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 SEP 1, 2012 **, and ending** AUG 31, 2013

Name of foundation
DHARMA-GRACE FOUNDATION
C/O MANN GELON GLODNEY & AUGENSTEIN

A Employer identification number 95-4769888

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
1880 CENTURY PARK EAST, SUITE 950

B Telephone number 310 277-3633

City or town, state, and ZIP code
LOS ANGELES, CA 90067

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) ▶$ 5,075,995.

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).)

	Line	(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	4,200,100.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,186.	4,186.		STATEMENT 1
	4 Dividends and interest from securities	46,870.	46,870.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	43,573.			
	b Gross sales price for all assets on line 6a 2,432,459.				
	7 Capital gain net income (from Part IV, line 2)		43,573.		
	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	4,294,729.	94,629.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	10,625.	5,313.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	2,359.	2,343.		5.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	15,220.	15,220.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	28,204.	22,876.		5.
	25 Contributions, gifts, grants paid	130,000.			130,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	158,204.	22,876.		130,005.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,136,525.			
	b **Net investment income** (if negative, enter -0-)		71,753.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	715.		
	2 Savings and temporary cash investments	16,211.	87,324.	87,324.
	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 STMT 6	317,381.	1,417,869.	1,411,327.
	b Investments - corporate stock STMT 7	441,993.	2,794,267.	2,945,688.
	c Investments - corporate bonds STMT 8	35,668.	348,232.	322,789.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	300,000.	308,867.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	811,968.	4,947,692.	5,075,995.
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	811,968.	4,947,692.	
	30 **Total net assets or fund balances**	811,968.	4,947,692.	
	31 **Total liabilities and net assets/fund balances**	811,968.	4,947,692.	

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	811,968.
2	Enter amount from Part I, line 27a	2	4,136,525.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,948,493.
5	Decreases not included in line 2 (itemize) ▶ PENALTIES AND FINES	5	801.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,947,692.

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	VARIOUS PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	VARIOUS PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,101,124.		2,077,920.	23,204.
b	331,050.		310,966.	20,084.
c	285.			285.
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				23,204.
b				20,084.
c				285.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 43,573.

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	154,000.	852,973.	.180545
2010	132,750.	1,090,925.	.121686
2009	148,197.	37,623.	3.939000
2008	84,963.	126,982.	.669095
2007	58,000.	247,040.	.234780

2	**Total** of line 1, column (d)	2	5.145106
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	1.029021
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,109,296.
5	Multiply line 4 by line 3	5	4,228,552.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	718.
7	Add lines 5 and 6	7	4,229,270.
8	Enter qualifying distributions from Part XII, line 4	8	130,005.

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	1,435.
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	1,435.
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	1,435.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a			
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	5,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	31.
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	3,534.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3,534. **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) ▶ CA			
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	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 ▶ N/A

14 The books are in care of ▶ MANN, GELON, GLODNEY & AUGENSTEIN Telephone no. ▶ 310 277-3633

Located at ▶ 1880 CENTURY PARK EAST SUITE 950, LOS ANGELES, CA ZIP+4 ▶ 90067

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)?	N/A	1b		
	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 | | X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

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Part 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	3,449,134.
b	Average of monthly cash balances	1b	722,740.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,171,874.
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	4,171,874.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,578.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,109,296.
6	**Minimum investment return.** Enter 5% of line 5	6	205,465.

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	205,465.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,435.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,435.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	204,030.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	204,030.
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	204,030.

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	130,005.
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	130,005.
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	130,005.

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				204,030.
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 45,918.				
b From 2008 78,688.				
c From 2009 146,322.				
d From 2010 78,255.				
e From 2011 111,500.				
f **Total** of lines 3a through e	460,683.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 130,005.				
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				130,005.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	74,025.			74,025.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	386,658.			
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	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	386,658.			
10 Analysis of line 9:				
a Excess from 2008 50,581.				
b Excess from 2009 146,322.				
c Excess from 2010 78,255.				
d Excess from 2011 111,500.				
e Excess from 2012				

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).)

CHARLES LORRE

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				
CLARE FOUNDATION 909 PICO BOULEVARD SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	GENERAL FUND	49,000.
GOOD SHEPARD SHELTER GUILD 2561 VENICE BOULEVARD LOS ANGELES, CA 90019	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
SABAN FREE CLINIC 8405 BEVERLY BOULEVARD LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	GENERAL FUND	15,000.
TWENTY WONDER/DOWN SYNDROME ASSOC OF LOS ANGELES 16461 SHERMAN WAY, STE 180 VAN NUYS, CA 91406	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
UNITED FRIENDS OF THE CHILDREN 10536 CULVER BOULEVARD CULVER CITY, CA 90232	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	130,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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			14	4,186.	
4 Dividends and interest from securities			14	46,870.	
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	43,573.	
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.		94,629.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 94,629.

(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: 7/13/14 Title: CFO

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
BARRY GUMEROVE	[signature]	6.5.14		P00446251
Firm's name ▶ MANN, GELON, GLODNEY & AUGENSTEIN, APC			Firm's EIN ▶ 95-3381812	
Firm's address ▶ 1880 CENTURY PARK EAST, SUITE 950 LOS ANGELES, CA 90067			Phone no. 310-277-3633	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
DHARMA-GRACE FOUNDATION C/O MANN GELON GLODNEY & AUGENSTEIN	95-4769888

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
DHARMA-GRACE FOUNDATION C/O MANN GELON GLODNEY & AUGENSTEIN	95-4769888

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	CHARLES LORRE 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	$ 4,200,100.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
DHARMA-GRACE FOUNDATION C/O MANN GELON GLODNEY & AUGENSTEIN	95-4769888

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: DHARMA-GRACE FOUNDATION C/O MANN GELON GLODNEY & AUGENSTEIN

Employer identification number: 95-4769888

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

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
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE	PUBLIC CHARITY	GENERAL FUND	50,000.
Total from continuation sheets				50,000.

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

SOURCE	AMOUNT
GOLDMAN, SACHS & CO	4,186.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,186.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN, SACHS & CO	47,155.	285.	46,870.
TOTAL TO FM 990-PF, PART I, LN 4	47,155.	285.	46,870.

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	10,625.	5,313.		0.
TO FORM 990-PF, PG 1, LN 16B	10,625.	5,313.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	2,343.	2,343.		0.
FEDERAL EXCISE TAX	11.	0.		0.
STATE FILING FEE	5.	0.		5.
TO FORM 990-PF, PG 1, LN 18	2,359.	2,343.		5.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	15,220.	15,220.		0.
TO FORM 990-PF, PG 1, LN 23	15,220.	15,220.		0.

FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS - SEE STATEMENT OF HOLDINGS	X		1,417,869.	1,411,327.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,417,869.	1,411,327.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,417,869.	1,411,327.

FORM 990-PF | CORPORATE STOCK | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS - SEE STATEMENT OF HOLDINGS	2,794,267.	2,945,688.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,794,267.	2,945,688.

FORM 990-PF | CORPORATE BONDS | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS - SEE STATEMENT OF HOLDINGS	348,232.	322,789.
TOTAL TO FORM 990-PF, PART II, LINE 10C	348,232.	322,789.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS - SEE STATEMENT OF HOLDINGS	COST	300,000.	308,867.
TOTAL TO FORM 990-PF, PART II, LINE 13		300,000.	308,867.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES LORRE 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR & PRESIDENT 5.00	0.	0.	0.
LAWRENCE CHERKIS 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR 1.00	0.	0.	0.
JOAN CHERKIS 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR 1.00	0.	0.	0.
WILLIAM PRADY 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR 1.00	0.	0.	0.
NORMAN KURLAND 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	DIRECTOR 1.00	0.	0.	0.
STEVEN GELON 1880 CENTURY PARK EAST #950 LOS ANGELES, CA 90067	SECRETARY/CFO 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Dharma-Grace Foundation
Form 990-PF Return of Private Foundation
E.I.N. 95-4769888
Statement of Holdings as of August 31, 2013

	Book Value	Fair Market Value
U.S. Government Obligations (FHLMC/FNMA):		
Goldman Sach #xx826-6 - statement attached	1,417,868.97	1,411,327.17
Other Fixed Income Investments:		
Goldman Sach #xx826-6 - statement attached	348,232.14	322,788.98
subtotal	1,766,101.11	1,734,116.15
Corporate Stock and Other Equities:		
Goldman Sach #xx815-9 - statement attached	576,845.83	633,131.72
Goldman Sach #xx826-6 - statement attached	1,067,130.67	1,044,977.57
Goldman Sach #xx827-4 - statement attached	673,808.04	778,827.11
Goldman Sach #xx772-1 - statement attached	476,482.27	488,751.94
subtotal	2,794,266.81	2,945,688.34
Other Investments:		
Goldman Sach #xx830-7 - statement attached	300,000.00	308,866.80
Total Investments	4,860,367.92	4,988,671.29

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U S DOLLAR	1,141.34	1.0000	1,141.34		1,141.34			

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GOVERNMENT AND GOVERNMENT AGENCY BONDS								
FHLMC MTN 4.125% 09/27/2013 MS S&P AA+ /Moody's Aaa	100,000.00	100.2710	100,271.00 1,764.58	100.2050 107.21	100,204.95 107,208.00	66.05 (6,937.00) [11]	1.3132	4,125.00
FNMA 4.375000% 10/15/2015 AO S&P AA+ /Moody's Aaa	100,000.00	108.1370	108,137.00 1,652.78	104.0171 108.57	104,017.12 108,567.00	4,119.88 (430.00) [11]	2.4218	4,375.00
FHLMC 5.125% 10/18/2016 AO S&P AA+ /Moody's Aaa	100,000.00	112.7730	112,773.00 1,893.40	114.0017 116.04	114,001.72 116,039.00	(1,228.72) (3,266.00) [11]	0.6039	5,125.00
FNMA 4.875% 12/15/2016 JD S&P AA+ /Moody's Aaa	100,000.00	112.2960	112,296.00 1,029.17	113.5916 115.97	113,591.56 115,967.00	(1,295.56) (3,671.00) [11]	0.6890	4,875.00
FNMA 5.0% 05/11/2017 MN SR LIEN S&P AA+ /Moody's Aaa	100,000.00	113.3220	113,322.00 1,527.78	106.8319 111.11	106,831.95 111,109.00	6,490.05 2,213.00 [11]	3.0315	5,000.00
U.S. TREASURY NOTE 4.500000% 05/15/2017 MN ON THE RUN Moody's Aaa	65,000.00	112.3050	72,998.25 865.48	113.8626 116.00	74,010.66 75,401.34	(1,012.41) (2,403.09) [11]	0.7041	2,925.00
U.S. TREASURY NOTE 4.250000% 11/15/2017 MN ON THE RUN Moody's Aaa	75,000.00	112.0940	84,070.50 943.15	113.5306 114.04	85,147.97 85,531.61	(1,077.47) (1,461.11) [11]	0.9625	3,187.50
U.S. TREASURY NOTE 3.875000% 05/15/2018 MN ON THE RUN Moody's Aaa	65,000.00	110.9060	72,088.90 745.27	113.8149 115.14	73,979.67 74,841.36	(1,890.77) (2,752.46) [11]	0.8725	2,518.75
FHLMC MTN 4.875% 06/13/2018 JD S&P AA+ /Moody's Aaa	125,000.00	114.4300	143,037.50 1,320.31	117.9215 120.29	147,401.89 150,358.75	(4,364.39) (7,321.25) [11]	1.0264	6,093.75
U.S. TREASURY NOTE 4.000000% 08/15/2018 FA Moody's Aaa	35,000.00	111.7190	39,101.65 61.37	115.8551 116.83	40,549.28 40,891.02	(1,447.63) (1,789.37) [11]	0.7365	1,400.00
U.S. TREASURY NOTE 2.750000% 02/15/2019 FA ON THE RUN SR LIEN Moody's Aaa	85,000.00	105.1880	89,409.80 102.47	108.7193 109.63	92,411.43 93,186.04	(3,001.63) (3,776.24) [11]	1.0992	2,337.50
FHLMC 3.75% 03/27/2019 MS SER REFERENC SR LIEN S&P AA+ /Moody's Aaa	100,000.00	108.7650	108,765.00 1,604.17	113.8058 114.96	113,805.76 114,958.00	(5,040.76) (6,193.00) [11]	1.1830	3,750.00

[11] This figure represents Unrealized Gain (Loss) calculated based on Original Cost

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GOVERNMENT AND GOVERNMENT AGENCY BONDS								
U.S. TREASURY NOTE 3.625000% 02/15/2020 FA ON THE RUN SR LIEN Moody's Aaa	100,000.00	109.8130	109,813.00 158.90	114.5318 115.66	114,531.85 115,660.19	(4,718.85) (5,847.19) [11]	1.2733	3,625.00
U.S. TREASURY NOTE 3.500000% 05/15/2020 MN ON THE RUN Moody's Aaa	50,000.00	108.9300	54,465.00 517.81	113.5263 114.41	56,763.14 57,206.20	(2,298.14) (2,741.20) [11]	1.3812	1,750.00
U.S. TREASURY NOTE 3.625000% 02/15/2021 FA ON THE RUN Moody's Aaa	70,000.00	109.2580	76,480.60 111.23	115.1715 116.11	80,620.02 81,275.53	(4,139.42) (4,794.93) [11]	1.4694	2,537.50
TOTAL GOVERNMENT AND GOVERNMENT AGENCY BONDS	1,270,000.00		1,397,029.20 14,297.87		1,417,868.97 1,448,200.04	(20,839.77) (51,170.84)	1.2940	53,625.00
			1,411,327.17					

	Quantity / Current Face	Market Price	Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FLOATING RATE FUND								
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	5,009.823	10.0600	50,398.82	10.1800	51,000.00	(601.18) (34.74)		1,993.91
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	20,305.514	7.2100	146,402.76	7.3755	149,762.64	(3,359.89) 6,033.10		9,726.34

[11] This figure represents Unrealized Gain (Loss) calculated based on Original Cost

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
EMERGING MARKETS LOCAL DEBT FUND (WISDOMTREE)								
WISDOMTREE TRUST CMN CLASS E Not Rated	2,772.00	45.4500	125,987.40	53.1997	147,469.50	(21,482.10)		5,583.09

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
TOTAL OTHER FIXED INCOME			**322,788.98**		**348,232.14**	**(25,443.17)**		**17,303.34**
TOTAL FIXED INCOME			**1,719,818.18**		**1,766,101.11**	**(46,282.94)**	**1.2940**	**70,928.34**
			14,297.87		**1,796,432.18**	**(76,614.01)**		

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
RUSSELL 2000 INDEX FUND (ISHARES)								
ISHARES RUSSELL 2000 ETF (IWM)	2,031.00	100.3800	203,871.78	87.4579	177,626.92	26,244.86	1.7458	3,559.11
RUSSELL 2000 VALUE INDEX FUND (ISHARES)								
ISHARES RUSSELL 2000 VALUE ETF (IWN)	1,105.00	86.9300	96,057.65	80.6782	89,149.39	6,908.26	2.2541	2,165.25

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS REAL ESTATE SECURITIES FUND								
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (GREIX)	4,790.330	15.3800	73,675.28	16.3400	78,274.00	(4,598.72) (4,598.72)	1.8075	1,331.71
TOTAL US EQUITY			**373,604.71**		**345,050.31**	**28,554.40**	**1.8886**	**7,056.07**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
MSCI EAFE INDEX FUND (ISHARES)								
ISHARES MSCI EAFE ETF (EFA)	3,473.00	59.1700	205,497.41	59.1050	205,271.55	225.86	2.9762	6,115.95
JAPAN HEDGED EQUITY FUND (WISDOMTREE)								
WISDOM TREE JAPAN HEDGED EQUITY FUND (DXJ)	120.00	43.8300	5,259.60	36.6700	4,400.40	859.20	1.1024	57.98
MSCI EMERGING MARKETS INDEX FUND (ISHARES)								
ISHARES MSCI EMERGING MKTS ETF (EEM)	8,793.00	38.0200	334,309.86	43.8255	385,357.41	(51,047.55)	2.0230	6,763.22

DHARMA GRACE FDN.- ADV.

Holdings (Continued)

Period Ended August 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
GS INTERNATIONAL REAL ESTATE SECURITIES FUND								
GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES (GIRIX)	12,076.959	6.1200	73,910.99	6.3800	77,051.00	(3,140.01) (3,140.01)	10.1961	7,536.02

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY STRUCTURED PRODUCTS								
WELLS FARGO & COMPANY LINKED TO EURO STOXX 50 PR UPSIDE LEVERED NO CAP STRUCTURED NOTE DUE 08/19/2014 (OWSX5EL2)	50,000.00	104.7900	52,395.00	100.0000	50,000.00	2,395.00		

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
TOTAL NON-US EQUITY			**671,372.86**		**722,080.36**	**(50,707.50)**	**3.3076**	**20,473.18**
TOTAL PUBLIC EQUITY			**1,044,977.57**		**1,067,130.67**	**(22,153.10)**	**2.7735**	**27,529.25**

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**2,780,234.96**	**2,834,373.12** **2,864,704.19**	**(68,436.04)** **(98,767.11)**	**98,457.59**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
SOUND SHORE: LARGE CAP VALUE								
U S DOLLAR	2,313.29	1.0000	2,313.29		2,313.29			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	20,567.58	1.0000	20,567.58	1.0000	20,567.58		0.0889	18.28

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AES CORP. CMN (AES)	1,258.00	12.7100	15,989.18	11.2327	14,130.74	1,858.44	1.2589	201.28
AGILENT TECHNOLOGIES, INC. CMN (A)	395.00	46.6400	18,422.80	42.6944	16,864.30	1,558.50	1.0292	189.60
AMERICAN INTL GROUP, INC. CMN (AIG)	457.00	46.4600	21,232.22	36.4145	16,641.44	4,590.78	0.8610	182.80
APPLIED MATERIALS INC CMN (AMAT)	1,141.00	15.0100	17,126.41 114.10	12.5950	14,370.93	2,755.48	2.6649	456.40
BANK OF AMERICA CORP CMN (BAC)	1,548.00	14.1200	21,857.76	11.3609	17,586.61	4,271.15	0.2833	61.92
CAPITAL ONE FINANCIAL CORP CMN (COF)	303.00	64.5500	19,558.65	57.8768	17,536.68	2,021.97	1.8590	363.60
CARDINAL HEALTH INC CMN (CAH)	463.00	50.2800	23,279.64	42.4948	19,675.08	3,604.56	2.4065	560.23
CHARLES SCHWAB CORPORATION CMN (SCHW)	771.00	20.8800	16,098.48	15.8447	12,216.27	3,882.21	1.1494	185.04
CIT GROUP INC. CMN CLASS (CIT)	331.00	47.8700	15,844.97	48.4097	16,023.61	(178.64)		
CITIGROUP INC. CMN (C)	319.00	48.3300	15,417.27	42.5559	13,575.33	1,841.94		
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	371.00	42.0900	15,615.39	36.8715	13,679.33	1,936.06	1.8532	289.38
CVS CAREMARK CORPORATION CMN (CVS)	367.00	58.0500	21,304.35	49.8018	18,277.26	3,027.09	1.5504	330.30
DIRECTV CMN (DTV)	316.00	58.1800	18,384.88	54.4736	17,213.67	1,171.21		
E.I. DU PONT DE NEMOURS AND CO CMN (DD)	359.00	56.6200	20,326.58 161.55	47.4262	17,025.99	3,300.59	3.1791	646.20
GENERAL ELECTRIC CO CMN (GE)	934.00	23.1400	21,612.76	21.3038	19,897.75	1,715.01	3.2844	709.84
GOOGLE, INC. CMN CLASS A (GOOG)	21.00	846.9000	17,784.90	748.9048	15,727.00	2,057.90		
HESS CORPORATION CMN (HES)	201.00	74.8500	15,044.85	73.8049	14,834.78	210.07	0.5344	80.40
HOSPIRA, INC. CMN (HSP)	527.00	39.0300	20,568.81	32.7137	17,240.10	3,328.71		
INVESCO LTD. CMN (IVZ)	581.00	30.3600	17,639.16 130.73	26.4649	15,376.08	2,263.08	2.9644	522.90
LOWES COMPANIES INC CMN (LOW)	369.00	45.8200	16,907.58	33.5073	12,364.18	4,543.40	1.5714	265.68
MARSH & MCLENNAN CO INC CMN (MMC)	474.00	41.2300	19,543.02	34.0784	16,153.15	3,389.87	2.4254	474.00

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

DHARMA GRACE FDN.- SOUND SHORE: LCV

Holdings (Continued)

Period Ended August 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
SOUND SHORE: LARGE CAP VALUE								
MERCK & CO., INC. CMN (MRK)	394.00	47.2900	18,632.26	42.5398	16,760.67	1,871.59	3.6371	677.68
MICROSOFT CORPORATION CMN (MSFT)	566.00	33.4000	18,904.40 130.18	27.2383	15,416.88	3,487.52	2.7545	520.72
OWENS-ILLINOIS INC CMN (OI)	512.00	28.3900	14,535.68	22.4329	11,485.63	3,050.05		
PFIZER INC. CMN (PFE)	341.00	28.2100	9,619.61 114.72	27.3575	9,328.92	290.69	3.4030	327.36
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	202.00	77.8900	15,733.78	70.2373	14,187.94	1,545.84	3.0890	486.01
QUALCOMM INC CMN (QCOM)	334.00	66.2800	22,137.52 116.90	62.2719	20,798.83	1,338.69	2.1123	467.60
REPUBLIC SERVICES INC CMN (RSG)	456.00	32.5100	14,824.56	30.4149	13,869.20	955.36	3.1990	474.24
SCHLUMBERGER LTD CMN (SLB)	267.00	80.9400	21,610.98 70.92	75.8407	20,249.48	1,361.50	1.5444	333.75
SOUTHWEST AIRLINES CO CMN (LUV)	1,123.00	12.8100	14,385.63	11.1639	12,537.05	1,848.58	1.2490	179.68
STATE STREET CORPORATION (NEW) CMN (STT)	173.00	66.7200	11,542.56	54.5487	9,436.93	2,105.63	1.5588	179.92
TEXAS INSTRUMENTS INC. CMN (TXN)	551.00	38.2000	21,048.20	32.5371	17,927.94	3,120.26	2.9319	617.12
THERMO FISHER SCIENTIFIC INC CMN (TMO)	245.00	88.8300	21,763.35	74.2603	18,193.78	3,569.57	0.6754	147.00
TIME WARNER INC. CMN (TWX)	258.00	60.5300	15,616.74 74.18	48.2341	12,444.39	3,172.35	1.8999	296.70
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	236.00	71.7400	16,930.64	53.4285	12,609.13	4,321.51	1.5612	264.32
WEATHERFORD INTERNATIONAL LTD CMN (WFT)	1,407.00	14.9100	20,978.37	12.3627	17,394.33	3,584.04		
WELLPOINT, INC. CMN (WLP)	218.00	85.1400	18,560.52	61.4709	13,400.66	5,159.86	1.7618	327.00
ZOETIS INC. CMN CLASS A (ZTS)	420.00	29.1500	12,243.00 27.30	28.2165	11,850.93	392.07	0.8919	109.20
AON PLC CMN (AON)	293.00	66.3800	19,449.34	57.6279	16,884.98	2,564.36		
BP P.L.C. SPONSORED ADR CMN (BP)	450.00	41.3000	18,585.00 267.84	42.5590	19,151.55	(566.55)	5.2300	972.00

DHARMA GRACE FDN.- SOUND SHORE: LCV

Holdings (Continued)

Period Ended August 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
SOUND SHORE: LARGE CAP VALUE								
FLEXTRONICS INTERNATIONAL LTD CMN (FLEX)	1,915.00	8.9800	17,196.70	6.4211	12,296.38	4,900.32		
NOVARTIS AG-ADR SPONSORED ADR CMN (NVS)	208.00	72.9800	15,179.84	65.9214	13,711.65	1,468.19	2.8193	427.96
SANOFI SPONSORED ADR CMN (SNY)	240.00	47.7800	11,467.20	47.9988	11,519.71	(52.51)	2.6261	301.14
VODAFONE GROUP PLC SPONSORED ADR CMN (VOD)	529.00	32.3500	17,113.15	30.1338	15,940.80	1,172.35	4.7934	820.30
TOTAL SOUND SHORE: LARGE CAP VALUE			800,499.56 1,208.42		696,688.91	103,810.65	2.1108	13,467.55

	Market Value	Adjusted Cost / Original Cost[6]	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**801,707.98**	**696,688.91**	**103,810.65**	**13,467.55**
LESS CASH	**(22,880.87)**	**(20,880.87)**		
SECURITIES	**778,827.11**	**673,808.04**		

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DSM: LARGE CAP GROWTH								
TIME WARNER INC. CMN (TWX)	392.00	60.5300	23,727.76 112.70	56.7673	22,252.78	1,474.98	1.8999	450.80
TJX COMPANIES INC (NEW) CMN (TJX)	404.00	52.7200	21,298.88 58.58	44.3588	17,920.94	3,377.94	1.1002	234.32
UNION PACIFIC CORP. CMN (UNP)	138.00	153.5400	21,188.52 109.02	134.0465	18,498.42	2,690.10	2.0581	436.08
VISA INC. CMN CLASS A (V)	150.00	174.4200	26,163.00 49.50	146.8249	22,023.74	4,139.26	0.7568	198.00
WYNN RESORTS, LIMITED CMN (WYNN)	122.00	141.0400	17,206.88	136.6684	16,673.54	533.34	2.8361	488.00
YUM BRANDS, INC. CMN (YUM)	360.00	70.0200	25,207.20	66.5273	23,949.84	1,257.36	1.9137	482.40
EUROPEAN AERONAUTIC DEFENCE AN ADR CMN (EADSY)	330.00	57.4980	18,974.34	58.5972	19,337.08	(362.74)	1.0742	203.82
SABMILLER PLC SPONSORED ADR (SBMRY)	325.00	47.5520	15,454.40	49.0347	15,936.27	(481.87)	2.0675	319.52
SAP AG (SPON ADR) (SAP)	191.00	73.8200	14,099.62	79.3180	15,149.74	(1,050.12)	1.0807	152.38
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (TCEHY)	641.00	46.8900	30,056.49	32.2912	20,698.63	9,357.86	0.2491	74.87
TOTAL DSM: LARGE CAP GROWTH			649,221.65 539.08		593,474.84	55,746.81	1.5860	7,010.21

	Market Value	Adjusted Cost / Original Cost[6]	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**649,760.73**	**593,474.84**	**55,746.81**	**7,010.21**
LESS CASH	**(16,629.01)**	**(16,629.01)**		
SECURITIES	**633,131.72**	**576,845.83**		

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

DHARMA GRACE FDN.- DSM: LCG
Holdings

Period Ended August 31, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
DSM: LARGE CAP GROWTH								
U S DOLLAR	247.15	1.0000	247.15		247.15			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	16,381.86	1.0000	16,381.86	1.0000	16,381.86		0.0899	14.74
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
ALEXION PHARMACEUTICALS INC CMN (ALXN)	171.00	107.7600	18,426.96	90.8614	15,537.30	2,889.66		
BLACKROCK, INC. CMN (BLK)	92.00	260.3200	23,949.44 154.56	269.1768	24,764.27	(814.83)	2.5814	618.24
CELGENE CORPORATION CMN (CELG)	383.00	139.9800	53,612.34	94.2539	36,099.26	17,513.08		
DISCOVERY COMMUNICATIONS, INC. CMN SERIES A (DISCA)	309.00	77.5100	23,950.59	67.2453	20,778.80	3,171.79		
DOLLAR GENERAL CORPORATION CMN (DG)	421.00	53.9700	22,721.37	45.8367	19,297.25	3,424.12		
EBAY INC. CMN (EBAY)	533.00	49.9900	26,644.67	51.9549	27,691.95	(1,047.28)		
ECOLAB INC CMN (ECL)	227.00	91.3500	20,736.45	75.1119	17,050.40	3,686.05	1.0071	208.84
ESTEE LAUDER COS INC CL-A CMN CLASS A (EL)	304.00	65.3600	19,869.44 54.72	63.3986	19,273.17	596.27	1.1016	218.88
GENERAL ELECTRIC CO CMN (GE)	576.00	23.1400	13,328.64	22.3457	12,871.12	457.52	3.2844	437.76
GOOGLE, INC. CMN CLASS A (GOOG)	30.00	846.9000	25,407.00	744.5190	22,335.57	3,071.43		
INTUITIVE SURGICAL, INC. CMN (ISRG)	53.00	386.5200	20,485.56	496.5660	26,318.00	(5,832.44)		
KINDER MORGAN INC CMN CLASS P (KMI)	469.00	37.9300	17,789.17	37.5167	17,595.32	193.85	4.2183	750.40
LAS VEGAS SANDS CORP. CMN (LVS)	456.00	56.3500	25,695.60	51.2784	23,382.95	2,312.65	2.4845	638.40
MONSANTO COMPANY CMN (MON)	282.00	97.8900	27,604.98	99.6387	28,098.11	(493.13)	1.7571	485.04
MONSTER BEVERAGE CORP CMN (MNST)	274.00	57.3900	15,724.86	61.2428	16,780.53	(1,055.67)		
PRAXAIR, INC CMN SERIES (PX)	141.00	117.4000	16,553.40	112.8138	15,906.75	646.65	2.0443	338.40
PRECISION CASTPARTS CORP. CMN (PCP)	124.00	211.2400	26,193.76	197.4618	24,485.26	1,708.50	0.0568	14.88
STARBUCKS CORP. CMN (SBUX)	291.00	70.5200	20,521.32	55.4599	16,138.84	4,382.48	1.1912	244.44

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

DHARMA GRACE FDN- CAP GRP PCS: NON-US EQ
Holdings

Period Ended August 31, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
NON-US EQUITY								
CAPITAL GROUP PCS: NON-US EQUITY								
U S DOLLAR	98.07	1.0000	98.07		98.07			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	26,447.15	1.0000	26,447.15	1.0000	26,447.15		0.0894	23.65

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
SEADRILL LTD. CMN (SDRL)	258.00	46.2600	11,935.08	38.1175	9,834.31	2,100.77	7.8686	939.12
WYNN MACAU LTD ADR CMN (WYNMY)	211.00	30.2410	6,380.85	27.8908	5,884.96	495.89	7.0831	451.96
AIA GROUP LIMITED CMN (AAIGF)	3,263.00	4.4100	14,389.83	4.0766	13,302.08	1,087.75		
AIR LIQUIDE ADR ADR CMN (AIQUY)	225.00	26.2430	5,904.67	24.6746	5,551.79	352.88	1.9550	115.44
AJINOMOTO INC (ADR) ADR CMN (AJINY)	343.00	12.8520	4,408.24	13.1755	4,519.21	(110.97)	1.2573	55.42
AMCOR LTD ADR (NEW) ADR CMN (AMCRY)	132.00	37.1580	4,904.86	38.8540	5,128.73	(223.87)	4.2004	206.02
ASML HOLDING N.V. ADR CMN (ASML)	125.00	87.0600	10,882.50	74.8197	9,352.46	1,530.04		
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (ASAZY)	655.00	21.2560	13,922.68	19.4106	12,713.92	1,208.76	1.4252	198.43
BANK OF CHINA LIMITED FOREIGN NETTING/NON-DTC ELIG (BACHF)	11,926.00	0.4350	5,187.81	0.4956	5,910.38	(722.57)		
BARCLAYS PLC,AMER DEP SHS ADR CMN (BCS)	181.00	17.4700	3,162.07	18.1674	3,288.30	(126.23)	2.2607	71.48
BAYER AG-SPONSORED ADR SPONSORED ADR CMN (BAYRY)	87.00	110.8150	9,640.91	98.8379	8,598.90	1,042.01	1.6284	157.00
BAYERISCHE MOTOREN WERKE AKTIE ADR CMN (BAMXY)	216.00	31.3340	6,768.14	31.6814	6,843.19	(75.05)	2.3583	159.61
BG GROUP PLC SPON ADR ADR CMN (BRGYY)	161.00	18.9810	3,055.94	17.0891	2,751.35	304.59	1.4399	44.00
BHP BILLITON LIMITED SPONSORED ADR CMN (BHP)	66.00	63.2800	4,176.48	75.2141	4,964.13	(787.65)	3.6662	153.12
BNP PARIBAS SPONSORED ADR CMN (BNPQY)	210.00	31.2610	6,564.81	29.3232	6,157.87	406.94	2.1728	142.64
CAE INC CMN (CAE)	648.00	10.6700	6,914.16	10.5228	6,818.78	95.38	1.7981	124.33
CENOVUS ENERGY INC. CMN (CVE)	314.00	28.7400	9,024.36	30.4897	9,573.76	(549.40)	3.2742	295.47
COCA-COLA AMATIL LIMITED SPONSORED ADR CMN (CCLAY)	238.00	21.8740	5,206.01 80.29	29.7159	7,072.38	(1,866.37)	8.0825	420.78
COMPAGNIE FINANCIERE RICHEMONT UNSPONSORED ADR CMN (CFRUY)	1,393.00	9.4810	13,207.03	8.1448	11,345.75	1,861.28	0.6379	84.25
DAIMLER AG SPONSORED ADR CMN (DDAIY)	90.00	68.4620	6,161.58	73.4252	6,608.27	(446.69)	3.0718	189.27
DANONE SPONSORED ADR CMN (DANOY)	348.00	14.8580	5,170.58	13.9665	4,860.35	310.23	1.6529	85.46
DBS GROUP HOLDINGS SPONSORED ADR CMN (DBSDY)	208.00	49.5010	10,296.21	49.3058	10,255.60	40.61	3.5024	360.61

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
CAPITAL GROUP PCS: NON-US EQUITY								
DENSO CORP ADR ADR CMN (DNZOY)	144.00	22.9320	3,302.21	19.8815	2,862.94	439.27	1.2358	40.81
DIAGEO PLC SPON ADR (NEW) SPONSORED ADR CMN (DEO)	77.00	122.6800	9,446.36 138.02	119.4295	9,196.07	250.29	2.3616	223.08
ESSILOR INTERNATIONAL SA ADR CMN (ESLOY)	48.00	53.8580	2,585.18	51.2831	2,461.59	123.59	0.8215	21.24
FANUC CORP UNSPONSORED ADR CMN (FANUY)	355.00	25.4970	9,051.44	25.5722	9,078.12	(26.68)	1.0875	98.43
FIRST QUANTUM MINERALS LTD CMN (FQVLF)	321.00	16.6646	5,349.34 13.32	20.8998	6,708.85	(1,359.51)	0.6466	34.59
GEMALTO N.V. SPONSORED ADR CMN (GTOMY)	247.00	57.4050	14,179.04	41.9209	10,354.46	3,824.58	0.3021	42.83
HAMAMATSU PHOTONICS K.K. CMN (HPHTF)	278.00	32.5900	9,060.02	37.7297	10,488.86	(1,428.84)		
HENNES & MAURITZ AB ADR CMN (HNNMY)	409.00	7.3360	3,000.42	7.2569	2,968.09	32.33	3.0330	91.00
HITACHI LTD (ADR 10 COM) ADR CMN (HTHIY)	144.00	60.4390	8,703.22	59.1800	8,521.92	181.30	1.6054	139.72
HONG KONG & CHINA GAS COMPANY LTD (ADR) NEW (HOKCY)	1,413.00	2.3110	3,265.44	2.8764	4,064.29	(798.85)	1.5091	49.28
HSBC HOLDINGS PLC SPONSORED ADR CMN (HBC)	304.00	52.4200	15,935.68 152.00	54.8208	16,665.53	(729.85)	4.4830	714.40
IMPERIAL TOBACCO GROUP PLC SPON ADR (ITYBY)	46.00	65.9600	3,034.16	70.1715	3,227.89	(193.73)	5.1204	155.36
INDUSTRIA DE DISENO TEXTIL IND ADR CMN (IDEXY)	173.00	26.4120	4,569.28	27.0434	4,678.51	(109.23)	1.5635	71.44
KAWASAKI HEAVY INDS SPON ADR SPONSORED ADR CMN (KWHIY)	192.00	14.0240	2,692.61	13.1949	2,533.42	159.19	1.1855	31.92
KEYENCE CORP. CMN (KYCCF)	42.00	332.5000	13,965.00	287.8767	12,090.82	1,874.18		
L'OREAL CO (ADR) ADR CMN (LRLCY)	167.00	33.2950	5,560.27	30.0500	5,018.35	541.92	1.4101	78.41
LLOYDS BANKING GROUP PLC SPONSORED ADR CMN (LYG)	1,718.00	4.4800	7,696.64	4.6528	7,993.46	(296.82)		
LVMH MOET HENNESSY LOUIS VUITTON S.A. ADR CMN (LVMUY)	167.00	34.9560	5,837.65	35.5021	5,928.85	(91.20)	1.5846	92.50
MARUBENI CORP (ADR) GDS CMN (MARUY)	42.00	72.9760	3,064.99	73.7571	3,097.80	(32.81)	3.2287	98.96
MURATA MANUFACTURING CO., LTD. CMN (MRAAF)	141.00	68.2300	9,620.43	65.5583	9,243.72	376.71		
NATIONAL GRID PLC SPONSORED ADR CMN (NGG)	95.00	57.5600	5,468.20	55.4084	5,263.80	204.40	5.4526	298.16

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
CAPITAL GROUP PCS: NON-US EQUITY								
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	166.00	65.4760	10,869.02	69.8967	11,602.85	(733.83)	2.7728	301.37
NISSAN MOTOR CO LTD SPONSORED ADR (NSANY)	226.00	19.8300	4,481.58	20.6155	4,659.10	(177.52)	2.3883	107.03
NOVARTIS AG-ADR SPONSORED ADR CMN (NVS)	176.00	72.9800	12,844.48	69.0561	12,153.87	690.61	2.8193	362.12
NOVO-NORDISK A/S ADR ADR CMN (NVO)	60.00	166.9400	10,016.40	180.6998	10,841.99	(825.59)	1.3564	135.86
PERNOD RICARD FINANCE SA UNSPONSORRED ADR CMN (PDRDY)	472.00	23.1650	10,933.88	25.2733	11,929.00	(995.12)	1.3264	145.02
RECKITT BENCKISER GROUP PLC SPONSORED ADR CMN (RBGLY)	189.00	13.5660	2,563.97 32.19	13.4216	2,536.69	27.28	2.9615	75.93
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224.184 (RHHBY)	195.00	62.2320	12,135.24	56.4221	11,002.30	1,132.94	2.6104	316.77
ROYAL DSM NV SPONSORED ADR CMN (RDSMY)	358.00	18.3980	6,586.48	15.2492	5,459.21	1,127.27	2.2877	150.68
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A (RDSA)	0.00	64.5900	0.00 48.96				4.7376	
SAMPO OYJ UNSPONSORED ADR CMN REPRESENTING A SHARES (FINLAND (SAXPY)	457.00	20.7750	9,494.17	18.7390	8,563.72	930.46	3.3465	317.72
SAP AG (SPON ADR) (SAP)	36.00	73.8200	2,657.52	80.5000	2,898.00	(240.48)	1.0807	28.72
SCHNEIDER ELECTRIC SA UNSPONSORED ADR (FRANCE) (SBGSY)	825.00	15.2690	12,596.93	14.9864	12,363.77	233.16	2.4524	308.93
SINGAPORE TELECOMMUNICATNS LTD SPONSORED ADR CMN (SGAPY)	129.00	27.4920	3,546.47	28.1129	3,626.57	(80.10)	4.7121	167.11
SMC CORP. CMN (SMECF)	39.00	209.8700	8,184.93	178.1749	6,948.82	1,236.11		
SOFTBANK CORP. CMN (SFTBF)	169.00	62.6400	10,586.16	38.4889	6,504.62	4,081.54		
STANDARD CHARTERED PLC CMN SRS# 18087095 (SCBFF)	472.00	22.4600	10,601.12 210.64	25.0844	11,839.84	(1,238.72)		
SUMITOMO MITSUI FINANCIAL GRP SPONSORED ADR CMN (SMFG)	515.00	8.8500	4,557.75	8.3882	4,319.94	237.81	2.7338	124.60
SUMITOMO MITSUI TRUST HOLDINGS SPONSORED ADR CMN (SUTNY)	977.00	4.3620	4,261.67	5.8964	5,760.78	(1,499.11)	1.8109	77.17
SVENSKA HANDELSBANKEN AB UNSPONSORED ADR CMN REPRESENTING A SHARES (SVNLY)	153.00	21.4220	3,277.57	20.7822	3,179.67	97.90	3.0100	98.66
SWISSCOM AMERICAN DEPOSITARY SHARES (SCMWY)	66.00	45.2170	2,984.32	44.8502	2,960.11	24.21	4.3489	129.78

DHARMA GRACE FDN- CAP GRP PCS: NON-US EQ

Holdings (Continued)

Period Ended August 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
CAPITAL GROUP PCS: NON-US EQUITY								
SYNGENTA AG SPONSORED ADR CMN (SYT)	157.00	78.3800	12,305.66	84.3774	13,247.25	(941.59)	2.1660	266.54
SYSMEX CORPORATION CMN (SSMXF) Priced As of Aug 22, 13	55.00	58.3000	3,206.50	54.6855	3,007.70	198.80		
TREND MICRO INCORPORATED SPONSORED ADR CMN (TMICY)	196.00	35.0610	6,871.96	29.9548	5,871.15	1,000.81	1.8037	123.95
UNILEVER PLC (NEW) SPONSORED ADR CMN (UL)	207.00	38.1800	7,903.26 73.38	41.3441	8,558.22	(654.96)	3.5191	278.13
BANCO BRADESCO S.A. ADR CMN (BBD)	162.00	11.6200	1,882.44 1.28	17.6746	2,863.29	(980.85)	0.3576	6.73
TOTAL CAPITAL GROUP PCS: NON-US EQUITY			514,547.08 750.08		503,027.49	11,519.60	2.4529	10,083.04

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	515,297.16	503,027.49	11,519.60	10,083.04
LESS CASH	(26,545.22)	(26,545.22)		
SECURITIES	488,751.94	476,482.27		

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

ALTERNATIVE INVESTMENTS

	Market Value	Contributions To Date	Distributions To Date	Economic Gain (Loss)	
HEDGE FUNDS					
HEDGE FUND OPPORTUNITIES[12]	308,866.80	300,000.00	0.00	8,866.80	
	Market Value		**Adjusted Cost / [6] Original Cost**	**Unrealized Gain (Loss)**	**Estimated Annual Income**
TOTAL PORTFOLIO	**308,866.80**		**300,000.00**	**8,866.80**	

Unless otherwise noted, Goldman Sachs has furnished the information appearing in this section for your convenience only. Hedge funds are privately placed. This information may have been obtained from other persons, some of whom may be Goldman Sachs affiliates. Please note that in the case of information supplied by other persons (1) Goldman Sachs does not independently verify such information for accuracy or completeness; and (2) Goldman Sachs has been informed that in certain cases such information may reflect unaudited figures, which may be inaccurate or incomplete, and that actual figures may differ. Certain hedge funds may appear in the Alternative Investments section as Other Investments. Please refer to the relevant product's periodic financial statements and capital analyses for official accounting information.

The calculations noted above (other than contributions and distributions since the last capital statement) are taken from the applicable partnership capital value statement as provided by the fund administrator. A partnership capital value statement is available upon request from your Private Wealth Advisor. Tax information regarding these investments, including allocations of income and realized and unrealized gains and losses will be available through a Schedule K-1 which will be mailed to you after year end. Please be advised that the delivery of K-1s is subject to the reporting of the particular underlying partnerships and that the delivery of particular K-1s may be delayed, requiring you to file an extension. Your private equity assets are held away from Goldman Sachs and are not covered by the Securities Investor Protection Corporation ("SIPC") or any supplemental insurance provided by Goldman Sachs for its clients holdings. Please contact your Private Wealth Advisor if you have any questions.

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

[12] Please refer to the end of the Holdings section for further details pertaining to these investments.

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print. File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions
DHARMA-GRACE FOUNDATION
C/O MANN GELON GLODNEY & AUGENSTEIN

Employer identification number (EIN) or
95-4769888

Number, street, and room or suite no. If a P.O. box, see instructions.
1880 CENTURY PARK EAST, SUITE 950

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions
LOS ANGELES, CA 90067

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 ▶ MANN, GELON, GLODNEY & AUGENSTEIN 1880 CENTURY PARK EAST SUITE 950 - LOS ANGELES, CA 90067

Telephone No. ▶ 310 277-3633 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 JULY 15, 2014 .

5 For calendar year ______ , or other tax year beginning SEP 1, 2012 , and ending AUG 31, 2013 .

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 INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

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	$ 5,000.
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	$ 5,000.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 4/13/14

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01-21-13