



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

Department of the Treasury  
Internal Revenue Service

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

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

Name of foundation **GRAU CHARIT FDN** T/W **40** A Employer identification number **91-6243123**  
**-242000166620**  
 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see instructions)  
**KEYBANK, 4900 TIEDEMAN RD. OH-01-49-0150** **800-999-9658**  
 City or town, state, and ZIP code  
**BROOKLYN, OH 44144-2302**  
 G Check all that apply.  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change  
 H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation  
 I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **592,631.** J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis.)

- C If exemption application is pending, check here
- D 1 Foreign organizations, check here   
 2 Foreign organizations meeting the 85% test, check here and attach computation
- E If private foundation status was terminated under section 507(b)(1)(A), check here
- F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	18,216.	18,216.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	20,065.			
	b Gross sales price for all assets on line 6a	127,930.			
	7 Capital gain net income (from Part IV, line 2)		20,065.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	107.	107.		STMT 2	
12 Total. Add lines 1 through 14	38,388.	38,388.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	7,579.	5,684.		1,895.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	750.	NONE	NONE	750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,425.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)	25.			25.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,779.	5,684.	NONE	2,670.
25 Contributions, gifts, grants paid	33,016.			33,016.	
26 Total expenses and disbursements. Add lines 24 and 25	42,795.	5,684.	NONE	35,686.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-4,407.				
b Net investment income (if negative, enter -0-)		32,704.			
c Adjusted net income (if negative, enter -0-)					

ENVELOPE DATE MAY 09 2013

SCANNED MAY 23 2013

MAY 23 2013

Handwritten initials: JF, NEF

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ -----			
		Less allowance for doubtful accounts ▶ -----			
	4	Pledges receivable ▶ -----			
		Less allowance for doubtful accounts ▶ -----			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ -----			
		Less allowance for doubtful accounts ▶ ----- NONE			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ -----			
	Less accumulated depreciation ▶ ----- (attach schedule)				
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . .	529,557.	527,763.	592,631.	
14	Land, buildings, and equipment basis ▶ -----				
	Less accumulated depreciation ▶ ----- (attach schedule)				
15	Other assets (describe ▶ ----- )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	529,557.	527,763.	592,631.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ ----- )			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>				
	27	Capital stock, trust principal, or current funds . . . . .	529,557.	527,763.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	529,557.	527,763.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	529,557.	527,763.		

**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	529,557.
2	Enter amount from Part I, line 27a . . . . .	2	-4,407.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6 . . . . .	3	2,613.
4	Add lines 1, 2, and 3 . . . . .	4	527,763.
5	Decreases not included in line 2 (itemize) ▶ ----- . . . . .	5	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>	6	<b>527,763.</b>

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b OTHER GAINS AND LOSSES</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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 133,752.		107,865.	25,887.			
b -5,822.			-5,822.			
c						
d						
e						
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			25,887.			
b			-5,822.			
c						
d						
e						
<b>2 Capital gain net income or (net capital loss)</b>				2	20,065.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2011	31,792.	612,457.	0.051909
2010	27,733.	582,669.	0.047596
2009	24,234.	526,853.	0.045998
2008	30,596.	646,174.	0.047349
2007	72,417.	790,874.	0.091566
<b>2 Total of line 1, column (d)</b>			0.284418
<b>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</b>			0.056884
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>		592,956.	
<b>5 Multiply line 4 by line 3</b>			33,730.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			327.
<b>7 Add lines 5 and 6</b>			34,057.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			35,686.

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

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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 327. Row 2: Tax under section 511... Row 3: Add lines 1 and 2... 327. Row 4: Subtitle A (income) tax... NONE. Row 5: Tax based on investment income... 327. Row 6: Credits/Payments... Row 7: Total credits and payments... 684. Row 8: Enter any penalty... Row 9: Tax due... Row 10: Overpayment... 357. Row 11: Enter the amount of line 10 to be Credited to 2013 estimated tax... 328. Refunded 29.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... X. Row 1b: Did it spend more than \$100 during the year... X. Row 1c: Did the foundation file Form 1120-POL for this year? X. Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? X. Row 3: Has the foundation made any changes, not previously reported to the IRS... X. Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? X. Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? X. Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? X. Row 6: Are the requirements of section 508(e) satisfied either... X. Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? X. Row 8a: Enter the states to which the foundation reports or with which it is registered... WA. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... X. Row 9: Is the foundation claiming status as a private operating foundation... X. Row 10: Did any persons become substantial contributors during the tax year? X.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of KEYBANK N A Telephone no (216) 813-4556
Located at 4900 TIEDEMAN RD OH-01-49-0147, BROOKLYN, OH ZIP+4 44144-2302
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X 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 X 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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **6b** X

If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KEYBANK NATIONAL ASSOCIATION 127 PUBLIC SQUARE, OH-01-27-1614, CLEVELAND, OH 44114	TRUSTEE 1	7,579.	- 0 -	- 0 -
-----				
-----				
-----				

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

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

	Expenses
1 NONE	
-----	
2	
-----	
3	
-----	
4	
-----	

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

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

	Amount
1 NONE	
-----	
2	
-----	
All other program-related investments. See instructions.	
3 NONE	
-----	
<b>Total. Add lines 1 through 3 . . . . .</b>	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	601,986.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	601,986.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	601,986.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	9,030.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	592,956.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	29,648.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	29,648.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	327.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	327.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	29,321.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	29,321.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	29,321.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	35,686.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	35,686.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	327.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	35,359.

**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 . . . . .				29,321.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only . . . . .			NONE	
b Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .	1,799.			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	2,081.			
f Total of lines 3a through e . . . . .	3,880.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>35,686.</u>				
a Applied to 2011, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .				29,321.
e Remaining amount distributed out of corpus . . . . .	6,365.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	10,245.			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	1,799.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	8,446.			
10 Analysis of line 9:				
a Excess from 2008 . . . . .	NONE			
b Excess from 2009 . . . . .	NONE			
c Excess from 2010 . . . . .	NONE			
d Excess from 2011 . . . . .	2,081.			
e Excess from 2012 . . . . .	6,365.			

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

NOT APPLICABLE

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

**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
<b>a Paid during the year</b>				
BRYN MAWR COLLEGE ATTN TREASURERS OFFICE BRYN MAWR PA 19010	NONE	PUBLIC	SCHOLARSHIP	1,675.
AMERICAN LUNG ASSOC OF WA 822 JOHN ST SEATTLE WA 98109	NONE	CHARITY	DONATION	1,675.
UNIVERSITY OF WISCONSIN ATTN DEBBIE MORGAN 780 REGENT ST MADISON WI 53715	NONE	PUBLIC	SCHOLARSHIP	4,019.
UNIVERSITY OF PUGET SOUND ATTN CHERI FINNEGAN TACOMA WA 98416	NONE	PUBLIC	SCHOLARSHIP	8,373.
TACOMA RESCUE MISSION P O BOX 1912 TACOMA WA 98401	NONE	PUBLIC	CHARITY	1,675.
EASTER SEAL SOCIETY C/O DUDLEY PANCHOT WOLFSTONE PANCHOT & BLOCH PS INC SEATTLE WA	NONE	PUBLIC	CHARITY	1,675.
FIRST CONGREG CHURCH OF TACOMA 924 BROADWAY TACOMA WA 98402	NONE	PUBLIC	CHARITY	8,373.
AMERICAN ASSOC OF UNIV WOMEN C/O MARY LETTERM 4040 S FAWCETT TACOMA WA 98418	NONE	PUBLIC	SCHOLARSHIP	4,019.
PIERCE CO ANIMAL WELFARE ASSOC 8504 CHAMBERS CREEK RD W TACOMA WA 98467	NONE	PUBLIC	CHARITY	1,532.
<b>Total</b> .....				<b>33,016.</b>
<b>b Approved for future payment</b>				
<b>Total</b> .....				<b>3b</b>





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	18,216.	18,216.
TOTAL	18,216.	18,216.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES DB COMM PARTNERSHIP INCOME	107.	107.
TOTALS	107.	107.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
ESTIMATED PAYMENTS	684.
EXCISE TAX DUE	668.
FOREIGN TAX WITHHELD	73.
	-----
TOTALS	1,425.
	=====

GRAU CHARIT FDN

T/W 40

91-6243123

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

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

OTHER NON-ALLOCABLE EXPENSE -

25.

25.

TOTALS

-----  
25.  
=====

-----  
25.  
=====

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

DESCRIPTION	AMOUNT
SALE OF PARTNERSHIP UNITS	454.
POWERSHARES BASIS ADJ	2,157.
ROUNDING	2.
TOTAL	2,613.

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

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

COMMON TRUST FUNDS

-5,822.00  
-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
-5,822.00  
=====

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41  
 RUN DATE 2013-01-16  
 BUS DATE 2013-01-15  
 PAGE 1479  
 SAR ID TAC000PCRR41

3K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME  
 20-24-200-0166620 GRAU CHARITABLE FDN OCHR 611 E PEREZ  
 FISCAL YEAR CODE 1231 AS OF 12-31-2012 216-813-4583

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
61151C101	ACCENTURE PLC FGN COM CL A	4,655.00	0.00	3,923.50	70.000
698290102	XL GROUP PLC FGN COM	4,636.10	0.00	3,030.30	185.000
00206R102	AT&T INC COM	2,696.80	0.00	2,434.40	80.000
023135106	AMAZON COM INC COM	2,508.70	0.00	632.90	10.000
030420103	AMERICAN WATER WORKS CO INC COM	2,970.40	0.00	2,438.40	80.000
037833100	APPLE INC COM	7,982.59	0.00	1,385.50	15.000
064058100	BANK OF NEW YORK HELLON CORP COM	2,313.00	0.00	2,740.50	90.000
064149107	BANK OF NOVA SCOTIA FGN COM	4,919.80	0.00	3,818.03	85.000
067901108	BARRICK GOLD CORP FGN COM	1,750.50	0.00	2,667.00	50.000
151020104	CELGENE CORP COM	4,708.20	0.00	3,429.50	60.000
166764100	CHEVRON CORP COM	7,569.80	0.00	7,322.00	70.000
191216100	COCA COLA CO COM	5,075.00	0.00	4,470.20	140.000
20825C104	CONOCOPHILLIPS COM	4,639.20	0.00	4,385.00	80.000
22160K105	COSTCO WHOLESALE CORP COM	2,961.90	0.00	2,546.40	30.000
22546EW34	CREDIT SUISSE AG-S&P MID LINKED FGN MED TERM BK NT DTD 03/16/11 0% DUE 03/18/13	27,307.50	0.00	25,000.00	25,000.000
22546TH73	CREDIT SUISSE AG - EEM LINKED FGN MED TERM BK NT DTD 12/20/12 0% DUE 06/22/15	10,085.00	0.00	10,000.00	10,000.000
253668103	DIGITAL REALTY TRUST INC REIT	3,055.05	0.00	2,729.70	45.000

CHARITABLE TRUSTS HOLDINGS REPORT

IR-RG-OFF-ACCOUNT ACCOUNT NAME  
 20-24-200-0166620 GRAU CHARITABLE FDN  
 FISCAL YEAR CODE 1231 AS OF 12-31-2012

TAX ANALYST/NAME  
 611 E PEREZ

216-813-4583

REPORT TAC-CRR41  
 RUN DATE 2013-01-16  
 BUS DATE 2013-01-15  
 PAGE 1480  
 SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
254687106	WALT DISNEY CO COM	5,974.80	0.00	2,678.70	120.000
25490A309	DIRECTV COM	3,762.00	0.00	2,850.75	75.000
268648102	EMC CORP COM	2,277.00	0.00	2,429.39	90.000
29265N108	ENERGEN CORP COM	2,254.50	0.00	2,455.00	50.000
38259P508	GOOGLE INC COM CL A	3,536.90	0.00	1,535.35	5.000
423074103	H J HEINZ CO COM	3,460.80	0.00	3,079.80	60.000
458140100	INTEL CORP COM	3,093.00	0.00	4,195.49	150.000
45865V100	INTERCONTINENTALEXCHANGE INC COM	3,095.25	0.00	2,668.00	25.000
459200101	INTERNATIONAL BUSINESS MACHS COM	3,831.00	0.00	3,610.60	20.000
464286509	ISHARES MSCI CANADA INDEX FD CLOSED-END FUND	11,928.00	0.00	12,793.20	420.000
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	12,963.50	0.00	12,754.50	275.000
464287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	32,780.70	0.00	28,408.38	270.000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	14,783.60	0.00	14,414.40	260.000
464287499	ISHARES RUSSELL MIDCAP INDEX FD CLOSED-END FUND	47,502.00	0.00	41,867.45	420.000
464287655	ISHARES RUSSELL 2000 INDEX FUND CLOSED-END FUND	20,657.86	0.00	14,734.20	245.000
464288588	ISHARES BARCLAYS MBS BOND FUND CLOSED-END FUND	18,358.30	0.00	18,381.98	170.000
46625H100	JP MORGAN CHASE & CO COM	4,836.60	0.00	3,361.60	110.000

CHARITABLE TRUSTS HOLDINGS REPORT

W-RG-OFF-ACCOUNT 20-24-200-0166620 GRAU CHARITABLE FDN FISCAL YEAR CODE 1231 AS OF 12-31-2012

TAX ANALYST/NAME 611 E PEREZ

216-813-4583

REPORT TAC-CRR41  
 RUN DATE 2013-01-16  
 BUS DATE 2013-01-15  
 PAGE 1481  
 SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
478160104	JOHNSON & JOHNSON COM	5,608.00	0.00	5,072.80	80.000
50076Q106	KRAFT FOODS GROUP INC COM	1,955.21	0.00	1,578.73	43.000
561717505	MANAGERS BOND FUND OPEN-END FUND	23,943.89	0.00	18,885.93	857.282
57636Q104	MASTERCARD INC COM CL A	4,912.80	0.00	3,513.00	10.000
579780206	MCCORMICK & CO INC COM	6,353.00	0.00	4,742.40	100.000
580135101	MCDONALDS CORP COM	2,646.30	0.00	2,787.30	30.000
58155Q103	MCKESSON CORP COM	2,908.80	0.00	2,260.80	30.000
58933Y105	MERCK & CO INC COM	3,275.20	0.00	3,140.00	80.000
59156R108	METLIFE INC COM	1,976.40	0.00	2,488.80	60.000
594918104	MICROSOFT CORP COM	2,938.07	0.00	3,104.19	110.000
609207105	MONDELEZ INTERNATIONAL INC COM CL A	3,308.92	0.00	2,943.16	130.000
65339F101	NEXTERA ENERGY INC COM	4,843.30	0.00	3,768.03	70.000
654106103	NIKE INC COM CL B	3,096.00	0.00	2,728.80	60.000
655844108	NORFOLK SOUTHERN CORP COM	2,473.60	0.00	2,878.40	40.000
66987V109	NOVARTIS AG ADR	3,165.00	0.00	2,915.00	50.000
674599105	OCCIDENTAL PETE CORP DEL COM	3,064.40	0.00	3,311.96	40.000
68389X105	ORACLE CORP COM	3,165.40	0.00	1,641.60	95.000
693390700	PIMCO FUNDS-TOTAL RETURN FUND	35,024.01	0.00	32,816.16	3,116.015

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41  
 RUN DATE 2013-01-16  
 BUS DATE 2013-01-15  
 PAGE 1482  
 SAR ID TAC000PCRR41

IK-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME  
 :0-24-200-0166620 GRAU CHARITABLE FDN OCHR 611 E PEREZ  
 FISCAL YEAR CODE 1231 AS OF 12-31-2012 216-813-4583

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
717081103	OPEN-END FUND INSTL CL PFIZER INC COM	3,260.31	0.00	2,837.67	130.000
718546104	PHILLIPS 66 COM	2,124.00	0.00	1,303.00	40.000
74005P104	PRAXAIR INC COM	2,189.00	0.00	2,101.20	20.000
74144T108	T RONE PRICE GROUP INC COM	3,581.44	0.00	1,818.20	55.000
741503403	PRICELINE.COM INC COM	3,101.95	0.00	1,647.10	5.000
742718109	PROCTER & GAMBLE CO COM	4,073.40	0.00	3,880.80	60.000
744573106	PUBLIC SERVICE ENTERPRISE GROUP COM	3,366.00	0.00	3,552.99	110.000
747525103	QUALCOMM INC COM	4,330.17	0.00	3,790.50	70.000
7495200A1	KT SHORT TERM DEPOSIT FUND	955.62	659.83	1,615.45	1,615.450
760759100	REPUBLIC SERVICES INC COM CL A	2,933.00	0.00	2,735.00	100.000
78008T1S1	ROYAL BK CDA BNP MIL COM IDX LKD FGN MED TERM BK NT DTD 08/29/11 0% DUE 08/27/14	12,945.50	0.00	17,000.00	17,000.000
780905600	ROYCE FD PREMIER SER MUTUAL FUND	39,268.94	0.00	39,692.78	2,049.527
806407102	HENRY SCHEIN INC COM	2,814.70	0.00	1,276.10	35.000
806857108	SCHLUMBERGER LTD FGN COM	2,425.45	0.00	668.55	35.000
832696405	SMUCKER J M CO COM	4,312.00	0.00	3,139.70	50.000
855244109	STARBUCKS CORP COM	3,217.80	0.00	3,312.00	60.000
867224107	SUNCOR ENERGY INC	3,133.10	0.00	3,536.85	95.000

CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT  
 20-24-200-0166620 GRAU CHARITABLE FDN  
 FISCAL YEAR CODE 1231 AS OF 12-31-2012

ACCOUNT NAME  
 TAX ANALYST/NAME  
 611 E PEREZ

216-813-4583

REPORT TAC-CRR41  
 RUN DATE 2013-01-16  
 BUS DATE 2013-01-15  
 PAGE 1483  
 SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
880208400	FGN COM TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL	25,646.19	0.00	25,838.44	1,922.503
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	2,053.70	0.00	2,326.50	55.000
883556102	THERMO FISHER SCIENTIFIC INC COM	3,507.90	0.00	1,903.00	55.000
911312106	UNITED PARCEL SERVICE INC COM CL B	3,686.50	0.00	3,651.50	50.000
913017109	UNITED TECHNOLOGIES CORP COM	3,690.45	0.00	2,337.57	45.000
922042858	VANGUARD FTSE EMERGING MKTS ETF CLOSED-END FUND	42,303.50	0.00	38,370.74	950.000
92343V104	VERIZON COMMUNICATIONS INC COM	3,461.60	0.00	3,116.80	80.000
*** TOTAL ***		591,970.87	659.83	527,201.82	68,543.777

\$ 592,630.70