EXTENSION GRANTED TO 11/15/2013

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE WORKS OF GRACE FOUNDATION

A Employer identification number: 75-2906814

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 9050 | Room/suite

B Telephone number: (208)726-0621

City or town, state, and ZIP code: KETCHUM, ID 83340

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3,631,586.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	80,000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	88,143.	88,143.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	128,825.			
	b Gross sales price for all assets on line 6a 2,150,121.				
	7 Capital gain net income (from Part IV, line 2)		128,825.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	296,968.	216,968.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,503.	10,251.		10,252.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	75.	37.		38.
	b Accounting fees STMT 3	5,990.	2,995.		2,995.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	7,687.	1,097.		858.
	19 Depreciation and depletion	845.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	89.	0.		89.
	22 Printing and publications				
	23 Other expenses STMT 5	15,570.	10,020.		5,550.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	50,759.	24,400.		19,782.
	25 Contributions, gifts, grants paid	187,687.			187,687.
	26 **Total expenses and disbursements.** Add lines 24 and 25	238,446.	24,400.		207,469.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	58,522.			
	b **Net investment income** (if negative, enter -0-)		192,568.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

12 P

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	250,872.	195,775.	195,775.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	1,576,626.	433,408.	433,408.
	c Investments - corporate bonds STMT 8	1,055,973.	2,815,980.	2,815,980.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	629,931.	185,300.	185,300.
	14 Land, buildings, and equipment basis ▶ 45,029.			
	Less accumulated depreciation STMT 6 ▶ 43,906.	1,968.	1,123.	1,123.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,515,370.	3,631,586.	3,631,586.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,515,370.	3,631,586.	
	30 **Total net assets or fund balances**	3,515,370.	3,631,586.	
	31 **Total liabilities and net assets/fund balances**	3,515,370.	3,631,586.	

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	3,515,370.
2	Enter amount from Part I, line 27a	2	58,522.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	57,694.
4	Add lines 1, 2, and 3	4	3,631,586.
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	3,631,586.

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	CAPITAL GAIN DISTRIBUTION	P		
b	CHARLES SCHWAB #5185 - SEE ATTACHED			
c	STATEMENT	P	VARIOUS	VARIOUS
d	CHARLES SCHWAB #5185 - SEE ATTACHED			
e	STATEMENT	P	VARIOUS	VARIOUS

	(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	10,496.			10,496.
b				
c	334,813.		340,603.	-5,790.
d				
e	1,804,812.		1,680,693.	124,119.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				10,496.
b				
c				-5,790.
d				
e				124,119.

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 } 2 128,825.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	235,681.	3,740,762.	.063003
2010	498,888.	3,984,793.	.125198
2009	533,856.	3,724,493.	.143337
2008	444,220.	6,773,185.	.065585
2007	462,135.	7,987,584.	.057857

2	**Total** of line 1, column (d)	2	.454980
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	.090996
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,530,075.
5	Multiply line 4 by line 3	5	321,223.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,926.
7	Add lines 5 and 6	7	323,149.
8	Enter qualifying distributions from Part XII, line 4	8	207,469.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,851.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,851.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,851.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,300.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	4,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	7,800.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	14.
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	3,935.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	3,935.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ID,TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 10	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.WORKSOFGRACEFOUNDATION.ORG

14 The books are in care of ▶ VICKI BROWNE Telephone no ▶ (208) 726-0621

Located at ▶ P. O. BOX 9050, KETCHUM, ID ZIP+4 ▶ 83340

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to.
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A — 5b
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: 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
THERESA CASTELLANO P.O. BOX 9050 KETCHUM, ID 83340	VICE-PRESIDENT 15.00	0.	0.	0.
BENJAMIN DAVID WOOD P.O. BOX 9050 KETCHUM, ID 83340	PRESIDENT 15.00	0.	0.	0.
VICKI BROWNE P.O. BOX 9050 KETCHUM, ID 83340	SECRETARY/TREASURER 8.00	20,503.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

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

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	3,120,959.
b	Average of monthly cash balances	1b	276,450.
c	Fair market value of all other assets	1c	186,423.
d	**Total** (add lines 1a, b, and c)	1d	3,583,832.
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	3,583,832.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	53,757.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,530,075.
6	**Minimum investment return.** Enter 5% of line 5	6	176,504.

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	176,504.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 3,851.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	3,851.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	172,653.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	172,653.
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	172,653.

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	207,469.
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	207,469.
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	207,469.

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				172,653.
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 65,219.				
b From 2008 106,422.				
c From 2009 272,631.				
d From 2010 301,182.				
e From 2011 51,892.				
f Total of lines 3a through e	797,346.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 207,469.				
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				172,653.
e Remaining amount distributed out of corpus	34,816.			
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	832,162.			
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	65,219.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	766,943.			
10 Analysis of line 9				
a Excess from 2008 106,422.				
b Excess from 2009 272,631.				
c Excess from 2010 301,182.				
d Excess from 2011 51,892.				
e Excess from 2012 34,816.				

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

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

1 **Information Regarding Foundation Managers:**

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

THERESA CASTELLANO

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ANIMAL SHELTER OF WOOD RIVER VALLEY P.O. BOX 1496 HAILEY, ID 83333	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	2,000.
ARMY & NAVY ACADEMY 2605 CARLSBAD BLVD. CARLSBAD, CA 92008	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	1,000.
BLAINE COUNTY RECREATION DISTRICT 1050 FOX ACRES ROAD, #107 HAILEY, ID 83333	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	100.
BOYS & GIRLS CLUBS OF SAN FRANCISCO 55 HAWTHORNE STREET, SUITE 600 SAN FRANCISCO, CA 94105	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	10,100.
CARITAS CHORALE LIMITED P.O. BOX 164 KETCHUM, ID 83340	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	250.
Total SEE CONTINUATION SHEET(S)			▶ 3a	187,687.
b Approved for future payment NONE				
Total			▶ 3b	0.

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Form **990-PF** (2012)

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FIFTH JUDICIAL DISTRICT CASA PROGRAM INC. P.O. BOX 2918, 716 BRIDGE ST. TWIN FALLS, ID 83303	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	1,000.
COLLEGES - CHILDREN OF BLAINE CO TEACHERS P.O. BOX 9050 KETCHUM, ID 83340	N/A	IRC. SEC. 4945(G)	TO SUPPORT SCHOLARSHIP PROGRAM	43,262.
COMMUNITY LIBRARY ASSOCIATION INC. KETCHUM SUN VALLEY & TRIUMPH P.O. BOX 2168, 415 SPRUCE AVENUE KETCHUM, ID 83340	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	2,500.
COMPANY OF FOOLS INC. P.O. BOX 329 HAILEY, ID 83333	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	12,300.
BAKERSFIELD CITY SCHOOL DISTRICT EDUCATIONAL FOUNDATION 1300 BAKER STREET BAKERSFIELD, CA 93305	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	25,000.
FLOURISH FOUNDATION P.O.BOX 2429 KETCHUM, ID 83340	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	1,000.
HIGHER GROUND SUN VALLEY INC. P.O. BOX 6791 KETCHUM, ID 83340	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	1,000.
BLAINE COUNTY HUNGER COALITION INC. 121 HONEYSUCKLE STREET BELLEVUE, ID 83313	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	10,000.
RR CHRISTIAN ACADEMY 301 NORTH CREEK DIRVE ROUND ROCK, TX 78681	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	100.
SINTE GLESKA UNIVERSITY P.O. BOX 105 MISSION, SD 57555	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	22,000.
Total from continuation sheets				174,237.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SUN VALLEY CENTER FOR THE ARTS AND HUMANITIES P.O. BOX 656 SUN VALLEY, ID 83353	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	25,000.
SUN VALLEY SKI EDUCATION FOUNDATION INC. P.O. BOX 203 SUN VALLEY, ID 83353	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	2,500.
SUNVALLEY SUMMER SYMPHONY INC. P.O. BOX 1914 SUN VALLEY, ID 83353	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	10,000.
SUN VALLEY WRITERS CONFERENCE INC. P.O. BOX 957 KETCHUM, ID 83340	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	1,500.
WOOD RIVER LAND TRUST COMPANY 119 EAST BULLION STREET HAILEY, ID 83333	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	1,000.
WOOD RIVER WOMEN'S CHARITABLE FOUNDATION P.O. BOX 3686 KETCHUM, ID 83340	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	1,075.
ZACHARY SCOTT THEATER CENTER 1510 TOOMEY ROAD AUSTIN, TX 78704	N/A	501(C)(3)	TO SUPPORT THE ORGANIZATION'S PURPOSE	15,000.
Total from continuation sheets				

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Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	88,143.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	128,825.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		216,968.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 216,968.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 9/9/13 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEPHANIE S. TODD	[signature] CPA	6 Sep 2013		P00175982

Firm's name ▶ DURBIN BENNETT PETERSON TAX ADVISORS — Firm's EIN ▶ 74-2473150

Firm's address ▶ 100 CONGRESS AVENUE, SUITE 1600 AUSTIN, TX 78701 — Phone no 512-439-4800

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

THE WORKS OF GRACE FOUNDATION

Employer identification number

75-2906814

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . ▶ $ ____________

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

Name of organization	Employer identification number
THE WORKS OF GRACE FOUNDATION	75-2906814

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	THE ANGEL TRUST P.O. BOX 9050 KETCHUM, ID 83340	$ 80,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE WORKS OF GRACE FOUNDATION	75-2906814

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE WORKS OF GRACE FOUNDATION	75-2906814

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 DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB #5185	88,143.	0.	88,143.
TOTAL TO FM 990-PF, PART I, LN 4	88,143.	0.	88,143.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	75.	37.		38.
TO FM 990-PF, PG 1, LN 16A	75.	37.		38.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,990.	2,995.		2,995.
TO FORM 990-PF, PG 1, LN 16B	5,990.	2,995.		2,995.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	5,732.	0.		0.
FOREIGN TAXES	239.	239.		0.
PAYROLL TAXES	1,716.	858.		858.
TO FORM 990-PF, PG 1, LN 18	7,687.	1,097.		858.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	30.	30.		0.
LIABILITY INSURANCE	4,937.	0.		4,937.
MARKETING	360.	0.		360.
POSTAGE & DELIVERY	27.	0.		27.
PAYROLL SERVICE FEE	453.	227.		226.
INVESTMENT ADVISORY FEES	9,763.	9,763.		0.
TO FORM 990-PF, PG 1, LN 23	15,570.	10,020.		5,550.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 6

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
ORGANIZATIONAL COSTS	2,277.	2,277.	0.	0.
DELL DIMENSION 2400 COMPUTER	1,120.	1,120.	0.	0.
DELL INSPIRON 600 COMPUTER	1,768.	1,768.	0.	0.
SONY LAPTOP COMPUTER	1,948.	1,948.	0.	0.
WEBSITE	22,777.	22,777.	0.	0.
FILING CABINETS	1,295.	1,295.	0.	0.
HP PRINTER	741.	741.	0.	0.
WEBSITE	3,420.	3,420.	0.	0.
PRINTER	794.	794.	0.	0.
PHONE HEADSETS	778.	778.	0.	0.
OFFICE COMPUTERS	3,304.	3,187.	117.	117.
FIREPROOF FILE	3,431.	2,895.	536.	536.
OFFICE COMPUTERS (APPLE)	1,376.	906.	470.	470.
TO 990-PF, PART II, LN 14	45,029.	43,906.	1,123.	1,123.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY FUNDS	433,408.	433,408.
TOTAL TO FORM 990-PF, PART II, LINE 10B	433,408.	433,408.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOND FUNDS	2,715,980.	2,715,980.
ONE4ALL, INC. CONVERTIBLE NOTE	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,815,980.	2,815,980.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
THE VANISHING EXHIBIT	FMV	185,300.	185,300.
OTHER ASSETS	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		185,300.	185,300.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 10

NAME OF CONTRIBUTOR	ADDRESS
THE ANGEL TRUST	P.O. BOX 9050 KETCHUM, ID 83340

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	COMPUTERS														
2	DELL DIMENSION 2400 COMPUTER	11/23/03	200DB	5.00	MQ	17	1,120.			560.	560.	560.		0.	560.
3	DELL INSPIRON 600 COMPUTER	11/23/03	200DB	5.00	MQ	17	1,768.			884.	884.	884.		0.	884.
4	SONY LAPTOP COMPUTER	04/28/03	200DB	5.00	MQ	17	1,948.			584.	1,364.	1,364.		0.	1,364.
11	OFFICE COMPUTERS	07/01/08	200DB	5.00	MQ	17	3,304.			1,652.	1,652.	1,349.		186.	1,535.
13	OFFICE COMPUTERS (APPLE)	11/12/10	200DB	5.00	MQ	17	1,376.				1,376.	592.		314.	906.
	* 990-PF PG 1 TOTAL - COMPUTERS						9,516.			3,680.	5,836.	4,749.		500.	5,249.
	FILING CABINETS														
6	FILING CABINETS	03/30/04	200DB	7.00	HY	17	1,295.			648.	647.	647.		0.	647.
12	FIREPROOF FILE	05/14/09	200DB	7.00	MQ	17	3,431.			1,716.	1,715.	965.		214.	1,179.
	* 990-PF PG 1 TOTAL - FILING CABINETS						4,726.			2,364.	2,362.	1,612.		214.	1,826.
	HP LASERJET 3380 PRINTER														
7	HP PRINTER	06/08/04	200DB	5.00	HY	17	741.			371.	370.	370.		0.	370.
	* 990-PF PG 1 TOTAL - HP LASERJET 3380 PRINTER						741.			371.	370.	370.		0.	370.
	PHONE HEADSETS														
10	PHONE HEADSETS	11/01/07	200DB	5.00	MQ	17	778.				778.	703.		75.	778.
	* 990-PF PG 1 TOTAL - PHONE HEADSETS						778.				778.	703.		75.	778.
	PRINTER														

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05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
9	PRINTER	07/11/07	200DB	5.00	MQ	17	794.				794.	738.		56.	794.
	* 990-PF PG 1 TOTAL - PRINTER						794.				794.	738.		56.	794.
	ORGANIZATIONAL COSTS														
1	ORGANIZATIONAL COSTS	11/03/00		60M	HY	43	2,277.				2,277.	2,277.		0.	2,277.
	* 990-PF PG 1 TOTAL - ORGANIZATIONAL COSTS						2,277.				2,277.	2,277.		0.	2,277.
	WEBSITE														
5	WEBSITE	06/30/03		36M	HY	43	22,777.				22,777.	22,777.		0.	22,777.
8	WEBSITE	06/01/05		36M	HY	43	3,420.				3,420.	3,420.		0.	3,420.
	* 990-PF PG 1 TOTAL - WEBSITE						26,197.				26,197.	26,197.		0.	26,197.
	* GRAND TOTAL 990-PF PG 1 DEPR & AMORT						45,029.			6,415.	38,614.	36,646.		845.	37,491.

228111
05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

THE WORKS OF GRACE FOUNDATION
EIN 75-2906814
2012 PART IV, CAPITAL GAINS ATTACHMENT

DURBIN
BENNETT
PETERSON

Realized Gains and Losses By Category

Fiscal Year Ending 12/31/2012

Funding Account Acct # -5185

Short Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains
Aberdeen Emerging Markets In	11/15/2011	08/23/2012	5,156 595	73,670 78	70,000 00	3,670 78
Aberdeen Emerging Markets In	11/17/2011	08/23/2012	2,263 973	32,344 72	30,000 00	2,344 72
Aberdeen Emerging Markets In	12/20/2011	08/23/2012	72 478	1,035 47	911 77	123 70
Aberdeen Emerging Markets In	12/20/2011	08/23/2012	104 763	1,496 72	1,317 92	178 80
			7,597 809	108,547 69	102,229 69	6,318 00
Aspen Managed Futures Strateg	10/07/2011	06/20/2012	16,224 645	146,483 54	160,000 00	-13,516 46
DFA Emerging Markets Small	12/13/2011	08/23/2012	28 557	557 52	506 60	50 92
DFA Emerging Markets Small	12/13/2011	08/23/2012	76 795	1,499 27	1,362 35	136 92
DFA Emerging Markets Small	06/08/2012	08/23/2012	22 076	430 98	405 76	25 22
			127 428	2,487 77	2,274 71	213 06
DFA Real Estate Securities	09/08/2011	08/24/2012	4 486	119 55	100 93	18 62
DFA Real Estate Securities	12/12/2011	08/24/2012	32 058	854 34	698 23	156 11
DFA Real Estate Securities	06/08/2012	08/24/2012	12 396	330 35	314 73	15 62
			48 940	1,304 24	1,113 89	190 35
First Eagle Overseas Inst'l	12/13/2011	08/22/2012	0 360	8 02	7 41	0 61
First Eagle Overseas Inst'l	12/13/2011	08/22/2012	162 968	3,628 78	3,350 63	278 15
First Eagle Overseas Inst'l	12/13/2011	08/22/2012	230 392	5,130 09	4,736 85	393 24
			393 720	8,766 89	8,094 89	672 00
Harbor International Inst'l	12/16/2011	08/24/2012	64 637	3,732 66	3,274 52	458 14
Highbridge Dynamic Commodi	12/15/2011	08/21/2012	31 745	529 74	564 42	-34 68
Highbridge Dynamic Commodi	12/22/2011	08/21/2012	22 092	368 66	378 87	-10 21
Highbridge Dynamic Commodi	12/22/2011	08/21/2012	439 714	7,337 69	7,541 09	-203 40
			493 551	8,236 09	8,484 38	-248 29
Jefferies Commodity Strategy A	09/28/2011	08/21/2012	207 051	2,250 13	2,238 22	11 91
Jefferies Commodity Strategy A	12/14/2011	08/21/2012	18 812	204 44	198 47	5 97
Jefferies Commodity Strategy A	12/14/2011	08/21/2012	210 455	2,287 13	2,220 30	66 83
Jefferies Commodity Strategy A	03/28/2012	08/21/2012	92 831	1,008 84	1,058 27	-49 43
Jefferies Commodity Strategy A	06/27/2012	08/21/2012	35 085	381 28	347 34	33 94
			564 234	6,131 82	6,062 60	69 22
JPMorgan Market Neutral Inst'l	04/13/2011	01/11/2012	1,709 986	24,975 00	26,281 81	-1,306 81
PIMCO Short-Term Inst'l Fund	08/31/2011	03/07/2012	67 601	661 10	664 52	-3 42
PIMCO Short-Term Inst'l Fund	09/30/2011	03/07/2012	74 448	728 06	727 36	0 70
PIMCO Short-Term Inst'l Fund	10/31/2011	03/07/2012	67 243	657 60	658 31	-0 71
PIMCO Short-Term Inst'l Fund	11/30/2011	03/07/2012	87 780	858 44	856 73	1 71
PIMCO Short-Term Inst'l Fund	12/07/2011	03/07/2012	184 413	1,803 45	1,785 12	18 33
PIMCO Short-Term Inst'l Fund	12/07/2011	03/07/2012	382 037	3,736 10	3,698 12	37 98
PIMCO Short-Term Inst'l Fund	12/30/2011	03/07/2012	82 256	804 41	796 24	8 17
PIMCO Short-Term Inst'l Fund	01/31/2012	03/07/2012	43 597	426 35	425 07	1 28
PIMCO Short-Term Inst'l Fund	02/29/2012	03/07/2012	41 031	401 26	401 28	-0 02
			1,030 406	10,076 77	10,012 75	64 02

THE WORKS OF GRACE FOUNDATION
EIN 75-2906814
2012 PART IV, CAPITAL GAINS ATTACHMENT

Realized Gains and Losses By Category

Fiscal Year Ending 12/31/2012

Funding Account Acct # -5185

Short Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains
Royce Select I Investment	12/15/2011	08/27/2012	705 330	12,622 02	11,518 04	1,103 98
Touchstone Small Cap Core Y	12/15/2011	08/27/2012	85 933	1,334 23	1,152 36	181 87
Touchstone Small Cap Core Y	12/29/2011	08/27/2012	7 088	110 05	98 73	11 32
Touchstone Small Cap Core Y	03/21/2012	08/27/2012	0 277	4 30	4 30	0 00
			93 298	1,448 58	1,255 39	193 19
Short Term Gains (Sales)				334,813 07	340,602 67	-5,789 60

Long Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains
Caldwell & Orkin Market Oppo	02/11/2010	01/11/2012	1,280 738	24,975 00	24,558 14	416 86
DFA Emerging Markets Small	02/22/2010	08/23/2012	2,638 596	51,513 20	50,000 00	1,513 20
DFA Emerging Markets Small	03/15/2010	08/23/2012	747 938	14,601 96	14,876 45	-274 49
DFA Emerging Markets Small	06/08/2010	08/23/2012	36 454	711 69	670 02	41 67
			3,422 988	66,826 85	65,546 47	1,280 38
DFA Real Estate Securities	02/22/2010	08/24/2012	2,332 264	62,154 38	40,000 00	22,154 38
DFA Real Estate Securities	03/09/2010	08/24/2012	8 872	236 44	160 93	75 51
DFA Real Estate Securities	06/08/2010	08/24/2012	16 538	440 73	299 67	141 06
DFA Real Estate Securities	09/08/2010	08/24/2012	14 844	395 59	301 78	93 81
DFA Real Estate Securities	12/08/2010	08/24/2012	25 717	685 36	536 19	149 17
DFA Real Estate Securities	06/08/2011	08/24/2012	4 973	132 53	117 51	15 02
			2,403 208	64,045 03	41,416 08	22,628 95
First Eagle Overseas Inst'l	02/10/2010	08/22/2012	5,190 810	115,582 71	100,000 00	15,582 71
First Eagle Overseas Inst'l	03/15/2010	08/22/2012	2,222 097	49,478 98	45,064 44	4,414 54
			7,412 907	165,061 69	145,064 44	19,997 25
Harbor International Inst'l	08/06/2010	01/11/2012	429 142	23,034 76	23,515 10	-480 34
Harbor International Inst'l	12/17/2010	01/11/2012	36 147	1,940 24	2,138 07	-197 83
			465 289	24,975 00	25,653 17	-678 17
Harbor International Inst'l	02/10/2010	08/24/2012	986 868	56,989 69	50,000 00	6,989 69
Harbor International Inst'l	03/15/2010	08/24/2012	918 489	53,040 93	50,000 00	3,040 93
Harbor International Inst'l	08/06/2010	08/24/2012	118 347	6,834 30	6,484 90	349 40
			2,023 704	116,864 92	106,484 90	10,380 02
			2,488 993	141,839 92	132,138 07	9,701 85
Highbridge Dynamic Commodi	04/13/2011	08/21/2012	9,128 626	152,333 04	192,000 00	-39,666 96
iShares S&P MidCap 400 Index	02/11/2010	08/27/2012	427 000	41,593 16	30,188 48	11,404 68
iShares S&P SmallCap 600 Ind	02/11/2010	01/11/2012	355 000	24,926 13	18,721 71	6,204 42

THE WORKS OF GRACE FOUNDATION
EIN 75-2906814
2012 PART IV, CAPITAL GAINS ATTACHMENT

Realized Gains and Losses By Category

Fiscal Year Ending 12/31/2012

Funding Account Acct # -5185

Long Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains
iShares S&P SmallCap 600 Ind	02/11/2010	08/27/2012	735 000	55,541 85	38,761 85	16,780 00
			1,090 000	80,467 98	57,483 56	22,984 42
Jefferies Commodity Strategy A	04/13/2011	08/21/2012	9,287 010	100,926 79	128,000 00	-27,073 21
Jefferies Commodity Strategy A	06/28/2011	08/21/2012	236 473	2,569 87	2,981 92	-412 05
			9,523 483	103,496 66	130,981 92	-27,485 26
PIMCO Short-Term Inst'l Fund	02/10/2010	03/07/2012	41,927 282	410,024 47	413,005 24	-2,980 77
PIMCO Short-Term Inst'l Fund	05/28/2010	03/07/2012	46 656	456 27	459 56	-3 29
PIMCO Short-Term Inst'l Fund	12/31/2010	03/07/2012	57 413	561 47	566 09	-4 62
			42,031 351	411,042 21	414,030 89	-2,988 68
PowerShares FTSE RAFI US 10	08/25/2010	08/28/2012	318 000	19,069 56	14,673 04	4,396 52
PowerShares FTSE RAFI US 10	08/25/2010	08/28/2012	900 000	53,970 47	41,527 49	12,442 98
PowerShares FTSE RAFI US 10	08/25/2010	08/28/2012	1,703 000	102,124 13	78,562 20	23,561 93
PowerShares FTSE RAFI US 10	04/13/2011	08/28/2012	79 000	4,737 40	4,650 82	86 58
			3,000 000	179,901 56	139,413 55	40,488 01
PowerShares FTSE RAFI US 10	08/25/2010	08/28/2012	300 000	17,987 46	13,839 50	4,147 96
PowerShares FTSE RAFI US 10	08/25/2010	08/28/2012	797 000	47,786 68	36,766 93	11,019 75
			1,097 000	65,774 14	50,606 43	15,167 71
PowerShares FTSE RAFI US 10	08/25/2010	08/28/2012	800 000	47,973 76	36,905 32	11,068 44
PowerShares FTSE RAFI US 10	08/25/2010	08/28/2012	600 000	35,974 91	27,678 99	8,295 92
PowerShares FTSE RAFI US 10	04/13/2011	08/28/2012	600 000	35,980 91	35,322 71	658 20
			6,097 000	365,605 28	289,927 00	75,678 28
Royce Select I Investment	02/25/2010	08/27/2012	2,850 827	51,016 08	50,000 00	1,016 08
Royce Select I Investment	04/16/2010	08/27/2012	1,043 081	18,666 14	20,000 00	-1,333 86
Royce Select I Investment	05/14/2010	08/27/2012	543 893	9,733 07	10,000 00	-266 93
Royce Select I Investment	12/16/2010	08/27/2012	28 029	501 59	567 59	-66 00
Royce Select I Investment	12/16/2010	08/27/2012	29 191	522 38	591 12	-68 74
			4,495 021	80,439 26	81,158 71	-719 45
Touchstone Small Cap Core Y	02/25/2010	08/27/2012	4,597 516	71,382 98	50,000 00	21,382 98
Touchstone Small Cap Core Y	05/14/2010	08/27/2012	2,284 521	35,470 44	26,000 00	9,470 44
Touchstone Small Cap Core Y	12/09/2010	08/27/2012	0 162	2 52	2 09	0 43
Touchstone Small Cap Core Y	12/30/2010	08/27/2012	14 700	228 24	195 22	33 02

THE WORKS OF GRACE FOUNDATION
EIN 75-2906814
2012 PART IV, CAPITAL GAINS ATTACHMENT

Realized Gains and Losses By Category

Fiscal Year Ending 12/31/2012

Funding Account Acct # -5185

Long Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains
Touchstone Small Cap Core Y	05/27/2011	08/27/2012	0 137	2 13	1 95	0 18
			6.897 036	107,086 31	76,199 26	30,887 05
Long Term Gains (Sales)				1,804,812 39	1,680,693 02	124,119 37
Total Gains (Sales)				2,139,625 46	2,021,295 69	118,329 77
Total Short Term Gains						-5,789 60
Total Long Term Gains						124,119 37
Total Gains						**118,329.77**

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE WORKS OF GRACE FOUNDATION	75-2906814
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 9050	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KETCHUM, ID 83340	

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

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

• The books are in the care of ▶ VICKI BROWNE P. O. BOX 9050 - KETCHUM, ID 83340

Telephone No. ▶ (208) 726-0621 FAX No. ▶

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, and ending ______.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 7,800.
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**	$ 3,300.
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**	$ 4,500.

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.

313F

- 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	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	THE WORKS OF GRACE FOUNDATION	75-2906814
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 9050	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KETCHUM, ID 83340	

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

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

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

- The books are in the care of ▶ VICKI BROWNE P. O. BOX 9050 - KETCHUM, ID 83340
  Telephone No. ▶ (208) 726-0621 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
THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO FILE IN ORDER TO GATHER THE 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	$ 7,800.
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	$ 7,800.
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 ▶ [signature] Title ▶ CPA Date ▶ 9 AUG 2013

223842
01-21-13