



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



Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation GRO FOUNDATION C/O GIRISH BHAKOO		A Employer identification number 20-3985154
Number and street (or P O box number if mail is not delivered to street address) Room/suite 245 WEST 99TH STREET ROOM/SUITE 30B		B Telephone number (see instructions) (212) 832-5280
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10025		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (From Part II, col. (c), line 16) ▶ \$ 2,627,261	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" 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	35,987	35,987		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	428,734			
	b Gross sales price for all assets on line 6a 969,162				
	7 Capital gain net income (from Part IV, line 2)		428,734		
	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)					
12 Total. Add lines 1 through 11	464,721	464,721			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,465	1,465		
	b Accounting fees (attach schedule)	1,000	1,000		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,037	3,037		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,180	1,180		
	24 Total operating and administrative expenses. Add lines 13 through 23	6,682	6,682		0
	25 Contributions, gifts, grants paid	52,280			52,280
26 Total expenses and disbursements. Add lines 24 and 25	58,962	6,682		52,280	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	405,759				
b Net investment income (if negative, enter -0-)		458,039			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	1,986	2,863	2,863	
	2 Savings and temporary cash investments	139,012	260,100	260,100	
	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 ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	1,475,019 <input checked="" type="checkbox"/>	1,760,960	2,364,298	
	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)				
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,616,017	2,023,923	2,627,261		
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 Total liabilities (add lines 17 through 22)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	1,616,017	2,023,923		
	30 Total net assets or fund balances (see page 17 of the instructions)	1,616,017	2,023,923		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,616,017	2,023,923			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,616,017
2	Enter amount from Part I, line 27a	2	405,759
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	5,533
4	Add lines 1, 2, and 3	4	2,027,309
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	3,386
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,023,923

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 See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	428,734
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) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	4,808

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 page 18 of 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))
2012	69,400	1,722,348	0.040294
2011	60,400	1,654,133	0.036515
2010	10,400	1,497,097	0.006947
2009	118,062	1,115,716	0.105817
2008	167,317	1,135,426	0.147361

2 Total of line 1, column (d).	2	0.336934
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	0.067387
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,280,993
5 Multiply line 4 by line 3.	5	153,709
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,580
7 Add lines 5 and 6.	7	158,289
8 Enter qualifying distributions from Part XII, line 4.	8	52,280

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	9,161
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	
3	Add lines 1 and 2.	3	9,161
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	9,161
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,468
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	11,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	13,968
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,807
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 4,807 Refunded <input type="checkbox"/>	11	

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, NY _____		
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? <i>If "No," attach explanation .</i>	8b	Yes
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of GRO FOUNDATION INC Telephone no (212) 832-5280 Located at 245 WEST 99TH STREET APT 30B NEW YORK NY ZIP +4 10025			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c			
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___				
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			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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 2013?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		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
GIRISH BHAKOO 245 WEST 99TH STREET APT 30B NEW YORK, NY 10025	PRESIDENT 0 50	0	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				

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

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		

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

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	
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 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

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	2,076,148
b	Average of monthly cash balances.	1b	239,581
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,315,729
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,315,729
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	34,736
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,280,993
6	Minimum investment return. Enter 5% of line 5.	6	114,050

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	114,050
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	9,161
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,161
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	104,889
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	104,889
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	104,889

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	52,280
b	Program-related investments—total from Part IX-B.	1b	
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	52,280
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 (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	52,280

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				104,889
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				22,863
b From 2009.				65,242
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	88,105			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>52,280</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				52,280
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	52,609			52,609
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	35,496			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	35,496			
10 Analysis of line 9				
a Excess from 2009.	35,496			
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization 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))

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

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> TEACH FOR AMERICA 315 W 36TH STREET 6TH FLOOR NEW YORK, NY 10018			EDUCATION	12,780
MERCY FOR ANIMALS 8033 SUNSET BLVD STE 864 LOS ANGELES, CA 90046			EDUCATION	15,000
THE AKANKSHA FUND INC PO BOX 1714 CATHEDRAL STATION NEW YORK, NY 10025			EDUCATION	24,500
Total				52,280
b <i>Approved for future payment</i>				
Total				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
51 JOB INC SPONS ADR RESTG	P	2007-09-18	2013-10-18
BERGER INTL LTD	P	2010-04-28	2013-09-05
CONVENIENCE RETAIL ASIA LTD	P	2009-10-30	2013-11-05
MORNINGSTAR JAPAN KK TOKYO	P	2011-03-04	2013-04-17
PORSCHE AG DR ING HOF PFD	P	2008-07-17	2013-01-09
VESUVIUS PLC	P	2011-09-21	2013-08-14
ADVANCE AUTO PTS INC COM	P	2009-10-28	2013-10-17
BERGER INTL LTD	P	2010-05-03	2013-09-05
CONVENIENCE RETAIL ASIA LTD	P	2009-10-30	2013-11-06
MORNINGSTAR JAPAN KK TOKYO	P	2011-03-07	2013-04-16
QUESTERRE ENERGY CORP	P	2008-06-02	2013-02-13
VESUVIUS PLC	P	2011-09-21	2013-08-15
ADVANCE AUTO PTS INC COM	P	2009-10-28	2013-10-18
BERGER INTL LTD	P	2010-05-05	2013-09-05
CONVENIENCE RETAIL ASIA LTD	P	2007-05-22	2013-10-25
MORNINGSTAR JAPAN KK TOKYO	P	2011-03-07	2013-04-17
ROYAL BANK OF SCOTLAND GROUP PLC	P	2008-03-17	2013-12-13
VESUVIUS PLC	P	2011-09-21	2013-08-16
ALENT PLC	P	2012-07-10	2013-08-08
BERGER INTL LTD	P	2010-05-06	2013-09-05
EXXON MOBILE CORP	P	2010-06-28	2013-04-17
MOVE INC	P	2010-03-11	2013-07-10
ROYAL BANK OF SCOTLAND GROUP PLC	P	2008-05-27	2013-12-13
BANDU COM INC SPONS ADR REPSTG ORD	P	2013-02-12	2013-09-10
ALENT PLC	P	2012-07-10	2013-08-09
BERGER INTL LTD	P	2010-05-07	2013-09-05
JUMBO SA	P	2009-09-17	2013-04-18
MOVE INC	P	2010-03-11	2013-07-10
ROYAL BANK OF SCOTLAND GROUP PLC	P	2007-11-05	2013-12-13
ALENT PLC	P	2013-06-20	2013-06-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ALENT PLC	P	2012-07-10	2013-08-12
BERGER INTL LTD	P	2010-05-10	2013-09-05
JUNEX INC	P	2008-07-29	2013-07-09
MOVE INC	P	2010-03-11	2013-07-11
ULTRA PETE CORP COM	P	2011-08-25	2013-11-04
ALENT PLC	P	2013-06-20	2013-08-08
ALENT PLC	P	2012-07-10	2013-08-13
BERGER INTL LTD	P	2010-05-24	2013-09-05
KABEL DEUTSCHLAND HOLDING AG	P	2011-01-12	2013-07-09
MOVE INC	P	2010-03-11	2013-07-11
UNILVER PAKISTAN LTD	P	2009-09-02	2013-05-06
MICHAEL PAGE INTL PLC	P	2013-07-16	2013-07-16
ALENT PLC	P	2012-07-10	2013-08-14
BERGER INTL LTD	P	2010-05-25	2013-09-05
KABEL DEUTSCHLAND HOLDING AG	P	2011-01-12	2013-07-18
MOVE INC	P	2010-03-11	2013-07-11
UNITED SPIRITS LTD	P	2011-09-19	2013-11-26
ALENT PLC	P	2012-07-10	2013-08-19
CAPELLA ED CO	P	2010-11-30	2013-05-22
KABEL DEUTSCHLAND HOLDING AG	P	2012-02-08	2013-07-08
MOVE INC	P	2010-03-11	2013-07-12
VESUVIUS PLC	P	2012-07-10	2013-08-02
ALENT PLC	P	2011-09-21	2013-08-19
CONCUR TECHNOLOGIES INC	P	2009-11-20	2013-08-13
KABEL DEUTSCHLAND HOLDING AG	P	2012-02-08	2013-07-09
MOVE INC	P	2010-03-11	2013-07-12
VESUVIUS PLC	P	2012-07-10	2013-08-05
ALENT PLC	P	2011-09-21	2013-08-20
CONCUR TECHNOLOGIES INC	P	2009-11-20	2013-08-13
MORNINGSTAR JAPAN KK TOKYO	P	2011-02-28	2013-04-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MOVE INC	P	2010-03-11	2013-07-12
VESUVIUS PLC	P	2012-07-10	2013-08-06
ALENT PLC	P	2011-09-21	2013-08-22
CONCUR TECHNOLOGIES INC	P	2009-11-20	2013-08-13
MORNINGSTAR JAPAN KK TOKYO	P	2011-02-28	2013-04-18
MOVE INC	P	2010-03-11	2013-07-15
VESUVIUS PLC	P	2012-07-10	2013-08-07
ALENT PLC	P	2011-09-21	2013-08-16
CONCUR TECHNOLOGIES INC	P	2009-11-20	2013-08-14
MORNINGSTAR JAPAN KK TOKYO	P	2011-03-01	2013-04-18
MOVE INC	P	2010-03-11	2013-07-15
VESUVIUS PLC	P	2012-07-10	2013-08-08
AMERICAN PUB ED INC	P	2010-08-31	2013-08-15
CONCUR TECHNOLOGIES INC	P	2009-11-20	2013-08-14
MORNINGSTAR JAPAN KK TOKYO	P	2011-03-02	2013-04-16
MOVE INC	P	2010-03-11	2013-07-16
VESUVIUS PLC	P	2011-09-21	2013-08-08
AMERICAN PUB ED INC	P	2010-08-31	2013-08-16
CONVENIENCE RETAIL ASIA LTD	P	2009-10-30	2013-10-25
MORNINGSTAR JAPAN KK TOKYO	P	2011-03-03	2013-04-16
PORSCHE AG DR ING HOF PFD	P	2008-01-31	2013-01-09
VESUVIUS PLC	P	2011-09-21	2013-08-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,519		1,365	5,154
32,080		12,100	19,980
2,121		836	1,285
8,055		2,869	5,186
19,916		30,951	-11,035
13,450		7,023	6,427
25,286		9,529	15,757
12,412		4,763	7,649
38,548		15,163	23,385
3,778		1,239	2,539
2,652		13,685	-11,033
1,124		584	540
8,730		3,246	5,484
19,243		7,297	11,946
14,365		9,353	5,012
18,411		6,608	11,803
771		7,995	-7,224
12,010		6,211	5,799
5,620		4,866	754
5,729		2,168	3,561
17,280		14,098	3,182
4,585		2,934	1,651
941		8,980	-8,039
15,367		10,561	4,806
772		682	90
9,548		3,605	5,943
18,475		11,697	6,778
1,994		1,274	720
833		12,372	-11,539
3		1	2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
386		343	43
8,211		3,136	5,075
1,285		10,373	-9,088
6,003		3,823	2,180
9,545		16,310	-6,765
624		627	-3
1,648		1,476	172
8,402		3,143	5,259
8,344		3,637	4,707
10,782		6,864	3,918
121,302		21,937	99,365
3			3
403		357	46
14,650		5,444	9,206
73,621		31,100	42,521
26		17	9
50,165		26,819	23,346
2,397		2,102	295
33,689		41,390	-7,701
29,261		14,153	15,108
784		501	283
1,616		1,030	586
20,830		14,275	6,555
15,754		5,823	9,931
33,911		16,434	17,477
6,180		3,951	2,229
3,396		2,177	1,219
2,145		1,459	686
4,990		1,843	3,147
2,301		816	1,485

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,506		961	545
8,008		5,364	2,644
4,454		3,084	1,370
16,956		6,265	10,691
33,847		13,052	20,795
8,306		5,307	2,999
1,680		1,133	547
689		478	211
11,201		4,164	7,037
6,346		2,479	3,867
6,727		4,305	2,422
182		122	60
7,558		4,962	2,596
12,780		4,754	8,026
6,296		2,069	4,227
1,423		879	544
559		294	265
4,033		2,643	1,390
5,581		2,165	3,416
23,926		7,873	16,053
3,983		7,478	-3,495
9,798		5,182	4,616

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,154
			19,980
			1,285
			5,186
			-11,035
			6,427
			15,757
			7,649
			23,385
			2,539
			-11,033
			540
			5,484
			11,946
			5,012
			11,803
			-7,224
			5,799
			754
			3,561
			3,182
			1,651
			-8,039
			4,806
			90
			5,943
			6,778
			720
			-11,539
			2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			43
			5,075
			-9,088
			2,180
			-6,765
			-3
			172
			5,259
			4,707
			3,918
			99,365
			3
			46
			9,206
			42,521
			9
			23,346
			295
			-7,701
			15,108
			283
			586
			6,555
			9,931
			17,477
			2,229
			1,219
			686
			3,147
			1,485

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			545
			2,644
			1,370
			10,691
			20,795
			2,999
			547
			211
			7,037
			3,867
			2,422
			60
			2,596
			8,026
			4,227
			544
			265
			1,390
			3,416
			16,053
			-3,495
			4,616

TY 2013 Accounting Fees Schedule

Name: GRO FOUNDATION
 C/O GIRISH BHAKOO
EIN: 20-3985154

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	1,000	1,000		

TY 2013 Compensation Explanation

Name: GRO FOUNDATION
C/O GIRISH BHAKOO
EIN: 20-3985154

Person Name	Explanation
GIRISH BHAKOO	

TY 2013 Investments Corporate Stock Schedule

Name: GRO FOUNDATION
C/O GIRISH BHAKOO

EIN: 20-3985154

Name of Stock	End of Year Book Value	End of Year Fair Market Value
104 CORP - 9100 SHS	20,958	32,674
51 JOB INC SPONS ADR RESG - 165 SHS	2,650	12,854
51JOB INC SPONS ADR RESTG - 250 SHS		
ADVANCE AUTO PTS INC. - 350 SHS		
ALENT PLC - 2090		
ALENT PLC - 5250 SHS		
AMERICAN PUB ED INC. - 305 SHS		
AMOREPACIFIC NEW PFD - 75 SHS	10,573	29,902
BAJAJ HLDGS & INVT LTD - 2050 SHS	33,305	29,434
BERGER INTL LTD - 100777 SHS		
BERGER INTL LTD - 168000 SHS		
BERGER INTL LTD - 30000 SHS		
BERGER INTL LTD - 43000 SHS		
BERGER INTL LTD - 44000 SHS		
BERGER INTL LTD - 50000 SHS		
BERGER INTL LTD - 65000 SHS		
BERGER INTL LTD - 76723 SHS		
BOOKOOK SECURITY CO LTD PFD - 2000 S	20,373	19,414
BURBERRY LTD - 2000 SHS	32,954	50,210
CAPELLA ED CO. - 755 SHS		
CHARLEMAGNE CAPITAL LTD - 518 SHS	97	121
CHARLEMAGNE CAPITAL LTD - 760 SHS	211	178
CHARLEMAGNE CAPITAL LTD. - 15000 SHS	11,916	3,509
CHARLEMAGNE CAPITAL LTD. - 210 SHS	59	49
CHARLEMAGNE CAPITAL LTD - 929 SHS	164	217
CHESAPEAKE ENERGY CORP - 1025 SHS	20,326	27,819
COGNIZANT TECHNOLOGY SOLUTIONS - 400	22,996	40,392
COLFAX CORP - 1425 SHS	40,885	90,758
CONCUR TECHNOLOGIES - 620 SHS		
CONVENIENCE RETAIL ASIA - 20000 SHS		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CONVENIENCE RETAIL ASIA - 98900 SHS		
CONVENIENCE RETAIL ASIA - 33,700 SHS	9,388	24,427
EXXON MOBILE CORP. - 202 SHS		
GAZPROM OAO SPON ADR REG S - 620 SHS	40,881	13,681
GOOGLE INC. - 15 SHS	7,430	16,811
GOOGLE INC. - 50 SHS	24,145	56,036
GOOGLE INC. CLA - 25 SHS	9,251	28,018
HDFC BK LTD ADR REPSTG - 2365 SHS	68,912	81,451
HDFC BK LTD ADR REPSTG - 2500 SHS	36,400	86,100
HYUNDAI MOTOR CO. LTD PFD - 350 SHS	20,178	37,951
INTERNATIONAL GENERAL INS - 19406 SH	12,441	30,333
INTERNATIONAL GENERAL INS - 19483 SH	11,675	30,454
JUMBO SA REG - 2000 SHS		
JUNEX INC. - 3000 SHS		
KABEL DEUTSCHLAND HOLDING - 590 SHS		
KABEL DEUTSCHLAND HOLDING AG - 745 S		
MATTHEWS INDIA FUND - 16.206 SHS	242	264
MATTHEWS INDIA FUND - 16.387 SHS	334	267
MATTHEWS INDIA FUND - 18.951 SHS	328	309
MATTHEWS INDIA FUND - 3016.591 SHS	20,000	49,110
MATTHEWS INDIA FUND - 47.514 SHS	766	774
MATTHEWS INDIA FUND - 507.211 SHS	6,694	8,257
MATTHEWS INDIA FUND - 56.353 SHS	977	917
MICHAEL PAGE INTL PLC - 35 SHS	204	283
MICHAEL PAGE INTL PLC - 4034 SHS	23,203	32,600
MICHAEL PAGE INTL PLC - 72 SHS	407	582
MORNINGSTAR JAPAN KK TOKYO - 90 SHS		
MOVE INC. - 3750 SHS		
NESTLE SA CHAM ET VEVEY - 1120 SHS	38,763	82,320
ORASCOM DEVELOPMENT HLDG AG - 645 SH	21,747	10,555

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PACIFIC CORP PFD SHS - 208 SHS	49,843	38,213
PIONEER NAT RES CO. - 100 SHS	6,335	18,407
PORSCHE AUTOMOBILE HLDG - 300 SHS		
PRIMERICA INC. COM - 5435 SHS	124,726	233,216
PROSHARES SHORT S&P 500 - 1100 SHS	62,293	27,753
QUESTERRE ENERGY CORP - 2430 SHS		
RANGE RES CORP - 955 SHS	48,068	80,516
RANGE RES CORP - 550 SHS	39,937	46,370
ROYAL BANK OF SCOTLAND - 495 SHS		
SHIN YOUNG SECURITES CO. - 50 SHS	1,371	1,863
SHIN YOUNG SECURITIES CO. - 865 SHS	23,656	32,234
STRAYER ED INC. - 150 SHS	29,728	5,170
ULTRA PETE CORP. COM - 500 SHS		
UNILVER PAKISTAN LTD - 800 SHS		
UNITED SPIRITS LTD. - 2540 SHS		
VESUVIUS PLC - 2090 SHS		
VESUVIUS PLC - 5250 SHS		
ZOOPLUS AG - 29 SHS	1,218	2,078
ZOOPLUS AG - 651 SHS	27,281	46,641
XING AG NAMEN AKT - 340 SHS	18,855	34,853
XING AG NAMEN AKT - 68 SHS	3,628	6,970
XING AG NAMEN AKT - 482 SHS	25,620	49,409
DEVON ENERGY CORP. NEW COM - 1195 SH	63,813	73,935
SOUTHWESTERN ENERGY CO COM - 880 SHS	32,085	34,610
PERNOD RICARD ORD - 50 SHS	6,168	5,705
PERNOD RICARD ORD - 365 SHS	45,029	41,645
BERKSHIRE HATHAWAY INC DEL CL B	23,021	23,712
ORACLE CORP - 1500 SHS	45,180	57,390
PERNOD RICARD ORD - 390 SHS	44,118	44,497
INTERACTIVE BROKERS GROUP - 36 SHS	598	876

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERACTIVE BROKERS GROUP - 119 SHS	1,974	2,896
INTERACTIVE BROKERS GROUP - 88 SHS	1,473	2,142
INTERACTIVE BROKERS GROUP - 311 SHS	5,206	7,570
INTERACTIVE BROKERS GROUP - 169 SHS	2,831	4,113
INTERACTIVE BROKERS GROUP - 350 SHS	5,865	8,519
INTERACTIVE BROKERS GROUP - 77 SHS	1,287	1,874
INTERACTIVE BROKERS GROUP - 27 SHS	451	657
INTERACTIVE BROKERS GROUP - 202 SHS	3,374	4,917
INTERACTIVE BROKERS GROUP - 73 SHS	1,236	1,777
INTERACTIVE BROKERS GROUP - 25 SHS	422	608
INTERACTIVE BROKERS GROUP - 103 SHS	1,739	2,507
INTERACTIVE BROKERS GROUP - 23 SHS	393	560
INTERACTIVE BROKERS GROUP - 13 SHS	223	316
INTERACTIVE BROKERS GROUP - 72 SHS	1,231	1,753
INTERACTIVE BROKERS GROUP - 24 SHS	414	584
INTERACTIVE BROKERS GROUP - 18 SHS	311	438
INTERACTIVE BROKERS GROUP - 99 SHS	1,709	2,410
INTERACTIVE BROKERS GROUP - 13 SHS	224	316
INTERACTIVE BROKERS GROUP - 127 SHS	2,188	3,091
INTERACTIVE BROKERS GROUP - 523 SHS	9,087	12,730
INTERACTIVE BROKERS GROUP - 348 SHS	6,046	8,470
MCGRAW HILL FINL INC COM - 780 SHS	48,250	60,996
JARDINE LLOYD THOMPSON - 4940 SHS	73,132	83,279
BAJAJ HLDGS & INVT LTD - 5000 SHS	65,200	71,790
DIAGEO PLC SPONSORED NEW - 590 SHS	73,812	78,128
DIAGEO PLC SPONSORED NEW - 220 SHS	27,898	29,132
IBM - 355 SHS	62,405	66,587
SOUTHWESTERN ENERGY CO - 1130 SHS	42,742	44,443
JARDINE LLOYD THOMPSON - 1535 SHS	24,715	25,877
MATTHEWS INDIA FUND - 41.333 SHS	667	673

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MATTHEWS INDIA FUND - 3.155 SHS	51	51

TY 2013 Legal Fees Schedule

Name: GRO FOUNDATION
 C/O GIRISH BHAKOO

EIN: 20-3985154

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WEBSTER CHAMBERLAIN & BEAN	1,465	1,465		

TY 2013 Other Decreases Schedule

Name: GRO FOUNDATION
C/O GIRISH BHAKOO

EIN: 20-3985154

Description	Amount
FEDERAL EXCISE TAX	3,386

TY 2013 Other Expenses Schedule

Name: GRO FOUNDATION
C/O GIRISH BHAKOO

EIN: 20-3985154

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK FEES				
CUSTODY FEES	1,180	1,180		

TY 2013 Other Increases Schedule

Name: GRO FOUNDATION
 C/O GIRISH BHAKOO
EIN: 20-3985154

Description	Amount
REFUND FEDERAL EXCISE TAX	5,533

TY 2013 Taxes Schedule

Name: GRO FOUNDATION
 C/O GIRISH BHAKOO

EIN: 20-3985154

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	3,037	3,037		
DELAWARE DIV OF CORP				