRAGE FUND CLASS I	12,659	12,417
1885 shares of VANGUARD INTERMEDIATE-TERM CORPORATE FUND	17,953	19,451
435 shares of VANGUARD MSCI EMERGING MARKETS ETF	18,844	19,371
130 shares of VANGUARD MSCI EUROPEAN ETF	6,275	6,349

**TY 2012 Investments - Other Schedule****Name:** Grabe Family Foundation Inc**EIN:** 06-1532628**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DB COMMODITY INDEX TRACKING FUND		15,173	15,529
GAP COINVESTMENTS III LLC		396,826	788,852

**TY 2012 Other Expenses Schedule****Name:** Grabe Family Foundation Inc**EIN:** 06-1532628**Software ID:** 12000057**Software Version:** 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	12,676			12,676
K-1 Exp DB COMMODITY INDEX TRACKING FUND	143	143		
K-1 Exp GAP COINVESTMENTS III LLC	522	522		

**TY 2012 Other Income Schedule****Name:** Grabe Family Foundation Inc**EIN:** 06-1532628**Software ID:** 12000057**Software Version:** 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss DB COMMODITY INDEX TRACKING FUND	10	10	
K-1 Inc/Loss GAP COINVESTMENTS III LLC	8,489	8,489	

**TY 2012 Other Professional Fees Schedule****Name:** Grabe Family Foundation Inc**EIN:** 06-1532628**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	28,436	28,436		

**TY 2012 Taxes Schedule****Name:** Grabe Family Foundation Inc**EIN:** 06-1532628**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	2,300			
Excise Tax for 2011	662			
IRS Excise Tax Payment with 1st ext 990-PF	9,069			