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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation W.R. GRACE FOUNDATION, INC.		A Employer identification number 65-0630671
Number and street (or P.O. box number if mail is not delivered to street address) 7500 GRACE DRIVE	Room/suite	B Telephone number 410-531-4000
City or town, state, and ZIP code COLUMBIA, MD 21044		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 633,060. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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))		(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					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		130.	130.		STATEMENT 1
4 Dividends and interest from securities		9.	9.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		132,267.			
b Gross sales price for all assets on line 6a		132,933.			
7 Capital gain net income (from Part IV, line 2)			132,267.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		28.	28.	0.	STATEMENT 3
12 Total. Add lines 1 through 11		132,434.	132,434.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		3,476.	1,738.	0.	0.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		5,991.	416.	0.	5,575.
24 Total operating and administrative expenses. Add lines 13 through 23		9,467.	2,154.	0.	5,575.
25 Contributions, gifts, grants paid		723,465.			790,465.
26 Total expenses and disbursements. Add lines 24 and 25		732,932.	2,154.	0.	796,040.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<600,498.>			
b Net investment income (if negative, enter -0-)			130,280.		
c Adjusted net income (if negative, enter -0-)				0.	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,239,447.	474,785.	474,785.
	2 Savings and temporary cash investments	18,263.	151,095.	151,095.
	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	2,502.	2,502.	2,502.
	10a Investments - U.S. and state government obligations STMT 6	5,248.	4,583.	4,669.
	b Investments - corporate stock STMT 7	1.	0.	0.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ OTHER ASSETS)	11.	9.	9.	
16 Total assets (to be completed by all filers)	1,265,472.	632,974.	633,060.	
Liabilities	17 Accounts payable and accrued expenses	204,000.	172,000.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	204,000.	172,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <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	1,061,472.	460,974.	
	30 Total net assets or fund balances	1,061,472.	460,974.	
31 Total liabilities and net assets/fund balances	1,265,472.	632,974.		

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	1,061,472.
2 Enter amount from Part I, line 27a	2	<600,498.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	460,974.
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	460,974.

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 W.R. GRACE & CO - 2696 SHARES	D	03/31/98	06/12/12
b GNMA POOL 531143	P	04/24/00	12/31/12
c VR GNMA II POOL 008	P	10/15/03	12/31/12
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 132,283.		1.	132,282.
b 7.		7.	0.
c 643.		658.	<15.>
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			132,282.
b			0.
c			<15.>
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin: 0 10px;">}</div> </div>	2	132,267.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 </div> <div style="margin: 0 10px;">}</div> </div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	807,549.	1,130,324.	.714440
2010	688,812.	432,392.	1.593027
2009	749,033.	0.	.000000
2008	662,328.	0.	.000000
2007	895,861.	0.	.000000

2 Total of line 1, column (d)	2	2.307467
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	.461493
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	938,606.
5 Multiply line 4 by line 3	5	433,160.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,303.
7 Add lines 5 and 6	7	434,463.
8 Enter qualifying distributions from Part XII, line 4	8	796,040.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	1,303.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,303.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,303.
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	6a	2,502.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,502.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,199.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

STMT 8

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A		X	
14	The books are in care of ► WILLIAM DOCKMAN Telephone no ► 410-531-4000 Located at ► 7500 GRACE DRIVE, COLUMBIA, MD ZIP+4 ► 21044			
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 ►		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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <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) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

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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	73,193.
b	Average of monthly cash balances	1b	879,707.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	952,900.
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	952,900.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,294.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	938,606.
6	Minimum investment return. Enter 5% of line 5	6	46,930.

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	46,930.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,303.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,303.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,627.
4	Recoveries of amounts treated as qualifying distributions	4	35,000.
5	Add lines 3 and 4	5	80,627.
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	80,627.

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	796,040.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	796,040.
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	1,303.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	794,737.

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.

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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				80,627.
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	896,853.			
b From 2008	662,330.			
c From 2009	749,033.			
d From 2010	667,192.			
e From 2011	751,033.			
f Total of lines 3a through e	3,726,441.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	796,040.			
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				80,627.
e Remaining amount distributed out of corpus	715,413.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,441,854.			
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	896,853.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,545,001.			
10 Analysis of line 9				
a Excess from 2008	662,330.			
b Excess from 2009	749,033.			
c Excess from 2010	667,192.			
d Excess from 2011	751,033.			
e Excess from 2012	715,413.			

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

- 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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

c Any submission deadlines.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED	SEE ATTACHED	SEE ATTACHED	SEE ATTACHED	790,465.
Total			3a	790,465.
b Approved for future payment				
PARTNERS IN EXCELLENCE 320 CATHEDRAL STREET BALTIMORE, MD 21201	NONE	501(C)3	EDUCATIONAL GRANT	40,000.
COLUMBIA FOUNDATION 10630 LITTLE PATUXENT PARKWAY COLUMBIA, MD 21044	NONE	501(C)3	URBAN, MINORITY, AND CIVIC GRANT.	20,000.
FOUNDATION DU CENTRE HOSPITALIER REGIONAL DU SUROIT 387 VICTORIA VALLEYFIELD QUEBEC, CANADA	NONE	PUBLIC CHARITY	HEALTH, SCIENCE, AND HUMAN SERVICES GRANT.	12,000.
Total	SEE CONTINUATION SHEET(S)		3b	172,000.

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
HOWARD COUNTY GENERAL HOSPITAL 5755 CEDAR LANE COLUMBIA, MD 21044	NONE	501(C)3	HEALTH, SCIENCE, AND HUMAN SERVICES GRANT.	100,000.
Total from continuation sheets				100,000.

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

SOURCE	AMOUNT
INTEREST INCOME	130.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	130.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	9.	0.	9.
TOTAL TO FM 990-PF, PART I, LN 4	9.	0.	9.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION LAWSUIT INCOME	28.	28.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	28.	28.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,476.	1,738.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,476.	1,738.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT AND BANK FEES	416.	416.	0.	0.
SCHOLARSHIP AMERICA	5,575.	0.	0.	5,575.
TO FORM 990-PF, PG 1, LN 23	5,991.	416.	0.	5,575.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVT NATL MTG ASSN II POOL 2024	X		4,300.	4,366.
GOVT NATL MTG ASSN II POOL 2030	X		283.	303.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,583.	4,669.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,583.	4,669.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
W.R. GRACE & CO	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF	STATEMENT CONCERNING LIQUIDATION, TERMINATION, ETC. - PART VII-A, LINE 5	STATEMENT	8
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EXPLANATION

AFTER REVIEWING THE 2012 W.R.GRACE FOUNDATION FUNDED STATUS, IT WAS DETERMINED THAT THE BALANCE AVAILABLE WAS ADEQUATE TO FULFILL THE 2012 EXPENSES AND DISBURSEMENTS. THEREFORE, NO CONTRIBUTIONS WERE SOLICITED BY THE FOUNDATION IN 2012. WITH NO ADDITIONAL CONTRIBUTIONS BEING MADE TO THE FOUNDATION IN 2012, COMBINED WITH THE CURRENT YEAR EXPENSE AND GRANT OUTLAYS, A SUBSTANTIAL CONTRACTION RESULTED.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM CORCORAN 7500 GRACE DRIVE COLUMBIA, MD 21044	CHAIRMAN - PART-YEAR 1.00	0.	0.	0.
PAMELA WAGONER 7500 GRACE DRIVE COLUMBIA, MD 21044	DIRECTOR & CHAIRMAN - PART-YEAR 1.00	0.	0.	0.
WILLIAM DOCKMAN 7500 GRACE DRIVE COLUMBIA, MD 21044	VICE CHAIRMAN & TREASURER 1.00	0.	0.	0.
JOHN A. MCFARLAND 7500 GRACE DRIVE COLUMBIA, MD 21044	SECRETARY 1.00	0.	0.	0.
MARK A SHELNITZ 7500 GRACE DRIVE COLUMBIA, MD 21044	DIRECTOR, VICE CHAIRMAN & AST SECRETARY 1.00	0.	0.	0.
HUDSON LA FORCE, III 7500 GRACE DRIVE COLUMBIA, MD 21044	DIRECTOR & VICE CHAIRMAN 1.00	0.	0.	0.
MICHAEL JONES 7500 GRACE DRIVE COLUMBIA, MD 21044	EXECUTIVE DIRECTOR 1.00	0.	0.	0.
JANET DAVIS 7500 GRACE DRIVE COLUMBIA, MD 21044	DEPUTY EXECUTIVE DIRECTOR 1.00	0.	0.	0.
DIANNA MATTESON 7500 GRACE DRIVE COLUMBIA, MD 21044	DEPUTY EXECUTIVE DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PAMELA WAGONER, CHAIRMAN
7500 GRACE DRIVE
COLUMBIA, MD 21044

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

410-531-4000

N/A

FORM AND CONTENT OF APPLICATIONS

NO FORMS ARE REQUIRED. HOWEVER, EACH REQUEST SHOULD BE SUBMITTED WITH THE FOLLOWING INFORMATION:

1. THE NATURE AND BACKGROUND OF THE ORGANIZATION;
2. THE SUM BEING REQUESTED;
3. THE SPECIFIC PURPOSE OF THE GRANT REQUEST; AND
4. PHOTOCOPY OF THE CURRENT IRS TAX DETERMINATION LETTER.

SHOULD THE FOUNDATION EXPRESS FURTHER INTEREST IN THE ORGANIZATION, IT WOULD REQUIRE IN ADDITION TO THE ABOVE:

1. A CURRENT FINANCIAL STATEMENT; AND
2. A LIST OF CURRENT DONORS, PARTICULARLY COMPANIES, FOUNDATIONS AND GOVERNMENT AGENCIES, INDICATING THE AMOUNTS CONTRIBUTED ON AN ANNUAL BASIS.

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

W.R. GRACE FOUNDATION, INC
EIN 65-0630671
2012 FORM 990-PF, PART XV, GRANTS AND CONTRIBUTIONS PAID

DATE	NAME OF CHARITY	501(c)(3) or PF	ADDRESS	PURPOSE OF GRANT	PIENT RELATION	CONTRIBUTIONS
2/29/2012	Baltimore Museum Of Industry	501(c)(3)	1415 Key Highway Baltimore, MD 21230	Grants Cultural	none	2,600 00
3/2/2012	Chesapeake Bay Environmental Center	501(c)(3)	600 Discovery Lane, Grasonville, MD 21638	Grants Cultural	none	10,000 00
2/29/2012	Columbia Festival Of The Arts	501(c)(3)	5575 Sterrett Place, Suite 280 Columbia, MD 21044	Grants Cultural	none	10,000 00
9/14/2012	DeCordova Museum	501(c)(3)	51 Sandy Pond Road Lincoln, MA 01773-2600	Grants Cultural	none	2,500 00
3/2/2012	Maryland Science Center	501(c)(3)	601 Light Street, Baltimore, MD 21230	Grants Cultural	none	15,000 00
2/29/2012	Maryland Zoo	501(c)(3)	1876 Mansion House Dr Druid Hill Park	Grants Cultural	none	2,500 00
9/14/2012	Museum Of Science	501(c)(3)	1 Science Park Boston, MA 02114-4009	Grants Cultural	none	3,000 00
11/29/2012	National Aquarium In Baltimore	501(c)(3)	501 East Pratt Street, Baltimore, MD 21202	Grants Cultural	none	10,000 00
2/29/2012	American Chemical Society	501(c)(3)	2526 Stonebridge Dr Baton Rouge, LA 70810-6982	Grants Educational	none	1,000 00
9/14/2012	Byrne Elementary School	501(c)(3)	5329 South Oak Park Ave Chicago, IL 60638-1117	Grants Educational	none	4,000 00
11/29/2012	Cambridge School Volunteers	501(c)(3)	459 Broadway Cambridge, MA 02138	Grants Educational	none	3,000 00
10/17/2012	Century High School - Robotics Team	501(c)(3)	355 Ronsdale Rd Sykesville, MD 21784	Grants Educational	none	1,000 00
2/29/2012	Chico State CIM Patrons	501(c)(3)	15061 Woodland Park Forest Ranch, CA 95942	Grants Educational	none	3,500 00
5/25/2012	Darden School Foundation	501(c)(3)	P O Box 7726 Charlottesville, VA 22906	Grants Educational	none	5,000 00
9/14/2012	Duke University - The Fuqua School Of Business	501(c)(3)	Box 90120 Durham, NC 27708-0120	Grants Educational	none	5,000 00
5/25/2012	Ecole De La Baie St Francis	501(c)(3)	70, rue Louis VI Major Salaberry-de-Valleyfield,	Grants Educational	none	2,500 00
9/14/2012	Fondation Du College De Valleyfield	501(c)(3)	169 rue Champlain Salaberry de Valleyfield Québec, Canada J6T-1X6	Grants Educational	none	2,000 00
2/29/2012	Hamilton County Schools Character Education Program	501(c)(3)	6703 Bonny Oaks Dr Chattanooga, TN 37421	Grants Educational	none	5,500 00
8/14/2012	HCST Foundation	501(c)(3)	8511 Tonnelle Ave, North Bergen, NJ 07047	Grants Educational	none	2,000 00
5/25/2012	Howard Community College Education Foundation	501(c)(3)	10901 Little Patuxent Parkway, Columbia, MD 21044	Grants Educational	none	10,000 00
2/29/2012	Howard County Public School System	501(c)(3)	10920 Route 108 Ellicott City, MD 21042	Grants Educational	none	5,000 00
2/29/2012	Hudson County School Of Technology	501(c)(3)	8511 Tonnelle Ave, North Bergen, NJ 07047	Grants Educational	none	5,000 00
5/25/2012	JHU - Dept Of Chemical & Biochemical Engr	501(c)(3)	221 Maryland Hall 3400 North Charles St Baltimore, MD 21218-2681	Grants Educational	none	2,000 00
2/29/2012	Keystone Center	501(c)(3)	1628 Sts John Road Keystone, CO 80435	Grants Educational	none	21,000 00
5/25/2012	Lithonia High School		2440 Phillips Road Lithonia, GA 30058	Grants Educational	none	2,500 00
2/29/2012	Louisiana Tech University Foundation	501(c)(3)	P O Box 3183 Ruston, LA 71272	Grants Educational	none	2,000 00
5/25/2012	Loyola University	501(c)(3)	2034 Greenspring Dr Timonium, MD 21093	Grants Educational	none	5,000 00
11/29/2012	Massachusetts State Science Fair	501(c)(3)	490 Long Pond Rd Plymouth, MA 02362	Grants Educational	none	7,500 00
5/25/2012	Malignon High School		One Malignon Road Cambridge, MA 02140	Grants Educational	none	1,000 00
2/29/2012	McNeese State University	501(c)(3)	P O Box 91989 Lake Charles, LA 70609	Grants Educational	none	6,000 00
9/14/2012	Middle Tennessee State University	501(c)(3)	110 Cope Administration Bldg Murfreesboro, TN 37132	Grants Educational	none	7,000 00

11/29/2012	National Aquarium In Baltimore	501c(3)	501 East Pratt Street Baltimore, MD 21202-3194	Grants Educational	none	5,000 00
9/14/2012	Northeastern University MBA Program	501c(3)	312 Dodge Hall 360 Huntington Avenue Boston, MA 02115-0195	Grants Educational	none	5,000 00
9/14/2012	Partners In Excellence	501c(3)	320 Cathedral Street Baltimore, MD 21201	Grants Educational	none	10,000 00
5/25/2012	Public Education Partners	501c(3)	P O Box 3821 Aiken, SC 29802	Grants Educational	none	3,000 00
5/25/2012	Shades Valley High School	501c(3)	6100 Old Leeds Road Irondale, AL 35210	Grants Educational	none	2,500 00
2/29/2012	Southwestern Patrons - Concrete Industry Management	501c(3)	8800 E Chaparral Road, Suite 155 Scottsdale, AZ 85250-2606	Grants Educational	none	3,500 00
5/25/2012	Texas State Concrete Industry Management Program	501c(3)	900 Congress Ave, Suite 200 Austin, TX 78701	Grants Educational	none	3,500 00
5/25/2012	Tutoring Plus	501c(3)	225 Windsor Street Cambridge, MA 02139-1913	Grants Educational	none	1,000 00
7/17/2012	UMBC Foundation (Leadership Sponsorship)	501c(3)	1000 Hilltop Circle Baltimore, MD 21250	Grants Educational	none	30,000 00
5/25/2012	UMD College Park Foundation	501c(3)	2119 Main Admin Bldg, College Park, MD 20742	Grants Educational	none	2,500 00
5/25/2012	University Of Maryland - Smith School Of Business	501c(3)	College Park, MD 20742-0001	Grants Educational	none	5,000 00
8/14/2012	University Of Maryland College Park Foundation	501c(3)	College Park, MD 20742-0001	Grants Educational	none	15,000 00
9/14/2012	University of North Carolina	501c(3)	P O Box 309 Chapel Hill, NC 27514	Grants Educational	none	5,000 00
5/25/2012	University Of South Carolina - Aiken	501c(3)	471 University Parkway Aiken, SC 29801	Grants Educational	none	2,000 00
7/17/2012	Scholarship America	501c(3)	One Scholarship Way St Peter, MN 56082	Grants Educational (Scholarship Program)	none	73,333 00
11/29/2012	24 Hours Of Booty	501c(3)	500 E Morehead - Suite 218 Charlotte, NC 28202	Grants Health, Science & Human Services	none	405 00
5/25/2012	Abraham's Tent	501c(3)	2300 Fruge Street Lake Charles, LA 70616	Grants Health, Science & Human Services	none	2,000 00
5/25/2012	American Cancer Society	501c(3)	1 Lakeshore Dr , Lake Charles, LA 70629-0126	Grants Health, Science & Human Services	none	3,856 00
2/23/2012	American Cancer Society - "Making Strides"	501c(3)	30 Speen Street Framington, MA 01701	Grants Health, Science & Human Services	none	6,389 00
11/29/2012	American Cancer Society - "Making Strides"(Boston Address)	501c(3)	30 Speen Street Framington, MA 01701	Grants Health Science & Human Services	none	5,355 00
7/17/2012	American Cancer Society - Daffodil Days	501c(3)	9 Riverside Road Weston, MA 02493-2281	Grants Health, Science & Human Services	none	875 00
7/17/2012	American Cancer Society - Relay For Life	501c(3)	8219 Town Center Dr Baltimore, MD 21236	Grants Health, Science & Human Services	none	2,010 00
2/29/2012	American Heart Association	501c(3)	415 N Charles Street Baltimore, MD 21201	Grants Health, Science & Human Services	none	3,500 00
11/29/2012	American Heart Association	501c(3)	415 N Charles Street Baltimore, MD 21201	Grants Health, Science & Human Services	none	6,915 00
11/29/2012	American Heart Association(LA address)	501c(3)	630 W Prien Lake Rd Suite B PMB #107 Lake Charles, LA 70601	Grants Health, Science & Human Services	none	455 00
11/30/2012	American Red Cross Disaster Relief Fund	501c(3)	4800 Mount Hope Drive Baltimore, MD 21215	Grants Health, Science & Human Services	none	32,291 00
2/23/2012	American Red Cross International Fund	501c(3)	4800 Mount Hope Drive Baltimore, MD 21215	Grants Health, Science & Human Services	none	1,868 60
2/29/2012	American Red Cross Of Central Maryland	501c(3)	4800 Mount Hope Drive Baltimore, MD 21215	Grants Health, Science & Human Services	none	10,000 00
11/29/2012	Arthritis Foundation	501c(3)	9505 Reisterstown Rd, Owings Mills, MD 21117	Grants Health, Science & Human Services	none	1,130 00
11/30/2012	Arthritis Foundation	501c(3)	9505 Reisterstown Rd, Owings Mills, MD 21117	Grants Health, Science & Human Services	none	180 00
4/27/2012	Avon Foundation For Women	501c(3)	1 Avon Plaza Rye, NY 10580	Grants Health, Science & Human Services	none	575 00
4/2/2012	Avon Walk For Breast Cancer	501c(3)	1 Avon Plaza Rye, NY 10580	Grants Health, Science & Human Services	none	1,003 00
3/20/2012	Chaney Foundation Fund	501c(3)	P O Box 548 Waldorf, MD 20604	Grants Health, Science & Human Services	none	5,000 00
5/25/2012	CHD Awareness Quilt Project	501c(3)	1418 Sandwich Drive Sandwich, IL 60548	Grants Health, Science & Human Services	none	800 00
5/25/2012	Chris Evert Charities	501c(3)	7200 West Camino Real Suite 310 Boca Raton, FL 33433	Grants Health, Science & Human Services	none	2,000 00

7/17/2012	Cystic Fibrosis Foundation(Gary Jaetzold match)	501c(3)	1008 Winscott Rd, Suite B Ft Worth, TX 76126	Grants Health, Science & Human Services	none	2,000 00
11/29/2012	Epilepsy Foundation Of Greater Chicago	501c(3)	17 No State Street, Chicago, Illinois 60602	Grants Health, Science & Human Services	none	2,000 00
5/25/2012	Foundation Du Centre Hospitalier	501c(3)	387 Victoria Valleyfield, Québec, Canada J6T-1B7	Grants Health, Science & Human Services	none	12,000 00
2/29/2012	Gilchrist Hospice Care	501c(3)	5537 Twin Knolls Road Suite 434 Columbia, MD 21045	Grants Health, Science & Human Services	none	2,500 00
2/29/2012	GUIDE Program, Inc	501c(3)	8643 Cherry Lane Laurel, MD 20707	Grants Health, Science & Human Services	none	1,000 00
5/25/2012	Harford Habitat For Humanity	501c(3)	205 S Hays Street Bel Air, MD 21014	Grants Health, Science & Human Services	none	2,500 00
11/29/2012	Heifer International	501c(3)	1 World Avenue Little Rock, AR 72202	Grants Health, Science & Human Services	none	1,400 00
5/25/2012	Howard County General Hospital	501c(3)	5755 Cedar Lane, Columbia, MD 21044	Grants Health, Science & Human Services	none	50,000 00
2/29/2012	Howard Hospital Foundation - Benefit Golf Classic	501c(3)	10700 Charter Drive, Suite 250 Columbia, MD 21044	Grants Health, Science & Human Services	none	2,500 00
9/14/2012	Howard Hospital Foundation/Fretz CMCRC	501c(3)	10700 Charter Drive, Suite 250 Columbia, MD 21044	Grants Health, Science & Human Services	none	2,500 00
11/29/2012	International Rett Syndrome Foundation	501c(3)	4600 Devitt Dr Cincinnati, OH 45246	Grants Health, Science & Human Services	none	250 00
5/25/2012	Jim O'Malley Charitable Foundation, Inc	501c(3)	6329 Angel Rose Court Columbia, MD 21044	Grants Health, Science & Human Services	none	2,500 00
9/14/2012	Johns Hopkins Children's Center	501c(3)	100 No Charles St Suite 200 Baltimore, MD 21201	Grants Health, Science & Human Services	none	200 00
2/29/2012	Kid's Peace	501c(3)	5575 Sterrett Place, Suite 200 Columbia, MD 21044	Grants Health, Science & Human Services	none	1,000 00
11/29/2012	Little Friends, Inc	501c(3)	140 No Wright Street Naperville, IL 60540- 4748	Grants Health, Science & Human Services	none	2,000 00
2/29/2012	Make a Wish Foundation	501c(3)	9475 Deereco Rd Suite 306 Timonium, MD 21093	Grants Health, Science & Human Services	none	2,500 00
6/13/2012	March of Dimes	501c(3)	112 Turnpike Rd , Suite 102	Grants Health, Science & Human Services	none	240 00
5/25/2012	March Of Dimes Foundation	501c(3)	P O Box 91102 Baltimore, MD 21263	Grants Health, Science & Human Services	none	950 00
2/29/2012	Meals On Wheels Of Central Maryland	501c(3)	515 South Haven Street Baltimore, MD 21224	Grants Health, Science & Human Services	none	5,000 00
2/29/2012	National Ctr For Learning Disabilities	501c(3)	355 Lexington Ave , Suite 1001 New York, NY 10017	Grants Health, Science & Human Services	none	5,000 00
8/14/2012	National Kidney Foundation Of Maryland	501c(3)	1301 York Rd , Ste 404 Lutherville, MD 21093	Grants Health, Science & Human Services	none	2 500 00
4/18/2012	National MS Society	501c(3)	P O Box 4125 Houston, TX 77210-4125	Grants Health, Science & Human Services	none	300 00
7/17/2012	Race For Hope - DC	501c(3)	P O Box 95066 Newton, MA 02495	Grants Health, Science & Human Services	none	897 00
2/29/2012	Rape Crisis Intervention Service	501c(3)	224 N Center St Westminster, MD 21157	Grants Health, Science & Human Services	none	1,000 00
4/18/2012	Rape Crisis Intervention Service	501c(3)	224 N Center St Westminster, MD 21157	Grants Health Science & Human Services	none	800 00
5/25/2012	Rebuilding Together Montgomery County	501c(3)	3925 Payers Mill Road, Suite 202 Kensington, MD 20895	Grants Health, Science & Human Services	none	2,500 00
5/25/2012	Sisken Children's Institute	501c(3)	1101 Carter Street Chattanooga, TN 37402	Grants Health, Science & Human Services	none	3,000 00
9/14/2012	St Jude Children's Research Hospital	501c(3)	501 St Jude Place Memphis, TN 38105	Grants Health, Science & Human Services	none	3,000 00
5/25/2012	Stella Marts, Inc	501c(3)	2300 Dulaney Valley Road, Lutherville- Timonium, MD 21093	Grants Health, Science & Human Services	none	2,500 00
2/23/2012	Susan G Komen For The Cure	501c(3)	8765 W Higgins Road, Suite 401 Chicago, IL 60631	Grants Health, Science & Human Services	none	1,876 00
4/18/2012	Susan G Komen For The Cure	501c(3)	4009 Hillsboro Pike Suite 209 Nashville, TN 37215	Grants Health, Science & Human Services	none	2,716 53
2/29/2012	T C Thompson Children's Hospital	501c(3)	975 E Third Street Chattanooga, TN 37403	Grants Health, Science & Human Services	none	1,000 00
9/14/2012	Ulman Cancer Fund	501c(3)	6310 Stevens Forest Rd Suite 210 Columbia, MD 21046	Grants Health, Science & Human Services	none	3,000 00
10/17/2012	Variety The Children's Charity	501c(3)	Three Penn Center West Suite 229 Pittsburgh, PA 15276	Grants Health, Science & Human Services	none	1,000 00

5/25/2012	WTCI	501c(3)	401 East Pratt Street Suite 232 Baltimore, MD 21202	Grants Health, Science & Human Services	none	2,500 00
11/29/2012	Lake Area United Way	501c(3)	221 West Ridge Road Griffith, IN 46319	Grants United Way	none	100 00
2/29/2012	Truist	501c(3)	P O Box 933875 Atlanta, GA 31193-3875	Grants United Way	none	25,024 19
4/18/2012	Truist	501c(3)	P O Box 933875 Atlanta, GA 31193-3875	Grants United Way	none	24,898 88
8/14/2012	Truist	501c(3)	P O Box 933875 Atlanta, GA 31193-3875	Grants United Way	none	24,508 92
10/17/2012	Truist	501c(3)	P O Box 933875 Atlanta, GA 31193-3875	Grants United Way	none	20,910 21
12/14/2012	Baltimore Community Foundation	501c(3)	2 East Reed Street Baltimore MD 21202	Grants Urban-Minority-Civic	none	2,500 00
5/25/2012	Boy Scouts Of America - Chattanooga	501c(3)	6031 Lee Highway, Chattanooga, TN 37421	Grants Urban-Minority-Civic	none	1,200 00
9/14/2012	Boys & Girls Club Of Santa Ana	501c(3)	950 W Highland Santa Ana, CA 92703	Grants Urban-Minority-Civic	none	1,500 00
5/25/2012	Boys And Girls Club Of Middlesex County	501c(3)	119 Windsor St , #8 Cambridge, MA 02139	Grants Urban-Minority-Civic	none	1,000 00
5/25/2012	Cambridge Community Center	501c(3)	5 Callender Street Cambridge, MA 02139	Grants Urban-Minority-Civic	none	10,000 00
4/2/2012	Collings Foundation	501c(3)	137 Barton Road Stow, MA 01775	Grants Urban-Minority-Civic	none	1,000 00
2/29/2012	Columbia Foundation	501c(3)	10227 Wincopin Cir # G15, Columbia, MD 21044	Grants Urban-Minority-Civic	none	1,000 00
2/29/2012	Columbia Foundation	501c(3)	10227 Wincopin Cir # G15, Columbia, MD 21044	Grants Urban-Minority-Civic	none	10,000 00
9/25/2012	Community Action Council Prepare For Success	501c(3)	6571 Columbia Gateway Dr Columbia, MD 21046	Grants Urban-Minority-Civic	none	1,000 00
2/29/2012	East End (Cooking For a Cause)	501c(3)	105 Spring Street Cambridge, MA 02141	Grants Urban-Minority-Civic	none	1,500 00
5/25/2012	East End House	501c(3)	105 Spring Street Cambridge, MA 02141	Grants Urban-Minority-Civic	none	8,500 00
2/29/2012	Foundation For Baltimore County Public Library	501c(3)	320 York Road Towson, MD 21204	Grants Urban-Minority-Civic	none	1,000 00
2/29/2012	Girl Scouts Of Central Maryland	501c(3)	4806 Seton Drive Baltimore, MD 21215	Grants Urban-Minority-Civic	none	1,000 00
2/29/2012	Howard County Conservancy	501c(3)	10520 Old Frederick Rd Woodstock, MD 21163	Grants Urban-Minority-Civic	none	7,500 00
2/29/2012	Howard County Police Foundation	501c(3)	3410 Courthouse Drive Ellicott City, MD 21043	Grants Urban-Minority-Civic	none	1,000 00
9/14/2012	Howard County Women, Infant and Children's Program	501c(3)	3430 Courthouse Drive Ellicott City, MD 21043	Grants Urban-Minority-Civic	none	2,000 00
9/14/2012	Howard County Department of Aging	501c(3)	6751 Columbia Gateway Dr Columbia, MD 21046	Grants Urban-Minority-Civic	none	1,000 00
5/25/2012	Lambs Farm	501c(3)	14245 W Rockland Rd Libertyville IL 60048	Grants Urban-Minority-Civic	none	1,000 00
11/29/2012	LINKS Program	501c(3)	144 Bellevue Road Watertown, MA 02472	Grants Urban-Minority-Civic	none	1,000 00
9/14/2012	Curtis Bay Elementary School	501c(3)	4301 West Bay Ave Baltimore, MD 21225	Grants Urban-Minority-Civic	none	7,500 00
2/29/2012	Maryland Family Network	501c(3)	1001 Eastern Avenue, 2 nd Floor Baltimore, MD 21202	Grants Urban-Minority-Civic	none	2,500 00
2/29/2012	Maryland Law Disability Center	501c(3)	1800 N Charles Street, Ste 400 Baltimore, MD 21201	Grants Urban-Minority-Civic	none	2,500 00
2/29/2012	Maryland Volunteer Lawyers Service (MVLS)	501c(3)	One N Charles St Suite 222 Baltimore, MD 21201- 3710	Grants Urban-Minority-Civic	none	1,000 00
11/29/2012	Moore Park Advisory Council	501c(3)	5085 West Adams St Chicago, IL 60644	Grants Urban-Minority-Civic	none	2,000 00
2/29/2012	Nature Conservancy	501c(3)	P O Box 4125 Baton Rouge, LA 70821	Grants Urban-Minority-Civic	none	2,500 00
9/14/2012	Network 2000	501c(3)	2400 Boston St, Ste 102 Baltimore, MD 21224	Grants Urban-Minority-Civic	none	3,500 00
5/25/2012	North Hudson Fire & Rescue		11 Port Imperial Blvd West New York, NJ 07093	Grants Urban-Minority-Civic	none	2,000 00
2/29/2012	Phoenix Boys Association	501c(3)	1281 Fulton Industrial Blvd Atlanta, GA 30336	Grants Urban-Minority-Civic	none	5,600 00

2/29/2012	Riverview Elementary	501c(3)	3298 Kessler Road Baltimore, MD 21227	Grants Urban-Minority-Civic	none	1,500 00
5/25/2012	Share Our Strength	501c(3)	P O Box 75203 Baltimore MD 21275-5203	Grants Urban-Minority-Civic	none	5,658 00
11/29/2012	Southwest Side Seniors	501c(3)	5674-B So Archer Ave Chicago, IL 60638	Grants Urban-Minority-Civic	none	2,000 00
5/25/2012	St Francis House	501c(3)	39 Boylston Street Boston, MA 02116	Grants Urban-Minority-Civic	none	7,500 00
10/17/2012	The Columbia Foundation	501c(3)	10227 Wincopin Cir # G15, Columbia, MD 21044	Grants Urban-Minority-Civic	none	500 00
5/25/2012	The Rotary Club Of Columbia Foundation	501c(3)	PO Box 1292 Columbia, MD 21044	Grants Urban-Minority-Civic	none	2,600 00
5/25/2012	Volunteers Of America	501c(3)	7901 Annapolis Road Lanham, MD 20706	Grants Urban-Minority-Civic	none	2,500 00
9/14/2012	Auburn University Foundation	501c(3)	317 S College St Auburn Univ , AL 36849	Matching Gifts	none	470 00
9/14/2012	Auburn University Foundation	501c(3)	317 S College St Auburn Univ , AL 36849	Matching Gifts	none	1,000 00
9/14/2012	Blessed John XXIII Natl Seminary	501c(3)	558 South Ave Weston, MA 02493	Matching Gifts	none	150 00
2/29/2012	Chaminade High School	501c(3)	340 Jackson Ave Mineola, NY 11501	Matching Gifts	none	200 00
6/12/2012	Colgate University	501c(3)	13 Oak Dr, Hamilton, NY 13346	Matching Gifts	none	250 00
2/29/2012	Denison University	501c(3)	P O Box 716 Granville, OH 43023	Matching Gifts	none	1,000 00
9/14/2012	Flintridge Sacred Heart Academy	501c(3)	440 St Katherine Dr La Canada, CA 91011	Matching Gifts	none	1,000 00
2/29/2012	Georgetown University	501c(3)	Dept 0734 Washington, DC 20073	Matching Gifts	none	1,000 00
6/12/2012	International School Of Boston	501c(3)	45 Matignon Road Cambridge, MA 02140	Matching Gifts	none	2,000 00
6/12/2012	Johns Hopkins Institutions	501c(3)	201 N Charles St Suite 2500 Baltimore, MD 21201	Matching Gifts	none	400 00
6/12/2012	Lake Forest College	501c(3)	555 N Sheridan Road Lake Forest, IL 60045	Matching Gifts	none	100 00
2/29/2012	Lamar University	501c(3)	P O Box 10011 Beaumont, TX 77710	Matching Gifts	none	100 00
2/29/2012	Lehigh University	501c(3)	622 Brodhead Ave Bethlehem, PA 18015	Matching Gifts	none	500 00
6/12/2012	Lexington Christian Academy	501c(3)	48 Bartlett Av Lexington, MA 02420	Matching Gifts	none	250 00
2/29/2012	Louisiana State University Foundation	501c(3)	3838 W Lakeshore Dr Baton Rouge, LA 70808	Matching Gifts	none	150 00
6/12/2012	Louisiana Tech University Foundation	501c(3)	P O Box 3183 Ruston, LA 71272	Matching Gifts	none	3,000 00
6/12/2012	McNeese Alumni Association	501c(3)	600 E McNeese St Lake Charles, LA 70607	Matching Gifts	none	100 00
6/12/2012	McNeese Alumni Association	501c(3)	600 E McNeese St Lake Charles, LA 70607	Matching Gifts	none	150 00
6/12/2012	McNeese State University Foundation	501c(3)	600 E McNeese St Lake Charles, LA 70607	Matching Gifts	none	250 00
6/12/2012	Minnesota State U -Mankato	501c(3)	126 Alumni Foundation Ctr Mankato, MN 56001	Matching Gifts	none	200 00
2/29/2012	Mount St Joseph High School	501c(3)	4403 Frederick Ave Baltimore, MD 21229	Matching Gifts	none	100 00
2/29/2012	Mount St Joseph High School	501c(3)	4403 Frederick Ave Baltimore, MD 21229	Matching Gifts	none	250 00
6/12/2012	Needham Public Schools	501c(3)	1330 Highland Avenue Needham, MA 02492	Matching Gifts	none	3,000 00
11/29/2012	New York University	501c(3)	726 Broadway - 2nd Fl New York, NY 10003	Matching Gifts	none	500 00
2/29/2012	Notre Dame Preparatory School	501c(3)	815 Hampton Lane Towson, MD 21286	Matching Gifts	none	200 00
6/12/2012	Our Lady Of Lourdes Regional High School	501c(3)	2001 Clinton Ave Coal Township, PA 17866	Matching Gifts	none	2,000 00
11/29/2012	Pennsylvania State University	501c(3)	One Old Main University Park, PA 16802	Matching Gifts	none	300 00
2/29/2012	Regis College	501c(3)	Box 30, 235 Wellesley St., Weston, MA 02493	Matching Gifts	none	500 00
2/29/2012	Rensselaer Polytechnic Institute	501c(3)	P O Box 3164 Boston, MA 02241	Matching Gifts	none	150 00
2/29/2012	Saint Anselm College	501c(3)	100 Saint Anselm Dr Manchester, NH 03102	Matching Gifts	none	500 00
2/29/2012	Saint Anselm College	501c(3)	100 Saint Anselm Dr Manchester, NH 03102	Matching Gifts	none	100 00
6/12/2012	Saint Ignatius High School	501c(3)	1911 W 30th Street Cleveland, OH 44113	Matching Gifts	none	2,000 00
6/12/2012	Shaker Schools Foundation	501c(3)	15600 Parkland Dr Shaker Heights, OH 44120	Matching Gifts	none	1,000 00

2/29/2012	St Benedict's Preparatory School	501c(3)	520 Dr Martin Luther King, Jr Blvd Newark, NJ 07102	Matching Gifts	none	2,000 00
6/12/2012	St Benedict's Preparatory School	501c(3)	520 Dr Martin Luther King, Jr Blvd Newark, NJ 07102	Matching Gifts	none	2,000 00
9/14/2012	St John's Seminary	501c(3)	127 Lake Street Brighton, MA 02135	Matching Gifts	none	150 00
9/14/2012	St Michael's College	501c(3)	One Winooski Park Colchester, VT 05439	Matching Gifts	none	100 00
6/12/2012	The Academy Of The Holy Cross	501c(3)	4920 Strathmore Ave Kensington, MD 20895	Matching Gifts	none	900 00
6/12/2012	The Academy Of The Holy Cross	501c(3)	4920 Strathmore Ave Kensington, MD 20895	Matching Gifts	none	1,000 00
2/29/2012	The Cooper Union	501c(3)	30 Cooper Square New York, NY 10003	Matching Gifts	none	100 00
6/12/2012	The Pennsylvania State University	501c(3)	One Old Main University Park, PA 16802	Matching Gifts	none	100 00
9/14/2012	Thunderbird School Of Global Management	501c(3)	1 Global Place Glendale, AZ 85306	Matching Gifts	none	500 00
2/29/2012	Towson University Foundation	501c(3)	8000 York Road Towson, MD 21252	Matching Gifts	none	500 00
6/12/2012	Trustees Of Tuft College	501c(3)	80 George St, Ste 200 Medford, MA 02155	Matching Gifts	none	100 00
2/29/2012	University Of Baltimore	501c(3)	1420 N Charles St Baltimore, MD 21201	Matching Gifts	none	500 00
2/29/2012	University Of California - Davis	501c(3)	One Shields Ave Davis, CA 95616	Matching Gifts	none	1,000 00
2/29/2012	University Of Illinois Foundation	501c(3)	1305 West Green St Urbana, IL 61801	Matching Gifts	none	300 00
6/12/2012	University Of Louisiana At Lafayette	501c(3)	PO Box 40400 Lafayette, LA 70504	Matching Gifts	none	100 00
2/29/2012	University of Maryland College Park Foundation	501c(3)	4191 Samuel Riggs Alumni Center College Park, MD 20742	Matching Gifts	none	3,000 00
6/12/2012	University of Maryland College Park Foundation	501c(3)	4191 Samuel Riggs Alumni Center College Park, MD 20742	Matching Gifts	none	500 00
6/12/2012	University of Maryland College Park Foundation	501c(3)	4191 Samuel Riggs Alumni Center College Park, MD 20742	Matching Gifts	none	2,500 00
2/29/2012	University Of Michigan	501c(3)	Dept CH 10189 Paiaantine, IL 60055-0189	Matching Gifts	none	3,000 00
2/29/2012	University Of North Carolina	501c(3)	P O Box 309 Chapel Hill, NC 27514	Matching Gifts	none	1,500 00
2/29/2012	University of Notre Dame	501c(3)	1100 Grace Hall Notre Dame, IN 46556	Matching Gifts	none	225 00
2/29/2012	University of Pennsylvania	501c(3)	433 Franklin Bldg 3451 Walnut Street Philadelphia, PA 19104	Matching Gifts	none	100 00
6/12/2012	University of Tennessee	501c(3)	600 Henley St Ste B028 Knoxville, TN 37996	Matching Gifts	none	500 00
9/14/2012	University of Vermont	501c(3)	411 Main Street Burlington, VT 05401	Matching Gifts	none	350 00
2/29/2012	Ursinus College	501c(3)	601 E Main St P O Box 1000 Collegeville, PA 19426	Matching Gifts	none	100 00
6/12/2012	Virginia Tech Foundation Inc	501c(3)	902 Price's Fork Rd-0336 Blacksburg, VA 24061	Matching Gifts	none	600 00
2/29/2012	Worcester Preparatory School	501c(3)	508 South Main St Berlin, MD 21811	Matching Gifts	none	700 00

W. R. GRACE FOUNDATION, INC.
GRANT DISBURSEMENTS
DECEMBER 31, 2012

Education	\$ 274,833
Matching Gift Checks	45,295
Health, Science and Social Welfare	213,237
Cultural	55,600
Urban and Minority Affairs	106,058
United Funds/Community Chests	<u>95,442</u>
 Total Grants as of 12/31/2012	 <u><u>\$ 790,465</u></u>

Scholarship Program Application

TYPE OR PRINT ALL INFORMATION EXCEPT SIGNATURES

Application Postmark Deadline
April 30, 2012

Completeness and neatness ensure your application will be reviewed properly

[illegible]

GOALS AND ASPIRATIONS

Make a brief statement or summary of your plans as they relate to your educational and career objectives and long-term goals

UNUSUAL CIRCUMSTANCES

Please describe how and when any unusual family or personal circumstances have affected your achievement in school, work experience, or your participation in school and community activities

APPLICANT APPRAISAL (REQUIRED)

To the Applicant: This section is required and must be completed in the format provided. If incomplete, your application will not be evaluated. The section is to be completed by a high school counselor or advisor, an instructor, or a work supervisor who knows you well.

To the Adult Appraiser: You have been asked to provide information in support of this application. Please give immediate and serious attention to the following statements. When complete, please return to applicant. If you prefer, photocopy this section and return to applicant in a sealed envelope. A letter of recommendation does not replace this section.

The applicant's choice of post-secondary education program is	<input type="checkbox"/> extremely appropriate	<input type="checkbox"/> very appropriate	<input type="checkbox"/> moderately appropriate	<input type="checkbox"/> inappropriate
The applicant's achievements reflect his/her ability	<input type="checkbox"/> extremely well	<input type="checkbox"/> very well	<input type="checkbox"/> moderately well	<input type="checkbox"/> not well
The applicant's ability to set realistic and attainable goals is	<input type="checkbox"/> excellent	<input type="checkbox"/> good	<input type="checkbox"/> fair	<input type="checkbox"/> poor
The quality of the applicant's commitment to school and/or community is	<input type="checkbox"/> excellent	<input type="checkbox"/> good	<input type="checkbox"/> fair	<input type="checkbox"/> poor
The applicant is able to seek, find and use learning resources	<input type="checkbox"/> extremely well	<input type="checkbox"/> very well	<input type="checkbox"/> moderately well	<input type="checkbox"/> not well
The applicant demonstrates curiosity and initiative	<input type="checkbox"/> extremely well	<input type="checkbox"/> very well	<input type="checkbox"/> moderately well	<input type="checkbox"/> not well
The applicant demonstrates good problem solving skills, follows through and completes tasks	<input type="checkbox"/> extremely well	<input type="checkbox"/> very well	<input type="checkbox"/> moderately well	<input type="checkbox"/> not well
The applicant's respect for self and others is	<input type="checkbox"/> excellent	<input type="checkbox"/> good	<input type="checkbox"/> fair	<input type="checkbox"/> poor

Comments

Appraiser's Name	Title	Telephone ()
Signature	Organization	Date

TRANSCRIPT INFORMATION

A complete transcript of grades must be sent with this application. Grade reports are not acceptable.

All applicants must include a high school transcript of grades and have this section completed by the appropriate school official. (A clear explanation of the high school's grading scale must also be submitted.)

Applicant ranks _____ In a class of _____	Cumulative Grade Point Average Weighted, _____ /4.0 scale Unweighted, _____ /4.0 scale	SAT			ACT				
		Critical Reading	Math	Writing	English	Math	Reading	Science	Composite

School Official's Signature _____ Date _____ Title _____ Telephone () _____
School Official's Address: Street _____ City _____ State _____ ZIP Code _____

APPLICANT CHECKLIST

The student is responsible for submitting all materials to Scholarship America on time. Incomplete applications will not be evaluated. This application becomes complete and valid only when Scholarship America has received all of the following materials:

- | | |
|---|--|
| <input type="checkbox"/> Student Application with completed Applicant Appraisal | All Materials, including transcript, must be addressed to: |
| <input type="checkbox"/> Current Complete Transcript(s) of Grades (including grading scale) | W. R. Grace Foundation, Inc. Scholarship Program |
| On-line transcripts are not acceptable | Scholarship Management Services |
| | One Scholarship Way |
| | Saint Peter, MN 56082 |

Application Postmark Deadline April 30, 2012

CERTIFICATION

Scholarship America has the sole responsibility for selecting recipients based on criteria as set forth in the program guidelines. This application becomes the property of Scholarship America. (It is recommended that you keep a copy for your files.)

I acknowledge decisions of Scholarship America are final. I certify that I meet the basic eligibility requirements of the program as described in the program guidelines and that the information provided is complete and accurate to the best of my knowledge. If requested, I agree to provide proof of information I have given on this form. Falsification of information may result in termination of any scholarship granted.

Applicant's Signature	Date
Employee's Signature	Date

GRACE Foundation Matching Grants Program

W. R. Grace Foundation, Inc. ▲ 7500 Grace Drive ▲ Columbia, MD 21044 ▲ (410) 531-4371

The Program

W. R. Grace Foundation, Inc. underwrites a Matching Grants to Education Program to assist higher education. The Grace Foundation will match, dollar for dollar, personal gifts made by employees and directors to qualified colleges, universities and secondary schools (see reverse side for contribution guidelines). Matching Grants are unrestricted Grace Foundation contributions in amounts equal to those made by eligible persons to approved U.S./Canadian institutions. Only gifts which support the primary educational objectives of these institutions will be matched. This program is one way in which the Grace Foundation supports education, but it is especially important because the eligible persons select the schools to be assisted by the Foundation.

Instructions

Donors

1. Complete Part A (see reverse side for guidelines)
2. Mail entire form to institution with donation

Institutions

1. Complete Part B in full
2. Return entire form to W. R. Grace Foundation, Inc.

PART A - To Be Completed by All DONORS (Complete Sections 1 through 5)

Section 1:

Last Name	First Name	MI
Home Street Address	City	State ZIP Code

Section 2:

Grace Employing Unit _____ City, State _____

Section 3:

Status (check) ☐ Active, Full-time Employee ☐ Current Director

Section 4:

Name of Institution _____

Date of Gift _____

Amount of Gift _____

Securities (if applicable): Name _____

No. of Shares _____

Section 5:

I certify that the information submitted is correct and that my gift fully complies with the provisions of the program.

Signature of Donor	Date
--------------------	------

PART B - To Be Completed by INSTITUTION

Note: The following information **must be** completed in full in order to generate payment.

I certify that the above gift has been received and that it will be used to support the primary educational objectives of the institution.

Authorized Signature	Name and Title
Donor's Name	Amount Received Date Received

Mailing Instructions - MUST BE COMPLETED BY INSTITUTION

.... Make Check Payable To
... Attention Of
... Mailing Address
.... City, State, ZIP Code

GRACE Foundation Matching Grants Guidelines

ELIGIBILITY

Employees

Active, full-time employees of W. R. Grace & Co., or one of its majority-owned subsidiaries, and current directors.

Institutions

- Degree-granting U.S. and Canadian community and junior colleges, four-year colleges and universities, graduate and professional schools and secondary schools. The institutions must be accredited by one of the following Associations of Schools and Colleges: (1) Middle States (2) New England (3) Central (4) Northwest (5) Southern (6) Western (7) Canada
- A fund, foundation or association which is an integral part of an approved school or college will be considered if the institution certifies that the gift will be applied directly to support its primary educational objectives and that contributions to it are deductible for federal income tax purposes
- Grace Foundation reserves the right to determine the eligibility of all schools for which matching gifts are requested. At the request of any eligible person, the Grace Foundation will determine an advance if a school qualifies for matching funds

CONTRIBUTIONS

Gifts must be personal contributions made (not merely pledged) directly to an approved institution in cash or securities having a quoted market value. Securities will be valued as of the date of the gift. Each gift must be at least \$100 in order to be matched. A maximum of \$3,000 per year for each eligible employee and director will be matched.

If gifts are made to several schools, the Grace Foundation will match the gifts, in the order received, up to the applicable limit for the year or as specified by the Donor.

GIFTS NOT

QUALIFIED FOR

MATCHING FUNDS

Grace Foundation will not match

- gifts to public or private elementary or middle schools;
- payments for tuition, books or other student fees,
- dues payable to national or local alumni groups,
- memberships or subscription fees for publications;
- gifts to be used for athletic programs, including athletic scholarships,
- bequests or gifts intended to fulfill a person's pledges, tithes, or other financial commitments to a church or religious society,
- gifts given through a third party or gifts given to a school or college as a way of supporting a third-party organization (e.g., religious or social organization),
- gifts made by a spouse,
- gifts made by the spouse of a deceased employee or director;
- duplicate matches (such as gifts already matched by an eligible employee's spouse's employer)

ADMINISTRATIVE CONDITIONS

Grace Foundation reserves the right to suspend, change or terminate this program at any time. The interpretation, application and administration of Matching Grants to Education Program provisions shall be determined solely and exclusively by the Grace Foundation, whose decision shall be final.

HOW IT OPERATES

- Donor should complete Part A and mail the entire form to the institution along with the donation
- The financial officer of the institution must complete and sign Part B, thereby certifying that the contribution has been received and complies with the provisions of the program. The entire form should be sent by the institution to:
W. R. Grace Foundation, Inc.
Matching Grants to Education Program
7500 Grace Drive
Columbia, MD 21044
- Part B must be completed in its entirety in order to generate payment
- Grace Foundation Matching Grant checks will be processed quarterly and mailed to the institution with appropriate donor identification
- If there are any questions about the program, contact the W. R. Grace Foundation, Inc. in Columbia, Maryland at (410) 531-4371.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. W.R. GRACE FOUNDATION, INC.	Employer identification number (EIN) or 65-0630671
	Number, street, and room or suite no. If a P.O. box, see instructions. 7500 GRACE DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. COLUMBIA, MD 21044	

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

0 4

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

WILLIAM DOCKMAN

- The books are in the care of ► **7500 GRACE DRIVE - COLUMBIA, MD 21044**

Telephone No. ► **410-531-4000**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	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.	3b	\$	2,502.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)