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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

GRATIS FOUNDATION-AGY-MAIN 496-77774100

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

Room/suite

1525 W W.T. HARRIS BLVD. D1114-044

City or town, state, and ZIP code

CHARLOTTE, NC 28288

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 13,065,115.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

26-3639918

B Telephone number (see instructions)

858- 622-6956

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐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) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	3,000,000.			
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	220,326.	216,025.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	73,709.			
b Gross sales price for all assets on line 6a 2,672,954.				
7 Capital gain net income (from Part IV, line 2)		73,709.		
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) (attach schedule)				
11 Other income (attach schedule)	3,432.	-6,431.		STMT 10
12 Total. Add lines 1 through 11	3,297,467.	283,303.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 11	105,725.	84,314.		21,411.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 12	7,153.	4,364.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 13	47.	47.		
24 Total operating and administrative expenses.				
Add lines 13 through 23	112,925.	88,725.	NONE	21,411.
25 Contributions, gifts, grants paid	478,500.			478,500.
26 Total expenses and disbursements Add lines 24 and 25	591,425.	88,725.	NONE	499,911.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,706,042.			
b Net investment income (if negative, enter -0-)		194,578.		
c Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	-11,575.	26,796.	26,796.
	2	Savings and temporary cash investments	248,541.	3,577,792.	3,577,792.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)		653,992.	675,079.
	b	Investments - corporate stock (attach schedule)	2,357,164.	5,624,299.	6,356,180.
	c	Investments - corporate bonds (attach schedule)	555,174.	1,120,353.	1,154,608.
	Liabilities	11	Investments - land, buildings, and equipment, basis		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)	775,000.	1,338,482.	1,274,660.
14		Land, buildings, and equipment, basis			
		Less: accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)	5,732,210.		
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,656,514.	12,341,714.	13,065,115.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
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	9,656,514.	12,341,714.	
	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 (see instructions)	9,656,514.	12,341,714.	
	31	Total liabilities and net assets/fund balances (see instructions)	9,656,514.	12,341,714.	

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	9,656,514.
2	Enter amount from Part I, line 27a	2	2,706,042.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 27	3	7,460.
4	Add lines 1, 2, and 3	4	12,370,016.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 28	5	28,302.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,341,714.

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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					
b					
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 2,672,949.		2,599,240.	73,709.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FM 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			73,709.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	73,709.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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.

(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	384,382.	9,966,059.	0.038569
2010	123,908.	6,583,952.	0.018820
2009	15,000.	2,567,131.	0.005843
2008	NONE	1,231,250.	NONE
2007			
2 Total of line 1, column (d)			2 0.063232
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 0.015808
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 10,178,572.
5 Multiply line 4 by line 3			5 160,903.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,946.
7 Add lines 5 and 6			7 162,849.
8 Enter qualifying distributions from Part XII, line 4			8 499,911.

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)		1	1,946.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	1,946.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,946.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,946.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,946.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ NONE Refunded ☐	11		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ DE		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 <u>N/A</u>				
14	The books are in care of <u>SEE STATEMENT 29</u> Telephone no. <u></u>			
Located at <u></u> ZIP+4 <u></u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?		
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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?		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? If "Yes," list the years <u></u>	☐ Yes	☒ No
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)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Adrian Zaccaria 1525 WWT Harris Blvd, Charlotte, NC 28288	Director 40	-0-	-0-	-0-
Mary Sandra Zaccaria 1525 WWT Harris Blvd, Charlotte, NC 28288	Director 40			
Justin Zaccaria 1525 WWT Harris Blvd, Charlotte, NC 28288	Pres/Secty/Treas 40			

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments. See instructions		
3	NONE	

Total. Add lines 1 through 3

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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	9,714,254.
b	Average of monthly cash balances	1b	595,167.
c	Fair market value of all other assets (see instructions)	1c	24,155.
d	Total (add lines 1a, b, and c)	1d	10,333,576.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	10,333,576.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	155,004.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,178,572.
6	Minimum investment return. Enter 5% of line 5	6	508,929.

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	508,929.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,946.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,946.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	506,983.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	506,983.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	506,983.

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	499,911.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	499,911.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,946.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	497,965.

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				506,983.
2 Undistributed income, if any, as of the end of 2012			439,409.	
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 499,911.				
a Applied to 2011, but not more than line 2a			439,409.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				60,502.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				446,481.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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).)

N/A

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.

N/A

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 30

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Attached Grant Summary ROCKVILLE MD 20850	NONE	PUBLIC CHA	GENERAL SUPPORT	478,500.
Total			3a	478,500.
b Approved for future payment				
Total			3b	

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)	
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	220,326.		
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						
8 Gain or (loss) from sales of assets other than inventory			18	73,709.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b EXCISE TAX REFUND			01	3,420.		
c CHECKING INTEREST			01	12.		
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)				297,467.		
13 Total. Add line 12, columns (b), (d), and (e)				13	297,467.	

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

[illegible]

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

- | | | | |
|---|--|-------|----|
| 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? | Yes | No |
| 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. | | |

[illegible]

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 601(c) of the Code (other than section 601(c)(3)) or in section 527? ☐ Yes ☒ No
- b If "Yes," complete the following schedule.

[illegible]

**Sign
Here**

Under penalty 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. No information is being omitted that would affect the outcome of this return. (Other than taxpayer) is based on information of which preparer has no knowledge.

Signature of officer or trustee

19/13/2013
Date

President

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

GRANTIS FOUNDATION

Paid	Print type preparator's name DEBRA GORDY
------	---

Proprietor's signature

Date _____

Check	if	PTIN
-------	----	------

08/09/201

3 self-employed

P01030672

Firm's name ► WELLS FARGO BANK, N.A.

Firm's EIN ▶ 94-3080771

Use Only Firm's address ▶ 1525 W.W.T. HARRIS BLVD. D1114-044
CHARLOTTE, NC 28288

Phone no. 800-691-8916

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

Employer identification number

GRATIS FOUNDATION-AGY-MAIN 496-77774100

26-3639918

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization GRATIS FOUNDATION-AGY-MAIN 496-77774100	Employer identification number 26-3639918
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Adrian and Mary Zaccarica 12615 Circle Drive Rockville, MD 20850	\$ 3,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Tax Return Attachment

Gratis Foundation 2012

7 August 2013

Organization	Tax ID	Tax Status	Grant Purpose	Payment Date	Amount
American Society for the Prevention of Cruelty to Animals 520 8th Avenue, 7th Floor New York, NY 10018	131623829 501(c)(3)	FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		6/14/2012	\$5,000.00
Covenant House California 1325 N. Western Ave. Los Angeles, CA 90027	133391210 501(c)(3)	FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		6/14/2012	\$2,500.00
Daughters of Charity 333 South Seton Avenue #1 Emmitsburg, MD 21717	52-1522383 501(c)(3)	GuideStar Charity Check		6/14/2012	\$1,000.00
Loyola University Maryland, Inc. 4501 North Charles Street Baltimore, MD 21210-2601	520591623 501(c)(3)	FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School		6/14/2012	\$10,000.00
National Academy of Engineering Fund 2101 Constitution Avenue NW Washington, DC 20418-0007	237284092 501(c)(3)	FC17-509(a)(3) under 170(b)(1)(A)(viii)		6/14/2012	\$10,000.00
Salvation Army 615 Slaters Lane Alexandria, VA 22314-1112	133485289 501(c)(3)	FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	Rehabilitation programs; \$10,000 General Support \$5,000	6/14/2012	\$15,000.00
Shriners Hospitals for Children 3551 N. Broad Street Philadelphia, PA 19140	362193608 501(c)(3)	FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research		6/14/2012	\$25,000.00
Smile Train, Inc. 41 Madison Avenue, 28th Floor New York, NY 10010-2202	133661416 501(c)(3)	FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		6/14/2012	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
St. John the Evangelist 118 East 2nd Street Frederick, MD 21701	521088284 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church		6/14/2012	\$5,000.00
St. Jude Children's Research Hospital, Inc. 501 St Jude Place Memphis, TN 38105	620646012 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research		6/14/2012	\$25,000.00
St. Raphael's Catholic Church 1513 Dunster Road Rockville, MD 20854-6154	80-0615434 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		6/14/2012	\$5,000.00
United States Merchant Marine Academy Alumni Foundation Inc 300 Steamboat Rd Kings Point, NY 11024	116037948 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		6/14/2012	\$10,000.00
Saint Philip's Academy Newark Inc. 342 Central Avenue Newark, NJ 07103	222894088 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Financial Aid Program	6/20/2012	\$2,500.00
Variety-The Children's Charity 1520 Locust Street, 2nd Floor Philadelphia, PA 19102	236392728 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Variety Club Camp and Development Center - Camperships for Low Income Youth	6/20/2012	\$2,500.00
Appalachia Service Project, Inc 4523 Bristol Hwy Johnson City, TN 37601-2937	620989383 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		8/24/2012	\$10,000.00
Atlantic Aviators P.O. Box 50902 New Bedford, MA 02745 New Bedford, MA 02745	320063833 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Aviation-Themed Playground	8/24/2012	\$5,000.00
Catholic Social Services of Fall River, Inc. 1600 Bay Street Fall River, MA 02724-1216	042106394 501(c)(3) 501(c)(10)		8/24/2012	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Cradles to Crayons, Inc. 30 Clipper Road West Conshohocken, PA 19248	043584367 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		8/24/2012	\$10,000.00
Horizons for Homeless Children, Inc 1705 Columbus Avenue Roxbury, MA 02119-1039	222915188 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		8/24/2012	\$10,000.00
Marthas Table 2114 14th St. NW Washington, DC 20009	521186071 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Martha's Table's Children, Youth, and Family Learning Program	8/24/2012	\$10,000.00
Save The Children Federation, Inc. 54 Witton Road Westport, CT 06880	060726487 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	West Africa Humanitarian Aid	8/24/2012	\$15,000.00
The Childrens Health Fund 215 West 125th Street, 3rd Floor New York, NY 10027	133468427 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Children's Health Fund National Network Programming	8/24/2012	\$25,000.00
American National Red Cross - National Headquarters 2025 East Street Washington, DC 20006	530196605 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	to the American Red Cross Hurricane Sandy Relief Fund	11/15/2012	\$10,000.00
Albert Schweitzer Fellowship Inc 1015 Walnut Street, Suite 115 Philadelphia, PA 19107	131982786 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	SCHC Family Safe Zone Program and Tutoring program for HIV+ Youth	12/5/2012	\$5,000.00
American Legion 700 North Pennsylvania Street Indianapolis, IN 46204-1129	350144250 501(c)(19) Group Exemption	heroes to Hometown Programs	12/5/2012	\$15,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Boston Children's Hospital 300 Longwood Ave Boston, MA 02115-5724	042774441 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	General operating expense	12/5/2012	\$25,000.00
Calvary Baptist Church 25 Lincoln Road Hyannis, MA 02601	042957350 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	general operating expense	12/5/2012	\$5,000.00
Cape Cod Times Needy Fund Post Office Box 36 Hyannis, MA 02601	222480332 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating expense	12/5/2012	\$5,000.00
CASA/Youth Advocates, Inc PO Box 407 Media, PA 19063	231901080 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Comprehensive & Educational Advocacy for abused and neglected children	12/5/2012	\$5,000.00
Damon Runyon Cancer Research Foundation One Exchange Plaza 55 Broadway New York, NY 11103	13-1933825 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	cancer research	12/5/2012	\$15,000.00
Disabled American Veterans Charitable Service Trust 3725 Alexandria Pike Cold Spring, KY 41076-1712	521521276 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	mobile service offices	12/5/2012	\$15,000.00
Eden Autism Services, Inc 2 Merwick Road Princeton, NJ 08540	222069597 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Providing Residential and Employment Services for Adults with Autism	12/5/2012	\$5,000.00
Elder Services of Cape Cod 68 Route 134 South Dennis, MA 02660-3710	042523904 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Meals on Wheels; Senior Dining Services	12/5/2012	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Falmouth Service Center, Inc. 611 Gifford Street Falmouth, MA 02540-2947	222509781 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Food Pantry; Fresh Start Program	12/5/2012	\$10,000.00
Family Pantry of Cape Cod 133 Queen Anne Road Harwich, MA 02645	223079904 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating expense	12/5/2012	\$5,000.00
Freedom Guide Dogs For The Blind Inc 1210 Hardscrabble Road Cassville, NY 13318	223136677 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Provide More Guide Dogs to Blind and Visually-Impaired People Including Veterans and Multiply Disabled	12/5/2012	\$5,000.00
Independence House, Inc. 160 Bassett Lane Hyannis, MA 02601-3818	042716665 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Family Violence Services	12/5/2012	\$5,000.00
Johns Hopkins Children's Center 3910 Keswick Road South Building, 4th Floor Baltimore, MD 21211-2226	520591656 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	general operating expense	12/5/2012	\$25,000.00
Lower Cape Lunch Program (LOCAL) c/o St. Joan of Arc Church 61 Canal Road Orleans, MA 02653	043104858 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	meal services	12/5/2012	\$5,000.00
Mercy Medical Airlift 4620 Haygood Road, Suite 1 Virginia Beach, VA 23455	521374161 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Air Compassion for Veterans Program	12/5/2012	\$15,000.00
Nam Vets Association of Cape & Islands Pantry 569 Main Street Hyannis, MA 02601-5415	222747295 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	food pantry	12/5/2012	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Perkins School for the Blind 175 North Beacon Street Watertown, MA 02472-2751	042103616 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	general operating expense	12/5/2012	\$10,000.00
St. John the Evangelist 118 East 2nd Street Frederick, MD 21701	521088284 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	general operating expense	12/5/2012	\$5,000.00
St. Raphael's Catholic Church 1513 Dunster Road Rockville, MD 20854-6154	80-0615434 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating expense	12/5/2012	\$5,000.00
St. Vincent de Paul at St. Mary's Parish 106 Illinois Street New Bedford, MA 02745	941207701 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	food, basic necessities	12/5/2012	\$5,000.00
Stanford Hospital and Clinics 300 Pasteur Drive Room H2103 Stanford, CA 94305	946174066 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	cardiovascular research	12/5/2012	\$15,000.00
Texas Childrens Hospital 6621 Fannin Street Houston, TX 77030-2303	741100555 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	general operating expense	12/5/2012	\$25,000.00
The Salvation Army 100 North Main Street Hyannis, MA 02601	135562351 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	Hyannis Pantry and Soup Kitchen	12/5/2012	\$5,000.00
Grand Totals (48 items)				\$478,500.00

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AAON INC COM PAR \$0.004 W/RIGHTS ATTACHE	54.	54.
AT&T INC	850.	850.
AT&T INC	1,656.	1,656.
AARON'S INC	13.	13.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	878.	878.
ACTIVISION BLIZZARD INC	91.	91.
ACTUANT CORP COM	7.	7.
ACUITY BRANDS INC	68.	68.
ADVANCE AUTO PARTS COM	9.	9.
AGILENT TECHNOLOGIES INC COM	92.	92.
AIR PRODS & CHEMICALS INC COM W/ RTS TO	156.	156.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	47.	47.
ALTERA CORP COM	78.	78.
ALTRIA GROUP INC	290.	290.
AMERICAN ASSETS TRUST INC	154.	103.
AMERICAN CAMPUS CMNTYS INC	12.	8.
AMERICAN CAPITAL AGENCY CORP	1,691.	1,691.
AMERICAN EXPRESS CO COM	209.	209.
AMERICAN TOWER CORP	186.	186.
ANADARKO PETE CORP COM W/RIGHTS ATTACHED	55.	55.
ANALOG DEVICES INC COM W/ RTS TO PURCHAS	288.	288.
ANNALY MTG MGMT INC COM	1,448.	1,448.
APACHE CORP COM RTS EXP 01/31/2006	32.	32.
APPLE COMPUTER INC COM	689.	689.
APTARGROUP INC COM	136.	136.
ARM HLDGS PLC SPONSORED ADR	42.	42.
ASHFORD HOSPITALITY TRUST	23.	
AVALONBAY CMNTYS INC COM	453.	453.
AVERY DENNISON CORP COM	199.	199.
BRE PPTYS INC CL A	33.	33.
BABCOCK & WILCOX CO	25.	25.
BALCHEM CORP COM FORMERLY CL B TO 11/4/8	42.	42.

496-77774100

STATEMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF AMERICA CORP 5.750% 12/01/17	2,013.	2,013.
BANK NEW YORK MELLON CORP COM	579.	579.
BARCLAYS BANK PLC 5.000% 9/22/16	1,750.	1,750.
BLACKBAUD INC	151.	151.
BLACKROCK INC	456.	456.
BOEING CAPITAL CORP 3.250% 10/27/14	1,138.	1,138.
BOEING CO COM	322.	322.
BOSTON PPTYS INC COM	1,035.	1,035.
BRADY CORP CL A	92.	92.
BRANDYWINE RLTY TR SH BEN INT NEW	237.	153.
BRISTOL-MYERS SQUIBB CO COM	468.	468.
BROADCOM CORP COM	64.	64.
BROADRIDGE FINANCIAL SOLUTIONS	254.	254.
BUNGE NA FINANCE LP 5.900% 4/01/17	2,950.	2,950.
BURBERRY GROUP PLC-SPON ADR	281.	281.
CVS CORP COM	322.	322.
CVS CORP 4.875% 9/15/14	2,438.	2,438.
CYS INVESTMENTS INC	973.	973.
CABLEVISION SYSTEMS-NY GRP CL A	292.	292.
CAMDEN PROPERTY TRUST	411.	411.
CAMPUS CREST COMMUNITIES INC	42.	1.
CARLISLE COS INC COM	76.	76.
CASEYS GEN STORES INC COM	50.	50.
CATERPILLAR INC COM W/RTS EXP 12/11/2006	17.	17.
CHEVRONTXACO CORP COM	821.	821.
CHOICE HOTELS INTL INC COM	1,870.	1,800.
CHUBB CORP COM	235.	235.
CITY NATL CORP COM	113.	113.
CLARCOR INC COM W/RTS EXP 04/25/2006	71.	71.
CLOROX CO COM	233.	233.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	280.	280.
COCA-COLA ENTERPRISES	61.	61.
COLONIAL PPTYS TR	413.	306.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COLUMBIA SPORTSWAER CO COM	79.	79.
COMCAST CORP NEW CL A SPL	379.	379.
COMCAST CORP 5.700% 5/15/18	2,850.	2,850.
CONSTELLATION ENERGY GRP INC COM	102.	102.
CORRECTIONS CORP OF AMERICA COM	104.	104.
COSTCO WHOLESALE CORP COM	1,506.	1,506.
CUBESMART	99.	95.
DDR CORP	295.	
DAKTRONICS INC COM	39.	39.
DANAHER CORP COM	44.	44.
DELL INC 4.700% 4/15/13	2,350.	2,350.
DIAGEO PLC SPONSORED ADR NEW	505.	505.
DIGITAL RLTY TR INC	1,128.	1,035.
DIRECTV HLDG/FIN INC 3.500% 3/01/16	1,351.	1,351.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	828.	828.
DORMAN PRODUCTS INC	270.	270.
DOUGLAS EMMETT INC	240.	78.
DREYFUS EMG MKT DEBT LOC C-I #6083	1,425.	1,425.
E.I. DU PONT DE NEMO 4.750% 3/15/15	1,663.	1,663.
DUKE ENERGY HOLDING CORP. COM	252.	252.
DUNKIN' BRANDS GROUP INC	189.	189.
DUPONT FABROS TECHNOLOGY INC	181.	181.
EII INTERNATIONAL PROPERTY-I #30	8,773.	8,773.
EATON CORP COM W/RTS EXP 07/12/2005	361.	361.
EDUCATION RLTY TR INC	53.	15.
EL PASO CORP COM	2.	2.
ENERGY CORP NEW COM	315.	315.
ENTERTAINMENT PPTYS TR COM SH BEN INT	657.	407.
EQUITY LIFESTYLE PPTYS INC	274.	223.
EQUITY ONE INC COM	494.	221.
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	1,083.	1,083.
ESSEX PPTY TR INC COM W/RTS ATTACHED 11/	376.	319.
EXELON CORP COM	283.	283.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EXTRA SPACE STORAGE INC	382.	382.
EXXON MOBIL CORP COM	785.	785.
FAIR ISSAC & CO INC COM W/RIGHTS ATTACHE	17.	17.
FAMILY DLR STORES INC COM	37.	37.
FED HOME LN MTG CORP 1.625% 11/14/16	1,575.	1,575.
FED NATL MTG ASSN 1.000% 12/05/14	550.	550.
FEDERAL RLTY INVT TR SH BEN INT NEW W/RI	477.	477.
FED HOME LN MTG CORP 2.125% 9/21/12	1,063.	1,063.
FIRST AMERICAN FINANCIAL	189.	189.
FORWARD AIR CORP COM W/ RTS ATTACHED EXP	68.	68.
GATEWAY FUND - Y #1986	5,878.	5,878.
GENERAL ELEC CAP COR 5.000% 1/08/16	1,750.	1,750.
GENERAL GROWTH PROPERTIE-W/I	200.	200.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	868.	868.
GENUINE PARTS CO COM W/RIGHTS ATTACHED E	254.	254.
GLAXOSMITHKLINE CAP 4.375% 4/15/14	1,531.	1,531.
GLIMCHER RLTY TR COM	495.	42.
GOLDMAN SACHS GRP INC COM	892.	892.
GOLDMAN SACHS GROUP 5.125% 1/15/15	1,281.	1,281.
GRACO INC COM W/RIGHTS ATTACHED EXP 3/29	108.	108.
GREAT PLAINS ENERGY INC COM	118.	118.
HCC INS HLDGS INC COM	98.	98.
HCP INC	1,676.	1,256.
HARBOR FD INTL FD	30,581.	30,581.
HARLEY DAVIDSON INC COM W/RIGHTS ATTACHE	90.	90.
HARRIS TEETER SUPERMARKETS INC	62.	62.
HASBRO INC COM	478.	478.
HEALTH CARE REIT INC COM	1,225.	648.
HEICO CORP CL A	341.	341.
HEINZ H J CO COM	494.	494.
HENRY JACK & ASSOC INC COM	129.	129.
HERSHA HOSPITALITY TR	227.	3.
HIGHWOODS PPTYS INC COM	160.	141.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HONEYWELL INTL INC COM	483.	483.
HOST MARRIOTT CORP NEW COM	617.	617.
HUDSON CITY BANCORP INC COM	177.	177.
IBERIABANK CORP COM	88.	88.
INTEL CORP COM	359.	359.
INTL BUSINESS MACHINES CORP COM	640.	640.
INTUIT COM W/RTS EXP 5/1/2008	53.	53.
J & J SNACK FOODS CORP	54.	54.
JP MORGAN CHASE & CO COM	1,342.	1,342.
JOHNSON & JOHNSON COM	1,154.	1,154.
JOHNSON Ctls INC COM W/RTS ATTACHED EXP	388.	388.
JONES LANG LASALLE INC COM	33.	33.
JPMORGAN HIGH YIELD FUND SS #3580	6,968.	6,968.
KIMCO RLTY CORP COM	93.	71.
KNIGHT TRANSN INC COM	241.	241.
LANDAUER INC	143.	143.
LASALLE HOTEL PPTYS COM SH BEN INT	273.	273.
LAUDER ESTEE COS INC CL A	203.	203.
LLOYDS TSB BANK PLC 4.875% 1/21/16	2,438.	2,438.
LOCKHEED MARTIN CORP COM	2,218.	2,218.
LORILLARD INC	859.	859.
LOWES COS INC COM W/RIGHTS ATTACHED EXPI	138.	138.
M & T BK CORP COM	325.	325.
MACERICH CO COM W/RIGHTS ATTACHED EXPIRI	32.	32.
MASTERCARD INC	93.	93.
MATTEL INC COM W/RIGHTS ATTACHED EXP 2/1	412.	412.
MCDONALDS CORP COM	127.	127.
MCKESSON HBOC INC COM	108.	108.
MEAD JOHNSON NUTRITION CO	173.	173.
MEDTRONIC INC COM W/RTS ATTACHED EXP 10/	286.	286.
MERCK & CO INC 4.000% 6/30/15	1,400.	1,400.
MERCK & CO INC NEW	141.	141.
MERIDIAN BIOSCIENCE INC COM	261.	261.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH & CO 5.000% 1/15/15	285.	285.
METLIFE INC COM	541.	541.
MONRO MUFFLER BRAKE INC COM	88.	88.
MONSANTO CO NEW COM	306.	306.
MOODY'S CORPORATION COM	50.	50.
MORNINGSTAR INC	102.	102.
NATL INSTRS CORP COM	70.	70.
NATIONAL OILWELL INC COM	95.	95.
NESTLE S A SPONSORED ADR REPSTG REG SH	494.	494.
NEW YORK CMNTY BANCORP INC COM	675.	675.
NEXEN INC COM	62.	62.
NIKE INC CL B COM	329.	329.
NISOURCE INC COM	324.	324.
NORTHROP GRUMMAN CORP COM W/RTS ATTACHED	433.	433.
NOVARTIS CAPITAL COR 4.125% 2/10/14	1,031.	1,031.
NOVO-NORDIST A S ADR	439.	439.
OCCIDENTAL PETE CORP COM	601.	601.
OLD REP INTL CORP COM	347.	347.
OMNICOM GRP INC COM	312.	312.
ORACLE CORP COM	445.	445.
OPPENHEIMER DEVELOPING MKT-Y #788	2,151.	2,151.
OWENS & MINOR INC NEW COM	59.	59.
PIMCO FOREIGN BOND FUND-INST	3,864.	3,864.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	415.	415.
PPG INDS INC COM W/RTS ATTACHED EXP 04/3	524.	524.
PS BUSINESS PARKS INC/CA	139.	139.
PENNSYLVANIA REAL ESTATE INVT TR SH BEN	40.	40.
PEPSICO INC COM	200.	200.
PERRIGO CO COM W/RTS EXP 04/10/2006	9.	9.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	1,506.	1,506.
PHILIP MORRIS INTERNATIONAL IN	1,901.	1,901.
POWER INTEGRATIONS INC COM W/RIGHTS ATTA	23.	23.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	20.	20.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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PRINCIPAL PREFERRED SEC-INS #4929	516.	516.
PROGRESS ENERGY INC COM	285.	285.
PROLOGIS INC	489.	489.
PROSPERITY BANCSHARES INC	85.	85.
PRUDENTIAL FINANCIAL INC COM	429.	429.
PUBLIC STORAGE INC COM	1,161.	1,161.
PUTNAM FLOATING RATE INC FUND #1857	2,096.	2,085.
QUALCOMM INC COM W/RTS ATTACHED	223.	223.
R L I CORP COM	501.	501.
RALPH LAUREN CORP	179.	179.
RAMCO-GERSHENSON PPTYS TR COM	586.	303.
RANGE RES CORP COM	7.	7.
RAVEN INDS INC	82.	82.
REINSURANCE GRP OF 5.625% 3/15/17	2,281.	2,281.
RETAIL PROPERTIES OF AME-A	207.	5.
ROCKWELL COLLINS-WI COM	125.	125.
ROPER INDS INC NEW COM W/RTS ATTACHED EX	7.	7.
ROYAL BK OF SCOTLAND 5.625% 8/24/20	2,813.	2,813.
RUDDICK CORP COM	22.	22.
SL GREEN RLTY CORP COM W/RIGHTS ATTACHED	339.	339.
VR SAFEWAY INC 1.774% 12/12/13	487.	487.
ST JUDE MED INC COM W/RTS ATTACHED EXP 0	547.	547.
SAUL CTRS INC COM	126.	83.
SCANA CORP W-I COM	453.	453.
SCHLUMBERGER LTD COM	158.	158.
SEMPRA ENERGY COM	388.	388.
SENIOR HSG PPTYS TR SH BEN INT	389.	244.
SHELL INTERNATIONAL 5.200% 3/22/17	1,820.	1,820.
SHIRE PHARMACEUTICALS GR SPONSORED ADR	96.	96.
SIMON PPTY GRP INC NEW COM	3,130.	3,130.
SIMPSON MFG INC COM	20.	20.
SONOCO PRODS CO COM	218.	218.
STANLEY BLACK & DECKER, INC.	421.	421.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STARBUCKS CORP COM	220.	220.
STATE BANK FINANCIAL CORP	15.	15.
SUN CMNTYS INC COM	336.	164.
SUNTRUST BKS INC COM	68.	68.
SYSCO CORP COM RTS EXP 05/31/2006	41.	41.
TECO ENERGY INC COM W/RIGHTS ATTACHED EX	89.	89.
TJX COS INC NEW COM	86.	86.
TARGET CORP COM	613.	613.
TAUBMAN CTRS INC COM	295.	208.
TECHNE CORP COM	86.	86.
TELEPHONE AND DATA SYSTEMS	123.	123.
TEMPLETON GLOBAL BOND FD-ADV #616	2,769.	2,769.
THERMO ELECTRON CORP COM W/RTS ATTACHED	100.	100.
3M CO COM	479.	479.
TIFFANY & CO NEW COM W/RIGHTS ATTACHED E	35.	35.
TRANSDIGM GROUP INC	668.	668.
TRAVELERS COMPANIES, INC	625.	625.
UMPQUA HLDGS CORP COM	168.	168.
UNION PAC CORP COM	327.	327.
UNITED PARCEL SERVICE CL B COM	243.	243.
US BANCORP	613.	613.
US BANCORP	804.	804.
US TREASURY NOTE	1,407.	1,407.
US TREASURY NOTE	3,125.	3,125.
US TREASURY NOTE	169.	169.
US TREASURY NOTE	376.	376.
US TREASURY NOTE	2,423.	2,423.
US TREASURY NOTE	1,885.	1,885.
US TREASURY NOTE	3,298.	3,298.
US TREASURY NOTE	1,041.	1,041.
UNITED TECHNOLOGIES CORP COM	213.	213.
UNITEDHEALTH GRP INC COM	116.	116.
UNIVERSAL HEALTH RLTY INCOME TR SH BEN I	3,747.	3,747.
VANGUARD FIXED INCOME SECS FD GNMA PORTF		
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VANGUARD GNMA FUND-ADM #0536	1,500.	1,500.
VENTAS INC-COM	1,043.	1,043.
VERIZON GLOBAL FDG 4.375% 6/01/13	1,531.	1,531.
VIACOM INC 4.625% 5/15/18	2,261.	2,261.
VIACOM INC NEW	449.	449.
VISA INC-CLASS A SHRS	149.	149.
VODAFONE GROUP PLC SPONSORED ADR	1,101.	1,101.
VORNADO RLTY TR COM	250.	250.
WAL-MART STORES INC 4.250% 4/15/13	1,063.	1,063.
WELLS FARGO ULT ST INC-INS	5,420.	5,420.
WESTAMERICA BANCORPORATION COM	163.	163.
WESTERN UNION CO/THE	534.	534.
WHOLE FOODS MKT INC COM	533.	533.
WOLVERINE WORLD WIDE INC. COM	55.	55.
XCEL ENERGY INC COM	292.	292.
XEROX CORP COM W/RTS ATTACHED EXP 4/16/2	191.	191.
YOUNG INNOVATIONS INC COM	14.	14.
YUM! BRANDS INC COM	130.	130.
ZIMMER HLDGS INC COM	58.	58.
ACCENTURE PLC	737.	737.
ENDURANCE SPECIALTY HOLDINGS	273.	273.
INVESCO LIMITED	186.	186.
SEADRILL LIMITED	160.	160.
ACE LIMITED	709.	709.
TYCO INTERNATIONAL LTD NEW	259.	259.
ASML HOLDING NVONY REG SHS ADR	156.	156.
FIDELITY INST MM PTFLO CL I #59	304.	304.
AVAGO TECHNOLOGIES LTD	157.	157.
BLACKROCK INSTL FUNDS T-FUND #60	16.	16.
TOTAL	220,326.	216,025.

FORM 990PF, PART I - OTHER INCOME
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX REFUND	3,420.	
ENDOWMENT TEI FUND		14,206.
ABBEY CAPITAL MULTI-MANAGER		-20,649.
CHECKING INTEREST	12.	12.
	-----	-----
	3,432.	-6,431.
	=====	=====

TOTALS

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CUSTODIAN & MANAGEMENT FEES	105,725.	84,314.	21,411.
TOTALS	105,725.	84,314.	21,411.
	=====	=====	=====

FORM 990PF, PART I - TAXES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	232.	232.
FEDERAL TAX PAYMENT - PRIOR YE	2,214.	
FEDERAL ESTIMATES - PRINCIPAL	575.	
FOREIGN TAXES ON QUALIFIED FOR	1,193.	1,193.
FOREIGN TAXES ON NONQUALIFIED	2,939.	2,939.
	-----	-----
TOTALS	7,153.	4,364.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	47.	47.
TOTALS	----- 47. =====	----- 47. =====

GRATIS FOUNDATION-AGY-MAIN 496-77774100

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
3133EAX45 FED FARM CREDIT BK	150,375.	150,704.
912828NA4 US TREASURY NOTE	99,039.	110,813.
912828RM4 US TREASURY NOTE	200,797.	203,812.
912828RP7 US TREASURY NOTE	203,781.	209,750.
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TOTALS	653,992.	675,079.
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GRATIS FOUNDATION-AGY-MAIN 496-77774100

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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06738C778 IPATH DOW JONES-UBS	155,164.	139,763.
26852M105 EII INTERNATIONAL PR	406,000.	449,626.
367829884 GATEWAY FUND - Y #19	290,000.	299,350.
411511306 HARBOR INTERNATIONAL F	1,264,000.	1,350,986.
683974505 OPPENHEIMER DEVELOPI	242,000.	258,554.
000360206 AAON INC	2,690.	3,131.
00206R102 AT & T INC	15,882.	17,327.
002535300 AARON'S INC	3,504.	4,751.
002824100 ABBOTT LABS	25,525.	30,065.
00508X203 ACTUANT CORP-CL A	4,295.	5,024.
00508Y102 ACUTY BRANDS (HOLDI	5,848.	8,805.
00762W107 ADVISORY BRD CO	967.	2,807.
008252108 AFFILIATED MANAGERS	3,640.	6,117.
015351109 ALEXION PHARMACEUTIC	11,618.	17,061.
018490102 ALLERGAN INC	15,046.	19,538.
023135106 AMAZON COM INC COM	19,129.	34,620.
02503X105 AMERICAN CAPITAL AGE	11,969.	11,705.
03027X100 AMERICAN TOWER CORP	10,262.	15,377.
032511107 ANADARKO PETROLEUM C	11,973.	11,444.
032654105 ANALOG DEVICES INC	8,047.	10,094.
035710409 ANNALY CAPITAL MANAG	12,163.	9,660.
03748R101 APARTMENT INVT & MGM	22,808.	24,489.
037833100 APPLE INC	39,328.	67,586.
038336103 APTARGROUP INC COM	6,861.	7,397.
042068106 ARM HOLDINGS PLC - A	8,226.	11,084.
053484101 AVALONBAY CMNTYS INC	25,228.	29,423.
053611109 AVERY DENNISON CORP	7,410.	6,425.
05615F102 BABCOCK & WILCOX CO	8,357.	8,227.
056752108 BAIDU INC ADR	19,077.	20,660.

GRATIS FOUNDATION-AGY-MAIN 496-77774100

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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057665200 BALCHEM CORP CLASS B	3,434.	3,827.
064058100 BANK NEW YORK MELLON	23,200.	24,158.
073685109 BEACON ROOFING SUPPL	3,837.	4,326.
090572207 BIO RAD LABS INC CL	9,120.	9,455.
09062X103 BIOGEN IDEC INC	16,237.	16,833.
09227Q100 BLACKBAUD INC	8,128.	7,191.
09247X101 BLACKROCK INC	14,120.	15,710.
097023105 BOEING CO	11,582.	12,962.
101121101 BOSTON PROPERTIES IN	40,994.	47,826.
101137107 BOSTON SCIENTIFIC CO	7,088.	5,455.
105368203 BRANDYWINE RLTY TR B	4,380.	4,815.
110122108 BRISTOL MYERS SQUIBB	5,410.	5,605.
111320107 BROADCOM CORPORATION	10,843.	10,694.
11133T103 BROADRIDGE FINANCIAL	8,378.	8,809.
12082W204 BURBERRY GROUP PLC-S	7,105.	7,748.
12504L109 CBRE GROUP INC	4,421.	5,055.
126650100 CVS/CAREMARK CORPORA	31,773.	35,344.
12673A108 CYS INVESTMENTS INC	7,287.	6,448.
12686C109 CABLEVISION SYSTEMS-	9,326.	7,261.
133131102 CAMDEN PPTY TR SH BE	23,862.	26,807.
13466Y105 CAMPUS CREST COMMUNI	2,715.	3,249.
142339100 CARLISLE COS INC	2,997.	4,701.
147528103 CASEYS GEN STORES IN	3,540.	4,248.
166764100 CHEVRON CORP	18,271.	25,305.
169656105 CHIPOTLE MEXICAN GRI	13,805.	15,170.
169905106 CHOICE HOTELS INTL I	5,543.	5,547.
171232101 CHUBB CORP	8,104.	10,921.
178566105 CITY NATL CORP COM	5,691.	5,695.
179895107 CLARCOR INC	6,470.	7,167.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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189054109 CLOROX CO	5,920.	6,883.
189754104 COACH INC	14,411.	15,598.
19122T109 COCA-COLA ENTERPRISE	11,824.	12,089.
195872106 COLONIAL PPTYS TR CO	13,038.	14,638.
198516106 COLUMBIA SPORTSWEAR	5,389.	5,336.
20030N200 COMCAST CORP-SPECIAL	14,221.	22,666.
20605P101 CONCHO RESOURCES INC	8,068.	7,814.
22025Y407 CORRECTIONS CORP OF	3,672.	6,172.
22160K105 COSTCO WHOLESALE COR	14,421.	20,338.
228227104 CROWN CASTLE INTL CO	9,259.	11,906.
229663109 CUBESMART	9,202.	11,175.
23317H102 DDR CORP	18,012.	19,826.
235851102 DANAHER CORP	16,769.	19,845.
25243Q205 DIAGEO PLC - ADR	10,395.	16,671.
253868103 DIGITAL RLTY TR INC	8,779.	11,202.
254687106 WALT DISNEY CO	31,379.	34,753.
258278100 DORMAN PRODUCTS INC	3,292.	6,361.
25960P109 DOUGLAS EMMETT INC	6,965.	9,646.
262037104 DRIL-QUIP INC COM	8,516.	9,862.
26441C204 DUKE ENERGY HOLDING	8,071.	10,527.
265504100 DUNKIN' BRANDS GROUP	9,620.	11,713.
26613Q106 DUPONT FABROS TECHNO	7,274.	7,924.
268648102 E M C CORP MASS	20,883.	20,645.
26884U109 EPR PROPERTIES	18,347.	19,366.
278642103 EBAY INC	16,010.	16,574.
29364G103 ENTERGY CORP NEW COM	7,244.	6,056.
294752100 EQUITY ONE INC	9,336.	10,841.
29476L107 EQUITY RESIDENTIAL P	33,445.	36,949.
297178105 ESSEX PPTY TR COM	13,662.	15,692.

GRATIS FOUNDATION-AGY-MAIN 496-77774100

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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30161N101 EXELON CORPORATION	8,129.	5,889.
30214U102 EXPONENT INC	5,199.	7,816.
30219G108 EXPRESS SCRIPTS HOLD	15,708.	16,578.
30225T102 EXTRA SPACE STORAGE	10,651.	16,376.
30231G102 EXXON MOBIL CORPORAT	31,331.	35,832.
30303M102 FACEBOOK INC	17,008.	15,360.
303250104 FAIR ISSAC, INC	5,854.	9,036.
307000109 FAMILY DLR STORES IN	8,660.	8,116.
313747206 FEDERAL RLTY INVT TR	14,313.	17,891.
31847R102 FIRST AMERICAN FINAN	6,896.	10,816.
32054K103 FIRST INDL RLTY TR I	18,231.	20,824.
345550107 FOREST CITY ENTERPRI	4,363.	5,007.
349853101 FORWARD AIR CORP	5,548.	7,002.
370023103 GENERAL GROWTH PROPE	11,818.	16,118.
370334104 GENERAL MILLS INC	25,962.	28,860.
372460105 GENUINE PARTS CO	7,393.	9,473.
375558103 GILEAD SCIENCES INC	12,968.	13,882.
38141G104 GOLDMAN SACHS GROUP	50,983.	49,748.
38259P508 GOOGLE INC	33,824.	41,028.
38388F108 W. R. GRACE & CO COM	5,158.	8,068.
384109104 GRACO INC	5,058.	6,951.
404132102 HCC INS HLDGS INC CO	4,248.	5,768.
40414L109 HCP INC	24,229.	32,786.
405024100 HAEMONETICS CORP MAS	5,683.	7,270.
414585109 HARRIS TEETER SUPERM	2,858.	3,085.
418056107 HASBRO INC	8,710.	7,360.
42217K106 HEALTH CARE REIT INC	24,632.	31,503.
422806208 HEICO CORP CL A	4,775.	4,861.
423074103 HEINZ H J CO	10,504.	12,344.

GRATIS FOUNDATION-AGY-MAIN 496-77774100

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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426281101 HENRY JACK & ASSOC I	7,658.	10,993.
428567101 HIBBETT SPORTS INC	2,926.	5,007.
43365Y104 HITTITE MICROWAVE CO	3,463.	4,034.
438516106 HONEYWELL INTERNATIO	15,457.	20,057.
44107P104 HOST HOTELS & RESORT	30,145.	32,531.
443683107 HUDSON CITY BANCORP	6,366.	4,488.
450828108 IBERIABANK CORP	6,018.	5,649.
452327109 ILLUMINA INC	6,671.	9,450.
458140100 INTEL CORP	8,861.	8,516.
459200101 INTERNATIONAL BUSINE	27,801.	38,118.
461202103 INTUIT COM	11,827.	11,657.
465685105 ITC HLDGS CORP	4,684.	4,615.
466032109 J & J SNACK FOODS CO	3,673.	5,111.
46625H100 JPMORGAN CHASE & CO	49,025.	52,983.
478160104 JOHNSON & JOHNSON	41,879.	45,775.
478366107 JOHNSON CONTROLS INC	15,628.	13,065.
48020Q107 JONES LANG LASALLE I	7,531.	8,142.
497266106 KIRBY CORP	9,949.	12,997.
499064103 KNIGHT TRANSN INC CO	5,784.	4,755.
501889208 LKQ CORP	3,558.	7,385.
51476K103 LANDAUER INC	3,691.	3,979.
518439104 ESTEE LAUDER COMPANI	14,094.	19,455.
53578A108 LINKEDIN CORP	14,167.	21,701.
53635B107 LIQUIDITY SVCS INC	2,460.	4,821.
539830109 LOCKHEED MARTIN CORP	39,057.	47,991.
544147101 LORILLARD INC	29,694.	26,834.
550021109 LULULEMON ATHLETICA	14,163.	19,286.
55261F104 M & T BANK CORPORATI	8,665.	11,423.
562750109 MANHATTAN ASSOCIATES	5,477.	10,258.

GRATIS FOUNDATION-AGY-MAIN 496-77774100

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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57636Q104 MASTERCARD INC	27,283.	46,672.
577081102 MATTTEL INC	7,876.	12,158.
58155Q103 MCKESSON CORP	9,680.	13,090.
589584101 MERIDIAN BIOSCIENCE	5,614.	5,569.
59156R108 METLIFE INC	30,208.	24,079.
596278101 MIDDLEBY CORP	3,939.	5,128.
609207105 MONDELEZ INTERNATION	14,726.	13,719.
610236101 MONRO MUFFLER BRAKE	6,083.	6,282.
61166W101 MONSANTO CO NEW	16,798.	23,000.
615369105 MOODYS CORP	14,093.	15,800.
615394202 MOOG INC CL A	6,790.	6,975.
617446448 MORGAN STANLEY	16,847.	17,571.
617700109 MORNINGSTAR INC	10,093.	12,252.
636180101 NATIONAL FUEL GAS CO	4,653.	4,461.
636518102 NATIONAL INSTRS CORP	2,931.	3,226.
641069406 NESTLE S.A. REGISTER	12,962.	15,250.
649445103 NEW YORK CMNTY BANCO	10,509.	8,843.
65334H102 NEXEN INC	7,107.	9,833.
654106103 NIKE INC CL B	13,729.	18,060.
65473P105 NISOURCE INC	5,997.	8,587.
666807102 NORTHROP GRUMMAN COR	8,866.	11,218.
670100205 NOVO NORDISK A/S - A	15,226.	21,217.
674599105 OCCIDENTAL PETE CORP	23,638.	18,386.
680223104 OLD REP INTL CORP	7,863.	7,380.
681919106 OMNICOM GROUP	8,980.	10,741.
68389X105 ORACLE CORPORATION	18,505.	22,957.
693475105 PNC FINANCIAL SERVIC	12,643.	13,411.
693506107 PPG INDUSTRIES INC	12,610.	23,145.
70509V100 PEBBLEBROOK HOTEL TR	1,047.	1,040.

GRATIS FOUNDATION-AGY-MAIN 496-77774100

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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709102107 PENNSYLVANIA REAL ES	11,663.	11,978.
714290103 PERRIGO CO	6,002.	5,514.
717081103 PFIZER INC	32,288.	44,491.
718172109 PHILIP MORRIS INTERN	32,160.	48,260.
739276103 POWER INTERGRATIONS	4,320.	3,865.
740189105 PRECISION CASTPARTS	18,556.	25,382.
741503403 PRICELINE COM INC	16,552.	21,093.
74340W103 PROLOGIS INC	49,130.	54,626.
743606105 PROSPERITY BANCSHARE	5,820.	5,670.
744320102 PRUDENTIAL FINL INC	14,842.	14,292.
74460D109 PUBLIC STORAGE INC C	34,040.	43,053.
747525103 QUALCOMM INC	4,673.	7,485.
749607107 RLI CORP COM	4,804.	5,173.
750086100 RACKSPACE HOSTING IN	8,859.	13,072.
751212101 RALPH LAUREN CORP	11,961.	17,691.
751452202 RAMCO-GERSHENSON PPT	9,049.	11,140.
754212108 RAVEN INDS INC	3,190.	4,218.
756577102 RED HAT INC	15,611.	19,119.
758766109 REGAL ENTERTAINMENT	4,737.	4,855.
76131V202 RETAIL PROPERTIES OF	6,035.	7,685.
774341101 ROCKWELL COLLINS	6,704.	6,399.
78440X101 SL GREEN REALTY CORP	22,967.	25,984.
78463V107 SPDR GOLD TRUST	15,057.	19,442.
790849103 ST JUDE MED INC	27,373.	25,587.
79466L302 SALESFORCE COM INC	17,315.	25,551.
79546E104 SALLY BEAUTY CO INC	4,919.	8,839.
804395101 SAUL CTRS INC COM	8,849.	9,200.
80589M102 SCANA CORP-W/I	9,090.	10,497.
806037107 SCANSOURCE INC COM	4,731.	5,083.

GRATIS FOUNDATION-AGY-MAIN 496-77774100

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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806857108 SCHLUMBERGER LTD	11,263.	10,811.
816851109 SEMPRA ENERGY COM	8,671.	12,060.
81721M109 SENIOR HOUSING PROP	12,012.	12,931.
82481R106 SHIRE PLC ADR	16,630.	19,266.
828806109 SIMON PROPERTY GROUP	79,976.	120,781.
835495102 SONOCO PRODS CO	6,769.	6,719.
848637104 SPLUNK INC	5,869.	5,485.
854502101 STANLEY BLACK & DECK	13,276.	17,309.
855244109 STARBUCKS CORP COM	5,638.	5,685.
856190103 STATE BANK FINANCIAL	4,553.	4,653.
86272T106 STRATEGIC HOTELS & R	10,497.	10,394.
866674104 SUN CMNTYS INC COM	8,485.	8,616.
867892101 SUNSTONE HOTEL INVS	6,850.	6,833.
867914103 SUNTRUST BANKS INC	6,476.	9,611.
871829107 SYSCO CORP	7,171.	7,313.
872375100 TECO ENERGY INC	7,056.	6,788.
872540109 TJX COS INC NEW	20,839.	20,631.
87612E106 TARGET CORP	19,078.	22,011.
876664103 TAUBMAN CTRS INC COM	24,826.	24,718.
878377100 TECHNE CORP	4,813.	5,126.
879433829 TELEPHONE AND DATA S	7,295.	5,535.
88076W103 TERADATA CORP	7,800.	6,684.
88160R101 TESLA MOTORS INC	5,497.	6,639.
883556102 THERMO FISHER SCIENT	13,495.	16,328.
88579Y101 3M CO	17,721.	18,849.
893641100 TRANSDIGM GROUP INC	6,479.	7,091.
89417E109 TRAVELERS COMPANIES,	18,685.	25,065.
902104108 II-VI INC COM	4,584.	3,828.
904214103 UMPQUA HOLDINGS CORP	4,763.	4,834.

GRATIS FOUNDATION-AGY-MAIN 496-77774100

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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907818108 UNION PACIFIC CORP	13,672.	18,607.
911312106 UNITED PARCEL SERVIC	16,485.	15,704.
913017109 UNITED TECHNOLOGIES	35,239.	38,053.
91324P102 UNITEDHEALTH GROUP I	8,999.	8,950.
91359E105 UNIVERSAL HEALTH RLT	3,240.	4,555.
92276F100 VENTAS INC COM	20,989.	27,312.
92532F100 VERTEX PHARMACEUTICA	13,156.	14,456.
92553P201 VIACOM INC NEW	12,353.	14,978.
92826C839 VISA INC-CLASS A SHR	15,802.	23,040.
928563402 VMWARE INC	13,792.	17,133.
92857W209 VODAFONE GROUP PLC N	15,706.	15,416.
929042109 VORNADO REALTY TRUST	5,758.	5,766.
957090103 WESTAMERICA BANCORPO	5,422.	4,685.
959802109 WESTERN UNION CO/THE	19,310.	14,236.
96208T104 WEX INC	3,139.	4,974.
966837106 WHOLE FOODS MKT INC	8,836.	18,870.
978097103 WOLVERINE WORLD WIDE	3,644.	4,713.
98138H101 WORKDAY INC	3,391.	3,706.
98389B100 XCEL ENERGY INC	6,304.	7,345.
984121103 XEROX CORP	11,500.	7,645.
98742U100 YOUKU TUDOU INC. ADR	2,609.	1,076.
987520103 YOUNG INNOVATIONS IN	2,418.	3,350.
988498101 YUM BRANDS INC	17,779.	16,866.
98956P102 ZIMMER HOLDINGS INC	6,126.	7,133.
G1151C101 ACCENTURE PLC	22,499.	33,649.
G27823106 DELPHI AUTOMOTIVE PL	20,773.	27,158.
G30397106 ENDURANCE SPECIALTY	9,068.	8,732.
G491BT108 INVESCO LIMITED	7,230.	7,592.
G60754101 MICHAEL KORS HOLDING	14,013.	15,819.

GRATIS FOUNDATION-AGY-MAIN 496-77774100

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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H0023R105 ACE LIMITED	20,259.	24,738.
H89128104 TYCO INTERNATIONAL L	16,753.	18,428.
Y0486S104 AVAGO TECHNOLOGIES L	9,207.	8,387.
	-----	-----
TOTALS	5,624,299.	6,356,180.
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FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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949917744 WF ADV ULTR SHORT-TR		
060505DP6 BANK OF AMERICA CORP	35,795.	40,796.
06739FGF2 BARCLAYS BANK PLC	36,404.	39,231.
097014AK0 BOEING CAPITAL CORP	35,881.	36,724.
120569AA6 BUNGE NA FINANCE LP	54,489.	56,769.
126650AV2 CVS CORP	54,805.	53,715.
20030NAW1 COMCAST CORP	54,855.	60,114.
24702RAD3 DELL INC	53,610.	50,586.
25459HAY1 DIRECTV HLDG/FIN INC	51,784.	52,971.
263534BX6 E.I. DU PONT DE NEMO	37,800.	38,088.
36962GU69 GENERAL ELEC CAP COR	37,263.	38,886.
377372AA5 GLAXOSMITHKLINE CAP	37,502.	36,732.
38141GEA8 GOLDMAN SACHS GROUP	27,331.	26,857.
539473AG3 LLOYDS TSB BANK PLC	50,533.	55,145.
589331AP2 MERCK & CO INC	37,242.	37,987.
59018YUW9 MERRILL LYNCH & CO	51,645.	53,415.
66989HAA6 NOVARTIS CAPITAL COR	26,660.	26,001.
759351AF6 REINSURANCE GRP OF	54,385.	56,477.
78010XAE1 ROYAL BK OF SCOTLAND	51,502.	58,049.
786514BV0 VR SAFEWAY INC	50,000.	50,016.
822582AC6 SHELL INTERNATIONAL	38,127.	40,983.
882508AU8 TEXAS INSTRUMENTS IN	49,695.	49,888.
91159HGX2 US BANCORP	25,746.	26,130.
91159HHC7 US BANCORP	49,965.	52,002.
92344GAV8 VERIZON GLOBAL FDG	37,299.	35,570.
925524AU4 VIACOM INC	53,228.	56,197.
931142CL5 WAL-MART STORES INC	26,807.	25,279.
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TOTALS	1,120,353.	1,154,608.
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GRATIS FOUNDATION-AGY-MAIN 496-77774100

26-3639918

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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29299D464 ENDOWMENT TEI FUND L	C	350,000.	354,112.
BBY990405 ABBEY CAPITAL MULTI-	C	425,000.	357,515.
261980494 DREYFUS EMG MKT DEBT	C	98,304.	102,112.
693390882 PIMCO FOREIGN BD FD	C	120,706.	119,042.
74253Q416 PRINCIPAL PREFERRED	C	50,000.	49,810.
746763226 PUTNAM FLOATING RATE	C	99,817.	100,112.
880208400 TEMPLETON GLOBAL BON	C	46,000.	45,054.
922031794 VANGUARD GNMA FUND-A	C	148,655.	146,903.
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TOTALS		1,338,482.	1,274,660.
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FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ROUNDING

16.

MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE

7,444.

TOTAL

7,460.
=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
SALES CROSSED TAX YEAR 25 SHS VENTAS INC	263.
ROC BASIS ADJUSTMENT	368.
MUTUAL FUND TAX EFFEFFECTIVE DATE AFTER TYE	6,763.
DISALLOWED WASH SALES	4,604.
CHECKS USED 2011 POSTED 2012	14,900.
2012 DEFFERED INCOME VARIOUS MF 2013	1,404.

TOTAL	28,302.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: Wells Fargo Bank NA

ADDRESS: 4365 EXECUTIVE DRIVE 18TH FLOOR
SAN DIEGO, CA 92121

TELEPHONE NUMBER: (858)622-6956

=====

RECIPIENT NAME:

Wells Fargo Philanthropic services

ADDRESS:

www.wellsfargo.com/privatefoundationgrants/gratis
Winston-Salem, NC 27101

RECIPIENT'S PHONE NUMBER: 888-235-4351

FORM, INFORMATION AND MATERIALS:

www.wellsfargo.com/privatefoundationgrants/gratis
Application must be submitted through the online grant
application form.

SUBMISSION DEADLINES:

January 31st, May 31st and September 30th

RESTRICTIONS OR LIMITATIONS ON AWARDS:

The foundation does not accept for grants that would be
payable to, or for the benefit of, specific individuals.