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**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.

For calendar year 2012 or tax year beginning _____, and ending _____

Name of foundation GRAY MATTERS CHARITABLE FOUNDATION, INC.		A Employer identification number 58-2147850
Number and street (or P O box number if mail is not delivered to street address) 2200 CENTURY PARKWAY	Room/suite 100	B Telephone number 678-365-4708
City or town, state, and ZIP code ATLANTA, GA 30345		C If exemption application is pending, check here <input type="checkbox"/>
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 19,458,332. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I: Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,914,044.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	208.	208.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications			5,000.	
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	6,152.	0.		STATEMENT 2	
12 Total. Add lines 1 through 11	1,920,404.	208.	5,000.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,250.	2,050.		8,200.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	1,023.	205.		818.
	16a Legal fees				
	b Accounting fees STMT 3	4,500.	900.		3,600.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,036.	207.		829.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	144.	29.		115.
	22 Printing and publications				
23 Other expenses STMT 5	9,256.	9,074.		182.	
24 Total operating and administrative expenses. Add lines 13 through 23	26,209.	12,465.		13,744.	
25 Contributions, gifts, grants paid	112,800.			112,800.	
26 Total expenses and disbursements. Add lines 24 and 25	139,009.	12,465.		126,544.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,781,395.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			5,000.		

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Part II: Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	46,257.	3,652.	3,652.	
	2 Savings and temporary cash investments	2,131,400.	1,713,715.	1,713,715.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
11 Investments - land, buildings, and equipment, basis ▶					
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 6	41,965.	2,306,009.	17,740,965.		
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers)	2,219,622.	4,023,376.	19,458,332.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ STATEMENT 7)	53,093.	75,452.			
23 Total liabilities (add lines 17 through 22)	53,093.	75,452.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	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	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	2,166,529.	3,947,924.			
30 Total net assets or fund balances	2,166,529.	3,947,924.			
31 Total liabilities and net assets/fund balances	2,219,622.	4,023,376.			

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	2,166,529.
2 Enter amount from Part I, line 27a	2	1,781,395.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	3,947,924.
5 Decreases not included in line 2 (itemize) ▶ _____	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,947,924.

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				
b	NONE			
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2		
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3		

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	289,483.	2,249,423.	.128692
2010	649,075.	2,809,139.	.231058
2009	441,490.	3,170,068.	.139268
2008	878,321.	4,678,714.	.187727
2007	1,156,068.	6,141,056.	.188252

2	Total of line 1, column (d)	2	.874997
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	.174999
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,861,289.
5	Multiply line 4 by line 3	5	325,724.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	325,724.
8	Enter qualifying distributions from Part XII, line 4	8	2,390,588.

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

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

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

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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.
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.
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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
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.
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?
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.
8a Enter the states to which the foundation reports or with which it is registered (see instructions) GA
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
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
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

N/A

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of CALVIN CLARK Telephone no. 678-365-4708 Located at 2200 CENTURY PARKWAY, STE 100, ATLANTA, GA ZIP+4 30345
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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
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.)
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?
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?
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?

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

5b	X	
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		12,309.	1,023.	0.

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

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

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

Part VIII

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

1	Expenses
N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

1	Amount
MEMBERSHIP INTEREST IN GRAY GHOST MICROFINANCE FUND, LLC	
	1,914,044.
2 LOAN RECEIVABLE TO IMPACTASSETS, INC. A 501(C)(3) PUBLIC CHARITY	
	350,000.
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	2,264,044.

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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	0.
b	Average of monthly cash balances	1b	1,889,634.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,889,634.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,889,634.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,345.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,861,289.
6	Minimum investment return. Enter 5% of line 5	6	93,064.

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	93,064.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
2b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	93,064.
4	Recoveries of amounts treated as qualifying distributions	4	5,000.
5	Add lines 3 and 4	5	98,064.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	98,064.

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	126,544.
b	Program-related investments - total from Part IX-B	1b	2,264,044.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,390,588.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,390,588.

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				98,064.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	872,148.			
b From 2008	646,668.			
c From 2009	282,987.			
d From 2010	508,618.			
e From 2011	176,012.			
f Total of lines 3a through e	2,486,433.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,390,588.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				98,064.
e Remaining amount distributed out of corpus	2,292,524.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	4,778,957.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	872,148.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,906,809.			
10 Analysis of line 9:				
a Excess from 2008	646,668.			
b Excess from 2009	282,987.			
c Excess from 2010	508,618.			
d Excess from 2011	176,012.			
e Excess from 2012	2,292,524.			

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- ROBERT A. PATTILLO**
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
N/A
- b The form in which applications should be submitted and information and materials they should include:
N/A
- c Any submission deadlines:
N/A
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT A	NONE	501(C)(3)	SEE STATEMENT A	112,800.
Total				▶ 3a 112,800.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

GRAY MATTERS CHARITABLE FOUNDATION, INC.

58-2147850

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization GRAY MATTERS CHARITABLE FOUNDATION, INC.	Employer identification number 58-2147850
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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	ROBERT PATTILLO THROUGH WWV HOLDINGS, LLC 2220 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	\$ 1,894,904.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ROBERT PATTILLO THROUGH PATTILLO-MARKAZ INDUSTRIAL PARTNERS, LLC 2220 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	\$ 19,140.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization GRAY MATTERS CHARITABLE FOUNDATION, INC.	Employer identification number 58-2147850
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Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MEMBERSHIP INTEREST IN GRAY GHOST MICROFINANCE FUND, LLC	\$ 1,894,904.	12/31/12
2	MEMBERSHIP INTEREST IN GRAY GHOST MICROFINANCE FD, LLC	\$ 19,140.	12/31/12
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

GRAY MATTERS CHARITABLE FOUNDATION, INC.

58-2147850

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BNY MELLON	208.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	208.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VOIDED GRANT CHECK	5,000.	0.	
FEDERAL REFUND	1,152.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,152.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND PLANNING FEES	4,500.	900.		3,600.
TO FORM 990-PF, PG 1, LN 16B	4,500.	900.		3,600.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	1,036.	207.		829.
TO FORM 990-PF, PG 1, LN 18	1,036.	207.		829.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	178.	36.		142.
INVESTMENT FEES	9,028.	9,028.		0.
LICENSES & PERMITS	50.	10.		40.
TOTAL TO FORM 990-PF, PG 1, LN 23	9,256.	9,074.		182.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRI: N/R - LAND OF A THOUSAND HILLS COFFEE	COST	41,965.	41,965.
PRI: N/R - IMPACTASSETS, INC.	COST	350,000.	350,000.
PRI: MEMBERSHIP INTEREST IN GRAY GHOST MICROFINANCE FUND, LLC	COST	1,914,044.	17,349,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,306,009.	17,740,965.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 7
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DUE TO M&O	53,093.	65,402.	
DUE TO GMC	0.	10,050.	
TOTAL TO FORM 990-PF, PART II, LINE 22	53,093.	75,452.	

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. PATTILLO 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ROBERT CARVALHO 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	DIRECTOR 0.00	0.	0.	0.
GERHARD PRIES 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	DIRECTOR/CHAIRMAN 0.00	0.	0.	0.
JOHN SECKMAN 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	DIRECTOR 0.00	0.	0.	0.
EUGENIA TOPPLE 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	TREASURER 0.00	0.	0.	0.
CALVIN CLARK 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	VICE PRESIDENT 0.00	0.	0.	0.
TOM SCHULER 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	PRESIDENT 4.00	12,309.	1,023.	0.
CLAY REESE 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	SECRETARY 0.00	0.	0.	0.
ERIKA NORWOOD 2200 CENTURY PARKWAY, SUITE 100 ATLANTA, GA 30345	TREASURER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		12,309.	1,023.	0.

GRAY MATTERS CHARITABLE FOUNDATION
E I N 58-2147850

STATEMENT REQUIRED BY REG 53 4945-5(d)

EXPENDITURE RESPONSIBILITY GRANT AGREEMENT
("Agreement")

Date: May 29, 2012

To: Sonia Manchanda
DREAM:IN Social Networks Private Limited

From: Erika Norwood
Gray Matters Charitable Foundation, Inc.

Re.: General operating support for the DREAM:IN 2012

I am writing to confirm the details of the funding agreement between Gray Matters Charitable Foundation, Inc. and DREAM:IN Social Networks Private Limited ("Grantee") with regard to the proposal for funds to support the DREAM:IN 2012 to allow 404 volunteers to journey across South and West India in order to capture close to 10,000 youth enterprise dreams (attached to and incorporated into this Agreement). They are as follows:

1. Gray Matters Charitable Foundation, Inc. ("Foundation") is a private foundation based in Atlanta, Georgia, U.S.A., having as one of its charitable purposes to improve educational opportunities for low-income communities.
2. Grantee represents and warrants to the Foundation that it is registered in India, and that Grantee's mission is to begin to transform youth that make up about 60% of the 1.3 billion Indians, from being merely prospective consumers of income and employment...to become creators of wealth and employment by nurturing their spirit for entrepreneurship, thereby effecting significant socio-economic impact.
3. The Grant Proposal describes the charitable activity for which the Grant contemplated by this Agreement is to be exclusively dedicated ("Charitable Project"). The Charitable Project strives to create a super incubator and visual space that converges Youth, Dreams, Enterprise, Information Technology, Telecommunication, media, Voice and Video on a scale never seen before...a space that becomes a Live Young Entrepreneurs Institute and helps create Young Entrepreneurs role models.
4. The Foundation has approved a grant to the Grantee in the amount of \$50,000.00 US, in support of the Charitable Project described in the Grant Proposal (the "Grant"). The full amount of the Grant will be distributed in a single up-front payment and will be deployed for the purpose of underwriting all expenses outlined in the Grant Proposal. The Grant is being provided to the Grantee on the terms and conditions set forth in this Agreement.

GRAY MATTERS CHARITABLE FOUNDATION
E I N 58-2147850

STATEMENT REQUIRED BY REG 53 4945-5(d)

5. Grantee agrees to submit the following reports to the Foundation:
 - a. Semi-annual progress report

The report will contain two parts outlining what was accomplished by the expenditure of the Grant funds.

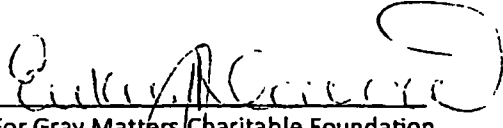
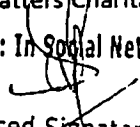
 - i. The Narrative Account will describe the progress made toward achieving the goals of the Grant and an assurance that the activities under the Grant have been conducted in conformity with the terms of this Agreement. Report should include data on the fund's outreach process and the program applicants.
 - ii. The Financial Account should provide a financial statement reporting, in US dollars, all expenditures of Foundation Grant funds and any income earned on those funds, together with a description of how expended funds were applied to the Charitable Project. The financial statement should include only Foundation funds received and expended under the Grant during the period covered by the report. It is assumed that the financial statement will be prepared from books and records maintained on a fund-accounting (accrual) basis. Only expenditures made in support of the Grant purposes should be charged against the Grant and records should be maintained of such expenditures adequate to enable the use of such funds to be checked readily.
Reporting formats for both Narrative and Financial accounts will be agreed on by the Foundation and DREAM-IN Social Networks Private Limited.
 - b. Final Report

This report is to be delivered to the Foundation at the close of each calendar year during which the Grantee receives and spends funds from the Foundation, and upon the completion or termination of the Charitable Project. Each report is to be signed by an officer of the Grantee and will include the same items as the Semi-Annual Reports, and also provide an overview of accomplishments, lessons learned and an analysis on the impact the project has had on the development of the charitable objectives described in the Grant Proposal. Each report will be due within three (3) months following the close of calendar year for which the report is applicable.
6. Grantee agrees to maintain all Grant funds in a separate fund dedicated to the charitable purposes described in this Agreement. The separate fund may be either (i) a physically separate bank account restricted to the charitable purposes described in the Grant Proposal, or (ii) a separate bookkeeping account (limited to the charitable purposes described in the Grant Proposal) maintained as part of the Grantee's financial records. The Grantee is encouraged, whenever feasible, to deposit Grant funds in an interest-bearing account.

GRAY MATTERS CHARITABLE FOUNDATION
E I N 58-2147850

STATEMENT REQUIRED BY REG 53 4945-5(d)

7. Grantee agrees to use these funds exclusively for paying the costs of the charitable activity described in the Grant Proposal. Under no circumstances will any of the Grant funds be used (a) in an attempt to carry on propaganda or influence legislation in any country, (b) in an attempt to influence the outcome of any election or carry on any voter registration drive in any country, (c) to make a grant to another organization or to any individual, , or (d) for any purpose not set forth in the Grant Proposal, or for purposes other than those specified in Section 170(c)(2)(B) of the United States Internal Revenue Code.
8. Grantee agrees to provide the Foundation with documentation of all expenditures related to the Grant including quarterly financial reports, maintaining records of all Grant funds received and expended, and making those records available to the Foundation at reasonable times.
9. Grantee agrees to return to the Foundation any unused portion of the Grant funds, together with any interest earned thereon, when all expenses relating to the charitable purposes of the Grant have been paid. Grantee agrees to use the Grant funds only for the charitable purposes specified within this Agreement. No modification in the use of the Grant funds may be made without prior written agreement from the Foundation. Any Grant funds not expended for the purposes agreed to by the Foundation shall be returned to the Foundation. The Foundation reserves the right, in its sole discretion, to discontinue funding of the Grant if it is not satisfied with the progress of the Charitable Project or it determines that continued funding would violate the Foundation's status a private foundation under the applicable provisions of the United States Internal Revenue Code.
10. This Agreement shall be governed by the laws of the State of Georgia, United States of America, and the parties submit to the jurisdiction of the courts of Dekalb County, Georgia with respect to any dispute arising from this Agreement.

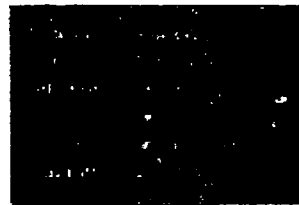

For Gray Matters Charitable Foundation
For Dream : In Social Networks Pvt. Ltd.

Authorised Signatory / Director
For DREAM:IN Social Networks Private Limited

5/30/2012
Date

30.05.2012
Date

GRAY MATTERS CHARITABLE FOUNDATION
E I N 58-2147850

STATEMENT REQUIRED BY REG 53 4945-5(d)



EXPENDITURE RESPONSIBILITY GRANT AGREEMENT
("Agreement")

Date: November 20th, 2012

To: Parth Shah
Centre for Civil Society

From: Enka Norwood
Gray Matters Charitable Foundation, Inc.

Re.: *Grant for National Independent School Alliance (NISA)*

I am writing to confirm the details of the funding agreement between the Gray Matters Charitable Foundation, Inc. and the Centre for Civil Society ("Grantee") with regard to the proposal for the National Independent School Alliance (NISA) ("Conference") submitted in November 2012 ("Proposal"). They are as follows:

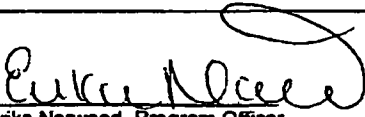
1. Gray Matters Charitable Foundation, Inc. ("Foundation") is a private foundation based in Atlanta, Georgia, U.S.A., having as one of its charitable purposes to improve educational opportunities for low-income communities.
2. Grantee represents and warrants to the Foundation that it is a Public Charitable Trust registered in India, with relevant foreign contribution clearances, and that one of the Grantee's missions is to play a role in supporting the outreach to independent schools across India.
3. The Proposal describes the activity for which the Grant contemplated by this Agreement is to be dedicated ("Project"). The Project will be to support the programmatic activities and initiatives of NISA.
4. The Foundation has approved an "un-matched" grant to the Grantee in the amount of \$10,000, in support of the Project described in the Proposal (the "Grant"). Additionally, the Foundation has approved a "matching" grant not to exceed \$15,000. The full amount of the "un-matched" Grant will be distributed in a single up-front payment and will be deployed for the purpose of underwriting all expenses outlined in the Grant Proposal. The amount of the "matching" grant will be distributed in monthly payments. The Grant is being provided to the Grantee on the terms and conditions set forth in this Agreement.
5. Grantee agrees:
 - a. To provide GMC Ratings team with a stall at the SCNC/NISA venue;
 - b. To provide entry for 3 GMC staff at both the SCNC and NISA events;
 - c. To provide a 5 minute time slot for GMC Ratings team to share a video on the Ratings product at NISA event.
 - d. To provide the Foundation, within reasonable time after the NISA Conference, a brief report and expense recap on the use of the Grant;
 - e. To provide the Foundation with a monthly report of matching grant donations;
5. Grantee agrees to maintain all Grant funds in a separate fund dedicated to the charitable purposes described in this Agreement. The separate fund may be either (i) a physically separate bank account restricted to the charitable purposes described in the Grant Proposal, or (ii) a separate bookkeeping account (limited to the charitable purposes described in the Proposal) maintained as part of the Grantee's financial records. The Grantee is encouraged, whenever feasible, to deposit Grant funds in an interest-bearing account.
6. Grantee agrees to use these funds exclusively for paying the costs of the charitable activity described in the Grant Proposal. Under no circumstances will any of the Grant funds be used (a) in an attempt to carry on propaganda in any country, (b) in an attempt to influence the outcome of any election or carry on any voter registration drive in any country, (c) to make a grant to another

GRAY MATTERS CHARITABLE FOUNDATION
E I N 58-2147850

STATEMENT REQUIRED BY REG 53 4945-5(d)

organization or to any individual, , or (d) for any purpose not set forth in the Grant Proposal, or for purposes other than those specified in Section 170(c)(2)(B) of the United States Internal Revenue Code.

7. Grantee agrees to provide the Foundation with documentation of all expenditures related to the Grant including financial reports, maintaining records of all Grant funds received and expended, and making those records available to the Foundation at reasonable times.
8. Grantee agrees to return to the Foundation any unused portion of the Grant funds, together with any interest earned thereon, when all expenses relating to the charitable purposes of the Grant have been paid. Grantee agrees to use the Grant funds only for the charitable purposes specified within this Agreement. No modification in the use of the Grant funds may be made without prior written agreement from the Foundation. Any Grant funds not expended for the purposes agreed to by the Foundation shall be returned to the Foundation. The Foundation reserves the right, in its sole discretion, to discontinue funding of the Grant if it is not satisfied with the progress of the Charitable Project or it determines that continued funding would violate the Foundation's status as a private foundation under the applicable provisions of the United States Internal Revenue Code.
9. This Agreement shall be governed by the laws of the State of Georgia, United States of America, and the parties submit to the jurisdiction of the courts of Dekalb County, Georgia with respect to any dispute arising from this Agreement.


Erika Norwood, Program Officer
For Gray Matters Charitable Foundation

11/28/12
Date


For Centre for Civil Society

28/11/2012
Date

STATEMENT A

58-2147850

STATEMENT A

GRAY MATTERS CHARITABLE FOUNDATION

Legal Name	Address	Purpose	Amount
American Cancer Society, Inc.	250 Williams Street NW, Atlanta GA 30303 USA	Saving lives by helping people stay well, get well, find cures, and fight back	90,000
American National Red Cross	2025 E St., Washington, DC 20006 USA	The American Red Cross prevents and alleviates human suffering in the face of emergencies by mobilizing the power of volunteers and the generosity of donors. Hurricane Sandy donation.	1,000,000
Association des Anciennes Eleves-Sainte Rose	Institution Sainte Rose de Lima, B.P. 1303 / 123 Avenue John Brown, Port-au-Prince, Haiti	Concerned about the excellence in all areas, Association des Anciennes Eleves-St. Rose seeks to provide the integral formation of girls through Christian education, and enable them to effectively take their place in the church, society and serve their country	5,000,000
Atlanta International School, Inc.	2890 N Fulton Dr Ne, Atlanta, GA 30305 USA	To meet the challenges and opportunities of our interdependent, fast-changing world as responsible citizens, young people require flexible intellectual competence, self-discipline, and a global outlook.	1,750,000
Atlanta International School, Inc.	2890 N Fulton Dr Ne, Atlanta, GA 30305 USA	To meet the challenges and opportunities of our interdependent, fast-changing world as responsible citizens, young people require flexible intellectual competence, self-discipline, and a global outlook.	100,000
CaringBridge	1715 Yankee Doodle Road, Suite 301, Eagan, MN 55121 1680 USA	The mission of CaringBridge is to amplify the love, hope and compassion in the world, making each health journey easier.	50,000
Centre for Civil Society	A-69, Hauz Khas, New Delhi 110016, India	Committed to increasing opportunity, prosperity, and quality of life for every Indian by reinvigorating civil society and readjusting political society. Support of NISA program	10,000,000
Circle of Friends Animal Society Inc.	PO Box 123, Greensboro, GA 30642 USA	Circle of Friends believes that animals deserve kindness and that being kind to animals brings forth our best human qualities and creates a more compassionate society.	250,000
City of Refuge, Inc.	1300 Joseph E. Boone Blvd., Atlanta, GA 30314 USA	Offers life saving resources and life building tools to individuals and families in Atlanta who are living in poverty. The goal is to provide the best possible opportunities for success to those who are willing to work hard to change their lives.	75,000
Dream House - Medically Fragile Children Inc.	PO Box 1562, Snellville, GA 30078 1562 USA	Dream House empowers families to care for medically fragile children at home and improve their quality of life, by providing them a more efficient and effective way to care for them.	250,000
Dream House - Medically Fragile Children Inc.	PO Box 1562, Snellville, GA 30078 1562 USA	Dream House empowers families to care for medically fragile children at home and improve their quality of life, by providing them a more efficient and effective way to care for them.	1,250,000

GRAY MATTERS CHARITABLE FOUNDATION

Legal Name	Address	Purpose	Amount
DREAM-In Social Networks Private Limited	Joseph Chemmanur Memorial Hall, 1st Stage, 1st Cross, Indra Nagar, Bengaluru - 560038	Volunteers to journey across South and West India in order to capture close to 10,000 youth enterprise dreams	50,000.00
Flower Mound Animal Services	2121 Cross Timbers Rd., Flower Mound, TX 75028 USA	Headquartered in Flower Mound's Animal Adoption Center, the Animal Services division provides . adoption opportunities, pet registrations, educational materials, and 24-hour response to animal-related calls.	125.00
Friends of Disabled Adults and Children Too, Inc.	4900 Lewis Rd, Stone Mountain, GA 30083 USA	FODAC has provided over 25,000 wheelchairs to people in 42 states and 65 countries. Our goal is to set new and higher standards in financial efficiency in using donors funds to help people in a very tangible way.	25.00
Forgotten Soldier Outreach Inc	3550 23 Avenue S., Suite 7, Lake Worth, FL 33461 3207 USA	The sole mission of Forgotten Soldiers Outreach is to support service members of the US military who are currently deployed in countries overseas, covering all world theaters and all branches of the military.	1,500.00
Georgia Animal Rescue and Defence Inc.	100 Dichoric Dragon Dr , Pembroke, GA 31321 USA	Georgia Animal Rescue and Defence, Inc. is a registered 501(c)3 non-profit animal charity and a licensed 509(a)2 no-kill animal shelter that is funded entirely by private contributions, and receives no government funding.	50.00
Good Shepherd Clinic of Dawson County Inc.	PO Box 201, Dawsonville, GA 30534 USA	The Good Shepherd Clinic of Dawson County is a non-profit center that will provide free non-emergent health and wellness services for individuals that live and or work in Dawson County without access to insurance.	100.00
Gwinnett Community Clinic Inc.	PO Box 487, Snellville, GA 30078 USA	GCC cares for thousands of residents in Gwinnett who would have otherwise gone untreated	250.00
Gwinnett Sexual Assault Center, Inc.	P.O. Box 1329, Duluth, GA 30096 USA	GSAC-CAC provides forensic medical care, psychological support and legal advocacy to persons of all ages victimized by crimes of sexual assault and child sexual abuse We also provide the community with educational and prevention programs	1,250.00
Juvenile Diabetes Research Foundation International (JDRF) Kairos Church of Atlanta	26 Broadway 14th Floor, New York, NY 10004 USA 645 Grant Street SE, Atlanta, GA 30312 USA	JDRF's mission is to find a cure for diabetes and its complications through the support of research. Encouraging one another daily to follow in the way of Jesus.	25.00 20,000.00
Kindred Spirit inc.	PO Box 250001, Atlanta, GA 30325 USA	Kindred Spirit's vision is to reach out to pregnant teens who need a safe place to live during their pregnancy, extending God's unconditional love and welcoming them into a healing home	500 00
MINDS-Mental Illness & Neuro Disorders	231 Pine Hill Circle, Waltham, MA 02451	The MINDS Foundation has a persistent commitment to educating and providing resources to patients and families suffering from mental illness and neurological disorders. Sustainable Pilot Research	7,000 00

STATEMENT A

58-2147850

STATEMENT A

GRAY MATTERS CHARITABLE FOUNDATION

Legal Name	Address	Purpose	Amount
PAWS Atlanta Incorporated	5287 Covington Hwy, Decatur, GA 30035 USA	THE MISSION OF PAWS ATLANTA IS TO PROMOTE RESPONSIBLE PET CARE, PREVENT PET OVERPOPULATION, AND ENHANCE THE PET-HUMAN BOND.	75.00
St. Martin's Episcopal School	3110 Ashford Dunwoody Rd Ne Ste A, Atlanta, GA 30319 USA	Dedicated to providing a quality education of the whole person in a loving, Christian atmosphere, which fosters lifelong learning.	1,000.00
St. Martin's Episcopal School	3110 Ashford Dunwoody Rd Ne Ste A, Atlanta, GA 30319 USA	Dedicated to providing a quality education of the whole person in a loving, Christian atmosphere, which fosters lifelong learning.	750.00
Steer Smart, Inc.	2835 Howell Mill Rd Nw, Atlanta, GA 30327 USA	An Educational Initiative to Reduce Teen Traffic Violations and Teen Deaths Due to CAR CRASHES.	100.00
Susan G. Komen Breast Cancer Foundation	5005 LBJ Freeway, Suite 250, Dallas, TX 75244 USA	To eradicate breast cancer as a life-threatening disease by advancing research, education, screening, and treatment.	35.00
The Leukemia & Lymphoma Society, Inc.	1311 Mamaroneck Avenue, Suite 310, White Plains, NY 10605 USA	Cure leukemia, lymphoma, Hodgkin's disease and myeloma, and improve the quality of life of patients and their families.	100.00
The Lovett School	4075 Paces Ferry Rd NW, Atlanta, GA 30327 3009 USA	The school is a community of active learners working in concert for the development of individual success and self-esteem.	100.00
Vital Opportunities in Creative Empowerment (VOICE), Inc	101 Keene Street, Providence Rhode Island 02906-1507 USA	Teaching girls in developing countries life skills and the power of gender equality, through activity-based communicative English programming	5,000.00
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- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions GRAY MATTERS CHARITABLE FOUNDATION, INC.	Employer identification number (EIN) or 58-2147850
	Number, street, and room or suite no. If a P.O. box, see instructions. 2200 CENTURY PARKWAY, NO. 100	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30345	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

CALVIN CLARK

- The books are in the care of **2200 CENTURY PARKWAY, STE 100 - ATLANTA, GA 30345**
 Telephone No. **678-365-4708** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

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

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

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature Title **VICE PRESIDENT** Date **11/14/2013**