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**Return of Private Foundation**

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>GRAY MATTERS CAPITAL, INC.</b>		<b>A Employer identification number</b> 20-5176973
Number and street (or P O box number if mail is not delivered to street address) 2987 CLAIRMONT ROAD	Room/suite 350	<b>B Telephone number</b> 687-399-2903
City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30329		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 22,516,597. (Part I, column (d) must be on cash basis)	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received	1,609,449.			
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	415,244.	415,244.	415,244.	STATEMENT 1
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	<1,996,077.>			
	<b>b</b> Gross sales price for all assets on line 6a	24,220.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		0.		
	<b>8</b> Net short-term capital gain			0.	
	<b>9</b> Income modifications Gross sales less returns and allowances				
	<b>10a</b> Less: Cost of goods sold				
	<b>c</b> Gross profit or (loss)				
	<b>11</b> Other income				
	<b>12</b> Total. Add lines 1 through 11	28,616.	415,244.	415,244.	
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	300,140.	0.	0.	300,140.
	<b>14</b> Other employee salaries and wages	174,347.	50,000.	102,678.	71,669.
	<b>15</b> Pension plans, employee benefits	40,294.	0.	0.	40,294.
	<b>16a</b> Legal fees STMT 2	50,625.	8,730.	8,730.	42,255.
	<b>b</b> Accounting fees STMT 3	42,393.	0.	0.	42,393.
	<b>c</b> Other professional fees STMT 4	69,945.	606.	606.	69,339.
	<b>17</b> Interest				
	<b>18</b> Taxes				
	<b>19</b> Depreciation and depletion				
	<b>20</b> Occupancy	210.	0.	0.	210.
	<b>21</b> Travel, conferences, and meetings	90,303.	0.	0.	75,774.
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses STMT 5	1,956,925.	95,604.	303,230.	1,643,326.
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	2,725,182.	154,940.	415,244.	2,285,400.
	<b>25</b> Contributions, gifts, grants paid	189,152.			189,152.
	<b>26</b> Total expenses and disbursements. Add lines 24 and 25	2,914,334.	154,940.	415,244.	2,474,552.
	<b>27</b> Subtract line 26 from line 12:				
	<b>a</b> Excess of revenue over expenses and disbursements	<2,885,718.>			
	<b>b</b> Net investment income (if negative, enter -0-)		260,304.		
	<b>c</b> Adjusted net income (if negative, enter -0-)			0.	

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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	338,416.	246,904.	246,904.		
	2 Savings and temporary cash investments	123,901.				
	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	333,903.				
	Less: allowance for doubtful accounts	0.	336,403.	333,903.	333,903.	
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges	28,687.	31,836.	31,836.		
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock	STMT 6	6,219,929.	6,219,929.	6,219,929.	
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis					
Less accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other	STMT 7	14,603,726.	13,948,650.	15,684,025.		
14 Land, buildings, and equipment basis						
Less accumulated depreciation						
15 Other assets (describe)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		21,651,062.	20,781,222.	22,516,597.		
Liabilities	17 Accounts payable and accrued expenses		24,898.			
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons		1,950,000.			
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)	STATEMENTS 8	125,743.	167,169.		
23 Total liabilities (add lines 17 through 22)		125,743.	2,142,067.			
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		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		21,525,319.	18,639,155.		
30 Total net assets or fund balances		21,525,319.	18,639,155.			
31 Total liabilities and net assets/fund balances		21,651,062.	20,781,222.			

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	21,525,319.
2 Enter amount from Part I, line 27a	2	<2,885,718.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	18,639,601.
5 Decreases not included in line 2 (itemize) PRIOR PERIOD ADJUSTMENT	5	446.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,639,155.

**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 LONG TERM CAPITAL GAIN THRU GRAY GHOST K-1		P		12/31/13
b WORTHLESS INVESTMENT IN SOURCETRACE SYSTEMS, INC.		P		12/31/13
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 24,220.			24,220.	
b		2,020,297.	<2,020,297.>	
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) 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		
a			24,220.	
b			<2,020,297.>	
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 <1,996,077.>
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 0.

**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))
2012	9,234,153.	7,696,691.	1.199756
2011	1,448,731.	12,945,040.	.111914
2010	1,207,694.	14,217,452.	.084944
2009	1,141,013.	15,306,714.	.074543
2008	704,655.	15,836,464.	.044496

2 Total of line 1, column (d)	2	1.515653
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	.303131
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,450,373.
5 Multiply line 4 by line 3	5	1,955,308.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,603.
7 Add lines 5 and 6	7	1,957,911.
8 Enter qualifying distributions from Part XII, line 4 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.	8	3,726,081.

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total amount owed is 2,338.00, with 2,338.00 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, 'Yes', and 'No'. 'Yes' is marked for questions 1a, 1b, 1c, 2, 3, 4a, 4b, 5, 6, 7, 8b, 9, and 10.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of LAURA W. PUTZ Telephone no. 678-399-2903 Located at 2987 CLAIRMONT ROAD, SUITE 350, ATLANTA, GA ZIP+4 30329
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country MAURITIUS

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes 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)? Organizations relying on a current notice regarding disaster assistance check here 1b x
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 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) 3b x
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 2013? 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)?  **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		300,140.	37,003.	3,291.

**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
ERIKA NORWOOD - 50 PEACHTREE STREET #705, ATLANTA, GA 30303	PROGRAM OFFICER 40.00	73,220.	12,016.	0.
JENNIFER FLEMING - 1709 BELLE ISLE CIR, ATLANTA, GA 30329	PROGRAM COORDINATOR 40.00	59,808.	17,256.	0.
ESTELLA MERCEDES - 1183 SIMONTON HILL CT, LAWRENCEVILLE, GA 30045	PROGRAM MANAGER 40.00	58,557.	2,731.	0.
LAURA W. PUTZ - 1732 HABERSHAL ROAD NW, ATLANTA, GA 30318	IN-HOUSE COUNSEL 40.00	52,500.	111.	0.
<b>Total</b> number of other employees paid over \$50,000				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GRAY GHOST MANAGEMENT & OPERATIONS - 2200 CENTURY PARKWAY, STE 100, ATLANTA, GA 30345	BUSINESS SUPPORT SERVICES	387,993.

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 IDEX: A WORK/STUDY PROGRAM FOR SOCIAL ENTREPRENEURSHIP THAT MATCHES INDIVIDUALS FROM ALL OVER THE WORLD WITH WORK OPPORTUNITIES AT SOCIAL ENTERPRISE COMPANIES IN INDIA.	648,551.
2 SEE STATEMENT 10	475,680.
3 SEE STATEMENT 11	161,174.
4 GMC FUND: A PORTFOLIO OF PRI INVESTMENTS AIMED AT COMPANIES THAT USE MARKET-BASED SOLUTIONS TO ADDRESS SOCIAL AND ECONOMIC PROBLEMS IN LOW-INCOME COMMUNITIES.	540,830.

**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 SEE STATEMENT 12	828,043.
2 SEE STATEMENT 13	345,476.
All other program-related investments. See instructions.	
3 UNITED VILLAGES IS A MF PRI THAT LEVERAGES EXISTING WIRELESS & TRANSPORTATION INFRASTRUCTURES TO COST-EFFECTIVELY REACH RURAL MKTS THAT ARE OTHERWISE UNDERSERVED.	78,010.
<b>Total. Add lines 1 through 3</b> <span style="float: right;">▶</span>	<b>1,251,529.</b>

Form 990-PF (2013)

**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	6,219,929.
b Average of monthly cash balances	1b	328,673.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	6,548,602.
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	6,548,602.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	98,229.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,450,373.
6 Minimum investment return. Enter 5% of line 5	6	322,519.

**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	
2a Tax on investment income for 2013 from Part VI, line 5	2a	
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	
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	

**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	2,474,552.
b Program-related investments - total from Part IX-B	1b	1,251,529.
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	3,726,081.
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	2,603.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,723,478.

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)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$				
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				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
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)

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 2013, enter the date of the ruling ▶ 07/11/06

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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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	0.	0.	0.	0.	0.
b 85% of line 2a	0.	0.	0.	0.	0.
c Qualifying distributions from Part XII, line 4 for each year listed	3,726,081.	9,234,153.	1,448,731.	1,207,694.	15,616,659.
d Amounts included in line 2c not used directly for active conduct of exempt activities	189,152.	162,635.	99,167.	0.	450,954.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	3,536,929.	9,071,518.	1,349,564.	1,207,694.	15,165,705.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	215,013.	256,557.	431,501.	473,915.	1,376,986.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

**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).)

ROBERT A. PATTILLO

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

NONE

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

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

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
<b>a Paid during the year</b>				
SEE ATTACHMENT A	NONE	INDIVIDUALS	INDEX FELLOWSHIP IN SOCIAL ENTERPRISE GRANTS	57,015.
VOICE 4 GIRLS 6-1-68/2, G-1 SAI NAVAS SAIFABAD, HYDERABAD, INDIA AP 500-004	NONE	EXPENDITURE RESPONSIBILITY	REFINE A GIRLS' LEADERSHIP CAMP MODEL THAT IMPROVES GIRLS' SPOKEN ENGLISH SKILLS, LIFE SKILLS AND	132,137.
<b>Total</b>				▶ 3a 189,152.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				▶ 3b 0.





**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.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

GRAY MATTERS CAPITAL, INC.

Employer identification number

20-5176973

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization  GRAY MATTERS CAPITAL, INC.	Employer identification number  20-5176973
--	--

**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	GRAY MATTERS CHARITABLE FOUNDATION, INC.  2987 CLAIRMONT ROAD, SUITE 350  ATLANTA, GA 30329	\$ 1,250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	ROBERT PATILLO THRU LEGACY VENTURE V  2987 CLAIRMONT ROAD, SUITE 350  ATLANTA, GA 30329	\$ 55,074.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	ROBERT PATILLO THRU LEGACY VENTURE IV  2987 CLAIRMONT ROAD, SUITE 350  ATLANTA, GA 30329	\$ 188,704.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	NIKE FOUNDATION  ONE BOWERMAN DRIVE  BEAVERTON, OR 97005-6453	\$ 105,671.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	JAMES TOPPLE  1025 CLAIREMONT AVE  DECATUR, GA 30030	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  GRAY MATTERS CAPITAL, INC.	Employer identification number  20-5176973
--	--

**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
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization  GRAY MATTERS CAPITAL, INC.	Employer identification number  20-5176973
--	--

**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
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

ATTACHMENT A

Recipient's Name	If Individual	Recipient's Address				Foreign Address			Payment Code 1 = Current Year 2 = Future	Foundation Status of Recipient	Use 'Detail' tab for Full View and Edit	Relationship of Recipient	Amount
		Street	City	State	ZIP or Postal Code	Province	Country						
Aarati Rao	X	A-18, Veed Vihar, AMHO Colony, Trimglgherry	Secunderabad	HI	500003	Andhra Pradesh	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 600.00	
Adithya Sanjay	X	B-6, Rising Sun Apartments, Krishnapuri Colony, West Marredpalay	Secunderabad	CA	500003	Andhra Pradesh	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 720.00	
Ahmed Farag Soliman	X	9 Tout Ankh Amoun St., Smouha	Alexandria				Egypt	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 631.02	
Alfred Kent	X	PO Box 138	Papaaloa	HI	96780-0138			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 605.07	
Amanda Jacobson	X	3400 Greenfield Avenue, #9	Los Angeles	CA	30322			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 788.00	
Amber Martin	X	1710 Peachcrest Drive	Lawrenceville	GA	30043-2888			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 605.07	
Amit Saraogi	X	D-39 East of Kailash, First Floor	New Delhi		110065	New Delhi	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 788.00	
Ana Maria Bondoc	X	31421 Seminole Street	Temecula	CA	92591-3987			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 604.14	
Andrew Hobbs	X	2216 Glenheather Drive	Falls Church	VA	22043			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 588.00	
Anishay Raj	X	5-9-7/3 Saifabad	Hyderabad -4		500001	Andhra Pradesh	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 600.00	
Ankit Gupta	X	Shivam Footwear, Banda Road, Ataria	District Banda		210203	Uttar Pradesh	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 788.00	
Anna-Lisa Bowans	X	510 S. Governor Street	Iowa City	IA	52240-5623			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 657.85	
Anup Rorjendra Mahajan	X	Vivekanand, behind Farimal School	Latus City	DC	413512	Maharashtra	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 600.00	
Arielle Molino	X	631 49th Street NE	Washington		20019			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 688.00	
Ben Thurman	X	Flat 1, 90 Grassmarket	Edinburgh		EHI 2JF	Scotland	United Kingdom	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 623.34	
Benjamin Mayer	X	4201 Vendome Place	New Orleans	LA	70125-2740			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 614.34	
Chloe Lincoln	X	Les Guillauties	Washington		45220	Montcorbon	France	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 788.00	
Connor Larkin	X	5520 Sherier Place NW	Washington	DC	20016-2564			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 606.87	
Daniel Oxenhandler	X	1628 N Tejon Street	Colorado Springs	CO	80907-7441			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 621.87	
Danielle Goldschneider	X	510 East 23rd Street	New York	NY	10010			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 650.00	
Darlene Sainvil	X	7 Circle Lane	Bay Shore	NY	11706			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 588.00	
Darshana Dave	X	20th Prashant Apts Rajendra Nagar, Borivali East	Mumbai		400066	Maharashtra	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 900.00	
David Beck	X	4350 Tacoma Boulevard	Okenos	MI	48864-2739			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 614.34	
Deepa Sai Avula	X	9-20-6B, Devi Krupa Apartments, CBM Compound	Visakhapatnam		530003	Andhra Pradesh	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 688.00	
Ether Ehenuwah	X	9 Ehenuwah Street, Off Nnebiisi Roa	Asaba		320001	Delta State	Nigeria	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 656.02	
Francesca Jones	X	73 Nash Road	North Salem	NY	10560-3710			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 650.00	
Francis Enrique	X	35 Maria Clara	Quezon City			Manila	Philippines	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 650.00	
Gabriel Schechter	X	11 North Ridgewood Road	South Orange	NJ	07079-1517			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 625.46	
Gregory Bennett	X	6944 N Mendota	Chicago	IL	60646			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 688.00	
Hadeer Abdelrahman	X	6 Dahan St. Kamb Chezar	Alexandria				Egypt	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 788.00	
Hannah Rosenfeld	X	836 Reach Crest	Birmingham	AL	35242-8641			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 600.00	
Hannah Snyder	X	36 E State Street, Apt 5	Montpelier	VT	05602			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 621.75	

ATTACHMENT A

Recipient's Name	If Individual	Recipient's Address				Foreign Address			Payment Code 1 = Current Year 2 = Future	Foundation Status of Recipient	Use 'Detail' tab for Full View and Edit	Relationship of Recipient	Amount
		Street	Apt	City	State	ZIP or Postal Code	Province	Country					
Hala Mehr	X	1255 New Hampshire Avenue, Apt 516		Washington	DC	20036-2320			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 640.09
Jackson Thomas	X	56 Garden Place		Brooklyn	NY	11201			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 647.65
Javier Noris GUERZEO	X	6815 Remmet Avenue, #219		Canoga Park	CA	91303			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 688.00
Jessica Chhattabong	X	3236 Pacific Avenue		Stockton	CA	95204-3642			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 657.85
Jin Tran	X	4507 Broymhill Court		Peoria	IL	61615-2301			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 1,260.18
JoAnn Ponce	X	1016 Elaine Drive		Tyler	TX	75703			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 688.00
Julio Gutierrez-Sanchez	X	Carrera 26C5 # 76-16		Barranquilla		080020		Columbia	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 605.07
Kaitlynn Saidanha	X	49 Blueberry Cove		Yarmouth	ME	04096-6527			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 668.04
Karolle Rabarison	X	463 Rose Lane		Lexington	KY	40508-3359			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 621.75
Karthik Dantu	X	55/2RT Prakash Nagar, Begumpet		Hyderabad		50001		India	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 600.00
Karthik Sivaram	X	S/O Dr. Sivaramakrishnan, 'Guru Kripa', Opp Chinmaya Women's College, Talap		Kannur		670002		India	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 556.87
Kelsey Coates	X	3712 Tanglewood Lane		Lynchburg	VA	24503-1333			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 631.02
Kyle Cooke	X	2719 Summer Lake Court		Melbourne	FL	32940-7145			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 647.65
Lillian Carroll	X	9930 SW 57 Place		Miami	FL	33156-2093			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 631.02
Linda Kugblenu	X	480 Bates College, Lewiston Maine		New York	NY	04240			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 788.00
Madison Poche	X	44 Allard Boulevard		New Orleans	LA	70119-3706			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 672.85
Malgorzata Wojcik	X	Augustenstrasse 83 c/o Nator		Stuttgart				Germany	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 605.07
Manvir Dondona	X	Flat no 21111, Indu Fortune Field, 13 KPHB		Hyderabad		500072		India	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 588.00
Mary Brittaney Gholson	X	150 Enclave Circle		Cape Girardeau	MO	63701			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 605.07
Mary McKenna	X	1860 N Fremont		Chicago	IL	60614-5005			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 615.21
Nina Pavlovaka	X	Franklin Ruzvelt 14		Skopje		1000		Macedonia	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 518.04
Nitin Gandhi	X	931-A/21		Panchkula		134112		India	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 688.00
Patrick Keating	X	3817 N. Vernon Street		Arlington	VA	22207-4341			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 606.87
Paul Hildebrand	X	267 Oak Court		Serverna Park	MD	21146-3137			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 559.23
Peter Kotvis	X	1951 Kenwood Parkway		Minneapolis	MN	55405			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 688.00
Prashanth Ramagiri	X	H No 3-6-747/1, Street No. 12 and 13, Himavath Nagar		Hyderabad		500029		India	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 600.00
Prateek Rath	X	6th Lane, Goutam Nagar		Korapat		764001		India	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 631.02
Priyanka Bhille	X	No 9, Sri Lakshmi Srinivasa Residency, East End 'D' Main Road, Near JAYADEVA HOB		Bangalore		560069		India	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 688.00
Rakeen Tanvir	X	15 Raymond Marchetti Street		Ashland	MA	01721			1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 688.00
Richard Nwurah	X	House 9, Road 6911		Gwarinpa Abuja		900109		Nigeria	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 438.00
Ritika Sood	X	3-New Smart Lanes, Phagli		Shimla		174001		India	1	N/A	Participant of IDEX Social/Enterprise Fellowship	None	\$ 643.07

ATTACHMENT A

Recipient's Name	If Individual	Street	City	State	ZIP or Postal Code	Province	Country	Payment Code 1 = Current Year 2 = Future	Foundation Status of Recipient	Use 'Detail' tab for Full View and Edit	Relationship of Recipient	Amount
Ronald Rego	X	21, Gayatri APTS, Priya Colony, Secunderabad	Hyderabad	Andhra Pradesh	500009	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 600.00	
Sabrina Martins	X	15-58 208th Street	Bayside	NY	11360	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 688.00		
Sandeep Patel	X	Shri Rajendra Bhai Patel, H.No. 114, Behind Apsara Theatre, Opp. Bidi Factory, Santra Badi	Durg	Chhattisgarh	490001	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 600.00	
Sara Wilf	X	9 Willow Road	Riverside	CT	06978	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 688.00		
Sarah Bass	X	1714 McDonald Lane	Raleigh	NC	27608-2112	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 907.85		
Sarah Hayes	X	PO Box 4569, Jakarta Pouch	Houston	TX	77210-4569	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 659.51		
Sasanka Kanuparthi	X	Plot no 6-B, beside TDP office, Road no 2, Banjara Hills	Hyderabad	Andhra Pradesh	500034	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 600.00	
Shaka Dickerson	X	1309 Windmill Lane	Silver Springs	MD	20905	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 588.00		
Shevika Mishra	X	E-99 Tarapore Gardens, Off New Link Road, Andheri (west), 5104 Sobha Jasmine, Ibbolur	Mumbai	Maharashtra	400053	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 599.51	
Shruti Bharath	X	Villages, Bellandur, Outer Ring Road	Bangalore	Karnataka	560103	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 688.00	
Simon Valdenaire	X	13 impasse monvoisin autard	Avignon	Provence-Alpes-Cote d'Azur	84000	France	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 599.53	
Sneha Suresh	X	C-703, Kiyetal Beryl Apts, Banerghatta Main Road, Golligere	Bangalore	Karnataka	560083	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 78.28	
Sonal Patel	X	1810 Earl Drive	Bel Air	MD	21015-2037	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 552.37		
Stefanie Colish	X	11 Bates Road	Harrison	NY	10528	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 688.00		
Tanu Sharma	X	813, N.H 8	Bhubana Udaipur	Rajasthan	313001	India	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 643.07	
Tasha Ruseman	X	974 S Williams Street	Denver	CO	80209-4543	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 643.07		
Temtope Adekanbi	X	97 Colonial Drive	Kingston	NY	12401-2200	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 854.14		
Thomas Brown	X	1280 Morningside Drive NE	Atlanta	GA	30306-3355	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 606.87		
Troy Erstling	X	4 Walnut Lange	Manalapan	NJ	07726	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 688.00		
Vital Opportunities in Creative Empowerment (VOICE), Inc		101 Keene Street	Providence	RI	02906	1	NC	model that improves girls' spoken English skills, life skills and self-confidence and to test an operational model that expands VOICE 4 Girls camps into new markets	None	\$102,136.75		
VOICE 4 Girls		6-1-68/2, G-1 Sai Nivas, Saifabad	Hyderabad	Andhra Pradesh	500-004	1	NC	Refine a girls' leadership camp model that improves girls' spoken English skills, life skills and self-confidence and to test an operational model that expands VOICE 4 Girls camps into new markets	None	\$ 30,000.00		
William Sloan	X	24 Brenway Drive	West Hartford	CT	06117-3054	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 606.87		
Yacoub Adeleke	X	22/24 Tokunbo Street, Off Upper Campus	Lagos	Nigeria	101003	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 500.00		
Yana Chernyak	X	9104 Santayana Drive	Fairfax	VA	22031	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 688.00		
Yaamin Lalani	X	39 Mary Lane	Riverside	CT	06878-1507	1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 605.07		

GRAY MATTERS CAPITAL, INC.  
 20-5176973  
 Private Foundation - Grants Paid

## ATTACHMENT A

Recipient's Name	If Individual	Recipient's Address				Foreign Address			Payment Code 1 = Current Year 2 = Future	Foundation Status of Recipient	Purpose of Grant or Contribution	Relationship of Recipient	Amount
		Street	City	State	ZIP or Postal Code	Province	Country						
Zoe Hamilton	X	360 Lee Street	Seattle	WA	98109			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 688 00	
Zoe Schlag	X	2794 Linden Drive	Boulder	CO	80304-0429			1	N/A	Participant of IDEX Social Enterprise Fellowship	None	\$ 552 37	
										Total to IDEX Participants		\$ 57,015.27	
										Total to Voice4Girls		\$132,136 75	
										Total Grants		\$189 152 02	

Gray Matters Capital, Inc.  
Grant Agreement

This Agreement dated September 20, 2013, is between Gray Matters Capital, Inc., a 501(c)(3) private foundation, located at 2200 Century Parkway, Suite 100, Atlanta, Georgia 30345, USA ("Grantor"), and, VOICE 4 Girls, registered as a trust in India, located at 6-1-68/2, G-1 Sai Nivas, Saifabad, Hyderabad, AP 500-004. ("Grantee").

Grantor desires to make a monetary charitable grant of funds to Grantee for \$60,000 USD under the terms of this Agreement. Grantee desires to accept the grant under the terms of this Agreement.

Therefore, in consideration of the mutual covenants in this Agreement, Grantor and Grantee agree as follows:

*Grant:* Grantor will pay to Grantee the sum of \$60,000 USD for the purposes described in Section 3 below, payable in installments as follows:

\$30,000 USD within thirty (30) days of the date after Grantor receives two executed originals of this Agreement. The two originals shall be delivered to the attention of the contact designated in Section 4 below;

\$25,000 USD on target date of January 31, 2014 conditioned upon timely submission and approval by Grantor of winter camp reports as described in Section 1.5 (a);

\$5,000 USD on the target date of June 30, 2014 conditioned upon timely submission and approval by Grantor of annual reports as described in Section 1.5 (a);

**Period of Grant: Grantee's Program will take place over a period beginning**

October 1, 2013 and ending August 30, 2014.

**1. Terms and Conditions of Grant:**

- 1.1. *Purpose and Use of Grant Funds:* The purpose of the grant is to allow Grantee to refine a girls' leadership camp model that improves girls' spoken English skills, life skills and self-confidence and to test an operational model that expands VOICE 4 Girls camps into new markets (the "Program"). The activities planned for the Program are described in Annex A. Grant funds may be expended only for the Program activities and operations described above and in Annex A, or as may be modified in writing signed by Grantor.

1.2. *Charitable Purpose:* Grantee represents and warrants to Grantor that: Grantee is a non-profit charitable organization that qualifies under the Indian Trust Act, 1882 and is not classified as a private/ profit making foundation as defined in applicable Indian Statute.

- a) Grantee will expend grant funds solely for qualified charitable or educational purposes as defined by the Indian Trust Act;
- b) Grantee will not use any portion of the funds granted herein to carry on propaganda, or otherwise attempt to influence legislation prohibited by Indian Laws; nor to participate in, or intervene in (including the publishing or distributing of statements), a political campaign on behalf of or in opposition to any candidate for public office; nor to carry on, directly or indirectly, any voter registration drive; nor to make grants to individuals; nor for any other non-charitable or non-educational purposes.
- c) Grantee has not provided nor will provide material support or resources to any individual or entity that it knows, or has reason to know, is an individual or entity that advocates, plans, sponsors, engages in, or has engaged in terrorist activity; and
- d) Grantee will treat the grant proceeds as a "restricted fund," and no part of the grant shall be used for purposes other than those designated in this Agreement.

1.3. *Overhead Fees:* No more than 15% of direct project costs may be allocated by Grantee for overhead and administrative expenses. Grantee represents and warrants to Grantor that such expenses are likewise solely for charitable or educational purposes under the Indian Trust Act, 1882.

1.4. *Grant Accounting, Records and Reports:* Grantee shall maintain records and accounts consistent with generally accepted accounting principles and sufficient to provide for such fiscal control as is necessary to assure proper disbursement of, and accounting for, all grant funds. Grantee shall obtain and retain receipts for all grant disbursements. Grantee represents and warrants that accounts and supporting documentation relating to grant expenditures will be adequate to permit an accurate and expeditious audit. Grantor or its designated representative may make an audit during regular business hours upon seven days notice to the Grantee. Grantee shall retain all relevant books, documents, papers, and records pertaining to this grant for a period of three years following the end or termination of the grant term, and to permit Grantor access to, and ability to photocopy, these documents for purposes of assuring that grant funds were properly expended.

1.5. *Reports:* Grantee warrants to Grantor that:

- a) Grantee shall submit annual financial and narrative reports to Grantor no less than 30 days prior to each recurring payment date as indicated in Section 1. Grantee will use the report templates provided by Grantor in preparing its reports. In addition, Grantee will submit to Grantor interim reports as requested.

- b) Grantee shall, upon request, collaborate with Grantor to integrate a standard list of indicators and learning objectives into its M&E plans. Grantee agrees to report periodically on these indicators and learning objectives as agreed upon in the M&E plan.
- c) Grantee will, within 30 days after the conclusion of the grant, submit to Grantor a final report outlining the progress of grant, the benefits to the community, and an accounting of funds expended. Grantee will use the report templates provided by Grantor in preparing its report. Grantee understands that failure to provide Grantor with a final report will cause Grantee to become ineligible for future grants.

#### 1.6. Program Data & Evaluation:

While implementing the Grant program, Grantee may or otherwise obtain information related to the Grant including, but not limited to, monitoring and evaluation data (collectively "Grant-related Data"). Upon Grantor's request, Grantee shall provide Grantor with all Grant-related Data in a form to be mutually agreed-upon by the Parties. Grantee acknowledges and agrees that Grantor may use the Grant-related Data for various purposes such as monitoring and evaluating the effectiveness of Grantor's grant program.

Grantor, by itself or through a third party, may evaluate and monitor the Program. Such evaluation and monitoring may include meetings with Program staff and/or site visits to review the Program's systems, operations and accomplishments. Grantee shall cooperate and assist with any such evaluations and monitoring.

### 2. Non-Use of Grant Funds:

At the end of the grant period, Grantee shall notify Grantor of the amount of any grant funds Grantee has not spent for the Program. Upon Grantor's written approval, Grantee may receive an extension of time by which to spend the remaining grant funds. If Grantee does not receive such an extension, Grantee shall expend the funds for another qualified educational or charitable purpose designated by Grantor, or pay the funds over to a charitable organization designated by Grantor.

### 3. Termination:

Grantor may terminate this Agreement immediately, orally or in writing, and cancel any unpaid disbursements if (a) Grantor determines, in its sole discretion, that Grantee is not making satisfactory progress toward the goals of the Program or has violated the terms of this Agreement in any material respect or (b) Grantee disburses any portion of the grant funds for purposes not included in the terms of this Agreement or ceases to be a charitable organization under the applicable laws. Within 30 days after receiving notice from Grantor of such termination, Grantee shall, at Grantor's election, pay any unused funds over to a charitable organization designated by Grantor or return the funds to Grantor.

**3.1. Amendment:**

Grantee shall notify Grantor in writing of any changes proposed by Grantee in the Program, purposes, goals, population served, geography, timing, activities, or expenditures described in this Agreement, and Grantor may accept or reject such changes in its sole discretion.

**3.2. Notice of Changes:**

Grantee shall promptly notify Grantor in writing within 30 days after the occurrence of any of the following:

- a) Change in the key personnel of the Program or Grantee;
- b) Change in address or phone number;
- c) Change in name of the Grantee (and submit to Grantor a letter from the Registration office noting the change);
- d) Change in the non-profit or tax status of the Grantee; or
- e) Any other development that significantly affects the operation of the Program or Grantee.

**4. Communications:**

All communications and correspondence to Grantor related to the grant or the Program shall be directed to the Grantor Program Manager responsible for the Program, with an additional copy to:

Gray Matters Capital  
2200 Century Parkway,  
Suite 100, Atlanta,  
Georgia 30345, USA

**5. Indemnification:**


Grantee acknowledges that Grantor has no control over the operations, acts or omissions of Grantee. Grantee shall indemnify and hold Grantor harmless from and against any claim, liability, loss, damages, fines, penalties, and expenses (including but not limited to reasonable legal fees and costs) arising out of the Program, any breach by Grantee of this Agreement, or any act or omission of Grantee in connection with Program activities.

**6. Entire Agreement:**

This Agreement represents the entire agreement between the parties. No change or amendment hereto shall be effective unless made in writing and duly executed by both parties.

IN WITNESS WHEREOF, Grantor and Grantee have executed this Agreement as of the date first included above.

Gray Matters Capital, Inc.

By: 

Printed Name: Erika Norwood

Title: Program Officer

Date: September 25, 2013

VOICE 4 Girls

By: \_\_\_\_\_

Printed Name: Amrita Randhawa

Title: Operations Director

Date: September 25, 2013

IN WITNESS WHEREOF, Grantor and Grantee have executed this Agreement as of the date first included above.

Gray Matters Capital, Inc.

VOICE 4 Girls

By: Erika Norwood

By: Amrita R

Printed Name: Erika Norwood

Printed Name: Amrita Randhawa

Title: Program Officer

Title: Operations Director

Date: September 25, 2013

Date: September 25, 2013



# Annex A

## Program Detail

The details planned for the Program include:

VOICE 4 Girls provides critical information, life skills, and spoken English to adolescent girls through activity-based camps. These camps seek to increase the independence of girls by building confidence and exposing girls to new ideas and people. By providing adolescent girls with the practical tools and knowledge needed to overcome the unique challenges they face, VOICE can help empower the next generation to break harmful cycles of poverty and social inequality.

Through VOICE's fun, interactive curriculum, campers are exposed to three key things:

- Critical knowledge topics such as basic health, safety, rights, self awareness, and future planning.
- Action oriented life skills like interpersonal skills, leadership, problem solving, independent and critical thinking ability.
- Communicative English skills which provide campers with a marketable skill that can increase education and employment opportunities.

Because campers have limited mobility, VOICE transforms low-income private and government schools into girl-safe environments. VOICE trains teachers and counselors, who are local college students, to manage camp implementation and be female role models for campers. VOICE currently has three programs, Her VOICE, United VOICE, and Sakhi Peer Leadership.

## Program Description

### *Deliverables*

- a) A refined *Her VOICE* curriculum focused on English communication, critical knowledge topics and life skills
- b) Management Training Tool-Kit
- c) Partner Selection and Due Diligence Tool-Kit
- d) Training Manual
- e) Scale-Up strategy with cost per girl analysis

Final evaluation report including a complete impact assessment report that investigates how training in interactive English and life skills during summer break correlates with programmatic success, organizational success, and longitudinal change for girls, focusing on girls' academic success. Key measurements will include:

- a) Increased high school graduation rates for girls in schools where VOICE is present
- b) Increased attendance rates of VOICE girls
- c) Improved higher education opportunities for VOICE girls
- d) Decreased rates of marriage during and in the year after 10th class

*Milestones*

- a) Develop Curriculum/Programming
- b) Build a Network of Operational Partners
- c) Form partnerships with at least 2 operational partners
- d) Collect Honorarium from each partner and in turn provide them with the VOICE Camp and a VOICE partnership coordinator
- e) Establish and maintain Strategic Functional Partnerships
- f) Form functional partnerships, with local capacity when possible, for curriculum development, training, and impact assessment
- g) Expand capacity building networks by creating a network within each geographic location that consists of resources, organizations, counselors, volunteers, etc. whose products/services/mission aligns with one or more aspects of VOICE
- h) Create and Maintain a Brand
- i) Develop quality control and due diligence metrics for functional and operational partners, program implementation, and VOICE management
- j) Secure Funding from a Diverse Base
- k) Formalize Organizational Structure
- l) Train at least 200 counselors and teachers to deliver VOICE camp
- m) Impact the lives of 6,000 campers

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**MEMORANDUM**

October 17, 2013

TO: Erica Norwood, Program Officer, Gray Matters Capital, Inc.

FROM: Laura Wilson Putz, In-house Counsel, Gray Matters Capital, Inc.

RE: Grant Agreement with VOICE 4 Girls

Compliance with Executive Order 13224 and the U.S.A. Patriot Act

This memorandum is to verify that the following actions were taken for the specific purpose of complying with the Patriot Act and Executive Order 13224 in reference to a grant agreement between Gray Matters Capital, Inc. (GMC) and VOICE 4 Girls.

- 1) These four lists were downloaded to GMCF's network server on October 17, 2013:
  - a. Department of Treasury's Office of Foreign Assets Control Specially Designated Nationals List <http://www.ustreas.gov/offices/enforcement/ofac/sdn>
  - b. UN list pursuant to UN Security Council Regulations 1267 and 1390
    - i. Resolution 1267. THE NEW CONSOLIDATED LIST OF INDIVIDUALS AND ENTITIES BELONGING TO OR ASSOCIATED WITH THE TALIBAN AND AL-QAIDA ORGANISATION AS ESTABLISHED AND MAINTAINED BY THE 1267 COMMITTEE [http://www.un.org/sc/committees/1267/aq\\_sanctions\\_list.shtml](http://www.un.org/sc/committees/1267/aq_sanctions_list.shtml)
    - ii. Resolution 1390 <http://usinfo.state.gov/regional/nea/sasia/afghan/text/0117unsc.htm> :
      1. Decides to continue the measures imposed by paragraph 8 (c) of resolution 1333 (2000) and takes note of the continued application of the measures imposed by paragraph 4 (b) of resolution 1267 (1999) in accordance with paragraph 2 below, and decides to terminate the measures imposed in paragraph 4 (a) of resolution 1267 (1999);
      2. Decides that all States shall take the following measures with respect to members of the Al-Qaida organization and the Taliban and other individuals, groups, undertakings and entities associated with them, as referred to in the list created pursuant to resolutions 1267 (1999) and 1333 (2000) to be updated regularly by the Committee established pursuant to resolution 1267 (1999) hereinafter referred to as "the Committee";
  - c. European Union list pursuant to EU Regulation 2580 [http://eur-lex.europa.eu/LexUriServ/site/en/oj/2005/l\\_340/l\\_34020051223en00640066.pdf](http://eur-lex.europa.eu/LexUriServ/site/en/oj/2005/l_340/l_34020051223en00640066.pdf)
  - d. U.S. Government's Terrorist Exclusion List <http://www.state.gov/j/ct/rls/other/des/143210.htm>

I confirm that these are the most recent lists to the best of my knowledge.

- 2) I confirm that on October 17, 2013 I checked the names of VOICE 4 Girls' Board of Trustees to the best of my ability. I went through each list and checked the first and last name of the director and founder. The names are as follows:

**Board of Trustees**

Mirza Irfan Baig  
V. Sulaxana Ithapu

- 3) I confirm that none of the above-mentioned names were on any of the four lists.

**FORM OF AMENDMENT**  
**AMENDMENT NO. 0001182-1**  
**UNDER**  
**MASTER SERVICES AGREEMENT**

This Amendment No. 0001182-1 (this "Amendment"), dated as of May 16, 2013 (the "Amendment Effective Date"), is between Nike Foundation ("Foundation") and Gray Matters Capital ("Contractor"). This Amendment is incorporated into, forms a part of, and is in all respects subject to the terms of, the Master Services Agreement between Foundation and Contractor dated (the "Agreement"). All capitalized terms that are not defined in this Amendment will have the meanings assigned to those terms in the Agreement and/or the applicable Work Order.

This Amendment modifies, amends, changes and/or supplements Work Order No. , dated March 15, 2012, as follows:

Additional Amount:  
Currency: USD  
Total: 100,000.00

This is a cost extension amendment.

- 1. Grant: Grantor will pay to Grantee the sum of 213,413.00 USD for the purposes described in Section 3 below, payable in installments, as follows:
  - 107,742.00 USD within fifteen (15) days of the date after Grantor receives two executed originals of this Agreement. The two originals shall be delivered to the attention of the contact designated in Section 4 below;
  - 105,671.00 USD on target date of May 31, 2013 conditioned upon timely submission and approval by Grantor of annual reports as described in Section 3.6.(a);

2. Period of Grant: Grantee's Program will take place over a period beginning March 1, 2012 and ending February 28, 2014.

Work Schedule:  
Contractor will provide the services and deliver the deliverables to Foundation by no later than February 28, 2014

Amendment. 0001182-1, as amended, shall remain in full force and effect, except as otherwise expressly modified, amended or supplemented by this Amendment or any other previously executed Amendments.

**FOUNDATION:**

Nike Foundation  
By: Howard Taylor  
EK52CA801071488

Printed Name: Howard Taylor

Title: VP & MD

**CONTRACTOR:**

Gray Matters Capital  
By: Erika Norwood  
8C1F097050A3459

Printed Name: Erika Norwood

Title: Program Officer

GRAY MATTERS CAPITAL, INC  
20-5176973  
EXPENDITURE RESPONSIBILITY AGREEMENT

Nike Foundation Financial Report Template

Implementing Organization: VOICE 4 Girls  
Project Title: VOICE Girls' Summer Program  
Start Date: May-13  
Completion Date: Apr-14  
Reporting Date: MM/DD/YYYY

Project Budget Lines	Item of Expenditure	Total		May-Aug 2013 (Summer Camps)		Sept-Dec 2013 (Winter Camps)		Jan-April 2014 (Scale up)	
		Total (Budget)	Total (Actual+ Accrual)	Budget (MM-DD-YY to MM-DD-YY)	Actual (MM-DD-YY to MM-DD-YY)	Budget (MM-DD-YY to MM-DD-YY)	Actual (MM-DD-YY to MM-DD-YY)	Budget (MM-DD-YY to MM-DD-YY)	Actual (MM-DD-YY to MM-DD-YY)
	Amount approved as per GA								
	Unspent funds of prior year (Section 8)								
	Total funds available for the current year								
1	Program Management								
a	Program Management Salaries and Wages								
i	International Staff								
ii	National Staff	72,600		24,200		24,200		24,200	
iii	Consultants								
iv	Other (pl specify)								
	Total	72,600		24,200		24,200		24,200	
b	Implementation Activities								
i	Training, Workshops, Seminars								
ii	Subgrants, contractual services	21,200		4,000		4,000		13,200	
iii	Other (pl specify)								
	Total	21,200		4,000		4,000		13,200	
c	Travel								
i	Staff								
ii	Consultants								
iii	Other (pl specify)								
	Total								
d	Equipment								
i	IT Equipment								
ii	Materials, supplies								
iii	Sundry								
iv	Other (pl specify)								
	Total								
2	Communications								
a	Staff salaries & wages								
b	Consultant salaries & wages	800		200		200		400	
c	Reporting, Publications	1,200		300		300		600	
d	Marketing, Dissemination	1,500		500		500		500	
e	Travel								
f	Other (pl specify)								
	Total	3,500		1,000		1,000		1,500	
3	Monitoring, Measurement, and Evaluation								
a	Staff salaries & wages								
b	Consultant salaries & wages	4,500		3,000		1,500			
c	Travel	3,000		2,000		1,000			
	Total	7,500		5,000		2,500			
	Total direct costs	104,900		34,200		31,700		38,900	
4	Overhead ( as per OH standard, refer sheet 2)	8,384		2,795		2,795		2,795	
5	Total Project Cost	113,184		36,995		34,495		41,695	
6	Cost Sharing								
7	Grand Total	113,184		36,995		34,495		41,695	
8	Adjusted Budget (budgeted less accruals)								

\* Please add brief comments to justify numbers in the accrual column as well as any variances (above 20%) in the cell  
\* If you need more space for narration, please use a separate sheet naming it as 'Yr X -Variance Justification'  
\* Please submit reporting in Excel. If you wish to submit a signed/scaned version in addition to the excel version, please remove shading prior to printing for signature.

### NIKE Foundation Grant Agreement

This Agreement dated March 1, 2012, is between NIKE Foundation, an Oregon nonprofit corporation, located at One Bowerman Drive, Beaverton, Oregon 97005-6453 ("Grantor"), and Gray Matters Capital, a 501(c)(3) nonprofit corporation, located at , 2200 Century Parkway, Suite 100, Atlanta, Georgia 30345, USA ,("Grantee").

Grantor desires to make a monetary charitable grant of funds to Grantee for 113,413 USD under the terms of this Agreement. Grantee desires to accept the grant under the terms of this Agreement.

Therefore, in consideration of the mutual covenants in this Agreement, Grantor and Grantee agree as follows:

1. **Grant.** Grantor will pay to Grantee the sum of 113,413 USD for the purposes described in Section 3 below, payable in installments as follows:

- 107,742.00 USD within fifteen (15) days of the date after Grantor receives two executed originals of this Agreement. The two originals shall be delivered to the attention of the contact designated in Section 4 below;
- 5,671.00 USD on target date of April 1, 2013 conditioned upon timely submission and approval by Grantor of annual reports as described in Section 3.6 (a);

2. **Period of Grant.** Grantee's Program will take place over a period beginning March 1, 2012 and ending March 1, 2013.

3. **Terms and Conditions of Award.**

3.1 **Purpose and Use of Grant Funds.** The purpose of the grant is to allow Grantee to To refine a girls' summer camp model that improves girls' English skills, life skills and self-confidence and to test an operational model that expands VOICE Into new markets. (the "Program") The activities planned for the Program are described in Annex A. Grant funds may be expended only for the Program activities described above and in Annex A, or as may be modified in writing signed by Grantor.

3.2 **Charitable Purpose.** Grantee represents and warrants to Grantor that:

(a) Grantee is a non-profit charitable organization that qualifies under Section 501(c)(3) of the Internal Revenue Code and is not classified as a private foundation as defined in Section 509(a) of the Internal Revenue Code;

(b) Grantee will expend grant funds solely for qualified charitable or educational purposes as defined by the Internal Revenue Code;

(c) Grantee will not use any portion of the funds granted herein to carry on propaganda, or otherwise attempt to influence legislation (as defined by Section 4945(d)(1) of the Internal Revenue Code); nor to participate in, or intervene in (including the publishing or distributing of statements), a political campaign on behalf of or in opposition to any candidate for public office; nor to carry on, directly or indirectly, any voter registration drive (within the meaning of Section 4945(d)(2) of the Internal Revenue

Code); nor to make grants to individuals; nor for any other non-charitable or non-educational purposes.

(d) Grantee has not provided nor will provide material support or resources to any individual or entity that it knows, or has reason to know, is an individual or entity that advocates, plans, sponsors, engages in, or has engaged in terrorist activity; and

(e) Grantee will treat the grant proceeds as a "restricted fund," and no part of the grant shall be used for purposes other than those designated in this Agreement.

3.3 Further Assurances. Grantee shall take all such actions reasonably requested by Grantor, and shall comply with the provisions of any future regulations promulgated under Sections 4942 or 4945 of the Internal Revenue Code that are applicable to the grant, to ensure that the grant (a) will constitute a "qualifying distribution" by Grantor by the meaning of Section 4942(g) of the Internal Revenue Code, (b) will not constitute a "taxable expenditure" by Grantor within the meaning of Section 4945 of the Internal Revenue Code, and (c) will not violate the USA PATRIOT Act, Executive Order 13224, or any other applicable law, regulation or order.

3.4 Overhead Fees. No more than ~~15%~~ of direct project costs may be allocated by Grantee for overhead and administrative expenses. Grantee represents and warrants to Grantor that such expenses are likewise solely for charitable or educational purposes under the Internal Revenue Code.

3.5 Grant Accounting, Records and Reports. Grantee shall maintain records and accounts consistent with generally accepted accounting principles and sufficient to provide for such fiscal control as is necessary to assure proper disbursement of, and accounting for, all grant funds. Grantee shall obtain and retain receipts for all grant disbursements. Grantee represents and warrants that accounts and supporting documentation relating to grant expenditures will be adequate to permit an accurate and expeditious audit. Grantor or its designated representative may make an audit during regular business hours upon seven days notice to the Grantee. Grantee shall retain all relevant books, documents, papers, and records pertaining to this grant for a period of three years following the end or termination of the grant term, and to permit Grantor access to, and ability to photocopy, these documents for purposes of assuring that grant funds were properly expended.

3.6 Reports. Grantee warrants to Grantor that:

(a) Grantee shall submit to Grantor annual financial and narrative reports to Grantor no less than 30 days prior to each recurring payment date as indicated in Section 1. Grantee will use the report templates provided by Grantor in preparing its reports. In addition, Grantee will submit to Grantor interim reports as requested.

(b) Grantee shall, upon request, collaborate with Grantor to integrate a standard list of indicators and learning objectives into its M&E plans. Grantee agrees to report periodically on these indicators and learning objectives as agreed upon in the M&E plan.

(c) Grantee will, within 30 days after the conclusion of the grant, submit to Grantor a final report outlining the progress of the grant, the benefits to the community, and an accounting of funds expended. Grantee will use the report templates provided by Grantor in preparing its report. Grantee understands that failure to provide Grantor with a final report will cause Grantee to become ineligible for future grants.

### 3.7 Program Data & Evaluation.

(a) While implementing the Grant Program, Grantee may gather or otherwise obtain information related to the Grant including, but not limited to, monitoring and evaluation data (collectively "Grant-related Data"). Upon Grantor's request, Grantee shall provide Grantor with all Grant-related Data in a form to be mutually agreed-upon by the Parties. Grantee acknowledges and agrees that Grantor may use the Grant-related Data for various purposes such as monitoring and evaluating the effectiveness of Grantor's grant program.

(b) Grantor, by itself or through a third party, may evaluate and monitor the Program. Such evaluation and monitoring may include meetings with Program staff and/or site visits to review the Program's systems, operations and accomplishments. Grantee shall cooperate and assist with any such evaluations and monitoring.

3.8 Non-Use of Grant Funds. At the end of the grant period, Grantee shall notify Grantor of the amount of any grant funds Grantee has not spent for the Program. Upon Grantor's written approval, Grantee may receive an extension of time by which to spend the remaining grant funds. If Grantee does not receive such an extension, Grantee shall expend the funds for another qualified educational or charitable purpose designated by Grantor, or pay the funds over to a charitable organization designated by Grantor.

3.9 Termination. Grantor may terminate this Agreement immediately, orally or in writing, and cancel any unpaid disbursements if (a) Grantor determines, in its sole discretion, that Grantee is not making satisfactory progress toward the goals of the Program or has violated the terms of this Agreement in any material respect or (b) Grantee disburses any portion of the grant funds for purposes not included in the terms of this Agreement or ceases to be a charitable organization under Section 501(c)(3) of the Internal Revenue Code. Within 30 days after receiving notice from Grantor of such termination, Grantee shall, at Grantor's election, pay any unused funds over to a charitable organization designated by Grantor or return the funds to Grantor.

3.10 Amendment. Grantee shall notify Grantor in writing of any changes proposed by Grantee in the Program, purposes, goals, population served, geography, timing, activities, or expenditures described in this Agreement, and Grantor may accept or reject such changes in its sole discretion.

3.11 Notice of Changes. Grantee shall promptly notify Grantor in writing within 30 days after the occurrence of any of the following:

- Change in the key personnel of the Program or Grantee;
- Change in address or phone number;
- Change in name of the Grantee (and submit to Grantor a letter from the IRS noting the change);
- Change in the non-profit or tax status of the Grantee; or
- Any other development that significantly affects the operation of the Program or Grantee.

3.12 Use of Name.

(a) Grantee authorizes Grantor (and its largest donor NIKE, Inc.) to use the name of Grantee as part of press releases, brochures, newsletters, web sites and other publications for the purpose of education and/or promoting the work of Grantor. The use of Grantee's name in this manner shall not be deemed to be a promise of future grants.

(b) Grantee is permitted to reference the NIKE Foundation and the grant in annual reports and financial accounts covering the period of the Program. All other references to Grantor, including, but not limited to, the logo and tagline, in publicly available documents (i.e., advertisements, marketing, publicity, etc.) require prior approval from Grantor. Grantor encourages Grantee to inquire about referencing Grantor prior to publication.

3.13 Intellectual Property. For any copyright, patent, trade name, trademark or service mark created in connection with the Program described in Section 3.1 and Annex A ("Intellectual Property"), Grantor is hereby granted a royalty free, non-exclusive worldwide license to use any or all of the Intellectual Property in perpetuity for any purpose or purposes that Grantor desires, including republication or sublicensing of such Intellectual Property. Grantee understands and acknowledges that Grantor is making a grant in furtherance of its charitable purpose, and that any future use by Grantor of such Intellectual Property would be in furtherance of its charitable purpose

4. Communications. All communications and correspondence to Grantor related to the grant or the Program shall be directed to the Grantor Program Manager responsible for the Program, with an additional copy to:

Program Communications  
NIKE Foundation  
One Bowerman Drive  
Beaverton, OR 97005-6453  
Telephone: +01 (503) 671-6453

5. Indemnification. Grantee acknowledges that Grantor has no control over the operations, acts or omissions of Grantee. Grantee shall indemnify and hold Grantor harmless from and against any claim, liability, loss, damages, fines, penalties, and expenses (including but not limited to reasonable legal fees and costs) arising out of the

Program, any breach by Grantee of this Agreement, or any act or omission of Grantee in connection with Program activities.

6. **Statutory References.** All references to the Internal Revenue Code in this Agreement are to the Internal Revenue Code of 1986, as amended, shall be interpreted in a manner consistent with the Treasury Regulations promulgated under the Internal Revenue Code of 1986, as amended, and shall be deemed to include the corresponding provisions of any future federal tax laws or regulations that are applicable to the grant. References to the USA PATRIOT Act are to Public Law No. 107-56.

7. **Entire Agreement.** This Agreement represents the entire agreement between the parties. No change or amendment hereto shall be effective unless made in writing and duly executed by the parties.

8. **Applicable Law; Jurisdiction.** This Agreement shall be governed by and construed in accordance with the laws of Oregon, without regard to principles of conflict of laws. Any action or proceeding with respect to this Agreement may only be brought in a federal or state court situated in Oregon, and by execution and delivery of this Agreement, such party irrevocably consents to jurisdiction and venue in each such court.

9. **Attorneys' Fees.** Each party agrees to pay all costs and expenses, including reasonable attorneys' fees, incurred by the prevailing party in connection with any litigation brought to enforce the terms of this Agreement, whether commenced by Grantor or Grantee.

IN WITNESS WHEREOF, Grantor and Grantee have executed this Agreement as of the date first included above.

Grantor:

Grantee:

NIKE Foundation

Gray Matters Capital

By: \_\_\_\_\_  
(Signature)

By: <sup>DocuSigned by:</sup> Erika Norwood  
<sub>075896009920414</sub> \_\_\_\_\_  
(Signature)

Printed Name: \_\_\_\_\_

Printed Name: Erika Norwood

Title: \_\_\_\_\_

Title: Program Officer

Date: \_\_\_\_\_

Date: 4/25/2012

Annex A

Program Detail

The details planned for the Program include:

**Program Description**

VOICE is an English immersion summer camp that uses creative activities and community involvement to empower girls in low-income communities across India. Focusing on communicative English and gender empowerment, VOICE is an extra-curricular program that improves girls' retention and performance in school and improves transitions from school to work or higher education. English communication skills enhance girls' value within their families as well as the local and global economy, promoting secondary school completion and transition to good jobs. After the first pilot year, VOICE has proven market demand, community buy-in, and positive impact on girls. This year, VOICE will introduce a licensing model to begin scaling throughout India.

**Deliverables**

- A refined My VOICE curriculum focused on English communication and life skills
- Management Training Tool-Kit
- Partner Selection and Due Diligence Tool-Kit
- Training Manual
- Scale-Up strategy with cost per girl analysis
- Final evaluation report including a complete impact assessment report that investigates how training in interactive English and life skills during summer break correlates with programmatic success, organizational success, and longitudinal change for girls, focusing on girls' academic success. Key measurements will include:  
Increased high school graduation rates for girls in schools where VOICE is present  
Increased attendance rates of VOICE girls  
Improved higher education opportunities for VOICE girls  
Decreased rates of marriage during and in the year after 10th class

**Milestones**

- Develop Curriculum/Programming
- Build a Network of Operational Partners  
Form partnerships with at least 2 operational partners  
Collect a licensing fee from each partner and in turn provide them with the VOICE Camp-in-a-Box and a VOICE partnership coordinator
- Establish and Maintain Strategic Functional Partnerships  
Form functional partnerships, with local capacity when possible, for curriculum development, training, and impact assessment  
Expand capacity building networks by creating a network within each geographic location that consists of resources, organizations, counselors, volunteers, etc. whose products/services/mission aligns with one or more aspects of VOICE
- Create and Maintain a Brand  
Develop quality control and due diligence metrics for functional and operational partners, program implementation, and VOICE management
- Secure Funding from a Diverse Base
- Formalize Organizational Structure
- Train at least 100 counselors and teachers to deliver VOICE camp

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- Provide at least 1,500 girls with life skills and communicative English training via VOICE camps

**Part XV** Supplementary Information

**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

NAME OF RECIPIENT - VOICE 4 GIRLS

REFINE A GIRLS' LEADERSHIP CAMP MODEL THAT IMPROVES GIRLS' SPOKEN

ENGLISH SKILLS, LIFE SKILLS AND SELF-CONFIDENCE AND TO TEST AN

OPERATIONAL MODEL THAT EXPANDS VOICE 4 GIRLS CAMPS INTO NEW MARKETS

Multiple horizontal lines for additional text entry.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST THRU GRAY GHOST K-1	76,693.	0.	76,693.	76,693.	76,693.
MELLON	13.	0.	13.	13.	13.
ORDINARY DIVIDENDS THRU GRAY GHOST K-1	338,538.	0.	338,538.	338,538.	338,538.
TO PART I, LINE 4	415,244.	0.	415,244.	415,244.	415,244.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	50,625.	8,730.	8,730.	42,255.
TO FM 990-PF, PG 1, LN 16A	50,625.	8,730.	8,730.	42,255.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	42,393.	0.	0.	42,393.
TO FORM 990-PF, PG 1, LN 16B	42,393.	0.	0.	42,393.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	69,945.	606.	606.	69,339.
TO FORM 990-PF, PG 1, LN 16C	69,945.	606.	606.	69,339.

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 FEES	874.	0.	0.	874.
OTHER EXPENSES	7,043.	0.	0.	7,043.
CONTRACT EXPENSES	803,425.	0.	112,271.	680,785.
MANAGEMENT FEES	262,542.	0.	29,756.	232,786.
BANK SERVICE FEES	633.	0.	0.	633.
OVERHEAD EXPENSES	496,116.	0.	56,230.	439,886.
MARKETING EXPENSE	30,633.	0.	0.	30,633.
BUILDING, FACILITY & EQUIPMENT EXPENSES	898.	0.	0.	898.
PRI: INVESTMENT INTEREST EXP THRU GRAY GHOST K-1	23,926.	23,926.	23,926.	0.
PRI: PORTFOLIO DEDUCTIONS THRU GRAY GHOST K-1	68,503.	68,503.	68,503.	0.
INSURANCE EXPENSE	7,179.	0.	0.	7,179.
MEMBERSHIP DUES	805.	0.	0.	805.
OFFICE EXPENSE	3,793.	0.	0.	3,793.
TELEPHONES	7,090.	0.	0.	7,090.
COMPUTER & IT EXPENSES	50,659.	0.	0.	50,659.
POSTAGE & DELIVERY	2,162.	0.	0.	2,162.
LICENSES AND PERMITS	183.	0.	0.	183.
PRINTING & COPYING	1,190.	40.	40.	1,150.
BOOKS, SUBSCRIPTIONS, REFERENCE	928.	0.	0.	928.
EMPLOYEE MEALS & ENTERTAINMENT	6,524.	0.	0.	6,524.
PRI: ORDINARY LOSS THRU GRAY GHOST K-1	9,369.	0.	9,369.	0.
PRI: OTHER PORTFOLIO LOSS THRU GRAY GHOST K-1	3,135.	3,135.	3,135.	0.
PRI: ORDINARY LOSS THRU STI SOLUTIONS, LLC K-1	169,315.	0.	0.	169,315.
TO FORM 990-PF, PG 1, LN 23	1,956,925.	95,604.	303,230.	1,643,326.

FORM 990-PF		CORPORATE STOCK	STATEMENT	6
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE	
RACEMI, INC.		6,219,929.	6,219,929.	
TOTAL TO FORM 990-PF, PART II, LINE 10B		6,219,929.	6,219,929.	

FORM 990-PF		OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
PARALIFE HOLDINGS AG	COST	1,000,000.	1,000,000.	
UNITED VILLAGE	COST	926,175.	926,175.	
SOURCE TRACE SYSTEMS, INC.	COST	0.	0.	
D LIGHT DESIGN	COST	2,941,051.	2,941,051.	
SUVIDHA/ 2I CAPITAL	COST	2,378,922.	2,378,922.	
EMERGENCE BIOENERGY	COST	500,001.	500,001.	
GRAY GHOST MICROFINANCE FUND, LLC	FMV	6,013,518.	7,748,893.	
GRAY MATTERS MAURITIUS	COST	12,822.	12,822.	
STI SOLUTIONS	COST	176,161.	176,161.	
TOTAL TO FORM 990-PF, PART II, LINE 13		13,948,650.	15,684,025.	

FORM 990-PF		OTHER LIABILITIES	STATEMENT	8
DESCRIPTION		BOY AMOUNT	EOY AMOUNT	
DUE TO M&O		125,451.	167,069.	
ACCRUED OPERATING EXPENSES		292.	100.	
TOTAL TO FORM 990-PF, PART II, LINE 22		125,743.	167,169.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. PATTILLO 2987 CLAIRMONT ROAD, SUITE 350 ATLANTA, GA 30329	PRESIDENT, VP, TREASURER 30.00	164,227.	17,522.	0.
CLAY REESE 2987 CLAIRMONT ROAD, SUITE 350 ATLANTA, GA 30329	SECRETARY 0.25	0.	0.	0.
GERHARD PRIES 2987 CLAIRMONT ROAD, SUITE 350 ATLANTA, GA 30329	DIRECTOR 1.00	11,000.	0.	0.
CALVIN CLARK 2987 CLAIRMONT ROAD, SUITE 350 ATLANTA, GA 30329	VICE PRESIDENT 20.00	114,913.	19,481.	0.
TOM BALDERSTON 2987 CLAIRMONT ROAD, SUITE 350 ATLANTA, GA 30329	DIRECTOR 1.00	10,000.	0.	3,291.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		300,140.	37,003.	3,291.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 10

ACTIVITY TWO

GRAY MATTERS RATINGS: A SCHOOL RATINGS PROGRAM THAT EVALUATES AND ANALYZES AFFORDABLE PRIVATE SCHOOLS IN INDIA TO HELP PARENTS WITH SELECTING SCHOOLS FOR THEIR CHILDREN AND HELPS SCHOOLS IMPROVE THEIR QUALITY.

TO FORM 990-PF, PART IX-A, LINE 2

EXPENSES

475,680.

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FORM 990-PF                      SUMMARY OF DIRECT CHARITABLE ACTIVITIES                      STATEMENT 11

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ACTIVITY THREE

GRAY GHOST MICROFINANCE FUND: A PROGRAM THAT PROMOTES MICROFINANCE AS A VIABLE INVESTMENT OPTION THROUGH THE DEVELOPMENT AND MANAGEMENT OF A MARKETABLE PORTFOLIO OF HIGH PERFORMING MFI FUNDS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

161,174.

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FORM 990-PF                      SUMMARY OF PROGRAM-RELATED INVESTMENTS                      STATEMENT 12

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DESCRIPTION

INVESTMENT IN D LIGHT DESIGN A MICROFINANCE PROGRAM RELATED INVESTMENT. D LIGHT DESIGN IS GIVING LOW INCOME PEOPLE ACCESS TO RELIABLE ELECTRICITY IN SOUTH ASIA, AFRICA AND LATIN AMERICA.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

828,043.

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FORM 990-PF                      SUMMARY OF PROGRAM-RELATED INVESTMENTS                      STATEMENT 13

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DESCRIPTION

INVESTMENT IN STI SOLUTIONS IS A MICROFINANCE PROGRAM RELATED INVESTMENT. STI SOLUTIONS SPECIALIZES IN REMOTE DATA TRANSACTIONS IN THE FIELD OF AGRICULTURE. STI SOLUTIONS ENABLES AGRIBUSINESS COMPANIES OR COOPERATIVES TO CAPTURE FIELD LEVEL TRANSACTIONS WITH SMALL-HOLDER FARMERS AT THE POINT OF PROCUREMENT SO THAT VISIBILITY, TIMELINES AND ACCURACY OF TRANSACTIONS ARE IMPROVED TO OFFER NEW MARKET KNOWLEDGE.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 2

345,476.

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

**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	Employer identification number (EIN) or
	GRAY MATTERS CAPITAL, INC.	20-5176973
	Number, street, and room or suite no. If a P.O. box, see instructions. 2987 CLAIRMONT ROAD, NO. 350	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30329	

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 (other than individual)	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.**

LAURA W. PUTZ

• The books are in the care of  2987 CLAIRMONT ROAD, SUITE 350 - ATLANTA, GA 30329  
Telephone No  678-399-2903 Fax No.

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

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

- 4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.
- 5 For calendar year 2013, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- 7 State in detail why you need the extension  
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

<b>8a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b>	\$	5,000.
<b>b</b> If this application is for Forms 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.	<b>8b</b>	\$	5,000.
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b>	\$	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  Laura W. Putz Title  VICE PRESIDENT Date  11/17/2014