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 , and ending

Name of foundation: GRIGG-LEWIS FOUNDATION, INC.

A Employer identification number: 16-1550858

Number and street (or P O box number if mail is not delivered to street address): 76 WEST AVENUE

Room/suite:

B Telephone number: 716-478-0002

City or town, state, and ZIP code: LOCKPORT, NY 14094

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 43,094,141.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	0.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,413,291.	1,413,291.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	890,171.			
	b	Gross sales price for all assets on line 6a 6,570,619.				
	7	Capital gain net income (from Part IV, line 2)		890,171.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	50,797.	44,737.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	2,354,259.	2,348,199.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	132,000.	52,800.		79,200.
	14	Other employee salaries and wages	39,794.	9,949.		29,845.
	15	Pension plans, employee benefits	6,143.	1,536.		4,607.
	16a	Legal fees				
	b	Accounting fees STMT 3	17,700.	6,195.		11,505.
	c	Other professional fees STMT 4	201,637.	201,637.		0.
	17	Interest				
	18	Taxes STMT 5	52,393.	2,036.		7,244.
	19	Depreciation and depletion	1,131.	0.		
	20	Occupancy	13,944.	0.		13,944.
	21	Travel, conferences, and meetings	4,359.	0.		4,359.
	22	Printing and publications				
	23	Other expenses STMT 6	21,661.	1,810.		19,851.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	490,762.	275,963.		170,555.
	25	Contributions, gifts, grants paid	1,727,655.			1,727,655.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,218,417.	275,963.		1,898,210.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	135,842.			
	b	**Net investment income** (if negative, enter -0-)		2,072,236.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

08371114 783816 G0-0602-00 2012.05000 GRIGG-LEWIS FOUNDATION, INC G0-06021

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	21,388.	30,701.	30,701.
	2	Savings and temporary cash investments	2,421,192.	3,858,136.	3,858,136.
	3	Accounts receivable ▶ 565.			
		Less: allowance for doubtful accounts ▶		565.	565.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ 350,000.			
		Less: allowance for doubtful accounts ▶ 0.	350,000.	350,000.	350,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	24,340.	24,833.	24,833.
	10a	Investments - U.S. and state government obligations STMT 8	8,882,972.	8,129,350.	8,129,350.
	b	Investments - corporate stock STMT 9	20,775,631.	21,818,059.	21,818,059.
	c	Investments - corporate bonds STMT 10	7,996,059.	8,339,776.	8,339,776.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	483,357.	539,400.	539,400.
	14	Land, buildings, and equipment: basis ▶ 9,189.			
		Less accumulated depreciation STMT 12 ▶ 5,868.	3,665.	3,321.	3,321.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	40,958,604.	43,094,141.	43,094,141.
Liabilities	17	Accounts payable and accrued expenses	10,132.	73,166.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	10,132.	73,166.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	40,948,472.	43,020,975.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	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			
	30	**Total net assets or fund balances**	40,948,472.	43,020,975.	
	31	**Total liabilities and net assets/fund balances**	40,958,604.	43,094,141.	

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	40,948,472.
2	Enter amount from Part I, line 27a	2	135,842.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,936,661.
4	Add lines 1, 2, and 3	4	43,020,975.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,020,975.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
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	6,423,100.		5,680,448.	742,652.
b	147,519.			147,519.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				742,652.
b				147,519.
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	890,171.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	1,967,173.	40,824,164.	.048186
2010	1,759,084.	38,660,563.	.045501
2009	1,949,980.	35,220,469.	.055365
2008	2,542,198.	41,613,128.	.061091
2007	1,989,754.	47,942,588.	.041503

2	**Total** of line 1, column (d)	2	.251646
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	.050329
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	41,236,840.
5	Multiply line 4 by line 3	5	2,075,409.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,722.
7	Add lines 5 and 6	7	2,096,131.
8	Enter qualifying distributions from Part XII, line 4	8	1,898,997.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	41,445.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	41,445.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	41,445.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 12,239.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 30,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	42,239.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	309.
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	485.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 485. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.GRIGGLEWIS.ORG

14 The books are in care of ▶ CHRIS SMITH Telephone no. ▶716-478-0002

Located at ▶76 WEST AVENUE, LOCKPORT, NY ZIP+4 ▶14094

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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12-05-12

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: No X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		132,400.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
HARTFORD FINANCIAL MANAGEMENT 40 PRATT STREET, HARTFORD, CT 06155	INVESTMENT MANAGEMENT	115,660.
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	38,839,636.
b	Average of monthly cash balances	1b	2,644,673.
c	Fair market value of all other assets	1c	380,503.
d	**Total** (add lines 1a, b, and c)	1d	41,864,812.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	41,864,812.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	627,972.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,236,840.
6	**Minimum investment return.** Enter 5% of line 5	6	2,061,842.

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	2,061,842.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 41,445.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	41,445.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,020,397.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,020,397.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,020,397.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,898,210.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	787.
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	1,898,997.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,898,997.

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				2,020,397.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			363,167.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,898,997.				
a Applied to 2011, but not more than line 2a			363,167.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,535,830.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				484,567.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 14

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT B				1,727,655.
Total			▶ 3a	1,727,655.
b *Approved for future payment*				
CITY OF LOCKPORT 1 LOCKS PLAZA LOCKPORT, NY 14094		501C3	YOUTH AND SCHOOL PROGRAMS	48,202.
LOCKPORT ICE ARENA & SPORTS CENTER, INC. 172 EAST AVENUE LOCKPORT, NY 14094		501C3	COMMUNITY SERVICE	4,000,000.
LOCKPORT MAIN STREET, INC. 1 EAST MAIN STREET LOCKPORT, NY 14094		501C3	COMMUNITY SERVICE	70,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	6,496,102.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,413,291.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	50,797.	
8 Gain or (loss) from sales of assets other than inventory			18	890,171.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,354,259.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,354,259.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (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 (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee | Date 11-19-13 | Title Ex. Dir.

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN P. SCHIAVONE	CPA	11/14/13		P00040031

Firm's name ▶ LUMSDEN & MCCORMICK, LLP | Firm's EIN ▶ 16-0765486

Firm's address ▶ 369 FRANKLIN STREET BUFFALO, NY 14202 | Phone no. (716)856-3300

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NCCC FOUNDATION, INC. 3111 SAUNDERS SETTLEMENT ROAD LOCKPORT, NY 14094		501C3	EDUCATION	200,000.
NIAGARA COUNTY HISTORICAL SOCIETY INC. 215 NIAGARA STREET LOCKPORT, NY 14094		501C3	HISTORY TOURISM	5,000.
PALACE THEATER 2 EAST AVENUE LOCKPORT, NY 14094		501C3	ARTS	37,800.
THE DALE ASSOCIATION 315 BEWLEY BLDG. LOCKPORT, NY 14094		501C3	ELDERLY	180,000.
YMCA OF LOCKPORT 19 EAST AVENUE LOCKPORT, NY 14094		501C3	HUMAN SERVICE	1,500,000.
YWCA OF NIAGARA 32 COTTAGE STREET LOCKPORT, NY 14094		501C3	HUMAN SERVICE	100,000.
ST. JOHN THE BAPTIST OUTREACH CENTER 160 CHESTNUT STREET LOCKPORT, NY 14094		501C3	HUMAN SERVICE	18,000.
KENAN CENTER 433 LOCUST STREET LOCKPORT, NY 14094		501C3	ARTS CULTURE	126,100.
RIVIERA THEATRE & ORGAN PRESERVATION SOCIETY, INC. 67 WEBSTER STREET NORTH TONAWANDA, NY 14120		501C3	ARTS CULTURE	5,000.
LOCKPORT PUBLIC LIBRARY PO BOX 1348 LOCKPORT, NY 14094		501C3	EDUCATION	156,000.
Total from continuation sheets				2,377,900.

223635
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CATHOLIC CHARITIES OF BUFFALO 741 DELAWARE AVENUE BUFFALO, NY 14209		501C3	HUMAN RESOURCES	50,000.
Total from continuation sheets				

223635
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAINS DIVIDENDS	147,519.	147,519.	0.
INTEREST AND DIVIDENDS FROM INVESTMENTS	1,413,291.	0.	1,413,291.
TOTAL TO FM 990-PF, PART I, LN 4	1,560,810.	147,519.	1,413,291.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NA REALTY FUND I LLC	36,797.	30,737.	
PRI INTEREST	14,000.	14,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	50,797.	44,737.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,700.	6,195.		11,505.
TO FORM 990-PF, PG 1, LN 16B	17,700.	6,195.		11,505.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	201,637.	201,637.		0.
TO FORM 990-PF, PG 1, LN 16C	201,637.	201,637.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	8,143.	2,036.		6,494.
NYS FILING FEE	750.	0.		750.
FEDERAL EXCISE TAX	43,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	52,393.	2,036.		7,244.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	4,649.	0.		4,649.
INSURANCE	3,606.	0.		3,606.
EQUIPMENT RENTAL	429.	0.		429.
DIRECT PAYMENTS	6,519.	0.		6,519.
TELEPHONE	2,296.	0.		2,296.
DUES AND SUBSCRIPTIONS	3,619.	1,810.		1,809.
POSTAGE AND DELIVERY	543.	0.		543.
TO FORM 990-PF, PG 1, LN 23	21,661.	1,810.		19,851.

FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS	1,936,661.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,936,661.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS -SEE ATTACHMENT A	X		8,129,350.	8,129,350.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,129,350.	8,129,350.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,129,350.	8,129,350.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT A	21,818,059.	21,818,059.
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,818,059.	21,818,059.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A	8,339,776.	8,339,776.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,339,776.	8,339,776.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	FMV	144,067.	144,067.
REAL ESTATE LLC	FMV	395,333.	395,333.
TOTAL TO FORM 990-PF, PART II, LINE 13		539,400.	539,400.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,490.	1,490.	0.
COMPUTER	1,099.	1,099.	0.
COMPUTER UPGRADES	1,955.	1,760.	195.
CONFERENCE ROOM FURNISHINGS	2,869.	1,024.	1,845.
LAPTOP	989.	495.	494.
COMPUTER	787.	0.	787.
TOTAL TO FM 990-PF, PART II, LN 14	9,189.	5,868.	3,321.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM B. MAY 76 WEST AVENUE LOCKPORT, NY 14094	SECRETARY/EXEC DIRECTOR 35.00	82,000.	0.	0.
CHRISTA CALDWELL 76 WEST AVENUE LOCKPORT, NY 14094	PRESIDENT 2.00	10,000.	0.	0.
R. THOMAS WEEKS 76 WEST AVENUE LOCKPORT, NY 14094	DIRECTOR 2.00	10,120.	0.	0.
DAN L. WILSON 76 WEST AVENUE LOCKPORT, NY 14094	TREASURER 2.00	10,280.	0.	0.
MARY F. MURPHY 76 WEST AVENUE LOCKPORT, NY 14094	DIRECTOR 2.00	10,000.	0.	0.
BRIAN COSTELLO 76 WEST AVENUE LOCKPORT, NY 14094	DIRECTOR 2.00	10,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		132,400.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CHRIS SMITH
76 WEST STREET
LOCKPORT, NY 14094

TELEPHONE NUMBER

716-478-0002

FORM AND CONTENT OF APPLICATIONS

APPLICATION AVAILABLE ONLINE. APPLICATION CAN BE SUBMITTED ELECTRONICALLY OR BY MAIL.

ANY SUBMISSION DEADLINES

5/30/13, 9/03/13, 11/12/13

RESTRICTIONS AND LIMITATIONS ON AWARDS

FUNDING PRIORITY IS TO ORGANIZATIONS LOCATED IN THE NIAGARA COUNTY AREA.

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	COMPUTER	06/24/08	SL	3.00		16	1,490.				1,490.	1,490.		0.	1,490.
22	COMPUTER	03/18/08	SL	3.00		16	1,099.				1,099.	1,099.		0.	1,099.
23	COMPUTER UPGRADES	10/09/08	SL	5.00		16	1,955.				1,955.	1,369.		391.	1,760.
24	CONFERENCE ROOM FURNISHINGS	12/03/10	SL	7.00		16	2,869.				2,869.	614.		410.	1,024.
25	LAPTOP	11/23/11	SL	3.00		16	989.				989.	165.		330.	495.
36	COMPUTER	12/31/12	SL	3.00		16	787.				787.			0.	
	* TOTAL 990-PF PG 1 DEPR						9,189.				9,189.	4,737.		1,131.	5,868.

228111
05-01-12

(D) - Asset disposed

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

GRIGG-LEWIS FOUNDATION
EIN 16-1550858
ATTACHMENT A

Total A = US and State Government Obligations $ 8,129,350
Total B = Corporate stock $ 21,818,059
Total C = Corporate bonds $ 8,339,776

U.S. Treasuries	Par	Market Price	Market Value	% of Account Assets
US TREAS BD 5%05/37 (M)	600,000.0000	140.5938	843,562.80	3%
UST BOND DUE 05/15/37				
CUSIP: 912810PU6				*Accrued Interest: 3,895.02*
US TREAS BD 4.625%02/40 (M)	600,000.0000	134.6563	807,937.80	3%
UST BOND DUE 02/15/40				
CUSIP: 912810QE1				*Accrued Interest: 10,481.66*
Total U.S. Treasuries	1,200,000.0000	A	1,651,500.60	6%
				Total Accrued Interest for U.S. Treasuries: 14,376.68

Corporate Bonds	Par	Market Price	Market Value	% of Account Assets
BANK OF AMERICA 5.75%16 (M)	500,000.0000	109.2665	546,332.50	2%
NOTES DUE 08/15/16				
CUSIP: 060505CL6				
MOODY'S: Baa3 S&P: BBB+				*Accrued Interest: 10,861.11*
GEN ELEC CAP CORP 5.5%20 (M)	300,000.0000	118.0556	354,166.80	1%
NOTES DUE 01/08/20				
CUSIP: 36962G4J0				
MOODY'S: A1 S&P: AA+				*Accrued Interest: 7,929.17*
UBS AG STAMFRD 4.875%20F	250,000.0000	115.7132	289,283.00	<1%
NOTES DUE 08/04/20				
CUSIP: 90261XGD8				
MOODY'S: A2 S&P: A				*Accrued Interest: 4,976.56*
Total Corporate Bonds	1,050,000.0000	C	1,189,782.30	4%

GRIGG-LEWIS FOUNDATION
EIN. 16-1550858
ATTACHMENT A

Mortgage Pools	Par	Market Price	Market Value	% of Account Assets
FHLMC A2-9689 5%35 (M) DUE 01/01/35 CUSIP: 31297HXS3 FACTOR= .363309080 REMAIN PRIN=$363,309.08	1,000,000.0000	108.4143	393,879.00	1%
FHLMC A2-9752 5%35 (M) DUE 01/01/35 CUSIP: 31297HZR3 FACTOR= .180086160 REMAIN PRIN=$180,086.16	1,000,000.0000	108.3518	195,126.60	<1%
FHLMC C4-4969 7%30 (M) DUE 11/01/30 CUSIP: 31298DQW0 FACTOR= .003084950 REMAIN PRIN=$1,005.88	326,061.0000	114.3569	1,150.30	<1%
FHLMC C8-0391 7%26 (M) DUE 03/01/26 CUSIP: 31335GNG6 FACTOR= .008951900 REMAIN PRIN=$895.19	100,000.0000	113.7631	1,018.40	<1%
FHLMC G0-8014 5%34 (M) DUE 10/01/34 CUSIP: 3128MJAQ3 FACTOR= .207680820 REMAIN PRIN=$103,840.41	500,000.0000	108.4143	112,577.85	<1%

GRIGG-LEWIS FOUNDATION
EIN 16-1550858
ATTACHMENT A

Mortgage Pools (continued)	Par	Market Price	Market Value	% of Account Assets
FNMA PL 255629 5%35 (M) DUE 02/01/35 CUSIP: 31371L4N6 FACTOR= .209774980 REMAIN PRIN=$209,774.98	1,000,000.0000	109.1703	229,011.97	<1%
FNMA PL 256101 5.5%36 (M) DUE 02/01/36 CUSIP: 31371MNS2 FACTOR= .166205110 REMAIN PRIN=$176,177.42	1,060,000.0000	109.0069	192,045.54	<1%
FNMA PL 736453 5%18 (M) DUE 08/01/18 CUSIP: 31402SE29 FACTOR= .100750730 REMAIN PRIN=$46,345.34	460,000.0000	109.2130	50,615.13	<1%
FNMA PL 776422 5%34 (M) DUE 06/01/34 CUSIP: 31404RSK4 FACTOR= .258725390 REMAIN PRIN=$77,617.62	300,000.0000	112.1140	87,020.22	<1%
FNMA PL 805184 5%35 (M) DUE 01/01/35 CUSIP: 31406BRD4 FACTOR= .260297310 REMAIN PRIN=$260,297.31	1,000,000.0000	109.1078	284,004.67	<1%

GRIGG-LEWIS FOUNDATION
EIN: 16-1550858
ATTACHMENT A

Mortgage Pools (continued)	Par	Market Price	Market Value	% of Account Assets
FNMA PL 850566 5%36 (M) DUE 01/01/36 CUSIP: 31408F6B0 FACTOR= .129608440 REMAIN PRIN=$23,329.52	180,000.0000	108.9828	25,425.16	<1%
GNMA PL 318571 8%22 (M) DUE 02/15/22 CUSIP: 36223U2C1 FACTOR= .017281680 REMAIN PRIN=$2,592.25	150,000.0000	116.3817	3,016.91	<1%
GNMA PL 439538 7%27 (M) DUE 04/15/27 CUSIP: 36207RHP3 FACTOR= .015300180 REMAIN PRIN=$1,515.90	99,077.0000	116.0344	1,758.96	<1%
Total Mortgage Pools	7,175,138.0000		A 1,576,650.71	5%

GRIGG-LEWIS FOUNDATION
EIN: 16-1550858
ATTACHMENT A

CMO & Asset Backed Securities	Par	Market Price	Market Value	% of Account Assets
BANC OF AMERICA 5.75%35 REMIC DUE 11/25/35 BAFC 2005-7 4A3 CUSIP: 05946XU92 MOODY'S: B1 S&P: AAA FACTOR= .795782011 REMAIN PRIN=$795,782.01	1,000,000.0000	103.7774	825,841.88	3%
Total CMO & Asset Backed Securities	1,000,000.0000	C	825,841.88	3%

Equities	Quantity	Market Price	Market Value	% of Account Assets
A T & T INC NEW (M) SYMBOL: T	8,068.0000	33.7100	271,972.28	<1%
ABBOTT LABORATORIES (M) TRADES WITH DUE BILLS SYMBOL: ABT	4,000.0000	65.5000	262,000.00	≤1%
AUTO DATA PROCESSING (M) SYMBOL: ADP	8,000.0000	56.9300	455,440.00	2%
BAXTER INTERNATIONAL INC (M) SYMBOL: BAX	7,000.0000	66.6600	466,620.00	2%

GRIGG-LEWIS FOUNDATION
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Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets
BRISTOL-MYERS SQUIBB CO (M) SYMBOL: BMY	10,000.0000	32.5900	325,900.00	1%
C S X CORP (M) SYMBOL: CSX	7,000.0000	19.7300	138,110.00	<1%
C V S CAREMARK CORP (M) SYMBOL: CVS	15,000.0000	48.3500	725,250.00	2%
CATERPILLAR INC (M) SYMBOL: CAT	5,000.0000	89.6085	448,042.50	2%
CHEVRON CORPORATION (M) SYMBOL: CVX	8,500.0000	108.1400	919,190.00	3%
CORNING INC (M) SYMBOL: GLW	15,000.0000	12.6200	189,300.00	<1%
COSTCO WHSL CORP NEW (M) SYMBOL: COST	4,000.0000	98.7300	394,920.00	1%
DANAHER CORP DEL (M) SYMBOL: DHR	12,000.0000	55.9000	670,800.00	2%
DISNEY WALT CO (M) SYMBOL: DIS	8,500.0000	49.7900	423,215.00	1%
DOMINION RES INC VA NEW (M) SYMBOL: D	7,412.0000	51.8000	383,941.60	1%
DOW CHEMICAL COMPANY (M) SYMBOL: DOW	4,500.0000	32.3294	145,482.30	<1%

GRIGG-LEWIS FOUNDATION
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Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets
DUKE ENERGY CORP NEW (M) SYMBOL: DUK	3,981.0000	63.8000	253,987.80	<1%
E M C CORP MASS (M) SYMBOL: EMC	25,000.0000	25.3000	632,500.00	2%
EXXON MOBIL CORPORATION (M) SYMBOL: XOM	8,200.0000	86.5500	709,710.00	2%
FIRSTENERGY CORP (M) SYMBOL: FE	3,000.0000	41.7600	125,280.00	<1%
FLAHERTY & CRUMRINE (M) PFD INCM OPPORTUNITY FD SYMBOL: PFO	13,300.0000	11.2200	149,226.00	<1%
GENERAL ELECTRIC COMPANY (M) SYMBOL: GE	11,600.0000	20.9900	243,484.00	<1%
HOME DEPOT INC (M) SYMBOL: HD	5,000.0000	61.8500	309,250.00	1%
INTEL CORP (M) SYMBOL: INTC	4,000.0000	20.6200	82,480.00	<1%
JPMORGAN CHASE & CO. (M) SYMBOL: JPM	12,000.0000	43.9691	527,629.20	2%
KIMBERLY-CLARK CORP (M) SYMBOL: KMB	3,000.0000	84.4300	253,290.00	<1%
KRAFT FOODS GROUP (M) SYMBOL: KRFT	3,333.0000	45.4700	151,551.51	<1%

GRIGG-LEWIS FOUNDATION
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Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets
MEADWESTVACO CORPORATION (M) SYMBOL: MWV	10,000.0000	31.8700	318,700.00	1%
MONDELEZ INTL INC CL A (M) SYMBOL: MDLZ	10,000.0000	25.4532	254,532.00	<1%
PEPSICO INCORPORATED (M) SYMBOL: PEP	5,000.0000	68.4300	342,150.00	1%
POTLATCH CORPORATION NEW (M) SYMBOL: PCH	10,000.0000	39.1491	391,491.00	1%
QUALCOMM INC (M) SYMBOL: QCOM	4,700.0000	61.8596	290,740.12	<1%
REGAL ENTERTAINMENT GRP (M) SYMBOL: RGC	40,000.0000	13.9500	558,000.00	2%
TARGET CORPORATION (M) SYMBOL: TGT	4,000.0000	59.1700	236,680.00	<1%
THE SOUTHERN COMPANY (M) SYMBOL: SO	3,000.0000	42.8100	128,430.00	<1%
UNITED TECHNOLOGIES CORP (M) SYMBOL: UTX	11,000.0000	82.0100	902,110.00	3%
VERIZON COMMUNICATIONS (M) SYMBOL: VZ	11,251.0000	43.2700	486,830.77	2%

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Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets
VODAFONE GROUP NEW ADR F (M) SPONSORED ADR 1 ADR REP 10 ORD SYMBOL: VOD	12,000.0000	25.1900	302,280.00	1%
Total Equities	337,345.0000		B 13,870,516.08	47%

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets
JANUS SHORT TERM BD T (M) SYMBOL: JASBX	516,243.7160	3.0800	1,590,030.65	5%
LOOMIS SAYLES BOND FUND (M) CL I SYMBOL: LSBDX	41,112.2620	15.1200	621,617.40	2%
OPPENHEIMER SENIOR (M) FLOATING RATE A SYMBOL: OOSAX	71,689.6740	8.3000	595,024.29	2%
TEMPLETON GLOBAL BOND (M) FUND CL A SYMBOL: TPICZ	44,754.4260	13.3800	598,814.22	2%
Total Bond Funds	673,800.0780		C 3,405,486.56	12%

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Equity Funds	Quantity	Market Price		Market Value	% of Account Assets
AMERICAN FD EUROPACIFIC (M) GWTH FD CL F2 SYMBOL: AEPFX	47,271.6940	41.1500		1,945,230.21	7%
ROYCE PREMIER FUND (M) INVESTMENT CL SYMBOL: RYPRX	93,846.8160	19.1600		1,798,104.99	6%
Total Equity Funds	141,118.5100		B	3,743,335.20	13%

FIRST TR NYSE ARCA (M) BIOTECH INDEX FUND SYMBOL: FBT	10,000.0000	45.9500	459,500.00	2%
ISHARES S&P U S PFD FUND (M) S&P U S PFD STK INDEX FD SYMBOL: PFF	10,750.0000	39.6200	425,915.00	1%
LIBERTY PROPERTY TRUST (M) REIT SYMBOL: LRY	14,000.0000	35.7900	501,060.00	2%
LINN ENERGY (M) SYMBOL: LINE	8,000.0000	35.2400	281,920.00	<1%

GRIGG-LEWIS FOUNDATION
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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets
RAYONIER INC (M) REIT SYMBOL: RYN	9,000.0000	51.8300	466,470.00	2%
Total Other Assets	51,750.0000		B 2,134,865.00	7%

MONTHLY STATEMENT

Reporting Penod. **December 1 - 31, 2012**

HOLDINGS DETAIL

FIXED INCOME

Investment Descnption	Symbol/ CUSIP	Quantity	Closing Pnce	Market Value
US TREASURY 05.250% 02/15/29 5.25% 02/15/2029	912810FG8	200	$138 484	$276,968 00
US TREASURY 04.250% 11/15/17 4.25% 11/15/2017	912828HH6	1,100	117 094	1,288,034.00
US TREASURY US GOVT NATIONAL 2.5% 06/30/2017	912828NK2	500	108.336	541,680.00
US TREASURY US GOVT NATL 2.625% 08/15/2020	912828NT3	300	109.813	329,439 00
TOTAL FIXED INCOME			A	**$2,436,121.00**

Investment Descnption	Symbol/ CUSIP	Quantity	Closing Pnce	Market Value
ISHARES TLT Jun 22 13 145.0 C	-	119	$0.1639	$1,950 81
ISHARES TLT Mar 16 13 110.0 P	-	(41)	0.3278	(1,344.01)

GRIGG-LEWIS FOUNDATION
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ISHARES TLT Mar 16 13 121.0 P	-	(120)	3 1328	(37,593.50)
JP MORGAN CHASE & CO JPM Mar 16 13 25.0 P	-	161	0.0689	1,109.55
JP MORGAN CHASE & CO JPM Jun 22 13 25.0 P	-	80	0.2126	1,700.54

EXPRESS SCRIPTS HOLDING CO COM	ESRX	567	$54.00	$30,618.00
HEWLETT PACKARD CO COM	HPQ	4,120	14 25	58,710.00
			Total Equities B	$ 55,151

GRIGG LEWIS FOUNDATION, INC.
EIN: 16-1550858
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charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
GRIGG LEWIS FOUNDATION INC

Account Number
5531-7723

Statement Period
December 1-31, 2012

Investment Detail - Fixed Income

U.S. Treasuries	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis	Adjusted Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
US TREAS NOTE 3.125%19	**55,000.0000**	**113.1563**	**62,235.97**	**53,343.43**		**8,892.54 b**	**1,718.75**
UST NOTE DUE 05/15/19	55,000.0000	95.6250	52,593.75 t	53,343.43	07/24/09	8,892.54 b	3 65%
CUSIP: 912828KQ2							***Accrued Interest: 223.15***
US TREAS NT 2.25%05/14	**325,000.0000**	**102.8438**	**334,242.35**	**323,892.00**		**10,350.35 b**	**7,312.50**
U S T NOTE DUE 05/31/14	325,000.0000	98.8750	321,343.75 t	323,892.00	07/24/09	10,350.35 b	2.49%
CUSIP: 912828KV1							***Accrued Interest: 642.86***
US TREAS NT 3.25%05/16	**90,000.0000**	**109.4844**	**98,535.96**	**90,178.41**		**8,357.55 b**	**2,925.00**
U S T NOTE DUE 05/31/16	90,000.0000	100.3750	90,337.50 t	90,178.41	07/24/09	8,357 55 b	3.18%
CUSIP: 912828KW9							***Accrued Interest: 257.14***
Total U.S. Treasuries	**470,000.0000**		**A 495,014.28**	**467,413.84**		**27,600.44 b**	**11,956.25**

Agency Securities	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis	Adjusted Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
FED FARM CR BK 5.125%16	**295,000.0000**	**116.5102**	**343,705.09**	**310,064.00**		**33,641.09 b**	**15,118.75**
NOTES DUE 08/25/16	295,000.0000	109.3400	322,553.00 t	310,064.00	07/24/09	33,641 09 b	3.61%
CUSIP: 31331V2U9							
MOODY'S: Aaa S&P: AA+							***Accrued Interest: 5,291.56***

Investment Detail - Fixed Income (continued)

Agency Securities (continued)	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis	Adjusted Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
FED HM LN MTG 3.75%19	**120,000.0000**	**115.5950**	**138,714.00**	**137,618.24**		**1,095.76** b	**4,500.00**
NOTES DUE 03/27/19	120,000.0000	115.8052	138,966.24	137,618 24	07/02/12	1,095.76 b	1.29%
CUSIP: 3137EACA5							
MOODY'S: Aaa S&P: AA+							***Accrued Interest: 1,175.00***
FED HM LN MTG 6.25%32	**14,000.0000**	**148.3376**	**20,767.26**	**19,127.59**		**1,639.67** b	**875.00**
BONDS DUE 07/15/32	14,000.0000	138.1330	19,338 62 t	19,127.59	10/21/11	1,639.67 b	3.61%
CUSIP: 3134A4KX1							
MOODY'S: Aaa S&P: AA+							***Accrued Interest: 403.47***
FED HM LN MTG 6.75%31	**14,000.0000**	**153.7612**	**21,526.57**	**19,892.45**		**1,634.12** b	**945.00**
BONDS DUE 03/15/31	14,000.0000	144.0160	20,162.24 t	19,892.45	10/21/11	1,634.12 b	3.58%
CUSIP: 3134A4AA2							
MOODY'S: Aaa S&P: AA+							***Accrued Interest: 278.25***
FED HM LN MTG 0.875%13	**165,000.0000**	**100.5649**	**165,932.09**	**165,674.19**		**257.90** b	**1,443.75**
NOTES DUE 10/28/13	165,000.0000	100.9460	166,560.90 t	165,674.19	12/02/11	257.90 b	0.37%
CUSIP. 3137EACL1							
MOODY'S: Aaa S&P: AA+							***Accrued Interest: 252.66***
FED HM LN MTG 2.375%22	**160,000.0000**	**104.2625**	**166,820.00**	**165,306.99**		**1,513.01** b	**3,800.00**
NOTES DUE 01/13/22	160,000.0000	103.4820	165,571.20	165,306.99	07/02/12	1,513.01 b	1.97%
CUSIP: 3137EADB2							
MOODY'S: Aaa S&P: AA+							***Accrued Interest: 1,773.33***
FED NATL MTG 5%17	**145,000.0000**	**118.2623**	**171,480.34**	**152,474.76**		**19,005.58** b	**7,250.00**
NOTES DUE 05/11/17	145,000.0000	108.6730	157,575.85 t	152,474.76	07/24/09	19,005.58 b	3.70%
CUSIP: 31359M7X5							
MOODY'S: Aaa S&P: AA+							***Accrued Interest: 1,006.94***

GRIGG LEWIS FOUNDATION, INC.
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charles SCHWAB INSTITUTIONAL

Schwab One® Account of	Account Number	Statement Period
GRIGG LEWIS FOUNDATION INC	5531-7723	December 1-31, 2012

Investment Detail - Fixed Income (continued)

Agency Securities (continued)	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis	Adjusted Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
FED NATL MTG 6.25%29	**14,000.0000**	**143.5595**	**20,098.33**	**18,772.41**		**1,325.92 b**	**875.00**
BONDS DUE 05/15/29	14,000.0000	135.9000	19,026 00 t	18,772.41	10/21/11	1,325 92 b	3.49%
CUSIP: 31359MEU3							
MOODY'S: Aaa S&P: AA+							*Accrued Interest: 111.81*
FED NATL MTG 7.25%30	**14,000.0000**	**159.1942**	**22,287.19**	**20,737.08**		**1,550.11 b**	**1,015.00**
BONDS DUE 05/15/30	14,000.0000	150.4810	21,067.34 t	20,737.08	10/21/11	1,550.11 b	3.52%
CUSIP: 31359MFP3							
MOODY'S: Aaa S&P: AA+							*Accrued Interest: 129.69*
FED NATL MTG 2.625%14	**240,000.0000**	**104.3808**	**250,513.92**	**250,488.03**		**25.89 b**	**6,300.00**
NOTES DUE 11/20/14	240,000.0000	104.4211	250,610.64	250,488.03	12/21/12	25.89 b	0.29%
CUSIP: 31398AZV7							
MOODY'S: Aaa S&P: AA+							*Accrued Interest: 717.50*
FED NATL MTG 4.125%14	**100,000.0000**	**104.9979**	**104,997.90**	**101,814.11**		**3,183.79 b**	**4,125.00**
NOTES DUE 04/15/14	100,000 0000	106.3730	106,373.00 t	101,814.11	07/24/09	3,183.79 b	2.67%
CUSIP: 31359MUT8							
MOODY'S: Aaa S&P: AA+							*Accrued Interest: 870.83*
FED NATL MTG 6.625%30	**14,000.0000**	**151.6433**	**21,230.06**	**19,561.95**		**1,668.11 b**	**927.50**
BONDS DUE 11/15/30	14,000.0000	141.5890	19,822.46 t	19,561.95	10/21/11	1,668.11 b	3.59%
CUSIP: 31359MGK3							
MOODY'S: Aaa S&P: AA+							*Accrued Interest: 118.51*
Total Agency Securities	**1,295,000.0000**	A	**1,448,072.75**	**1,381,531.80**		**66,540.95 b**	**47,175.00**

Investment Detail - Fixed Income (continued)

Corporate Bonds	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis	Adjusted Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
AMERICAN EXPRES 8.125%19	**75,000.0000**	**135.3574**	**101,518.05**	**79,555.68**		**21,962.37 b**	**6,093.75**
NOTES DUE 05/20/19	75,000.0000	108.3870	81,290.25 t	79,555.68	07/24/09	21,962.37 b	6 93%
CUSIP: 025816BB4							
MOODY'S: A3 S&P: BBB+							*Accrued Interest: 694.01*
BHP BIL FIN USA 6.5%19F	**75,000.0000**	**127.2880**	**95,466.00**	**81,257.39**		**14,208.61 b**	**4,875.00**
BONDS DUE 04/01/19	75,000.0000	111.9530	83,964.75 t	81,257.39	07/24/09	14,208.61 b	4.93%
CUSIP: 055451AH1							
MOODY'S: A1 S&P: A+							*Accrued Interest: 1,218.75*
CATERPILLAR FIN 7.15%19	**75,000.0000**	**130.7721**	**98,079.08**	**81,063.85**		**17,015.23 b**	**5,362.50**
MED TRM NT DUE 02/15/19	75,000.0000	111.5530	83,664.75 t	81,063.85	07/27/09	17,015.23 b	5.57%
CUSIP: 14912L4E8							
MOODY'S: A2 S&P: A							*Accrued Interest: 2,025.83*
CITIGROUP INC 8.5%19	**64,000.0000**	**134.0730**	**85,806.72**	**66,147.17**		**19,659.55 b**	**5,440.00**
NOTES DUE 05/22/19	64,000.0000	104.5670	66,922.88 t	66,147.17	07/24/09	19,659.55 b	7.82%
CUSIP: 172967EV9							
MOODY'S: Baa2 S&P: A-							*Accrued Interest: 589.33*
COMCAST CORP 5.7%19	**75,000.0000**	**121.4021**	**91,051.58**	**76,877.70**		**14,173.88 b**	**4,275.00**
BONDS DUE 07/01/19	75,000.0000	103.5150	77,636.25 t	76,877.70	07/24/09	14,173.88 b	5.24%
CALLABLE							
CUSIP: 20030NAZ4							
MOODY'S: Baa1 S&P: BBB+							*Accrued Interest: 2,137.50*

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis	Adjusted Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
DELL INC 5.875%19	**75,000.0000**	**116.3457**	**87,259.28**	**76,436.09**		**10,823.19 b**	**4,406.25**
NOTES DUE 06/15/19	75,000.0000	102.6820	77,011 50 t	76,436.09	07/28/09	10,823.19 b	5 51%
CALLABLE							
CUSIP: 24702RAJ0							
MOODY'S: A2 S&P: A-							***Accrued Interest: 195.83***
E I DU PONT 5.875%14	**11,000.0000**	**105.2501**	**11,577.51**	**11,259.81**		**317.70 b**	**646.25**
NOTES DUE 01/15/14	11,000 0000	109.5750	12,053.25 t	11,259.81	07/28/09	317.70 b	3.53%
CALLABLE							
CUSIP: 263534BV0							
MOODY'S: A2 S&P: A							***Accrued Interest: 297.99***
FEDEX 8.0%19	**75,000.0000**	**131.7264**	**98,794.80**	**82,897.77**		**15,897.03 b**	**6,000.00**
NOTES DUE 01/15/19	75,000.0000	115.0490	86,286.75 t	82,897.77	07/28/09	15,897.03 b	5.90%
CALLABLE							
CUSIP: 31428XAR7							
MOODY'S: Baa1 S&P: BBB							***Accrued Interest: 2,766.67***
GOLDMAN SACHS GP 7.5%19	**75,000.0000**	**125.5339**	**94,150.43**	**81,814.72**		**12,335.71 b**	**5,625.00**
MED TRM NT DUE 02/15/19	75,000.0000	112.9640	84,723.00 t	81,814.72	07/24/09	12,335.71 b	5.71%
CUSIP: 38141EA25							
MOODY'S: A3 S&P: A-							***Accrued Interest: 2,125.00***
HARTFORD FINL 5.125%22	**75,000.0000**	**115.7812**	**86,835.90**	**85,060.03**		**1,775.87 b**	**3,843.75**
NOTES DUE 04/15/22	75,000.0000	113.6770	85,257.75	85,060.03	10/10/12	1,775 87 b	3.42%
CALLABLE							
CUSIP: 416518AB4							
MOODY'S: Baa3 S&P: BBB							***Accrued Interest: 811.46***

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis	Adjusted Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
JPMORGAN CHASE 6.3%19	**75,000.0000**	**123.0762**	**92,307.15**	**77,561.55**		**14,745.60 b**	**4,725.00**
NOTES DUE 04/23/19	75,000.0000	104 8200	78,615.00 t	77,561.55	07/24/09	14,745.60 b	5.64%
CUSIP: 46625HHL7							
MOODY'S: A2 S&P· A							*Accrued Interest: 892.50*
KROGER 6.4%17	**75,000.0000**	**120.6677**	**90,500.78**	**78,560.05**		**11,940.73 b**	**4,800.00**
NOTES DUE 08/15/17	75,000.0000	107.6070	80,705.25 t	78,560.05	07/24/09	11,940.73 b	5.23%
CALLABLE							
CUSIP. 501044CG4							
MOODY'S: Baa2 S&P: BBB							*Accrued Interest: 1,813.33*
UNION PACIFIC 7.875%19	**75,000.0000**	**129.7196**	**97,289.70**	**84,499.01**		**12,790.69 b**	**5,906.25**
BONDS DUE 01/15/19	75,000.0000	118.2340	88,675 50 t	84,499.01	07/28/09	12,790.69 b	5.38%
CALLABLE							
CUSIP. 907818DB1							
MOODY'S: Baa1 S&P: A-							*Accrued Interest: 2,723.44*
WEATHERFORD IN 9.625%19F	**75,000.0000**	**130.3622**	**97,771.65**	**86,614.37**		**11,157.28 b**	**7,218.75**
NOTES DUE 03/01/19	75,000.0000	121 7980	91,348 50 t	86,614.37	07/24/09	11,157 28 b	6.53%
CALLABLE							
CUSIP: 947075AF4							
MOODY'S: Baa2 S&P: BBB-							*Accrued Interest: 2,406.25*
Total Corporate Bonds	**975,000.0000**		**C 1,223,403.63**	**1,049,605.19**		**178,303.44 b**	**69,217.50**

Investment Detail - Fixed Income (continued)

Mortgage Pools	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis	Adjusted Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
FHLMC A8-9870 4.5%39	**268,198.0000**	**107.2196**	**126,823.90**	**N/A**		**N/A**	**N/A**
DUE 11/01/39	268,198.0000	N/A	please provide	N/A	07/19/12	N/A	N/A
CUSIP: 3129366F9							
FACTOR= .441033290							
REMAIN PRIN=$118,284.25							
FNMA PL AA4537 4.5%24	**155,996.0000**	**107.7664**	**23,109.79**	**N/A**		**(10,737,073.85)**	**N/A**
DUE 04/01/24	155,996.0000	50,177.2899	10,760,183.64 t	N/A	07/24/09	(10,737,073.85)	N/A
CUSIP: 31416NBF8							
FACTOR= .137467210							
REMAIN PRIN=$21,444.33							
FNMA PL 889260 5%38	**311,760.0000**	**108.3265**	**82,548.54**	**N/A**		**(23,375,051.08)**	**N/A**
DUE 04/01/38	311,760.0000	30,782.8537	23,457,599.62 t	N/A	07/24/09	(23,375,051.08)	N/A
CUSIP: 31410G5V1							
FACTOR= .244429890							
REMAIN PRIN=$76,203.46							
FNMA PL 917049 5%37	**67,680.0000**	**108.5453**	**13,271.17**	**N/A**		**(4,656,693.65)**	**N/A**
DUE 05/01/37	67,680.0000	38,195.7783	4,669,964.82 t	N/A	07/24/09	(4,656,693.65)	N/A
CUSIP: 31411WZN0							
FACTOR= .180649990							
REMAIN PRIN=$12,226.39							
FNMA PL 956420 6%37	**125,458.0000**	**109.3260**	**35,019.55**	**N/A**		**(10,669,437.95)**	**N/A**
DUE 12/01/37	125,458.0000	33,417.7821	10,704,457.50 t	N/A	07/24/09	(10,669,437.95)	N/A
CUSIP: 31413VAV9							
FACTOR= .255322280							
REMAIN PRIN=$32,032.22							

GRIGG LEWIS FOUNDATION, INC.
EIN: 16-1550858
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Schwab One® Account of
GRIGG LEWIS FOUNDATION INC

Account Number
5531-7723

Statement Period
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Investment Detail - Fixed Income (continued)

Mortgage Pools (continued)	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis	Adjusted Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
FNMA PL 988714 6%38	**365,950.0000**	**109.2323**	**60,903.98**	**N/A**		**N/A**	**N/A**
DUE 10/01/38	365,950.0000	N/A	please provide	N/A	07/19/12	N/A	N/A
CUSIP: 31415TK33							
FACTOR= .152360650							
REMAIN PRIN=$55,756 38							
FNMA PL 995196 6%38	**442,510.0000**	**109.7010**	**114,069.31**	**N/A**		**(37,345,558.50)**	**N/A**
DUE 07/01/38	442,510.0000	36,025.1010	37,459,627.81 t	N/A	10/18/10	(37,345,558.50)	N/A
CUSIP: 31416BRR1							
FACTOR= .234982300							
REMAIN PRIN=$103,982.02							
GNMA PL 669081 5.5%37	**217,915.0000**	**109.8977**	**66,244.74**	**N/A**		**N/A**	**N/A**
DUE 06/15/37	217,915.0000	N/A	please provide	N/A	07/19/12	N/A	N/A
CUSIP: 36295FJ21							
FACTOR= .276614960							
REMAIN PRIN=$60,278.55							
Total Mortgage Pools	**1,955,467.0000**	A	**521,990.98**	**N/A**		**(86,783,815.03)**	**N/A**
Total Fixed Income	**4,695,467.0000**		**3,693,486.64**	**2,898,650.83**		**(86,510,870.20)**	**128,348.75**

Investment Detail - Fixed Income (continued)

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ACCOR SA ORD F	**500.0000**	**35.1949**	**17,597.45**		**1,446.90**	**0.00%**	**0.00**
SYMBOL: ACRFF	500.0000	32.3011	16,150.55	08/29/12	1,446.90	124	Short-Term
ADECCO SA CHESEREX ORD F	**300.0000**	**52.6062**	**15,781.86**		**2,108.87**	**0.00%**	**0.00**
REGISTERED SHARES	300.0000	45.5766	13,672.99	08/27/12	2,108.87	126	Short-Term
SYMBOL. AHEXF							
ALCOA INC	**2,360.0000**	**8.6800**	**20,484.80**		**(3,534.52)**	**1.38%**	**283.20**
SYMBOL: AA	2,360.0000	10.1776	24,019.32	03/13/12	(3,534.52)	293	Short-Term
AMAZON COM INC	**120.0000**	**250.8700**	**30,104.40**		**5,429.31**	**0.00%**	**0.00**
SYMBOL: AMZN	30.0000	195.8340	5,875.02	08/05/11	1,651.08	514	Long-Term
	20.0000	188.2940	3,765.88	11/21/11	1,251.52	406	Long-Term
	20.0000	180.2915	3,605.83	03/05/12	1,411.57	301	Short-Term
	50.0000	228.5672	11,428.36	11/08/12	1,115 14	53	Short-Term
Cost Basis			*24,675.09*				
AMERICAN EXPRESS COMPANY	**340.0000**	**57.4800**	**19,543.20**		**14,100.79**	**1.39%**	**272.00**
SYMBOL: AXP	340.0000	16.0070	5,442.41 t	02/13/09	14,100.79	1417	Long-Term
APACHE CORP	**100.0000**	**78.5000**	**7,850.00**		**(1,593.74)**	**0.86%**	**68.00**
SYMBOL: APA	100.0000	94.4374	9,443 74	04/26/12	(1,593.74)	249	Short-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
AUTODESK INC	**730.0000**	**35.3500**	**25,805.50**		**4,227.50**	**0.00%**	**0.00**
SYMBOL: ADSK	730 0000	29.5589	21,578.00	05/18/12	4,227.50	227	Short-Term
BAKER HUGHES INC	**740.0000**	**40.8477**	**30,227.30**		**6,092.51**	**1.46%**	**444.00**
SYMBOL: BHI	520.0000	29.1398	15,152.70 ᵗ	10/28/08	6,088.10	1525	Long-Term
	220.0000	40.8276	8,982 09	07/02/12	4.40	182	Short-Term
Cost Basis			*24,134.79*				
BECTON DICKINSON & CO	**270.0000**	**78.1900**	**21,111.30**		**1,749.93**	**2.53%**	**534.60**
SYMBOL: BDX	80.0000	62.0810	4,966.48 ᵗ	12/02/08	1,288.72	1490	Long-Term
	160.0000	76.3946	12,223.15 ᵗ	04/22/10	287 25	984	Long-Term
	30.0000	72.3913	2,171.74	11/22/11	173.96	405	Long-Term
Cost Basis			*19,361.37*				
CARNIVAL CORP NEW F	**880.0000**	**36.7700**	**32,357.60**		**4,020.60**	**2.71%**	**880.00**
PAIRED STK	20.0000	38.9030	778.06	03/16/11	(42.66)	656	Long-Term
SPECIAL VTG TR	670.0000	31.4595	21,077.87	08/05/11	3,558.03	514	Long-Term
SYMBOL: CCL	190.0000	34.1108	6,481.07	12/06/11	505.23	391	Long-Term
Cost Basis			*28,337.00*				
CERNER CORP	**550.0000**	**77.5100**	**42,630.50**		**11,601.72**	**0.00%**	**0.00**
SYMBOL: CERN	80.0000	48 9441	3,915.53	02/10/11	2,285.27	690	Long-Term
	470.0000	57.6877	27,113.25	12/19/11	9,316.45	378	Long-Term
Cost Basis			*31,028.78*				
DIRECTV	**630.0000**	**50.1600**	**31,600.80**		**2,451.20**	**0.00%**	**0.00**
SYMBOL: DTV	630.0000	46.2692	29,149.60	11/21/11	2,451.20	406	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
DISCOVER FINANCIAL SVCS	**880.0000**	**38.5500**	**33,924.00**		**12,978.33**	**1.03%**	**352.00**
SYMBOL: DFS	40.0000	24.3092	972.37	05/13/11	569.63	598	Long-Term
	840.0000	23.7777	19,973.30	08/11/11	12,408.70	508	Long-Term
Cost Basis			*20,945.67*				
DISNEY WALT CO	**760.0000**	**49.7900**	**37,840.40**		**14,132.20**	**1.50%**	**570.00**
SYMBOL: DIS	760.0000	31.1950	23,708.20	08/10/11	14,132.20	509	Long-Term
E M C CORP MASS	**1,590.0000**	**25.3000**	**40,227.00**		**13,176.61**	**0.00%**	**0.00**
SYMBOL: EMC	730.0000	10.1614	7,417.89 t	10/15/08	11,051.11	1538	Long-Term
	120.0000	26.4266	3,171.20	02/22/11	(135.20)	678	Long-Term
	740.0000	22.2450	16,461.30	08/08/11	2,260.70	511	Long-Term
Cost Basis			*27,050.39*				
E O G RESOURCES INC	**90.0000**	**120.7900**	**10,871.10**		**1,362.08**	**0.56%**	**61.20**
SYMBOL: EOG	90.0000	105.6557	9,509.02	05/04/12	1,362.08	241	Short-Term
ELECTRONIC ARTS INC	**2,480.0000**	**14.5200**	**36,009.60**		**(3,132.31)**	**0.00%**	**0.00**
SYMBOL: EA	1,210.0000	16.6666	20,166 59 t	01/14/09	(2,597.39)	1447	Long-Term
	320.0000	18.2800	5,849.60	01/13/12	(1,203.20)	353	Short-Term
	550.0000	14.9483	8,221.57	05/11/12	(235.57)	234	Short-Term
	400.0000	12.2603	4,904.15	07/02/12	903.85	182	Short-Term
Cost Basis			*39,141.91*				
GOOGLE INC CLASS A	**50.0000**	**707.3800**	**35,369.00**		**11,569.65**	**0.00%**	**0.00**
SYMBOL: GOOG	10.0000	546.1890	5,461.89 t	01/26/10	1,611.91	1070	Long-Term
	40.0000	458.4365	18,337.46 t	06/29/10	9,957 74	916	Long-Term
Cost Basis			*23,799.35*				

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Investment Detail - Equities (continued)

Equities (continued)	**Quantity** Units Purchased	**Market Price** Cost Per Share	**Market Value** Cost Basis	Acquired	**Unrealized Gain or (Loss)**	**Estimated Yield** Holding Days	**Estimated Annual Income** Holding Period
HESS CORPORATION	**1,600.0000**	**52.9600**	**84,736.00**		**5,195.14**	**0.75%**	**640.00**
SYMBOL: HES	250.0000	53.1446	13,286.17 t	07/01/09	(46.17)	1279	Long-Term
	290.0000	52.7695	15,303.16 t	07/28/10	55.24	887	Long-Term
	160.0000	61.9192	9,907.08	08/04/11	(1,433.48)	515	Long-Term
	100.0000	54.2757	5,427.57	08/10/11	(131.57)	509	Long-Term
	800.0000	44.5211	35,616.88	05/18/12	6,751.12	227	Short-Term
Cost Basis			*79,540.86*				
JOHNSON & JOHNSON	**440.0000**	**70.1000**	**30,844.00**		**325.49**	**3.48%**	**1,073.60**
SYMBOL: JNJ	440.0000	69.3602	30,518.51	11/23/12	325.49	38	Short-Term
JUNIPER NETWORKS INC	**2,870.0000**	**19.6700**	**56,452.90**		**1,946.77**	**0.00%**	**0.00**
SYMBOL: JNPR	1,310.0000	22.8249	29,900.66	02/29/12	(4,132.96)	306	Short-Term
	1,560.0000	15.7727	24,605.47	07/02/12	6,079.73	182	Short-Term
Cost Basis			*54,506.13*				
KRAFT FOODS GROUP	**280.0000**	**45.4700**	**12,731.60**		**4,130.33**	**1.09%**	**140.00**
SYMBOL: KRFT	280.0000	30.7188	8,601.27 t	05/06/10	4,130.33	970	Long-Term
MANPOWERGROUP	**260.0000**	**42.4400**	**11,034.40**		**1,638.44**	**2.02%**	**223.60**
SYMBOL: MAN	260.0000	36.1383	9,395.96	10/11/12	1,638 44	81	Short-Term
MONDELEZ INTL INC CL A	**840.0000**	**25.4532**	**21,380.69**		**5,469.92**	**2.04%**	**436.80**
SYMBOL: MDLZ	840.0000	18.9413	15,910.77 t	05/06/10	5,469.92	970	Long-Term
MONSANTO CO NEW DEL	**610.0000**	**94.6500**	**57,736.50**		**21,905.46**	**1.58%**	**915.00**
SYMBOL: MON	270 0000	49.7661	13,436.87 t	06/07/10	12,118.63	938	Long-Term
	340.0000	65.8652	22,394.17	08/10/11	9,786.83	509	Long-Term
Cost Basis			*35,831.04*				
MOODYS CORP	**490.0000**	**50.3200**	**24,656.80**		**5,818.50**	**1.27%**	**313.60**
SYMBOL: MCO	490.0000	38 4455	18,838.30	02/09/12	5,818.50	326	Short-Term

GRIGG LEWIS FOUNDATION, INC.
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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
NEWS CORP LTD CL A	**880.0000**	**25.5100**	**22,448.80**		**8,061.58**	**0.66%**	**149.60**
CLASS A	880.0000	16.3491	14,387.22	07/22/11	8,061.58	528	Long-Term
SYMBOL: NWSA							
NORFOLK SOUTHERN CORP	**270.0000**	**61.8400**	**16,696.80**		**(295.93)**	**3.23%**	**540.00**
SYMBOL: NSC	120.0000	55.8873	6,706.48 t	07/13/10	714.32	902	Long-Term
	150.0000	68.5750	10,286.25	02/16/12	(1,010.25)	319	Short-Term
Cost Basis			*16,992.73*				
NOVO-NORDISK B NEW ORD F	**260.0000**	**162.7500**	**42,315.00**		**1,666.62**	**0.00%**	**0.00**
SHS B	260.0000	156.3399	40,648.38	11/21/12	1,666.62	40	Short-Term
SYMBOL: NONOF							
PALL CORP	**350.0000**	**60.2600**	**21,091.00**		**2,250.65**	**1.65%**	**350.00**
SYMBOL: PLL	350.0000	53.8295	18,840.35	07/02/12	2,250.65	182	Short-Term
PETROLEO BRASILEIRO ADRF	**790.0000**	**19.3100**	**15,254.90**		**(60.46)**	**0.00%**	**0.00**
SA PETROBRAS SPON ADR	790.0000	19.3865	15,315.36	07/27/12	(60 46)	157	Short-Term
1 ADR REP 2 PREF SH							
SYMBOL: PBRA							
QIAGEN N V F	**690.0000**	**18.1498**	**12,523.36**		**1,615.28**	**0.00%**	**0.00**
SYMBOL: QGEN	400.0000	16 5247	6,609.88	08/01/11	650.04	518	Long-Term
	290.0000	14.8213	4,298.20	08/11/11	965.24	508	Long-Term
Cost Basis			*10,908.08*				
QUALCOMM INC	**510.0000**	**61.8596**	**31,548.40**		**6,793.56**	**1.61%**	**510.00**
SYMBOL: QCOM	260.0000	35.7708	9,300.41 t	06/02/10	6,783 09	943	Long-Term
	250.0000	61.8177	15,454.43	08/09/12	10.47	144	Short-Term
Cost Basis			*24,754.84*				

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

GRIGG LEWIS FOUNDATION, INC.
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Schwab One® Account of **GRIGG LEWIS FOUNDATION INC** | Account Number **5531-7723** | Statement Period **December 1-31, 2012**

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
RANGE RESOURCES CORP	**230.0000**	**62.8300**	**14,450.90**		**466.23**	**0.25%**	**36.80**
SYMBOL: RRC	230.0000	60.8029	13,984.67	07/02/12	466.23	182	Short-Term
SCHLUMBERGER LTD F	**460.0000**	**69.2986**	**31,877.36**		**1,639.43**	**1.58%**	**506.00**
SYMBOL: SLB	270.0000	65.3217	17,636.88 t	01/22/10	1,073.74	1074	Long-Term
	60.0000	58.2843	3,497.06 t	07/26/10	660.86	889	Long-Term
	40.0000	81.9135	3,276 54	05/11/11	(504.60)	600	Long-Term
	90.0000	64.7494	5,827.45	07/02/12	409.42	182	Short-Term
Cost Basis			*30,237 93*				
SOUTHWEST AIRLINES CO	**4,730.0000**	**10.2400**	**48,435.20**		**14,289.13**	**0.39%**	**189.20**
SYMBOL: LUV	2,020 0000	5.2980	10,702.16 t	03/03/09	9,982.64	1399	Long-Term
	430.0000	11.0840	4,766.16 t	08/31/10	(362.96)	853	Long-Term
	950.0000	8.2978	7,882.91	08/08/11	1,845.09	511	Long-Term
	1,330.0000	8.1164	10,794.84	05/14/12	2,824.36	231	Short-Term
Cost Basis			*34,146.07*				
TIME WARNER INC NEW	**730.0000**	**47.8300**	**34,915.90**		**12,534.86**	**2.17%**	**759.20**
SYMBOL: TWX	230.0000	29.6656	6,823.09 t	03/03/10	4,177 81	1034	Long-Term
	500.0000	31.1159	15,557.95 t	10/27/10	8,357.05	796	Long-Term
Cost Basis			*22,381.04*				
TOYOTA MOTOR CP ADR NEWF	**230.0000**	**93.2500**	**21,447.50**		**3,397.69**	**0.00%**	**0.00**
SPONSORED ADR	200.0000	79.9927	15,998.54	06/13/11	2,651.46	567	Long-Term
1 ADR REP 2 ORD	30.0000	68.3756	2,051.27	12/09/11	746.23	388	Long-Term
SYMBOL: TM							
Cost Basis			*18,049.81*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
UNILEVER PLC ADR NEW F	**850.0000**	**38.7200**	**32,912.00**		**13,364.64**	**3.26%**	**1,074.40**
SPONSORED ADR	850.0000	22.9968	19,547.36 t	10/16/08	13,364.64	1537	Long-Term
1 ADR REP 1 ORD							
SYMBOL: UL							
VERIFONE SYSTEMS INC	**690.0000**	**29.6800**	**20,479.20**		**(332.49)**	**0.00%**	**0.00**
SYMBOL: PAY	690.0000	30.1618	20,811.69	10/25/12	(332.49)	67	Short-Term
VIACOM INC CL B NEW	**350.0000**	**52.7400**	**18,459.00**		**(575.50)**	**2.08%**	**385.00**
SYMBOL: VIAB	350.0000	54.3842	19,034.50	10/11/12	(575.50)	81	Short-Term
VIRGIN MEDIA INC	**1,300.0000**	**36.7500**	**47,775.00**		**18,757.31**	**0.43%**	**208.00**
SYMBOL: VMED	1,300 0000	22.3213	29,017.69	11/23/11	18,757.31	404	Long-Term
WEATHERFORD INTL LTD F	**2,370.0000**	**11.1900**	**26,520.30**		**(9,189.75)**	**0.00%**	**0.00**
SYMBOL: WFT	1,340.0000	15.5182	20,794.52 t	10/30/08	(5,799.92)	1523	Long-Term
	430.0000	17 1157	7,359.78	03/21/12	(2,548.08)	285	Short-Term
	600.0000	12.5929	7,555.75	07/02/12	(841.75)	182	Short-Term
Cost Basis			*35,710.05*				
WESTERN UNION COMPANY	**1,840.0000**	**13.6100**	**25,042.40**		**1,971.81**	**3.67%**	**920.00**
SYMBOL: WU	1,840.0000	12.5383	23,070.59	11/21/12	1,971.81	40	Short-Term
Total Equities	**38,290.0000**	B	**1,273,101.72**		**220,972.34**		**12,835.80**

GRIGG LEWIS FOUNDATION, INC.
EIN: 16-1550858
ATTACHMENT A

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
GRIGG LEWIS FOUNDATION INC

Account Number
5531-7723

Statement Period
December 1-31, 2012

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
MANNING & NAPIER CORE ◊ PLUS BD SERIES SYMBOL: EXCPX	134,814.5790	11.2700	1,519,360.31	N/A	please provide	N/A
MANNING & NAPIER HIGH ◊ YIELD BD SERIES CL S SYMBOL: MNHYX	15,897.2750	10.7500	170,895.71	N/A	please provide	N/A
Total Bond Funds	150,711.8540	C	1,690,256.02		please provide	N/A

Equity Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
MANNING & NAPIER ◊ FINANCIAL SERVICES SERIES SYMBOL: EXFSX	11,693.2950	6.4600	75,538.69	N/A	please provide	N/A
MANNING & NAPIER EMRG ◊ MKTS SERIES SYMBOL: MNEMX	3,140.5690	11.6400	36,556.22	N/A	please provide	N/A
MANNING & NAPIER INFL ◊ FOCUS EQTY SERIES SYMBOL: MNIFX	3,072.2960	11.0500	33,948.87	N/A	please provide	N/A
MANNING & NAPIER INTL ◊ SERIES CL S SYMBOL: EXITX	13,863.5590	8.7000	120,612.96	N/A	please provide	N/A
MANNING & NAPIER LIFE ◊ SCIENCES SYMBOL: EXLSX	7,399.5210	12.8700	95,231 84	N/A	please provide	N/A

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
GRIGG LEWIS FOUNDATION INC

Account Number
5531-7723

Statement Period
December 1-31, 2012

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
MANNING & NAPIER REAL ◊ ESTATE SERIES SYMBOL: MNREX	10,665.9000	14.5700	155,402.16	N/A	please provide	N/A
MANNING & NAPIER SMALL ◊ CAP SERIES SYMBOL: MNSMX	8,401.6700	9.9200	83,344.57	N/A	please provide	N/A
MANNING & NAPIER TECH ◊ SERIES SYMBOL: EXTCX	5,584.6160	10.9000	60,872.31	N/A	please provide	N/A
MANNING & NAPIER WORLD ◊ OPPTY A SYMBOL: EXWAX	6,739.2020	7.7500	52,228.82	N/A	please provide	N/A
Total Equity Funds	70,560.6280	B	713,736.44		please provide	N/A

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
BIOMED REALTY TRUST INC	**340.0000**	**19.3300**	**6,572.20**		**759.01**		
SYMBOL: BMR	340.0000	17.0976	5,813.19 [1]	08/12/11	759 01	507	Long-Term

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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charles SCHWAB INSTITUTIONAL

Schwab One® Account of
GRIGG LEWIS FOUNDATION INC

Account Number
5531-7723

Statement Period
December 1-31, 2012

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
CORP OFFICE PPTYS SBI	**270.0000**	**24.9800**	**6,744.60**		**158.52**		
REIT	230.0000	24.8915	5,725 06 t	08/22/11	20 34	497	Long-Term
SYMBOL: OFC	40.0000	21.5255	861.02 t	12/12/11	138.18	385	Long-Term
Cost Basis			*6,586.08*				
DIGITAL REALTY TRUST INC	**100.0000**	**67.8900**	**6,789.00**		**1,221.02**		
REIT	100.0000	55.6798	5,567.98 t	08/18/11	1,221.02	501	Long-Term
SYMBOL: DLR							
DUPONT FABROS TECHNOLOGY	**300.0000**	**24.1600**	**7,248.00**		**449.57**		
SYMBOL: DFT	270.0000	22.7968	6,155.14 t	08/15/11	368.06	504	Long-Term
	30.0000	21.4430	643.29	11/06/12	81.51	55	Short-Term
Cost Basis			*6,798.43*				
Total Other Assets	**1,010.0000**	B	**27,353.80**		**2,588.12**		

GRIGG-LEWIS FOUNDATION, INC.
EIN. 16-1550858
ATTACHMENT B

Name	Name Address	Status	Category	Amount
AMERICAN RED CROSS	2079 Sawyer Road Niagara Falls NY 14304	501c3	Human Service	18,000
AMERICAN RED CROSS BUFFALO	786 Delaware Buffalo NY 14209	501c3	Human Service	10,000
ASSOCIATION OF SMALL FOUNDATIONS	PO Box 247 Winooski VT 05404	501c3	Human Service	1,500
BIG BROTHERS BIG SISTERS OF NIAGARA COUNTY, INC	86 Park Avenue Lockport, NY 14094	501c3	Youth	18,400
BOY SCOUTS OF AMERICA	45 Liberty Batavia, NY 14020	501c3	Youth	12,000
BUFFALO INNER CITY BALLET	2495 Main St Suite 351 Buffalo, NY 14214	501c3	Arts Culture	2,000
BUFFALO DREAM CENTER	P O Box 934 Buffalo, NY 14201	501c3	Human Service	500
BUFFALO PHILHARMONIC ORCHESTRA SOCIETY, INC	499 Franklin Street Buffalo, NY 14202	501c3	Arts Culture	35,000
CATHOLIC CHARITIES OF BUFFALO	741 Delaware Avenue Buffalo NY 14209	501c3	Health	25,000
CHILD & FAMILY SERVICES OF ERIE COUNTY	330 Delaware Ave Buffalo, NY 14202	501c3	Human Service	43,500
CITY OF LOCKPORT	One Locks Plaza Lockport NY 14094	501c3	History Tourism	100,000
COLD SPRINGS CEMETARY	4849 Cold Springs Rd Lockport NY 14094	501c3	Community Service	3,600
COMMUNITY FOUNDATION FOR GREATER BUFFALO	712 Main Street Buffalo NY 14302	501c3	Youth	100,000
COMMUNITY MISSIONS OF NIAGARA FRONTIER, INC	1570 Buffalo Ave Niagara Falls NY 14303	501c3	Human Service	23,000
CORNELL COOPERATIVE EXTENSION OF NIAGARA COUNTY	4487 Lake Rd Lockport NY 14094	501c3	Community Service	18,400
CRADLE BEACH	8038 OLD LAKESHORE ROAD ANGOLA NY 14006	501c3	Youth	25,000
THE DALE ASSOCIATION	315 Bewley Bldg Lockport NY 14094	501c3	Elderly	34,400
EQUI-STAR, INC	2199 Fuller Rd Burt NY 14028	501c3	Health Service	10,000
FAMILIES OF SPINAL MUSCULAR ATROPHY	PO Box 444 North Tonawanda NY 14120	501c3	Health	1,000
FAMILY & CHILDREN'S SERVICES OF NIAGARA, INC	1522 Main St Niagara Falls NY 14305	501c3	Human Service	62,000
FELLOWSHIP HOUSE, INC	625 Buffalo Avenue Niagara Falls NY 14302	501c3	Human Service	6,900
FIRST PRESBYTERIAN CHURCH	21 Church Street Lockport NY 14094	501c3	Religious	12,000
GIRL SCOUTS OF WESTERN NEW YORK, INC	3332 Walden Ave Suite 106 Depew NY 14043	501c3	Youth	18,400
GLENWOOD CEMETERY	325 Glenwood Avenue Lockport NY 14094	501c3	Community Service	3,600
GREAT LAKES EXPERIENCE	405 NORTH FRENCH RD , STE 120A AMHERST NY 14228	501c3	History Tourism	1,000
HABITAT FOR HUMANITY LOCKPORT	75 East Avenue Lockport NY 14094	501c3	Community Service	12,000
HAPPY TIMES DAY CARE CENTER, Inc	21 Church Street Lockport NY 14094	501c3	Youth	757
HART INTERFAITH, INC	505 Cayuga Street Lewiston, NY 14092	501c3	Elderly	1,800
HORIZON VILLAGE	6301 Inducon Drive East Sanborn NY 14132	501c3	Health	25,000
JUNIOR ACHIEVEMENT OF WESTERN NEW YORK, INC	275 Oak Street Suite 222 Buffalo NY 14203-1638	501c3	Education	12,000
KENAN CENTER, INC	433 Locust Street Lockport NY 14094	501c3	Arts Culture	21,600
KIDS ESCAPING DRUGS	PO Box 643 920 Harlem Rd, West Seneca NY 14224	501c3	Health	10,000
LOCKPORT CARES	160 Chestnut Street Lockport NY 14094	501c3	Human Service	10,000
LOCKPORT CITY SCHOOL DISTRICT	130 Beattie Avenue Lockport NY 14094	501c3	Education	36,141
LOCKPORT COMMUNITY SERVICE	PO Box 1348 Lockport NY 14095-1348	501c3	Youth	5,977
LOCKPORT ICE ARENA & SPORTS CENTER, INC	172 EAST AVE LOCKPORT NY 14094	501c3	Community Service	21,000
LOCKPORT PUBLIC LIBRARY	PO Box 475 23 East Avenue Lockport NY 14094	501c3	Education	6,400
LOCKPORT MAIN STREET INC	1 East Main Street Lockport NY 14094	501c3	Community Service	46,500
LOCKPORT NEW BEGINNINGS	271 Elmwood Avenue Lockport NY 14094	501c3	Youth	2,000
LOCKPORT PRESBYTERIAN HOME	305-327 High Street Lockport NY 14094	501c3	Elderly	19,300
MARKET STREET ART CENTER	247 Market Street Lockport NY 14094	501c3	Arts Culture	12,000
MENTAL HEALTH ASSOCIATION IN NIAGARA COUNTY, INC	36 Pine Street Lockport NY 14094	501c3	Health	26,480
NCCC FOUNDATION, INC	3111 Saunders Settlement Rd Lockport NY 14094	501c3	Education	212,000
NEW DIRECTIONS YOUTH & FAMILY SERVICES, INC	6395 Old Niagara Rd Lockport NY 14094	501c3	Youth	12,000
NIAGARA COMMUNITY ACTION PROGRAM, Inc	1521 Main Street, Niagara Falls NY 14035	501c3	Human Service	7,500
NIAGARA COUNTY HISTORICAL SOCIETY, INC	215 NIAGARA STREET LOCKPORT NY 14094	501c3	History Tourism	35,300
SOCIETY FOR THE PREVENTION OF CRUELTY OF ANIMALS OF NIAGARA	2100 Lockport Road Niagara Falls NY 14304	501c3	Community Service	10,000
NIAGARA HOSPICE, INC	4675 Sunset Dr Lockport NY 14094	501c3	Medical	18,400
NIAGARA SCIENCE MUSEUM	3625 Highland Avenue Niagara Falls NY 14305	501c3	History Tourism	3,000
NIOGA LIBRARY SYSTEM	6575 Wheeler Rd Lockport NY 14094	501c3	Education	21,600
OLCOTT BEACH CAROUSEL PARK, INC	PO Box 308 Olcott NY 14126	501c3	Community Service	10,000
OLD FORT NIAGARA ASSOCIATION, INC	PO Box 169 Lewiston NY 14174	501c3	History Tourism	21,000
OPPORTUNITIES UNLIMITED OF NIAGARA	107 Heath Street Lockport NY 14094	501c3	History Tourism	14,400
PALACE THEATER	2 East Avenue Lockport NY 14094	501c3	Community Service	26,400
PRESBYTERIAN SENIOR CARE OF WNY FOUNDATION	4455 Transit Rd Williamsville, NY 14221	501c3	Elderly	12,000
SKATING ASSOCIATION FOR THE BLIND AND HANDICAPPED, INC	2607 Niagara Street Buffalo NY 14207	501c3	Human Service	6,000
SALVATION ARMY	50 Cottage Street Lockport NY 14094	501c3	Human Service	278,400
St. JOHN THE BAPTIST CHURCH (OUTREACH CENTER)	168 Chestnut Street Lockport NY 14094	501c3	Human Service	7,500
TOWN OF ROYALTON	5316 Royalton Center Road Middleport NY 14105	501c3	Community Service	1,000
UNITED WAY OF GREATER NIAGARA, INC	6420 Inducon Drive W Suite B2, Sanborn NY 14132	501c3	Human Service	25,200
WILSON COMMUNITY ENHANCEMENT CHARITY, INC	PO Box 875 Wilson NY 14172	501c3	Community Service	1,000
WNY GRANTMAKERS ASSOCIATION	PO Box 1333 Buffalo NY 14205-1333	501c3	Community Service	2,000
YMCA OF LOCKPORT	19 East Avenue Lockport NY 14094	501c3	Human Service	18,400
YWCA OF NIAGARA, INC	32 Cottage Street Lockport NY 14094	501c3	Human Service	130,400
				1,727,655