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 THE GRAYMER FOUNDATION C/O C. GRAYDON ROGERS	**A** Employer identification number 22-6798520
Number and street (or P O box number if mail is not delivered to street address): 30 BEACHSIDE DR #301 — Room/suite	**B** Telephone number 772-589-4520
City or town, state, and ZIP code VERO BEACH, FL 32963	**C** If exemption application is pending, check here ▶ [ ]

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: [X] 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*) ▶$ 6,827,909.

J Accounting method: [X] 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		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	125,521.	125,521.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	305,684.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 3,216,032.				
	7	Capital gain net income (from Part IV, line 2)		315,358.		
	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	8,319.	8,319.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	439,524.	449,198.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	16,312.	2,165.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	15,650.	7,444.		8,162.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	31,962.	9,609.		8,162.
	25	Contributions, gifts, grants paid	304,500.			304,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	336,462.	9,609.		312,662.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	103,062.			
	b	**Net investment income** (if negative, enter -0-)		439,589.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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15561023 758489 14802 2012.04040 THE GRAYMER FOUNDATION C/O 148021

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	317,479.	1,701,156.	1,701,156.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 6	5,290,866.	4,010,251.	5,126,753.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	0.	0.	0.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	5,608,345.	5,711,407.	6,827,909.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	5,608,345.	5,711,407.	
	30	**Total net assets or fund balances**	5,608,345.	5,711,407.	
	31	**Total liabilities and net assets/fund balances**	5,608,345.	5,711,407.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,608,345.
2	Enter amount from Part I, line 27a	2	103,062.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,711,407.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,711,407.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CHARLES SCHWAB- SEE ATTACHED	P	VARIOUS	VARIOUS
b	CHARLES SCHWAB CASH IN LIEU	P	VARIOUS	VARIOUS
c	PERSHING CASH IN LIEU	P	VARIOUS	VARIOUS
d	JP MORGAN #3005 CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
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	3,209,886.		2,900,674.	309,212.
b	30.			30.
c	191.			191.
d	5,925.			5,925.
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				309,212.
b				30.
c				191.
d				5,925.
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** 315,358.

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	302,475.	6,470,874.	.046744
2010	263,300.	5,976,078.	.044059
2009	312,989.	5,255,705.	.059552
2008	364,254.	6,496,164.	.056072
2007	384,974.	7,322,543.	.052574

2	**Total** of line 1, column (d)	2	.259001
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	.051800
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,669,832.
5	Multiply line 4 by line 3	5	345,497.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,396.
7	Add lines 5 and 6	7	349,893.
8	Enter qualifying distributions from Part XII, line 4	8	312,662.

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	8,792.
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	8,792.
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	8,792.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,720.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	15,720.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	58.
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	6,870.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 6,870. **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?	4b	X	
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) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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

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

		Line	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 ▶ N/A

14 The books are in care of ▶ WEISERMAZARS LLP Telephone no. ▶ (516) 488-1200
Located at ▶ 60 CROSSWAYS PARK DRIVE WEST, WOODBURY, NY ZIP+4 ▶ 11797

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	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.

		Line	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)? N/A	1b		
	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

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 | | 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 8		0.	0.	0.

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

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

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

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

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

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

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

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

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

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

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

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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	5,769,978.
b	Average of monthly cash balances	1b	1,001,425.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,771,403.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,771,403.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,571.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,669,832.
6	**Minimum investment return.** Enter 5% of line 5	6	333,492.

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	333,492.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 8,792.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b 1,641.		
c	Add lines 2a and 2b	2c	10,433.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	323,059.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	323,059.
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	323,059.

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	312,662.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	312,662.
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	312,662.

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				323,059.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			296,546.	
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: ▶ $ 312,662.				
a Applied to 2011, but not more than line 2a			296,546.	
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				16,116.
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				306,943.
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 (a) 2012	Prior 3 years (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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DETAIL FURNISHED UPON REQUEST	NONE	OTHER PUBLIC CHARITY	GENERAL	304,500.
Total			▶ 3a	304,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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	125,521.	
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			14	8,319.	
8 Gain or (loss) from sales of assets other than inventory			18	305,684.	
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.		439,524.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	439,524.

(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: C. Graydon Rogers | Date: 10/30/13 | Title: President

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
JAMES KINNEY		10/24/13		P00366725
Firm's name ▶ WEISERMAZARS LLP			Firm's EIN ▶ 13-1459550	
Firm's address ▶ 60 CROSSWAYS PARK DRIVE WEST WOODBURY, NY 11797			Phone no. 516.488.1200	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARLES SCHWAB- SEE ATTACHED			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	3,209,886.	2,910,348.	0.	0.	299,538.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARLES SCHWAB CASH IN LIEU			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	30.	0.	0.	0.	30.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PERSHING CASH IN LIEU			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	191.	0.	0.	0.	191.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JP MORGAN #3005 CAPITAL GAIN DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,925.	0.	0.	0.	5,925.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	305,684.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	45,340.	0.	45,340.
JP MORGAN #3005	2.	0.	2.
JP MORGAN #3005	10,661.	0.	10,661.
JP MORGAN #5005	14.	0.	14.
MAGELLAN MIDSTREAM PARTNERS LP	4.	0.	4.
PERSHING	69,500.	0.	69,500.
TOTAL TO FM 990-PF, PART I, LN 4	125,521.	0.	125,521.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MAGELLAN MIDSTREAM PARTNERS LP	8,319.	8,319.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,319.	8,319.	

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,165.	2,165.		0.
FEDERAL TAXES	14,147.	0.		0.
TO FORM 990-PF, PG 1, LN 18	16,312.	2,165.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	14,887.	7,444.		7,443.
BANK CHARGES	224.	0.		224.
PO BOX	94.	0.		94.
MAGELLAN MIDSTREAM PARTNERS LP	44.	0.		0.
SUPPLIES	401.	0.		401.
TO FORM 990-PF, PG 1, LN 23	15,650.	7,444.		8,162.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PERSHING	2,781,621.	3,930,860.
CHARLES SCHWAB	62,715.	13,458.
JP MORGAN #3005	1,165,915.	1,182,435.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,010,251.	5,126,753.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

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

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

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

THE GRAYMER FOUNDATION
EIN # 22-6798520
CHARLES SCHWAB
GAIN AND LOSS SCHEDULE

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ACTIVISION BLIZZARD INC: ATVI	100.0000	05/10/12	09/24/12	$1,200.37	$1,257.52	($57.15)
ACTIVISION BLIZZARD INC: ATVI	200.0000	05/10/12	09/24/12	$2,400.75	$2,515.40	($114.65)
ACTIVISION BLIZZARD INC: ATVI	200.0000	05/10/12	09/24/12	$2,400.35	$2,515.40	($115.05)
ACTIVISION BLIZZARD INC: ATVI	220.0000	05/10/12	09/24/12	$2,640.82	$2,766.54	($125.72)
ACTIVISION BLIZZARD INC: ATVI	400.0000	05/10/12	09/24/12	$4,801.50	$5,030.79	($229.29)
Security Subtotal				$13,443.79	$14,085.65	($641.86)
AMGEN INCORPORATED: AMGN	175.0000	07/20/12	09/17/12	$14,269.46	$13,632.35	$637.11
Security Subtotal				$14,269.46	$13,632.35	$637.11
APPLIED MATERIALS INC: AMAT	25.0000	05/10/12	09/24/12	$283.39	$278.38	$5.01
APPLIED MATERIALS INC: AMAT	100.0000	05/10/12	09/24/12	$1,133.57	$1,113.53	$20.04
APPLIED MATERIALS INC: AMAT	200.0000	05/10/12	09/24/12	$2,267.15	$2,227.06	$40.09
APPLIED MATERIALS INC: AMAT	300.0000	05/10/12	09/24/12	$3,400.34	$3,340.58	$59.76
APPLIED MATERIALS INC: AMAT	400.0000	05/10/12	09/24/12	$4,533.79	$4,454.11	$79.68

THE GRAYMER FOUNDATION
EIN # 22-6798520
CHARLES SCHWAB
GAIN AND LOSS SCHEDULE

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
APPLIED MATERIALS INC: AMAT	400.0000	05/10/12	09/24/12	$4,533.79	$4,454.12	$79.67
Security Subtotal				**$16,152.03**	**$15,867.78**	**$284.25**
CAPITAL ONE FINANCIAL CP: COF	20.0000	09/17/12	09/24/12	$1,147.46	$1,178.14	($30.68)
CAPITAL ONE FINANCIAL CP: COF	120.0000	09/17/12	09/24/12	$6,884.73	$7,068.72	($183.99)
CAPITAL ONE FINANCIAL CP: COF	180.0000	09/17/12	09/24/12	$10,327.09	$10,603.07	($275.98)
Security Subtotal				**$18,359.28**	**$18,849.93**	**($490.65)**
CONOCOPHILLIPS: COP	320.0000	05/10/12	09/24/12	$18,431.51	$17,291.19	$1,140.32
Security Subtotal				**$18,431.51**	**$17,291.19**	**$1,140.32**
DELL INC: DELL	1,400.0000	09/17/12	09/24/12	$14,189.53	$14,972.15	($782.62)
Security Subtotal				**$14,189.53**	**$14,972.15**	**($782.62)**
DFA EMERGING MARKETS SMALL CAP PORTFOLIO: DEMSX	1,575.7110	01/18/12	09/24/12	$32,116.73	$28,700.39	$3,416.34
Security Subtotal				**$32,116.73**	**$28,700.39**	**$3,416.34**
DFA EMERGING MARKETS VALUE PORTFOLIO: DFEVX	1,775.3060	multiple	09/24/12	$51,115.90	$58,565.81	($7,449.91)
Security Subtotal				**$51,115.90**	**$58,565.81**	**($7,449.91)**

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THE GRAYMER FOUNDATION
EIN # 22-6798520
CHARLES SCHWAB
GAIN AND LOSS SCHEDULE

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DFA INTL SMALL CAP VALUE PORTFOLIO: DISVX	2,234.5590	multiple	09/24/12	$33,975.32	$38,725.10	($4,749.78)
Security Subtotal				**$33,975.32**	**$38,725.10**	**($4,749.78)**
DFA INTL SMALL COMPANY PORTFOLIO FUND: DFISX	2,776.2260	multiple	09/24/12	$42,572.37	$46,230.12	($3,657.75)
Security Subtotal				**$42,572.37**	**$46,230.12**	**($3,657.75)**
ENTERGY CORP NEW: ETR	50.0000	09/17/12	09/24/12	$3,467.19	$3,419.88	$47.31
ENTERGY CORP NEW: ETR	100.0000	09/17/12	09/24/12	$6,934.39	$6,839.75	$94.64
ENTERGY CORP NEW: ETR	100.0000	09/17/12	09/24/12	$6,934.38	$6,839.76	$94.62
ENTERGY CORP NEW: ETR	100.0000	09/17/12	09/24/12	$6,934.42	$6,839.76	$94.66
Security Subtotal				**$24,270.38**	**$23,939.15**	**$331.23**
FEDEX CORPORATION: FDX	80.0000	09/17/12	09/24/12	$6,794.75	$7,162.14	($367.39)
FEDEX CORPORATION: FDX	100.0000	09/17/12	09/24/12	$8,493.84	$8,952.67	($458.83)
Security Subtotal				**$15,288.59**	**$16,114.81**	**($826.22)**

THE GRAYMER FOUNDATION

EIN # 22-6798520

CHARLES SCHWAB

GAIN AND LOSS SCHEDULE

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
FORWARD FRONTIER STRAT INSTL: FRNMX	386.4080	04/30/12	09/24/12	$3,985.23	$4,416.59	($431.36)
Security Subtotal				$3,985.23	$4,416.59	($431.36)
HOLLYFRONTIER CORP: HFC	105.0000	07/20/12	09/24/12	$4,287.84	$3,804.52	$483.32
HOLLYFRONTIER CORP: HFC	275.0000	07/20/12	09/24/12	$11,230.04	$9,964.23	$1,265.81
Security Subtotal				$15,517.88	$13,768.75	$1,749.13
INGRAM MICRO INC CL A: IM	1,060.0000	05/10/12	09/24/12	$16,633.74	$19,765.23	($3,131.49)
Security Subtotal				$16,633.74	$19,765.23	($3,131.49)
ISHARES MSCI EMU INDX FDMSCI EMU INDEX FUND: EZU	1,013.0000	03/30/12	09/24/12	$31,643.83	$32,011.65	($367.82)
Security Subtotal				$31,643.83	$32,011.65	($367.82)
JP MORGAN EXCH TRADED NTALERIAN MLP: AMJ	3.0000	03/30/12	09/24/12	$121.46	$117.10	$4.36
JP MORGAN EXCH TRADED NTALERIAN MLP: AMJ	100.0000	03/30/12	09/24/12	$4,048.37	$3,903.24	$145.13
JP MORGAN EXCH TRADED NTALERIAN MLP: AMJ	100.0000	03/30/12	09/24/12	$4,048.37	$3,903.24	$145.13

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OLDWELL BANKER-BERNARDSVILLE 908-766-2542

THE GRAYMER FOUNDATION
EIN # 22-6798520
CHARLES SCHWAB
GAIN AND LOSS SCHEDULE

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
JP MORGAN EXCH TRADED NTALERIAN MLP: AMJ	1,200.0000	03/30/12	09/24/12	$48,582.86	$46,838.85	$1,744.01
Security Subtotal				**$56,801.06**	**$54,762.43**	**$2,038.63**
LEAR CORPORATION: LEA	450.0000	10/19/11	09/24/12	$17,528.06	$21,320.50	($3,792.44)
Security Subtotal				**$17,528.06**	**$21,320.50**	**($3,792.44)**
NEWMONT MINING CORP: NEM	95.0000	07/11/11	05/10/12	$4,470.14	$5,186.71	($716.57)
NEWMONT MINING CORP: NEM	100.0000	07/11/11	05/10/12	$4,705.40	$5,459.69	($754.29)
Security Subtotal				**$9,175.54**	**$10,646.40**	**($1,470.86)**
RBC MICROCAP VALUE FD CL S: TMVSX	31.7920	12/22/11	09/24/12	$609.14	$503.14	$106.00
Security Subtotal				**$609.14**	**$503.14**	**$106.00**
ROWAN COMPANIES CL A F: RDC	365.0000	05/04/12	05/10/12	$11,829.92	$12,420.95	($591.03)
Security Subtotal				**$11,829.92**	**$12,420.95**	**($591.03)**
STAPLES INC: SPLS	100.0000	07/20/12	09/24/12	$1,227.25	$1,247.62	($20.37)
STAPLES INC: SPLS	100.0000	07/20/12	09/24/12	$1,227.25	$1,247.62	($20.37)
STAPLES INC: SPLS	100.0000	07/20/12	09/24/12	$1,227.25	$1,247.63	($20.38)

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THE GRAYMER FOUNDATION
EIN # 22-6798520
CHARLES SCHWAB
GAIN AND LOSS SCHEDULE

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
STAPLES INC: SPLS	190.0000	07/20/12	09/24/12	$2,331.78	$2,370.48	($38.70)
STAPLES INC: SPLS	300.0000	07/20/12	09/24/12	$3,681.45	$3,742.86	($61.41)
STAPLES INC: SPLS	300.0000	07/20/12	09/24/12	$3,681.46	$3,742.86	($61.40)
Security Subtotal				**$13,376.44**	**$13,599.07**	**($222.63)**
STEELPATH MLP SLCT 40 FD CL Y: MLPYX	780.9790	multiple	08/24/12	$8,555.80	$7,045.47	$1,510.33
Security Subtotal				**$8,555.80**	**$7,045.47**	**$1,510.33**
TURNER SPECTRUM FD INST CL: TSPEX	1,259.4590	01/18/12	03/30/12	$14,060.10	$13,860.07	$200.03
Security Subtotal				**$14,060.10**	**$13,860.07**	**$200.03**
TYSON FOODS INC CL A: TSN	100.0000	05/10/12	09/24/12	$1,625.81	$1,966.99	($341.18)
TYSON FOODS INC CL A: TSN	100.0000	05/10/12	09/24/12	$1,625.81	$1,967.02	($341.21)
TYSON FOODS INC CL A: TSN	125.0000	05/10/12	09/24/12	$2,032.26	$2,458.82	($426.56)
TYSON FOODS INC CL A: TSN	175.0000	05/10/12	09/24/12	$2,845.16	$3,442.34	($597.18)
TYSON FOODS INC CL A: TSN	275.0000	05/10/12	09/24/12	$4,470.97	$5,409.42	($938.45)
Security Subtotal				**$12,600.01**	**$15,244.59**	**($2,644.58)**

THE GRAYMER FOUNDATION
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Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WALGREEN COMPANY: WAG	405.0000	07/20/12	09/17/12	$14,470.70	$13,972.14	$498.56
Security Subtotal				**$14,470.70**	**$13,972.14**	**$498.56**
WELLPOINT INC: WLP	20.0000	07/20/12	09/24/12	$1,165.96	$1,244.19	($78.23)
WELLPOINT INC: WLP	100.0000	07/20/12	09/24/12	$5,829.80	$6,220.97	($391.17)
WELLPOINT INC: WLP	100.0000	07/20/12	09/24/12	$5,829.80	$6,220.97	($391.17)
Security Subtotal				**$12,825.56**	**$13,686.13**	**($860.57)**
Total Short-Term				**$533,797.90**	**$553,997.54**	**($20,199.64)**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
A G C O CORP: AGCO	95.0000	08/25/09	09/24/12	$4,460.20	$3,030.34	$1,429.86
A G C O CORP: AGCO	100.0000	08/25/09	09/24/12	$4,694.85	$3,189.83	$1,505.02
A G C O CORP: AGCO	100.0000	08/25/09	09/24/12	$4,694.94	$3,189.84	$1,505.10
Security Subtotal				**$13,849.99**	**$9,410.01**	**$4,439.98**
A T & T INC NEW: T	100.0000	11/19/08	07/20/12	$3,529.74	$2,626.83	$902.91

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
A T & T INC NEW: T	100.0000	11/19/08	07/20/12	$3,529.74	$2,626.83	$902.91
A T & T INC NEW: T	200.0000	11/19/08	07/20/12	$7,059.33	$5,253.67	$1,805.66
A T & T INC NEW: T	260.0000	11/19/08	07/20/12	$9,177.13	$6,829.77	$2,347.36
A T & T INC NEW: T	415.0000	11/19/08	09/24/12	$15,860.71	$10,901.35	$4,959.36
Security Subtotal				$39,156.65	$28,238.45	$10,918.20
AMGEN INCORPORATED: AMGN	10.0000	03/25/08	09/17/12	$815.40	$408.35	$407.05
AMGEN INCORPORATED: AMGN	40.0000	03/25/08	09/24/12	$3,316.88	$1,633.39	$1,683.49
AMGEN INCORPORATED: AMGN	100.0000	03/25/08	09/24/12	$8,292.18	$4,083.48	$4,208.70
AMGEN INCORPORATED: AMGN	100.0000	03/25/08	09/24/12	$8,292.18	$4,083.48	$4,208.70
Security Subtotal				$20,716.64	$10,208.70	$10,507.94
ARCELOR MITTAL NY NEW FNEW YORK REGISTERED: MT	365.0000	12/23/09	05/10/12	$6,116.34	$15,371.83	($9,255.49)
Security Subtotal				$6,116.34	$15,371.83	($9,255.49)
BERKSHIRE HATHAWAY B NEWCLASS B: BRKB	75.0000	03/16/10	05/10/12	$6,165.54	$6,166.08	($0.54)

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BERKSHIRE HATHAWAY B NEWCLASS B: BRKB	100.0000	03/16/10	05/10/12	$8,220.72	$8,221.36	($0.64)
BERKSHIRE HATHAWAY B NEWCLASS B: BRKB	105.0000	03/16/10	05/10/12	$8,631.76	$8,632.43	($0.67)
BERKSHIRE HATHAWAY B NEWCLASS B: BRKB	20.0000	03/16/10	09/24/12	$1,780.28	$1,644.27	$136.01
BERKSHIRE HATHAWAY B NEWCLASS B: BRKB	65.0000	03/16/10	09/24/12	$5,785.89	$5,343.88	$442.01
Security Subtotal				$30,584.19	$30,008.02	$576.17
C V S CAREMARK CORP: CVS	530.0000	10/08/08	09/24/12	$25,458.57	$15,977.15	$9,481.42
Security Subtotal				$25,458.57	$15,977.15	$9,481.42
CA INC: CA	100.0000	11/19/08	09/24/12	$2,649.09	$1,621.95	$1,027.14
CA INC: CA	100.0000	11/19/08	09/24/12	$2,649.09	$1,621.95	$1,027.14
CA INC: CA	100.0000	11/19/08	09/24/12	$2,649.00	$1,621.95	$1,027.05
CA INC: CA	100.0000	11/19/08	09/24/12	$2,649.09	$1,621.95	$1,027.14
CA INC: CA	100.0000	11/19/08	09/24/12	$2,649.09	$1,621.95	$1,027.14

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CA INC: CA	100.0000	11/19/08	09/24/12	$2,649.09	$1,621.96	$1,027.13
CA INC: CA	134.0000	11/19/08	09/24/12	$3,549.77	$2,173.42	$1,376.35
CA INC: CA	206.0000	11/19/08	09/24/12	$5,457.12	$3,341.22	$2,115.90
Security Subtotal				**$24,901.34**	**$15,246.35**	**$9,654.99**
CANADIAN NATL RY CO F: CNI	120.0000	11/19/08	09/24/12	$10,714.25	$4,179.51	$6,534.74
Security Subtotal				**$10,714.25**	**$4,179.51**	**$6,534.74**
CANON INC SPONSORED ADRF1 ADR REP 1 ORD: CAJ	100.0000	03/14/11	05/10/12	$4,369.24	$4,336.36	$32.88
CANON INC SPONSORED ADRF1 ADR REP 1 ORD: CAJ	100.0000	03/14/11	05/10/12	$4,369.23	$4,336.37	$32.86
CANON INC SPONSORED ADRF1 ADR REP 1 ORD: CAJ	410.0000	03/14/11	05/10/12	$17,913.86	$17,779.11	$134.75
Security Subtotal				**$26,652.33**	**$26,451.84**	**$200.49**
CARNIVAL CORP NEW FPAIRED STK SPECIAL VTG: CCL	410.0000	11/19/08	09/24/12	$15,157.84	$7,121.36	$8,036.48
Security Subtotal				**$15,157.84**	**$7,121.36**	**$8,036.48**

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CHEVRON CORPORATION: CVX	5.0000	11/07/07	09/24/12	$589.84	$445.07	$144.77
CHEVRON CORPORATION: CVX	90.0000	11/07/07	09/24/12	$10,617.09	$8,010.34	$2,606.75
CHEVRON CORPORATION: CVX	100.0000	11/07/07	09/24/12	$11,796.77	$8,900.37	$2,896.40
CHEVRON CORPORATION: CVX	100.0000	11/07/07	09/24/12	$11,796.77	$8,900.37	$2,896.40
CHEVRON CORPORATION: CVX	15.0000	06/05/08	09/24/12	$1,769.52	$1,460.46	$309.06
CHEVRON CORPORATION: CVX	85.0000	06/05/08	09/24/12	$10,027.26	$8,275.96	$1,751.30
Security Subtotal				**$46,597.25**	**$35,992.57**	**$10,604.68**
COMCAST CORP NEW CL A: CMCSA	1,275.0000	06/16/09	09/24/12	$46,389.81	$17,232.93	$29,156.88
Security Subtotal				**$46,389.81**	**$17,232.93**	**$29,156.88**
COMPUTER SCIENCES CORP: CSC	214.0000	05/11/10	05/10/12	$5,847.24	$10,911.39	($5,064.15)
Security Subtotal				**$5,847.24**	**$10,911.39**	**($5,064.15)**
CONOCOPHILLIPS: COP	25.0000	01/26/07	09/24/12	$1,439.96	$1,247.69	$192.27
CONOCOPHILLIPS: COP	330.0000	01/26/07	09/24/12	$19,007.49	$16,469.66	$2,537.83
Security Subtotal				**$20,447.45**	**$17,717.35**	**$2,730.10**

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CORNING INC: GLW	100.0000	10/13/10	09/24/12	$1,319.38	$1,896.33	($576.95)
CORNING INC: GLW	500.0000	10/13/10	09/24/12	$6,599.40	$9,481.67	($2,882.27)
CORNING INC: GLW	915.0000	10/13/10	09/24/12	$12,072.32	$17,351.47	($5,279.15)
Security Subtotal				**$19,991.10**	**$28,729.47**	**($8,738.37)**
COVENTRY HEALTH CARE INC: CVH	100.0000	05/11/10	09/24/12	$4,194.21	$2,183.54	$2,010.67
COVENTRY HEALTH CARE INC: CVH	100.0000	05/11/10	09/24/12	$4,194.21	$2,183.54	$2,010.67
COVENTRY HEALTH CARE INC: CVH	113.0000	05/11/10	09/24/12	$4,739.45	$2,467.41	$2,272.04
COVENTRY HEALTH CARE INC: CVH	200.0000	05/11/10	09/24/12	$8,388.51	$4,367.09	$4,021.42
Security Subtotal				**$21,516.38**	**$11,201.58**	**$10,314.80**
DFA EMERGING MARKETS SMALL CAP PORTFOLIO: DEMSX	4,852.3640	multiple	09/24/12	$98,902.72	$88,382.14	$10,520.58
Security Subtotal				**$98,902.72**	**$88,382.14**	**$10,520.58**
DFA EMERGING MARKETS VALUE PORTFOLIO: DFEVX	4,954.1820	multiple	09/24/12	$142,644.35	$163,434.19	($20,789.84)
Security Subtotal				**$142,644.35**	**$163,434.19**	**($20,789.84)**

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DFA INTL SMALL CAP VALUE PORTFOLIO: DISVX	8,649.8990	multiple	09/24/12	$101,108.29	$115,243.35	($14,135.06)
Security Subtotal				$101,108.29	$115,243.35	($14,135.06)
DFA INTL SMALL COMPANY PORTFOLIO FUND: DFISX	6,334.5890	multiple	09/24/12	$97,138.53	$105,484.47	($8,345.94)
Security Subtotal				$97,138.53	$105,484.47	($8,345.94)
DFA US MICRO CAP PORT: DFSCX	3,798.9610	multiple	09/24/12	$58,341.03	$48,872.10	$9,468.93
Security Subtotal				$58,341.03	$48,872.10	$9,468.93
DISNEY WALT CO: DIS	35.0000	11/07/07	09/24/12	$1,847.86	$1,185.93	$661.93
DISNEY WALT CO: DIS	50.0000	11/07/07	09/24/12	$2,639.88	$1,694.19	$945.69
DISNEY WALT CO: DIS	100.0000	11/07/07	09/24/12	$5,279.60	$3,388.37	$1,891.23
DISNEY WALT CO: DIS	100.0000	11/19/08	09/24/12	$5,279.75	$2,063.83	$3,215.92
DISNEY WALT CO: DIS	165.0000	11/19/08	09/24/12	$8,711.35	$3,405.31	$5,306.04
DISNEY WALT CO: DIS	200.0000	11/19/08	09/24/12	$10,559.21	$4,127.65	$6,431.56
Security Subtotal				$34,317.65	$15,865.28	$18,452.37

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DOMTAR CORPORATION NEW F: UFS	25.0000	01/31/11	09/24/12	$1,891.22	$2,207.49	($316.27)
DOMTAR CORPORATION NEW F: UFS	100.0000	01/31/11	09/24/12	$7,567.85	$8,829.98	($1,262.13)
DOMTAR CORPORATION NEW F: UFS	100.0000	01/31/11	09/24/12	$7,565.85	$8,833.28	($1,267.43)
Security Subtotal				$17,024.92	$19,870.75	($2,845.83)
DOW CHEMICAL COMPANY: DOW	65.0000	08/25/09	09/24/12	$1,962.00	$1,462.82	$499.18
DOW CHEMICAL COMPANY: DOW	100.0000	08/25/09	09/24/12	$3,018.45	$2,250.48	$767.97
DOW CHEMICAL COMPANY: DOW	100.0000	08/25/09	09/24/12	$3,018.49	$2,250.48	$768.01
DOW CHEMICAL COMPANY: DOW	100.0000	08/25/09	09/24/12	$3,018.45	$2,250.49	$767.96
DOW CHEMICAL COMPANY: DOW	200.0000	08/25/09	09/24/12	$6,036.88	$4,500.97	$1,535.91
Security Subtotal				$17,054.27	$12,715.24	$4,339.03
EDISON INTERNATIONAL: EIX	1,120.0000	09/28/10	09/24/12	$51,460.62	$38,893.11	$12,567.51
Security Subtotal				$51,460.62	$38,893.11	$12,567.51
ENI S P A SPON ADR FSPONSORED ADR 1 SPON ADR R: E	50.0000	05/13/11	09/24/12	$2,321.81	$2,418.64	($96.83)

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Long-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ENI S P A SPON ADR 1 SPON ADR R: E	FSPONSORED ADR	100.0000	05/13/11	09/24/12	$4,643.62	$4,837.14	($193.52)
ENI S P A SPON ADR 1 SPON ADR R: E	FSPONSORED ADR	100.0000	05/13/11	09/24/12	$4,643.62	$4,837.14	($193.52)
ENI S P A SPON ADR 1 SPON ADR R: E	FSPONSORED ADR	100.0000	05/13/11	09/24/12	$4,643.62	$4,837.27	($193.65)
ENI S P A SPON ADR 1 SPON ADR R: E	FSPONSORED ADR	100.0000	05/13/11	09/24/12	$4,643.62	$4,837.27	($193.65)
ENI S P A SPON ADR 1 SPON ADR R: E	FSPONSORED ADR	100.0000	05/13/11	09/24/12	$4,643.62	$4,837.28	($193.66)
ENI S P A SPON ADR 1 SPON ADR R: E	FSPONSORED ADR	100.0000	05/13/11	09/24/12	$4,643.62	$4,837.28	($193.66)
Security Subtotal					$30,183.53	$31,442.02	($1,258.49)
EXELON CORPORATION: EXC		0.3500	05/11/10	03/19/12	$13.65	$13.49	$0.16
EXELON CORPORATION: EXC		78.7000	05/11/10	09/24/12	$2,815.31	$3,032.69	($217.38)
EXELON CORPORATION: EXC		93.0000	05/11/10	09/24/12	$3,326.86	$3,583.74	($256.88)
EXELON CORPORATION: EXC		93.0000	08/23/10	09/24/12	$3,326.86	$2,875.89	$450.97

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
EXELON CORPORATION: EXC	195.3000	08/23/10	09/24/12	$6,986.43	$6,038.94	$947.49
Security Subtotal				**$16,469.11**	**$15,544.75**	**$924.36**
EXXON MOBIL CORPORATION: XOM	110.0000	11/19/08	09/24/12	$10,102.82	$8,288.88	$1,813.94
EXXON MOBIL CORPORATION: XOM	70.0000	04/29/09	09/24/12	$6,429.07	$4,773.98	$1,655.09
EXXON MOBIL CORPORATION: XOM	155.0000	04/29/09	09/24/12	$14,235.79	$10,570.97	$3,664.82
EXXON MOBIL CORPORATION: XOM	90.0000	06/16/09	09/24/12	$8,265.94	$6,477.27	$1,788.67
EXXON MOBIL CORPORATION: XOM	130.0000	06/16/09	09/24/12	$11,939.70	$9,356.06	$2,583.64
Security Subtotal				**$50,973.32**	**$39,467.16**	**$11,506.16**
FORWARD FRONTIER STRAT INSTL: FRNMX	7,194.9630	multiple	09/24/12	$74,205.52	$82,237.45	($8,031.93)
Security Subtotal				**$74,205.52**	**$82,237.45**	**($8,031.93)**
GAMESTOP CORP CL A NEW: GME	100.0000	06/29/10	09/17/12	$2,284.95	$1,834.43	$450.52
GAMESTOP CORP CL A NEW: GME	100.0000	06/29/10	09/17/12	$2,284.95	$1,834.43	$450.52
GAMESTOP CORP CL A NEW: GME	100.0000	06/29/10	09/17/12	$2,284.95	$1,834.43	$450.52
GAMESTOP CORP CL A NEW: GME	110.0000	06/29/10	09/17/12	$2,513.43	$2,017.88	$495.55

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GAMESTOP CORP CL A NEW: GME	400.0000	06/29/10	09/17/12	$9,140.57	$7,337.73	$1,802.84
GAMESTOP CORP CL A NEW: GME	200.0000	06/29/10	09/24/12	$4,428.68	$3,668.87	$759.81
GAMESTOP CORP CL A NEW: GME	260.0000	06/29/10	09/24/12	$5,757.28	$4,769.52	$987.76
GAMESTOP CORP CL A NEW: GME	400.0000	06/29/10	09/24/12	$8,858.16	$7,337.73	$1,520.43
GAMESTOP CORP CL A NEW: GME	400.0000	06/29/10	09/24/12	$8,857.36	$7,337.73	$1,519.63
Security Subtotal				$46,410.33	$37,972.75	$8,437.58
GENERAL DYNAMICS CORP: GD	50.0000	11/19/08	09/24/12	$3,303.24	$2,609.09	$694.15
GENERAL DYNAMICS CORP: GD	100.0000	11/19/08	09/24/12	$6,606.37	$5,218.18	$1,388.19
GENERAL DYNAMICS CORP: GD	100.0000	11/19/08	09/24/12	$6,606.37	$5,218.18	$1,388.19
Security Subtotal				$16,515.98	$13,045.45	$3,470.53
GENERAL ELECTRIC COMPANY: GE	485.0000	09/05/08	09/24/12	$10,832.75	$13,482.25	($2,649.50)
GENERAL ELECTRIC COMPANY: GE	330.0000	11/19/08	09/24/12	$7,370.74	$5,123.49	$2,247.25
GENERAL ELECTRIC COMPANY: GE	1,000.0000	11/19/08	09/24/12	$22,335.57	$15,526.73	$6,808.84
Security Subtotal				$40,539.06	$34,132.47	$6,406.59

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GENERAL MOTORS CO: GM	100.0000	08/30/11	09/24/12	$2,411.25	$2,358.82	$52.43
GENERAL MOTORS CO: GM	180.0000	08/30/11	09/24/12	$4,339.53	$4,245.87	$93.56
Security Subtotal				**$6,750.78**	**$6,604.69**	**$146.09**
HEWLETT-PACKARD COMPANY: HPQ	540.0000	11/19/08	09/24/12	$9,275.06	$18,278.14	($9,003.08)
Security Subtotal				**$9,275.06**	**$18,278.14**	**($9,003.08)**
INTL BUSINESS MACHINES: IBM	65.0000	11/19/08	09/24/12	$13,367.72	$5,123.40	$8,244.32
INTL BUSINESS MACHINES: IBM	125.0000	06/16/09	09/24/12	$25,707.16	$13,523.60	$12,183.56
Security Subtotal				**$39,074.88**	**$18,647.00**	**$20,427.88**
ISHARES MSCI EMU INDX FDMSCI EMU INDEX FUND: EZU	1,782.0000	02/25/11	09/24/12	$55,665.66	$67,962.49	($12,296.83)
ISHARES MSCI EMU INDX FDMSCI EMU INDEX FUND: EZU	707.0000	03/11/11	09/24/12	$22,085.09	$26,448.63	($4,363.54)
Security Subtotal				**$77,750.75**	**$94,411.12**	**($16,660.37)**
JPMORGAN CHASE & CO: JPM	80.0000	11/07/07	03/26/12	$3,683.05	$3,404.52	$278.53
JPMORGAN CHASE & CO: JPM	100.0000	11/07/07	03/26/12	$4,603.81	$4,255.65	$348.16

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Long-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
JPMORGAN CHASE & CO: JPM		280.0000	11/19/08	03/26/12	$12,890.67	$8,254.67	$4,636.00
Security Subtotal					**$21,177.53**	**$15,914.84**	**$5,262.69**
KOHLS CORP: KSS		85.0000	11/19/08	09/24/12	$4,438.91	$2,309.28	$2,129.63
KOHLS CORP: KSS		100.0000	11/19/08	09/24/12	$5,222.04	$2,716.81	$2,505.23
Security Subtotal					**$9,660.95**	**$5,026.09**	**$4,634.86**
KRAFT FOODS INC BILLS: KFT	TRADES WITH DUE	360.0000	06/16/09	09/24/12	$14,958.72	$8,966.62	$5,992.10
KRAFT FOODS INC BILLS: KFT	TRADES WITH DUE	11.0000	12/20/10	09/24/12	$457.06	$350.84	$106.22
KRAFT FOODS INC BILLS: KFT	TRADES WITH DUE	40.0000	12/20/10	09/24/12	$1,662.08	$1,275.79	$386.29
KRAFT FOODS INC BILLS: KFT	TRADES WITH DUE	89.0000	12/20/10	09/24/12	$3,698.04	$2,838.62	$859.42
KRAFT FOODS INC BILLS: KFT	TRADES WITH DUE	610.0000	12/20/10	09/24/12	$25,346.73	$19,455.76	$5,890.97
Security Subtotal					**$46,122.63**	**$32,887.63**	**$13,235.00**

THE GRAYMER FOUNDATION
EIN # 22-6798520
CHARLES SCHWAB
GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
KYOCERA LTD ADR F1 ADR REPS 1 COM: KYO	15.0000	12/20/10	07/20/12	$1,202.16	$1,536.97	($334.81)
KYOCERA LTD ADR F1 ADR REPS 1 COM: KYO	50.0000	12/20/10	07/20/12	$4,007.20	$5,114.21	($1,107.01)
KYOCERA LTD ADR F1 ADR REPS 1 COM: KYO	100.0000	12/20/10	07/20/12	$8,014.39	$10,231.22	($2,216.83)
Security Subtotal				$13,223.75	$16,882.40	($3,658.65)
LEHMAN BROS HLDGS 0XXX*IN DEFAULT*DUE 02/13/09: 524908UP3	36,000.0000	02/06/07	04/17/12	$2,946.19	$0.00	$2,946.19
Security Subtotal				$2,946.19	$0.00	$2,946.19
LEHMAN BROS HLDGS 0XXX*INDEFAULT* DUE 08/13/09: 52517P4K4	19,000.0000	08/06/07	04/17/12	$1,270.83	$0.00	$1,270.83
Security Subtotal				$1,270.83	$0.00	$1,270.83
LOWES COMPANIES INC: LOW	735.0000	12/20/07	09/24/12	$21,851.67	$16,842.07	$5,009.60
Security Subtotal				$21,851.67	$16,842.07	$5,009.60
MACYS INC: M	5.0000	03/14/11	09/24/12	$189.47	$117.34	$72.13
MACYS INC: M	95.0000	03/14/11	09/24/12	$3,599.76	$2,229.46	$1,370.30

THE GRAYMER FOUNDATION
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CHARLES SCHWAB
GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MACYS INC: M	95.0000	03/14/11	09/24/12	$3,599.95	$2,229.46	$1,370.49
MACYS INC: M	100.0000	03/14/11	09/24/12	$3,789.42	$2,346.80	$1,442.62
MACYS INC: M	100.0000	03/14/11	09/24/12	$3,789.42	$2,346.80	$1,442.62
MACYS INC: M	100.0000	03/14/11	09/24/12	$3,789.42	$2,346.80	$1,442.62
MACYS INC: M	100.0000	03/14/11	09/24/12	$3,789.42	$2,346.80	$1,442.62
MACYS INC: M	100.0000	03/14/11	09/24/12	$3,789.42	$2,346.80	$1,442.62
MACYS INC: M	100.0000	03/14/11	09/24/12	$3,789.42	$2,346.80	$1,442.62
MACYS INC: M	100.0000	03/14/11	09/24/12	$3,789.42	$2,346.80	$1,442.62
Security Subtotal				$33,915.12	$21,003.86	$12,911.26
MERGER FUND: MERFX	3,876.0550	multiple	01/18/12	$60,466.46	$56,925.69	$3,540.77
Security Subtotal				$60,466.46	$56,925.69	$3,540.77
METLIFE INC: MET	17.0000	08/25/09	09/24/12	$600.90	$673.25	($72.35)
METLIFE INC: MET	153.0000	08/25/09	09/24/12	$5,408.56	$6,059.29	($650.73)

THE GRAYMER FOUNDATION
EIN # 22-6798520
CHARLES SCHWAB
GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
METLIFE INC: MET	200.0000	08/25/09	09/24/12	$7,070.00	$7,920.64	($850.64)
Security Subtotal				$13,079.46	$14,653.18	($1,573.72)
MOLSON COORS BREWING CLB: TAP	135.0000	05/13/11	07/20/12	$5,558.68	$6,226.96	($668.28)
MOLSON COORS BREWING CLB: TAP	200.0000	05/13/11	07/20/12	$8,235.07	$9,225.13	($990.06)
MOLSON COORS BREWING CLB: TAP	19.0000	05/13/11	09/24/12	$861.31	$876.37	($15.06)
MOLSON COORS BREWING CLB: TAP	35.0000	05/13/11	09/24/12	$1,586.27	$1,614.40	($28.13)
MOLSON COORS BREWING CLB: TAP	45.0000	05/13/11	09/24/12	$2,039.95	$2,075.65	($35.70)
MOLSON COORS BREWING CLB: TAP	55.0000	05/13/11	09/24/12	$2,493.28	$2,536.91	($43.63)
MOLSON COORS BREWING CLB: TAP	81.0000	05/13/11	09/24/12	$3,671.91	$3,736.12	($64.21)
MOLSON COORS BREWING CLB: TAP	100.0000	05/13/11	09/24/12	$4,533.23	$4,612.50	($79.27)
MOLSON COORS BREWING CLB: TAP	100.0000	05/13/11	09/24/12	$4,532.23	$4,612.56	($80.33)
MOLSON COORS BREWING CLB: TAP	100.0000	05/13/11	09/24/12	$4,533.23	$4,612.57	($79.34)
Security Subtotal				$38,045.16	$40,129.17	($2,084.01)

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THE GRAYMER FOUNDATION
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CHARLES SCHWAB
GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
NATIONAL OILWELL VARCO: NOV	275.0000	05/11/10	09/24/12	$22,179.20	$11,161.38	$11,017.82
Security Subtotal				**$22,179.20**	**$11,161.38**	**$11,017.82**
NORTHROP GRUMMAN CORP: NOC	255.0000	01/31/11	09/24/12	$16,911.71	$15,872.69	$1,039.02
NORTHROP GRUMMAN CORP: NOC	80.0000	08/30/11	09/24/12	$5,305.63	$4,347.16	$958.47
NORTHROP GRUMMAN CORP: NOC	300.0000	08/30/11	09/24/12	$19,896.13	$16,301.87	$3,594.26
Security Subtotal				**$42,113.47**	**$36,521.72**	**$5,591.75**
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1: NVS	5.0000	05/13/11	09/24/12	$306.77	$304.57	$2.20
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1: NVS	100.0000	05/13/11	09/24/12	$6,135.48	$6,091.38	$44.10
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1: NVS	100.0000	05/13/11	09/24/12	$6,135.50	$6,091.38	$44.12
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1: NVS	100.0000	05/13/11	09/24/12	$6,135.48	$6,091.38	$44.10
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1: NVS	100.0000	05/13/11	09/24/12	$6,135.48	$6,091.38	$44.10

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1: NVS	200.0000	05/13/11	09/24/12	$12,270.97	$12,182.76	$88.21
Security Subtotal				$37,119.68	$36,852.85	$266.83
NUCOR CORP: NUE	25.0000	02/11/09	09/24/12	$985.02	$1,089.92	($104.90)
NUCOR CORP: NUE	100.0000	02/11/09	09/24/12	$3,941.13	$4,359.68	($418.55)
NUCOR CORP: NUE	100.0000	02/11/09	09/24/12	$3,940.23	$4,359.68	($419.45)
Security Subtotal				$8,866.38	$9,809.28	($942.90)
OCCIDENTAL PETE CORP: OXY	240.0000	06/16/09	09/24/12	$20,772.90	$15,397.51	$5,375.39
Security Subtotal				$20,772.90	$15,397.51	$5,375.39
PERKINELMER INC: PKI	60.0000	03/14/11	09/24/12	$1,783.80	$1,582.65	$201.15
PERKINELMER INC: PKI	100.0000	03/14/11	09/24/12	$2,972.99	$2,637.74	$335.25
PERKINELMER INC: PKI	100.0000	03/14/11	09/24/12	$2,972.99	$2,637.74	$335.25
PERKINELMER INC: PKI	100.0000	03/14/11	09/24/12	$2,973.11	$2,637.74	$335.37
PERKINELMER INC: PKI	200.0000	03/14/11	09/24/12	$5,947.99	$5,275.48	$672.51

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THE GRAYMER FOUNDATION
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CHARLES SCHWAB
GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PERKINELMER INC: PKI	300.0000	03/14/11	09/24/12	$8,922.27	$7,913.22	$1,009.05
Security Subtotal				**$25,573.15**	**$22,684.57**	**$2,888.58**
PFIZER INCORPORATED: PFE	5.0000	09/05/08	09/24/12	$123.72	$93.13	$30.59
PFIZER INCORPORATED: PFE	45.0000	11/19/08	09/24/12	$1,113.49	$729.30	$384.19
PFIZER INCORPORATED: PFE	160.0000	11/19/08	09/24/12	$3,959.15	$2,593.08	$1,366.07
PFIZER INCORPORATED: PFE	300.0000	11/19/08	09/24/12	$7,423.26	$4,862.02	$2,561.24
PFIZER INCORPORATED: PFE	355.0000	03/19/09	09/24/12	$8,784.20	$4,853.16	$3,931.04
PFIZER INCORPORATED: PFE	400.0000	03/19/09	09/24/12	$9,897.69	$5,468.34	$4,429.35
PFIZER INCORPORATED: PFE	45.0000	10/16/09	09/24/12	$1,113.52	$794.70	$318.82
PFIZER INCORPORATED: PFE	127.0000	10/16/09	09/24/12	$3,142.58	$2,242.82	$899.76
Security Subtotal				**$35,557.61**	**$21,636.55**	**$13,921.06**
PHILLIPS 66: PSX	0.5000	01/26/07	05/01/12	$16.00	$14.83	$1.17
PHILLIPS 66: PSX	12.5000	01/26/07	09/24/12	$582.49	$370.79	$211.70

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GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PHILLIPS 66: PSX	64.5000	01/26/07	09/24/12	$3,005.67	$1,913.32	$1,092.35
PHILLIPS 66: PSX	100.0000	01/26/07	09/24/12	$4,659.94	$2,966.39	$1,693.55
Security Subtotal				**$8,264.10**	**$5,265.33**	**$2,998.77**
PNC FINL SERVICES GP INC: PNC	415.0000	10/13/10	09/24/12	$27,190.79	$22,202.74	$4,988.05
Security Subtotal				**$27,190.79**	**$22,202.74**	**$4,988.05**
RBC MICROCAP VALUE FD CL S: TMVSX	4,855.7490	multiple	09/24/12	$93,036.15	$76,846.73	$16,189.42
Security Subtotal				**$93,036.15**	**$76,846.73**	**$16,189.42**
RELIANCE STL & ALUMINUM: RS	100.0000	05/11/10	08/24/12	$5,342.72	$4,762.66	$580.06
RELIANCE STL & ALUMINUM: RS	138.0000	05/11/10	09/24/12	$7,372.95	$6,572.47	$800.48
Security Subtotal				**$12,715.67**	**$11,335.13**	**$1,380.54**
ROWAN COMPANIES CL A F: RDC	365.0000	09/28/09	05/04/12	$12,420.95	$8,349.20 m	$4,071.75
Security Subtotal				**$12,420.95**	**$8,349.20**	**$4,071.75**
SIEMENS A G ADR F1 ADR REP 1 ORD: SI	160.0000	07/20/09	09/24/12	$16,318.04	$11,965.27	$4,352.77
Security Subtotal				**$16,318.04**	**$11,965.27**	**$4,352.77**

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OLDWELL BANKER-BERNARDSVILLE 908-766-2542

THE GRAYMER FOUNDATION
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CHARLES SCHWAB
GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
STEELPATH MLP SLCT 40 FD CL Y: MLPYX	4,305.6680	04/07/10	03/30/12	$47,142.98	$38,598.87	$8,544.11
STEELPATH MLP SLCT 40 FD CL Y: MLPYX	9,478.7590	multiple	09/24/12	$103,841.93	$85,510.92	$18,331.01
Security Subtotal				**$150,984.91**	**$124,109.79**	**$26,875.12**
TARGET CORPORATION: TGT	375.0000	12/23/09	09/24/12	$24,407.88	$18,226.08	$6,181.80
Security Subtotal				**$24,407.88**	**$18,226.08**	**$6,181.80**
TELEFONICA S A SPON ADRFSPONSORED ADR 1 ADR REP 1: TEF	28.0000	01/31/11	09/24/12	$403.90	$705.99	($302.09)
TELEFONICA S A SPON ADRFSPONSORED ADR 1 ADR REP 1: TEF	50.0000	01/31/11	09/24/12	$721.25	$1,260.62	($539.37)
TELEFONICA S A SPON ADRFSPONSORED ADR 1 ADR REP 1: TEF	72.0000	01/31/11	09/24/12	$1,038.60	$1,815.45	($776.85)
TELEFONICA S A SPON ADRFSPONSORED ADR 1 ADR REP 1: TEF	100.0000	01/31/11	09/24/12	$1,442.50	$2,521.46	($1,078.96)
TELEFONICA S A SPON ADRFSPONSORED ADR 1 ADR REP 1: TEF	100.0000	01/31/11	09/24/12	$1,442.50	$2,521.46	($1,078.96)
TELEFONICA S A SPON ADRFSPONSORED ADR 1 ADR REP 1: TEF	95.0000	08/30/11	09/24/12	$1,370.38	$1,950.16	($579.78)

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
TELEFONICA S A SPON ADRFSPONSORED ADR 1 ADR REP 1: TEF	900.0000	08/30/11	09/24/12	$12,982.53	$18,474.30	($5,491.77)
Security Subtotal				**$19,401.66**	**$29,249.44**	**($9,847.78)**
TFS MARKET NEUTRAL FUND: TFSMX	10,296.2090	multiple	09/24/12	$158,203.73	$147,344.38	$10,859.35
Security Subtotal				**$158,203.73**	**$147,344.38**	**$10,859.35**
TIME WARNER INC NEW: TWX	100.0000	06/29/10	09/17/12	$4,466.33	$2,980.56	$1,485.77
TIME WARNER INC NEW: TWX	100.0000	06/29/10	09/17/12	$4,466.33	$2,980.66	$1,485.67
TIME WARNER INC NEW: TWX	135.0000	06/29/10	09/17/12	$6,029.40	$4,023.75	$2,005.65
TIME WARNER INC NEW: TWX	30.0000	06/29/10	09/24/12	$1,377.31	$894.17	$483.14
TIME WARNER INC NEW: TWX	100.0000	06/29/10	09/24/12	$4,591.03	$2,980.55	$1,610.48
TIME WARNER INC NEW: TWX	200.0000	06/29/10	09/24/12	$9,182.05	$5,961.11	$3,220.94
TIME WARNER INC NEW: TWX	200.0000	06/28/10	09/24/12	$9,182.05	$5,961.11	$3,220.94
TIME WARNER INC NEW: TWX	500.0000	06/29/10	09/24/12	$22,955.15	$14,902.78	$8,052.37
Security Subtotal				**$62,249.65**	**$40,684.69**	**$21,564.96**

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
TRAVELERS COMPANIES INC: TRV	95.0000	11/19/08	07/20/12	$5,953.69	$3,848.96	$2,104.73
TRAVELERS COMPANIES INC: TRV	100.0000	11/19/08	07/20/12	$6,266.92	$4,051.53	$2,215.39
TRAVELERS COMPANIES INC: TRV	100.0000	11/19/08	07/20/12	$6,266.93	$4,051.54	$2,215.39
Security Subtotal				**$18,487.54**	**$11,952.03**	**$6,535.51**
TURNER SPECTRUM FD INST CL: TSPEX	6,401.4150	05/04/10	03/30/12	$71,462.86	$70,446.17	$1,016.69
Security Subtotal				**$71,462.86**	**$70,446.17**	**$1,016.69**
UNITEDHEALTH GROUP INC: UNH	100.0000	10/13/10	09/24/12	$5,608.48	$3,539.29	$2,069.19
UNITEDHEALTH GROUP INC: UNH	145.0000	10/13/10	09/24/12	$8,132.31	$5,131.97	$3,000.34
UNITEDHEALTH GROUP INC: UNH	400.0000	10/13/10	09/24/12	$22,433.95	$14,157.15	$8,276.80
Security Subtotal				**$36,174.74**	**$22,828.41**	**$13,346.33**
VERIZON COMMUNICATIONS: VZ	50.0000	01/26/07	09/17/12	$2,219.30	$1,734.40	$484.90
VERIZON COMMUNICATIONS: VZ	100.0000	01/26/07	09/17/12	$4,438.42	$3,468.79	$969.63
VERIZON COMMUNICATIONS: VZ	100.0000	01/26/07	09/17/12	$4,438.42	$3,468.80	$969.62
Security Subtotal				**$11,096.14**	**$8,671.99**	**$2,424.15**

THE GRAYMER FOUNDATION

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GAIN AND LOSS SCHEDULE

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WAL-MART STORES INC: WMT	30.0000	04/29/09	09/24/12	$2,242.32	$1,466.57	$775.75
WAL-MART STORES INC: WMT	50.0000	04/29/09	09/24/12	$3,737.21	$2,444.29	$1,292.92
WAL-MART STORES INC: WMT	50.0000	04/29/09	09/24/12	$3,737.20	$2,444.29	$1,292.91
WAL-MART STORES INC: WMT	120.0000	04/29/09	09/24/12	$8,969.29	$5,866.30	$3,102.99
WAL-MART STORES INC: WMT	100.0000	08/30/11	09/24/12	$7,474.41	$5,299.16	$2,175.25
WAL-MART STORES INC: WMT	280.0000	08/30/11	09/24/12	$20,928.36	$14,837.63	$6,090.73
Security Subtotal				$47,088.79	$32,358.24	$14,730.55
WELLS FARGO & CO NEW: WFC	390.0000	05/11/10	09/24/12	$13,642.90	$12,901.57	$741.33
WELLS FARGO & CO NEW: WFC	315.0000	08/30/11	09/24/12	$11,019.26	$8,013.28	$3,005.98
WELLS FARGO & CO NEW: WFC	500.0000	08/30/11	09/24/12	$17,490.90	$12,719.49	$4,771.41
Security Subtotal				$42,153.06	$33,634.34	$8,518.72
XEROX CORP: XRX	39.4800	11/19/08	09/24/12	$303.85	$313.30	($9.45)
XEROX CORP: XRX	207.2700	11/19/08	09/24/12	$1,595.17	$1,644.84	($49.67)

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Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
XEROX CORP: XRX	1,085.2500	03/19/09	09/24/12	$8,352.20	$10,376.99	($2,024.79)
Security Subtotal				**$10,251.22**	**$12,335.13**	**($2,083.91)**
Total Long-Term				**$2,676,088.09**	**$2,346,676.02**	**$329,412.07**
Total Realized Gain or (Loss)				**$3,209,885.99**	**$2,900,673.56**	**$309,212.43**

GRAYMER FOUNDATION EIN: 22-6798520
DECEMBER 31, 2012
CHARLES SCHWAB
BALANCE SHEET ATTACHMENT

Security	# of Shares	Cost	FMV
LEHMAN BROS HLDGS	55,000	55,000 00	8,772 50
REGENTATLANTIC HDGD EQTY	7	7,714.64	4,685.83
INVESTMENTS		62,714.64	13,458 33

GRAYMER FOUNDATION EIN: 22-6798520
DECEMBER 31, 2012
PERSHING
BALANCE SHEET ATTACHMENT

Security	# of Shares	Cost	FMV
AMERICAN EXPRESS COMPANY	5,000	232,402.33	287,400.00
AMGEN INC.	3,000	188,720.20	258,600.00
BED BATH & BEYOND	1,500	55,277.80	83,865.00
CHARLES SCHWAB	5,000	76,272.50	71,800.00
CISCO SYSTEMS	7,000	169,752.47	137,546.00
GENERAL ELECTRIC CO	6,500	230,640.00	136,435.00
HOME DEPOT	5,000	173,958.34	309,250.00
JOHNSON & JOHNSON	3,800	191,558.12	266,380.00
KELLOGG CO	4,000	178,534.55	223,400.00
KINDER MORGAN MGMT LLC	3,156	97,682.67	253,244.00
MAGELLAN MIDSTREAM HDLGS	4,427	55,837.35	382,404.00
MASTERCARD	500	68,119 75	245,640.00
MICROSOFT CORP	7,000	203,620.67	186,968.00
PEABODY ENERGY CORP	4,000	87,226.00	106,440.00
PROCTER & GAMBLE CO	2,500	138,928 36	169,725.00
QUALCOM INC	5,000	126,358.00	309,298.00
STATE STREET CORP	1,500	76,371.33	70,515.00
TARGET CORP	5,000	190,550.00	295,850.00
WESTERN UNION CO	10,000	239,810.37	136,100.00
INVESTMENTS		2,781,620.81	3,930,860.00

GRAYMER FOUNDATION EIN: 22-6798520
DECEMBER 31, 2012
JP MORGAN #3005
BALANCE SHEET ATTACHMENT

Securities	# of Shares	Cost	FMV
AIM INVT FDS BAL RISK ALL	1,876.448	24,300.00	23,511.89
ARBITRAGE FUNDS- I CL	954.438	12,150.00	12,188.17
ASTON OPTIMUM MID CAP FUND	1,803.206	60,750.00	61,020.49
BBH FD INC TAX EFFIC EQ N	3,459.567	60,750.00	60,023.49
BLACKROCK HIGH YIELD BOND	3,041 302	24,300.00	24,604.13
COLUMBIA FDS SER TR II MASS ASIA PC	1,944.000	24,300.00	25,408.08
CULLEN INTERNATIONAL HIGH DIVIDEND FUND	6,250.000	60,750.00	63,375.00
DELAWARE EMERGING MARKETS FUND	1,780.220	24,300 00	25,652.97
DODGE & COX INTERNATIONAL STOCK	1,841.467	60,750.00	63,788.42
DOUBLELINE FDS TR TTL RTN	1,067.663	12,150.00	12,096.62
DREYFUS LAUREL EMG MKT DEBT	811.623	12,150.00	12,450.30
EATON VANCE MUT FDS TR GB	2,459.514	24,300.00	24,177.02
EDGEWOOD GROWTH FUND	1,800 000	24,300 00	24,912.00
GATEWAY FUND	887.509	24,300.00	24,060.37
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND	156.000	12,007.32	12,252.24
ISHARES CORE S&P MID-CAP ETF	369.000	36,432.18	37,527.30
ISHARES MSCI EAFE INDEX FUND	679.000	36,341.78	38,607.94
ISHARES MSCI EMERGING MARKET INDEX	292.000	12,141.89	12,950 20
JPM LARGE CAP GROWTH FD	2,055.838	48,600.00	49,237.32
JPM SHORT DURATION BOND FD-SEL	4,410 163	48,600 00	48,467 69
JPM STR INC OPP FD	1,031.409	12,150.00	12,201.57
JPM TR I MLT SC INCM SL	1,188.845	12,150.00	12,150.00
JPM US LRGE CAP CORE PLUS FD	2,645 906	60,750 00	58,527.44
JPMORGAN TR I EX-G4 CRSG SEL	2,391.732	24,300.00	24,371.75
LEGG MASON PARTNERS APPRECIATION	1,532 156	24,300 00	23,901 63
NEUBERGER BERMAN MULTI CAP OPP. FUND	5,542.883	60,750.00	60,805.43
PIMCO COMMODITIES PLUS STRATEGY P	3,438 679	36,450.00	37,447 21
PRIMECAP ODYSSEY FUNDS	3,813.559	60,750.00	60,940.67
RS INTERNATIONAL GROWTH FUND	3,529 924	60,750 00	63,679.83
SPDR GOLD TRUST	149.000	24,313.81	24,140.98
SPDR S&P 500 ETF TRUST	601.000	84,860.06	85,588.41
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA	2,233.456	36,450.00	37,544.40
VANGUARD FI SECS F INTR TRM CP PT	1,156.042	12,150 00	11,930.35
VANGUARD MSCI EUROPE ETF	264.000	12,117.63	12,893.76
INVESTMENTS		1,165,914.67	1,182,435.07

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ WEISERMAZARS LLP
60 CROSSWAYS PARK DRIVE WEST - WOODBURY, NY 11797
Telephone No.▶ (516) 488-1200 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ________________ , and ending ________________ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 5,720.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 5,720.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

● The books are in the care of ▶ WEISERMAZARS LLP 60 CROSSWAYS PARK DRIVE WEST - WOODBURY, NY 11797

Telephone No. ▶ (516) 488-1200 FAX No. ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning ______, and ending ______.

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

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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 15,720.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 5,720.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 10,000.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Date ▶

223842
01-21-13

14030807 758489 14802 2012.04010 THE GRAYMER FOUNDATION C/O 148021