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

Department of the Treasury
Internal Revenue Service

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

For calendar year **2012** or tax year beginning **2012**, and ending **20**

POSTMARK DATE ENVELOPE MAY 21 2013

Name of foundation
GRANTHAM CHARITABLE TRUST

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
FIRST CITIZENS BANK, TRUSTEE PO BOX 29522

City or town, state, and ZIP code
RALEIGH, NC 27626

Check all that apply:

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,914,972.** Accounting method: Cash Accrual
 Other (specify) _____

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

A Employer identification number
56-6180731

B Telephone number (see instructions)
919- 716-7347

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)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	14,061.	14,061.		STMT 1
4	Dividends and interest from securities	48,939.	48,939.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	81,462.			
b	Gross sales price for all assets on line 6a	620,122.			
7	Capital gain net income (from Part IV, line 2)		81,462.		
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)	368.			STMT 6
12	Total. Add lines 1 through 11	144,830.	144,462.		
13	Compensation of officers, directors, trustees, etc.	25,303.	25,303.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 7	2,026.	171.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	27,329.	25,474.		
25	Contributions, gifts, grants paid	94,444.			94,444.
26	Total expenses and disbursements. Add lines 24 and 25	121,773.	25,474.		94,444.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	23,057.			
b	Net investment income (if negative, enter -0-)		118,988.		
c	Adjusted net income (if negative, enter -0-)				

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	87,970.	68,015.	68,015.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	1,621,683.	1,665,937.	1,846,957.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,709,653.	1,733,952.	1,914,972.	
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 (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 <input type="checkbox"/> 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. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,709,653.	1,733,952.	
	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)	1,709,653.	1,733,952.		
31	Total liabilities and net assets/fund balances (see instructions)	1,709,653.	1,733,952.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,709,653.
2	Enter amount from Part I, line 27a	2	23,057.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	1,242.
4	Add lines 1, 2, and 3	4	1,733,952.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,733,952.

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 OTHER GAINS AND LOSSES						
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 612,840.		538,660.	74,180.			
b 7,282.			7,282.			
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			74,180.			
b			7,282.			
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	81,462.	
{ 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.

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	90,273.	1,915,810.	0.047120
2010	80,844.	1,849,148.	0.043720
2009	35,447.	1,655,386.	0.021413
2008	56,694.	1,862,293.	0.030443
2007			
2 Total of line 1, column (d)			0.142696
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			0.035674
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			1,876,828.
5 Multiply line 4 by line 3			66,954.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,190.
7 Add lines 5 and 6			68,144.
8 Enter qualifying distributions from Part XII, line 4			94,444.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Values include 1,190, 1,348, and 158.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political influence, tax returns, and substantial contributors.

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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ FIRST CITIZENS BANK Telephone no. ▶ (919) 716-7347 Located at ▶ PO BOX 29522, RALEIGH, NC ZIP+4 ▶ 27626			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	2b	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. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	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)? (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 **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **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? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIRST CITIZENS BANK P O BOX 29522, RALEIGH, NC 27626	TRUSTEE 40	25,303.	- 0 -	- 0 -

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**

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	

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	1,829,850.
b	Average of monthly cash balances	1b	75,559.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,905,409.
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	1,905,409.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,581.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,876,828.
6	Minimum investment return. Enter 5% of line 5	6	93,841.

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	93,841.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,190.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,190.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	92,651.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	92,651.
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	92,651.

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	94,444.
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	94,444.
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	1,190.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	93,254.

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				92,651.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			94,443.	
b Total for prior years: 20 <u>10</u> , 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: ► \$ <u>94,444.</u>				
a Applied to 2011, but not more than line 2a			94,443.	
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				1.
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				92,650.
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:

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				
WAKE FOREST UNIVERSITY ATTN: LOUIS R MORRELL WINSTON-SALEM NC 27109	NONE	UNIVERSITY	ANNUAL DISTRIBUTION	47,222.
MOUNT OLIVE COLLEGE ATTN: DEBRA J SMITH, CPA ,CONTROLLE MOUNT OL	NONE	COLLEGE	ANNUAL DISTRIBUTION	47,222.
Total ▶ 3a				94,444.
b Approved for future payment				
Total ▶ 3b				

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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: Thomas F. Wiggins, SVP Date: 05/07/2013 Title: [blank]

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

Paid Preparer Use Only Print/Type preparer's name: CHARLOTTE F HARRIS Preparer's signature: Charlotte F Harris Date: 05/07/2013 Check self-employed if PTIN: P01398337 Firm's name: THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN: 75-1297386 Firm's address: 9711 FARRAR COURT, STE 110 RICHMOND, VA 23236 Phone no.: 804-727-3153

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT GRADE BOND FUND	14,061.	14,061.
TOTAL	14,061.	14,061.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AQR DIVERSIFIED ARBITRAGE FUND - I	1,493.	1,493.
ACTIVISION BLIZZARD INC	49.	49.
AETNA, INC COM	94.	94.
AGILENT TECHNOLOGIES INC COM	10.	10.
AGRIUM INC	23.	23.
AIRGAS INC COM	54.	54.
ALLSTATE CORP COM	137.	137.
AMEREN CORP COM	90.	90.
AMERISOURCEBERGEN CORP. COMMON	126.	126.
AMGEN INC COMMON	117.	117.
ASSURANT, INC.	99.	99.
BT GROUP PLC ADR	176.	176.
BEST BUY INC COM	32.	32.
BOEING COMPANY COMMON	32.	32.
CBS CORPORATION CL B	17.	17.
CF INDUSTRIES HOLDINGS, INC.	68.	68.
CAMPBELL SOUP CO	53.	53.
CANADIAN NATL RY CO COM	20.	20.
CAPITAL ONE FINANCIAL CORP VA COMMON STO	12.	12.
CARDINAL HEALTH INC COM	103.	103.
CATERPILLAR INC COMMON	108.	108.
CENTERPOINT ENERGY INC.	36.	36.
CHEVRONTXACO CORP COM	527.	527.
CINCINNATI FINL CORP COM	42.	42.
CISCO SYSTEM INC COMMON	272.	272.
CINTAS CORP COM	44.	44.
CLOROX COMPANY COMMON	35.	35.
COCA-COLA ENTERPRISES INC	89.	89.
COMCAST CORP NEW CL A	21.	21.
COMERICA INC COM	23.	23.
CONOCOPHILLIPS	486.	486.
DELL INC	44.	44.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIAMOND OFFSHORE DRILLING INC COM	157.	157.
DONNELLEY R R & SONS CO COMMON	67.	67.
DR PEPPER SNAPPLE GROUP INC	147.	147.
EASTMAN CHEMICAL CO COM	177.	177.
ENERSIS S.A. -SPONS ADR	126.	126.
EXXON MOBIL CORP COM	475.	475.
FLUOR CORP NEW COM	49.	49.
FORD MTR CO DEL COM PAR \$0.01	53.	53.
GAP STORES COMMON	91.	91.
GENERAL ELEC CO	257.	257.
HELMERICH & PAYNE INC	12.	12.
HEWLETT PACKARD CO. COMMON	104.	104.
HOLLYFRONTIER CORPORATION	632.	632.
THE HOME DEPOT INC	57.	57.
GEO A HORMEL & CO.	106.	106.
HUMANA INC COMMON	62.	62.
INTEL CORP COMMON	193.	193.
INTERNATIONAL BUSINESS MACHS	241.	241.
INTERNATIONAL PAPER CO COMMON	124.	124.
J P MORGAN CHASE & CO COM	277.	277.
JOHNSON & JOHNSON	373.	373.
KBR INC	6.	6.
KLA-TENCOR CORP COM	169.	169.
KEYCORP OHIO COM NEW	150.	150.
KROGER CO COM	183.	183.
ELI LILLY & CO.	300.	300.
LIMITED INC COM	595.	595.
LINCOLN NATL CORP COM	54.	54.
LOCKHEED MARTIN CORP COMMON	364.	364.
LORILLARD INC	308.	308.
MAINSTAY HIGH YIELD CORPORATE BD I FD#15	10,525.	10,525.
MARATHON PETROLEUM CORPORATION	125.	125.
MCKESSON HBOC INC COM	92.	92.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MERCK & CO INC NEW COM	182.	182.
MICROSOFT CORP COMMON	393.	393.
FEDERATED GOVERNMENT OBLIGATIONS FUND #0	10.	10.
MORGAN STANLY DN WTRR DISCVR COM NEW	38.	38.
MOTOROLA SOLUTIONS, INC.	57.	57.
MURPHY OIL CORPORATION	200.	200.
NRG ENERGY INC	48.	48.
NATIONAL-OILWELL INC COM	13.	13.
NORFOLK SOUTHN CORP. COMMON	25.	25.
OCCIDENTAL PETE CORP COM	245.	245.
ORACLE SYSTEMS COMMON	106.	106.
OPPENHEIMER DEVELOPING MARKETS CL Y	887.	887.
PNC BANK CORPORATION	24.	24.
PPG INDUSTRIES INC COMMON	45.	45.
PARKER HANNIFIN CORP COM	17.	17.
PFIZER INC	207.	207.
PHILIP MORRIS INTERNATIONAL, INC.	372.	372.
PHILLIPS 66	72.	72.
PIMCO COMMODITY REAL RETURN STRATEGY INS	6,163.	6,163.
PIMCO EMERGING LOCAL BOND FUND - IS FD#3	11,095.	11,095.
PROCTER & GAMBLE COMMON	202.	202.
PROLOGIS, INC.	24.	24.
PUBLIC SERVICE ENTERPRISE	209.	209.
REGIONS FINANCIAL CORP	14.	14.
REPUBLIC SVCS INC	31.	31.
SPDR TR UNIT SER 1	329.	329.
SCRIPPS NETWORKS INTERACT CL A	16.	16.
SIMON PPTY GROUP INC NEW COM	131.	131.
STAPLES INC	80.	80.
SUNTRUST BANKS	14.	14.
TARGET CORP COM	92.	92.
TIME WARNER CABLE	99.	99.
TORCHMARK CORP COM	37.	37.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TRAVELERS COMPANIES INC	96.	96.
US BANCORP DEL NEW COM NEW	252.	252.
UNITED TECHNOLOGIES CORP COM	131.	131.
UNITEDHEALTH GROUP INC COM	156.	156.
VALERO ENERGY CORP	147.	147.
VERIZON COMMUNICATIONS COM	381.	381.
VIACOM INC. CL B	161.	161.
WALGREEN CO COMMON	166.	166.
WELLS FARGO & CO NEW COM	225.	225.
WESTERN UN CO COM	64.	64.
WYNDHAM WORLDWIDE CORP	17.	17.
XILINK INC COM	109.	109.
ZIMMER HLDGS INC COM	38.	38.
INVESTMENT GRADE BOND FUND	3,841.	3,841.
ACCENTURE PLC	60.	60.
BUNGE LIMITED	18.	18.
COVIDIEN PLC	60.	60.
SEAGATE TECHNOLOGY	126.	126.
ACE LIMITED	128.	128.
TE CONNECTIVITY LIMITED	103.	103.
	-----	-----
TOTAL	48,939.	48,939.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
BANK OF AMERICA CORP COM	3.
NEW CENTY FINL CORP	360.
VALUECLICK, INC.	5.

TOTALS	368.
	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	46.	46.
FEDERAL TAX PAYMENT - PRIOR YE	507.	
FEDERAL ESTIMATES - INCOME	1,348.	
FOREIGN TAXES ON QUALIFIED FOR	125.	125.
TOTALS	2,026.	171.

FORM 990PF, PART II - OTHER INVESTMENTS
 =====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
PIMCO EMERGING LOCAL BOND FD	C	167,235.	191,490.
ACCENTURE PLC	C		
CANADIAN NATL RY CO	C		
AETNA INC.	C	6,835.	7,873.
CARDINAL HEALTH INC	C	4,836.	4,695.
COVENTRY HEALTH CARE INC	C		
AIRGAS INC	C		
AMERISOURCEBERGEN CORP	C	5,282.	9,543.
AMGEN INC	C	6,850.	8,792.
ASSURANT, INC.	C	4,945.	4,233.
ARTIO CLASS I ONTL EQUITY FD	C		
ERICSSON L M TEL CO	C		
AUTO ZONE INC	C	2,462.	6,734.
FLUOR CORP NEW	C	3,293.	3,759.
BED BATH & BEYOND INC	C		
BT GROUP PLC ADR	C	4,003.	5,248.
BEST BUY INC	C		
HARLEY DAVIDSON INC	C		
HORMEL FOODS CORPORATION	C	2,301.	3,527.
GOLDMAN SACH ABSOLUTE RET TRAC	C	90,697.	92,002.
HELMERICH & PAYNE INC	C	3,763.	3,809.
LOCKHEED MARTIN CORP	C	7,116.	8,398.
KBR INC	C		
CAPITAL ONE FINANCIAL CORP VA	C		
CATERPILLAR INC	C		
CF INDUSTRIES HOLDINGS, INC	C	6,575.	8,939.
CHEVRON CORPORATION	C	8,029.	16,221.
CISCO SYSTEM INC	C	10,988.	11,495.
HUMANA INC	C		

FORM 990PF, PART II - OTHER INVESTMENTS
 =====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
INTEL CORP	C	4,845.	4,475.
INTERNATIONAL PAPER CO	C		
COCA-COLA ENTERPRISES INC	C	3,654.	4,410.
CONOCOPHILLIPS	C	4,575.	7,713.
KLA-TENCOR CORP	C	5,099.	5,922.
DELL INC	C	5,246.	3,742.
DIRECTV CL A	C	3,562.	3,963.
NATIONAL OILWELL VARCO INC	C		
PARKER HANNIFIN CORP	C		
PUBLIC SERVICE ENTERPRISE GRP	C		
DONNELLEY R R & SONS CO	C		
STAPLES INC	C		
COVIDIEN PLC	C		
SUNTRUST BANKS	C		
EASTMAN CHEMICAL CO	C		
ENERSIS A A SPONS ADR	C	4,019.	3,990.
ELI LILLY & CO	C	5,734.	7,941.
TE CONNECTIVITY LIMITED	C		
US BANCORP DEL NEW	C	7,528.	9,231.
TELEFONICA DE ESPANA SA SPONS	C		
VIACOM INC CL B	C	3,332.	4,008.
EXXON MOBIL CORP	C	10,258.	18,868.
XILINX INC	C		
PIMCO COMMOD REAL RET STRATEGY	C	197,887.	183,370.
FORD MOTOR CO DEL PAR \$.01	C		
HOLLYFRONTIER CORPORATION	C	5,419.	9,170.
GAP STORES	C	2,466.	3,880.
J P MORGAN CHASE & CO	C	7,650.	9,541.
GENERAL ELECTRIC CO	C	7,794.	7,745.

FORM 990PF, PART II - OTHER INVESTMENTS
 =====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
KEYCORP OHIO	C	6,868.	6,736.
KROGER CO	C	9,431.	10,564.
LINCOLN NATIONAL CORPORATION	C	3,050.	4,351.
HEWLETT PACKARD CO	C		
MARATHON PETROLEUM CORPORATION	C	3,683.	6,552.
IBM CORP	C	4,692.	10,918.
INVESTMENT GRADE BOND FUND	C	421,108.	446,858.
JOHNSON & JOHNSON	C	7,216.	9,323.
LIMITED BRANDS INC	C	1,817.	5,412.
MORGAN STANLEY	C		
LORILLARD INC	C		
MAINSTAY HIGH YLD CORP BD FD	C	125,439.	145,283.
NORFOLK SOUTHERN CORP	C		
MCKESSON CORP	C	7,510.	10,956.
NVIDIA CORP	C		
MERCK & CO INC NEW COM	C	3,471.	4,094.
MICROSOFT CORP	C	11,338.	12,286.
OCCIDENTAL PETE CORP	C	8,236.	6,895.
NRG ENERGY INC	C	5,925.	6,161.
PFIZER INC	C	4,801.	6,546.
PHILIP MORRIS INTERNATIONAL IN	C	6,830.	9,619.
PROCTER & GAMBLE	C	4,638.	5,160.
PNC FINANCIAL SERVICES GROUP	C		
RAYONIER INC REIT	C	4,200.	4,872.
SIMON PPTY GROUP INC NEW	C	3,290.	5,059.
SPDR S&P 500 ETF TRUST	C	18,463.	18,941.
TARGET CORP	C	2,966.	4,142.
SYMANTEC CORP	C		
UNITED TECHNOLOGIES CORP	C		

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
UNITEDHEALTH GROUP INC	C	5,095.	10,577.
VANGUARD INFLAT - PROT SEC FD	C		
VERIZON COMMUNICATIONS	C	5,140.	7,269.
VALERO ENERGY CORP	C	4,755.	7,711.
WELLS FARGO & CO NEW	C	9,799.	11,450.
WESTERN UN CO COM	C	3,740.	3,947.
WALGREEN CO	C	5,677.	6,144.
ACE LIMITED SHS	C	3,193.	4,229.
AGRIUM INC	C	5,344.	6,192.
ALLSTATE CORP	C	6,798.	8,355.
AMEREN CORP	C	3,750.	3,471.
AMERICAN INTERNATIONAL GROUP	C	6,002.	6,495.
AQR DIVERSIFIED ARBITRAGE FUND	C	90,860.	91,688.
BOEING COMPANY	C	5,245.	5,426.
CAMPBELL SOUP CO	C	3,198.	3,175.
CENTERPOINT ENERGY	C	3,741.	3,446.
CINCINNATI FINL CORP	C	3,918.	4,033.
CINTAS CORP	C	5,403.	5,235.
CITIGROUP	C	8,685.	9,376.
CLOROX COMPANY	C	3,955.	3,954.
COMCAST	C	4,569.	4,932.
COMERICA	C	6,341.	6,371.
CORNING INC	C	6,357.	6,436.
DIAMOND OFFSHORE DRILLING	C	8,823.	9,378.
DISCOVER FINANCIAL SERVICES	C	4,189.	3,894.
DR PEPPER SNAPPLE GROUP	C	3,973.	4,639.
FOREST LABS INC	C	4,014.	4,344.
MURPHY OIL CORPORATION	C	4,294.	4,228.
OPPENHEIMER DEVELOPING	C	91,660.	106,686.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
ORACLE SYSTEMS	C	8,559.	9,796.
PHILLIPS 66	C	4,256.	8,443.
PPG INDUSTRIES INC	C	3,991.	5,143.
PROLOGIS INC	C	5,816.	6,094.
REGIONS FINANCIAL CORP	C	5,543.	5,946.
REPUBLIC SVCS INC	C	5,348.	5,661.
SCRIPPS NETWORKS INTERACT	C	5,565.	5,502.
TEXTRON INC	C	3,418.	3,347.
THE HOME DEPOT INC	C	3,887.	4,515.
TIME WARNER CABLE	C	3,223.	3,888.
TORCHMARK CORP	C	3,885.	4,289.
TRAVELERS COMPANIES	C	5,504.	6,033.
WYNDHAM WORLDWIDE CORP	C	3,776.	3,831.
ZIMMER HLDGS INC	C	5,398.	5,933.
TOTALS		1,665,937.	1,846,957.

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

=====

DESCRIPTION

AMOUNT

MUTUAL FD & CTF POSTING DIFFERENCES
ROUNDING

1,232.
10.

TOTAL

1,242.

=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 1,530.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

1,530.00

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 5,752.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

5,752.00

=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

GRANTHAM CHARITABLE TRUST

Employer identification number

56-6180731

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,994.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	1,530.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	3,524.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					1,140.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	71,029.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	5,752.
9 Capital gain distributions	9	17.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	77,938.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		3,524.
14	Net long-term gain or (loss):			
a	Total for year	14a		77,938.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		17.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		81,462.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation		16
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

GRANTHAM CHARITABLE TRUST

Employer identification number

56-6180731

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 62. CANADIAN NATL RY CO CO	VAR	01/06/2012	4,747.00	4,210.00	537.00
106. HARLEY DAVIDSON INC C	VAR	01/06/2012	4,198.00	3,789.00	409.00
26. J P MORGAN CHASE & CO	05/05/2011	01/06/2012	918.00	1,176.00	-258.00
14. SPDR TR UNIT SER 1	VAR	01/06/2012	1,789.00	1,662.00	127.00
9. TELEFONICA DE ESPANA SA ADR	08/16/2011	01/06/2012	149.00	187.00	-38.00
400.371 VANGUARD INFLATION PROTECTION SECURITIES FD#11	05/11/2011	01/06/2012	4,544.00	4,320.00	224.00
330.823 ARTIO CL I INTL EQ	08/16/2011	01/10/2012	7,672.00	9,005.00	-1,333.00
15. DONNELLEY R R & SONS C	08/16/2011	02/02/2012	171.00	220.00	-49.00
19. ERICSSON L M TEL SP AD	08/16/2011	02/02/2012	173.00	210.00	-37.00
12. AETNA, INC COM	12/07/2011	02/10/2012	545.00	498.00	47.00
17. HOLLYFRONTIER CORPORAT	11/10/2011	02/10/2012	576.00	514.00	62.00
23. KROGER CO COM	VAR	02/10/2012	539.00	525.00	14.00
26. SUNTRUST BANKS	04/05/2011	02/10/2012	578.00	761.00	-183.00
12. VIACOM INC. CL B	12/07/2011	02/10/2012	590.00	526.00	64.00
114. COVENTRY HEALTH CARE	VAR	03/05/2012	3,710.00	3,926.00	-216.00
85. J P MORGAN CHASE & CO	05/05/2011	03/05/2012	3,428.00	3,843.00	-415.00
123. KBR INC	VAR	03/05/2012	4,547.00	3,765.00	782.00
54. NORFOLK SOUTHN CORP. C	10/06/2011	03/05/2012	3,656.00	3,514.00	142.00
44. PARKER HANNIFIN CORP C	11/10/2011	03/05/2012	3,871.00	3,620.00	251.00
199. BEST BUY INC COM	VAR	04/04/2012	4,572.00	5,728.00	-1,156.00
16. CAPITAL ONE FINANCIAL COMMON STOCK	08/16/2011	04/04/2012	885.00	715.00	170.00
7. HUMANA INC COMMON	08/16/2011	04/04/2012	635.00	514.00	121.00
68. PNC BANK CORPORATION	11/10/2011	04/04/2012	4,359.00	3,583.00	776.00
283. SUNTRUST BANKS	VAR	04/04/2012	6,819.00	6,682.00	137.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

GRANTHAM CHARITABLE TRUST

Employer identification number

56-6180731

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 59. SEAGATE TECHNOLOGY	01/06/2012	04/04/2012	1,614.00	1,084.00	530.00
271. ACTIVISION BLIZZARD I	01/06/2012	05/09/2012	3,319.00	3,335.00	-16.00
261. NVIDIA CORP COM	12/07/2011	05/09/2012	3,229.00	3,954.00	-725.00
15. WESTERN UN CO COM	08/16/2011	05/09/2012	258.00	253.00	5.00
94. HELMERICH & PAYNE INC	VAR	06/06/2012	4,436.00	5,144.00	-708.00
15. INTERNATIONAL PAPER CO	08/16/2011	06/06/2012	430.00	389.00	41.00
19. GAP STORES COMMON	11/10/2011	06/22/2012	515.00	375.00	140.00
28. MORGAN STANLY DN WTTR NEW	12/07/2011	06/22/2012	391.00	478.00	-87.00
62. SPDR TR UNIT SER 1	VAR	06/22/2012	8,235.00	8,496.00	-261.00
177. FORD MTR CO DEL COM P	VAR	07/06/2012	1,663.00	1,962.00	-299.00
351. MORGAN STANLY DN WTTR NEW	12/07/2011	07/06/2012	4,977.00	5,992.00	-1,015.00
14. SYMANTEC CORP	08/16/2011	07/06/2012	197.00	234.00	-37.00
6. ACCENTURE PLC	08/16/2011	07/06/2012	353.00	329.00	24.00
52. AIRGAS INC COM	09/06/2011	08/09/2012	4,326.00	3,194.00	1,132.00
49. CUMMINS INC. COM	06/06/2012	08/09/2012	4,959.00	4,662.00	297.00
288. DENBURY RESOURCES, IN	VAR	08/09/2012	4,503.00	4,951.00	-448.00
70. BUNGE LIMITED	04/04/2012	08/09/2012	4,540.00	4,771.00	-231.00
136. SEAGATE TECHNOLOGY	01/06/2012	08/10/2012	4,470.00	2,498.00	1,972.00
15. LORILLARD INC	12/07/2011	09/06/2012	1,864.00	1,644.00	220.00
239. NEWS CORP CL A	06/06/2012	09/06/2012	5,819.00	4,566.00	1,253.00
250. STAPLES INC	11/10/2011	09/06/2012	2,855.00	3,671.00	-816.00
100. AGILENT TECHNOLOGIES	07/06/2012	10/09/2012	3,829.00	3,803.00	26.00
108. AVNET, INC.	VAR	10/09/2012	3,073.00	3,856.00	-783.00
55. VIACOM INC. CL B	12/07/2011	10/09/2012	3,090.00	2,411.00	679.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2012

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Employer identification number

GRANTHAM CHARITABLE TRUST

56-6180731

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 24. CAPITAL ONE FINANCIAL COMMON STOCK	10/06/2010	01/06/2012	1,084.00	969.00	115.00
14. CHEVRONTEXACO CORP COM	11/14/2008	01/06/2012	1,516.00	1,023.00	493.00
18. CONOCOPHILLIPS	01/05/2010	01/06/2012	1,307.00	947.00	360.00
20. EXXON MOBIL CORP COM	08/06/2004	01/06/2012	1,704.00	908.00	796.00
10. HUMANA INC COMMON	01/04/2011	01/06/2012	924.00	552.00	372.00
7. INTERNATIONAL BUSINESS	08/06/2004	01/06/2012	1,277.00	590.00	687.00
17. JOHNSON & JOHNSON	04/25/2003	01/06/2012	1,100.00	956.00	144.00
41. MICROSOFT CORP COMMON	04/25/2003	01/06/2012	1,151.00	1,038.00	113.00
11. PHILIP MORRIS INTERNAT	11/03/2010	01/06/2012	847.00	647.00	200.00
204. SPDR TR UNIT SER 1	VAR	01/06/2012	26,067.00	17,554.00	8,513.00
157. TELEFONICA DE ESPANA ADR	01/04/2011	01/06/2012	2,596.00	3,583.00	-987.00
31. US BANCORP DEL NEW COM	04/05/2010	01/06/2012	858.00	819.00	39.00
18. UNITEDHEALTH GROUP INC	10/06/2010	01/06/2012	951.00	617.00	334.00
3691.764 VANGUARD INFLATIO PROTECTION SECURITIES FD#11	06/27/2006	01/06/2012	41,902.00	34,260.00	7,642.00
84. VERIZON COMMUNICATIONS	08/06/2004	01/06/2012	3,214.00	2,918.00	296.00
6467.151 ARTIO CL I INTL E FD#1523	VAR	01/10/2012	149,973.00	129,267.00	20,706.00
815.7 MAINSTAY HIGH YIELD I FD#1562	06/30/2008	01/17/2012	4,780.00	4,764.00	16.00
4781.285 GOLDMAN SACHS ABS TRACKER CL I FD#3279	06/17/2010	01/20/2012	43,175.00	42,888.00	287.00
33. CAPITAL ONE FINANCIAL COMMON STOCK	VAR	02/02/2012	1,551.00	1,289.00	262.00
242. DONNELLEY R R & SONS	09/02/2009	02/02/2012	2,760.00	4,209.00	-1,449.00
320. ERICSSON L M TEL SP A	12/03/2010	02/02/2012	2,915.00	3,497.00	-582.00
9. INTERNATIONAL BUSINESS	11/03/2005	02/02/2012	1,727.00	741.00	986.00
24. JOHNSON & JOHNSON	04/25/2003	02/02/2012	1,573.00	1,350.00	223.00
15. AMERISOURCEBERGEN CORP	05/04/2006	02/10/2012	578.00	318.00	260.00
6. CATERPILLAR INC COMMON	08/04/2009	02/10/2012	669.00	285.00	384.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15. EASTMAN CHEMICAL CO CO	10/05/2009	02/10/2012	807.00	388.00	419.00
33. GENERAL ELEC CO	08/06/2004	02/10/2012	620.00	1,047.00	-427.00
20. INTEL CORP COMMON	05/04/2010	02/10/2012	532.00	454.00	78.00
21. INTERNATIONAL PAPER CO	04/05/2010	02/10/2012	653.00	534.00	119.00
17. LIMITED INC COM	07/02/2008	02/10/2012	763.00	290.00	473.00
10. MCKESSON HBOC INC COM	02/03/2009	02/10/2012	813.00	451.00	362.00
35. NRG ENERGY INC	09/02/2010	02/10/2012	595.00	756.00	-161.00
10. PROCTER & GAMBLE COMMO	11/14/2008	02/10/2012	638.00	649.00	-11.00
14. TE CONNECTIVITY LIMITE	07/02/2009	02/10/2012	491.00	253.00	238.00
58. CAPITAL ONE FINANCIAL COMMON STOCK	12/03/2009	03/05/2012	2,859.00	2,149.00	710.00
37. LIMITED INC COM	08/05/2008	03/05/2012	1,694.00	615.00	1,079.00
160. CAPITAL ONE FINANCIAL COMMON STOCK	VAR	04/04/2012	8,854.00	5,693.00	3,161.00
93. HUMANA INC COMMON	09/02/2010	04/04/2012	8,440.00	4,610.00	3,830.00
18. HUMANA INC COMMON	01/04/2011	04/04/2012	1,634.00	994.00	640.00
44. LIMITED INC COM	08/05/2008	05/09/2012	2,130.00	731.00	1,399.00
112. NRG ENERGY INC	09/02/2010	05/09/2012	1,714.00	2,420.00	-706.00
.5 PHILLIPS 66	01/05/2010	05/09/2012	15.00	13.00	2.00
26. PROCTER & GAMBLE COMMO	VAR	05/09/2012	1,667.00	1,672.00	-5.00
260. WESTERN UN CO COM	11/03/2010	05/09/2012	4,479.00	4,570.00	-91.00
66. INTERNATIONAL PAPER CO	03/15/2011	06/06/2012	1,892.00	1,713.00	179.00
156. INTERNATIONAL PAPER C	04/05/2010	06/06/2012	4,471.00	3,963.00	508.00
20. LORILLARD INC	VAR	06/06/2012	2,423.00	1,393.00	1,030.00
2. AUTOZONE INC COM	01/04/2008	06/22/2012	762.00	222.00	540.00
18. GEO A HORMEL & CO.	06/04/2010	06/22/2012	524.00	367.00	157.00
80. KEYCORP OHIO COM NEW	02/02/2011	06/22/2012	598.00	751.00	-153.00

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6a 922.428 MAINSTAY HIGH YIELD BD I FD#1562	05/03/2011	06/22/2012	5,470.00	5,544.00	-74.00
11. MERCK & CO INC NEW COM	VAR	06/22/2012	438.00	461.00	-23.00
6. OCCIDENTAL PETE CORP CO	02/02/2011	06/22/2012	474.00	593.00	-119.00
634.597 PIMCO EMERGING LOC - IS FD#332	VAR	06/22/2012	6,530.00	6,737.00	-207.00
8. UNITED TECHNOLOGIES COR	08/06/2004	06/22/2012	600.00	361.00	239.00
6690.238 INVESTMENT GRADE	05/13/2011	06/22/2012	8,000.00	7,851.00	149.00
9. ACCENTURE PLC	04/05/2011	06/22/2012	516.00	498.00	18.00
349. FORD MTR CO DEL COM P	06/02/2009	07/06/2012	3,278.00	2,205.00	1,073.00
240. SYMANTEC CORP	01/04/2011	07/06/2012	3,380.00	4,128.00	-748.00
51. ACCENTURE PLC	VAR	07/06/2012	2,998.00	1,565.00	1,433.00
23. ACCENTURE PLC	04/05/2011	07/06/2012	1,352.00	1,272.00	80.00
46. CONOCOPHILLIPS	01/05/2010	08/09/2012	2,624.00	1,840.00	784.00
22. CONOCOPHILLIPS	06/03/2011	08/09/2012	1,255.00	1,211.00	44.00
14. LORILLARD INC	08/08/2011	08/09/2012	1,726.00	1,419.00	307.00
4. LORILLARD INC	04/03/2009	08/09/2012	493.00	250.00	243.00
54. TE CONNECTIVITY LIMITE	07/02/2009	08/09/2012	1,883.00	976.00	907.00
69. CATERPILLAR INC COMMON	08/04/2009	09/06/2012	5,757.00	3,280.00	2,477.00
4. CATERPILLAR INC COMMON	08/16/2011	09/06/2012	334.00	358.00	-24.00
175. DELL INC	VAR	09/06/2012	1,844.00	4,154.00	-2,310.00
5. LORILLARD INC	08/16/2011	09/06/2012	621.00	524.00	97.00
21. LORILLARD INC	04/03/2009	09/06/2012	2,609.00	1,310.00	1,299.00
54. NATIONAL-OILWELL INC C	03/03/2011	09/06/2012	4,297.00	4,380.00	-83.00
89. COVIDIEN PLC	VAR	09/06/2012	5,047.00	3,983.00	1,064.00
61. BED BATH & BEYOND INC	10/06/2011	10/09/2012	3,785.00	3,484.00	301.00
46. EASTMAN CHEMICAL CO CO	VAR	10/09/2012	2,596.00	1,186.00	1,410.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

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6a 16. EASTMAN CHEMICAL CO CO	08/16/2011	10/09/2012	903.00	681.00	222.00
45. JOHNSON & JOHNSON	VAR	10/09/2012	3,067.00	2,401.00	666.00
13. JOHNSON & JOHNSON	08/16/2011	10/09/2012	886.00	833.00	53.00
5. UNITED TECHNOLOGIES COR	08/16/2011	10/09/2012	387.00	366.00	21.00
27. UNITED TECHNOLOGIES CO	08/06/2004	10/09/2012	2,090.00	1,218.00	872.00
65. DELL INC	07/02/2008	11/06/2012	612.00	1,498.00	-886.00
112. DELL INC	03/03/2011	11/06/2012	1,054.00	1,759.00	-705.00
190. HEWLETT PACKARD CO. C	08/06/2004	11/06/2012	2,703.00	3,837.00	-1,134.00
16. HEWLETT PACKARD CO. CO	08/16/2011	11/06/2012	228.00	521.00	-293.00
6. INTERNATIONAL BUSINESS	08/16/2011	11/06/2012	1,175.00	1,025.00	150.00
5. INTERNATIONAL BUSINESS	11/03/2005	11/06/2012	979.00	412.00	567.00
28. MICROSOFT CORP COMMON	08/16/2011	11/06/2012	829.00	717.00	112.00
41. MICROSOFT CORP COMMON	04/25/2003	11/06/2012	1,214.00	1,038.00	176.00
121. XILINX INC COM	VAR	11/06/2012	4,084.00	2,772.00	1,312.00
7. XILINX INC COM	08/16/2011	11/06/2012	236.00	214.00	22.00
104. EASTMAN CHEMICAL CO C	08/04/2009	12/06/2012	6,285.00	2,671.00	3,614.00
53. GAP STORES COMMON	11/10/2011	12/06/2012	1,683.00	1,046.00	637.00
44. GEO A HORMEL & CO.	06/04/2010	12/06/2012	1,359.00	896.00	463.00
10. GEO A HORMEL & CO.	08/16/2011	12/06/2012	309.00	281.00	28.00
8. INTERNATIONAL BUSINESS	11/03/2005	12/06/2012	1,514.00	658.00	856.00
61. US BANCORP DEL NEW COM	04/05/2010	12/06/2012	1,935.00	1,611.00	324.00
37. UNITED TECHNOLOGIES CO	08/06/2004	12/06/2012	2,971.00	1,670.00	1,301.00
7. TE CONNECTIVITY LIMITED	08/16/2011	12/06/2012	247.00	218.00	29.00
41. TE CONNECTIVITY LIMITE	07/02/2009	12/06/2012	1,446.00	741.00	705.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 71,029.00