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Form **990-PF**

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

OMB No 1545-0052

Department of the Treasury Internal Revenue Service Information about Form 990-PF and its separate instructions is at www.irs.gov/form990of For calendar year 2013 or tax year beginning , and ending A Employer identification number Name of foundation THE GRAYMER FOUNDATION 22-6798520 C/O C. GRAYDON ROGERS Number and street (or P O box number if mail is not delivered to street address) Room/suite **B** Telephone number 772-589-4520 30 BEACHSIDE DR #301 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here VERO BEACH, FL 32963 G Check all that apply. Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return 2. Foreign organizations meeting the 85% test, check here and attach computation Address change Name change H Check type of organization: Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: X Cash F If the foundation is in a 60-month termination Other (specify) (from Part II, col (c), line 16) under section 507(b)(1)(B), check here 8,530,576. (Part I, column (d) must be on cash basis ▶\$ Part | Analysis of Revenue and Expenses (d) Disbursements (c) Adjusted net (a) Revenue and (b) Net investment (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) for charitable purposes (cash basis only) expenses per books income income N/A Contributions, gifts, grants, etc., received 2 Check X if the foundation is not required to attach Sch B Interest on savings and temporary cash investments 106,645. STATEMENT 107,659. Dividends and interest from securities 5a Gross rents **b** Net rental income or (loss) <16,684. 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 2,346,721. Ō. 7 Capital gain net income (from Part IV, line 2) Net short-term capital gain Income modifications 10a Gross sales less fatures **6** S Less Cost of goods sold c Gross-photit qui(loge) 2 1 Ś 14,187. 14,187. STATEMENT 11 Othermoome 105,162. 120,832. 12 Total. Add-lines 1 through 1; Compensation of affigures directors, strustees, etc. 0. Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees STMT 3 4,000. 2,000. 2,000. **b** Accounting fees c Other professional fees 17 Interest 14.258.0. STMT 4 0. 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses STMT 5 12,278. 5,996. 6,239. Operating 24 Total operating and administrative 7,996 30,536. 8,239. expenses. Add lines 13 through 23 309,001. 309,001. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 7,996 317,240. 339,537. Add lines 24 and 25 Subtract line 26 from line 12: <234,375. 8 Excess of revenue over expenses and disbursements

LHA For Paperwork Reduction Act Notice, see instructions.

b Net investment income (if negative, enter -0-)

C Adjusted net income (if negative, enter -0-)

Form **990-PF** (2013)

N/A

112,836

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| Down III Balanca Shoots Attached schedules and amounts in the description | | Balance Sheets Attached schedules and amounts in the description | Beginning of year | End o | End of year | | | |
|---|-------|--|--------------------|----------------|--|--|--|--|
| Ľ | art | column should be for end-of-year amounts only | (a) Book Value | (b) Book Value | (c) Fair Market Value | | | |
| | 1 | Cash - non-interest-bearing | | | | | | |
| | 2 | Savings and temporary cash investments | 1,701,156. | 193,545. | 193,545. | | | |
| | ł | Accounts receivable | | | | | | |
| | | Less; allowance for doubtful accounts | | | | | | |
| | 4 | Pledges receivable ► | | | ······································ | | | |
| | ' | Less; allowance for doubtful accounts | | | | | | |
| | 5 | Grants receivable | | | · | | | |
| | | Receivables due from officers, directors, trustees, and other | | | | | | |
| | ľ | disqualified persons | | | | | | |
| | 7 | Other notes and loans receivable | <u> </u> | | | | | |
| | l ′ | Less: allowance for doubtful accounts | | | | | | |
| w | ۰ | Inventories for sale or use | | | | | | |
| Assets | 9 | Prepaid expenses and deferred charges | | | | | | |
| As | _ | Investments - U.S. and state government obligations | | | | | | |
| | | | 4,010,251. | 5,283,487. | 8,337,031. | | | |
| | | | 4,010,231. | 3,203,407. | 0,337,031. | | | |
| | | Investments - corporate bonds | | " - | | | | |
| | 111 | Investments - land, buildings, and equipment basis | | | | | | |
| | ١ | Less accumulated depreciation | | | | | | |
| | | Investments - mortgage loans | | | | | | |
| | 13 | Investments - other STMT 7 | 0. | 0. | 0. | | | |
| | 14 | Land, buildings, and equipment: basis | | l | | | | |
| | | Less accumulated depreciation | | | | | | |
| | 1 | Other assets (describe | | | | | | |
| | 16 | Total assets (to be completed by all filers - see the | 5 511 405 | E 488 000 | 0 500 556 | | | |
| _ | _ | instructions. Also, see page 1, item 1) | 5,711,407. | 5,477,032. | 8,530,576. | | | |
| | 17 | | | | | | | |
| | 18 | Grants payable | | | | | | |
| ies | 19 | Deferred revenue | | | | | | |
| Ħ | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | | | |
| Liabilities | 21 | Mortgages and other notes payable | | | | | | |
| _ | 22 | Other liabilities (describe | | | | | | |
| | ١ | | | | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | | | | |
| | | Foundations that follow SFAS 117, check here | | | | | | |
| S | ۱., | and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| ĕ | 24 | Unrestricted | | | | | | |
| ala | 25 | Temporarily restricted | | | | | | |
| BP | 26 | Permanently restricted Foundations that do not follow SFAS 117, check here | | | | | | |
| 5 | | · | | | | | | |
| ٥ | | and complete lines 27 through 31. | 0. | 0. | | | | |
| ets | 27 | Capital stock, trust principal, or current funds | 0. | 0. | | | | |
| Net Assets or Fund Balances | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 5,711,407. | 5,477,032. | | | | |
| et/ | 29 | Retained earnings, accumulated income, endowment, or other funds | 5,711,407. | 5,477,032. | | | | |
| Ž | 30 | Total net assets or fund balances | 3,711,407. | 3,411,032. | | | | |
| | 24 | Total liabilities and not constationed belongs | 5,711,407. | 5,477,032. | | | | |
| _ | 31 | Total liabilities and net assets/fund balances | | 3,411,032. | | | | |
| P | art | Analysis of Changes in Net Assets or Fund B | alances | | | | | |
| 1 | Total | net assets or fund balances at beginning of year - Part II, column (a), line | 30 | | | | | |
| | (mus | at agree with end-of-year figure reported on prior year's return) | | 1 | 5,711,407. <234,375.> | | | |
| 2 | Ente | amount from Part I, line 27a | | 2 | <234,375.> | | | |
| 3 | Othe | r increases not included in line 2 (itemize) | | 3 | 0. | | | |
| 4 | Add | ines 1, 2, and 3 | - | 4 | 5,477,032. | | | |
| 5 | Decr | eases not included in line 2 (itemize) | | 5 | 0. | | | |
| 6_ | Total | net assets or fund balances at end of year (line 4 minus line 5) - Part II, co | llumn (b), line 30 | 6 | 5,477,032. | | | |
| | | | | | Farm 000 DE (0010) | | | |

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Part IV | Capital Gains and Losses for Tax on Investment Income

| | and Losses for Tax off t | | tillcome | T /6\ U/ | uu ooguirod T | | | T |
|---|--|--|--------------------------------------|------------------|------------------------------------|-------------|-----------------------------|---|
| (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.) | | | | | w acquired Purchase Donation | | acquired lay, yr.) | (d) Date sold (mo., day, yr.) |
| 1a 7.1999 SHS REGENTATLANTIC HEDGED | | | | | P | VARI | OUS | VARIOUS |
| b JP MORGAN #300 | | | | | P P | VARI | | VARIOUS |
| | ATTACHED | | | | - <u>-</u> P | VARI | | VARIOUS |
| d JP MORGAN #300 | | T CMD T D | TITTON | | P | VARI | | VARIOUS |
| e HORGAN #300 | 5 CAPITAL GAIN I | TOIKID | OTTON | | _ <u> </u> | VAKI | 005_ | VARIOUS |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | | st or other basis expense of sale | | | | ain or (loss s (f) minus | |
| a 3,432. | | | 7,71 | 5. | | | | <4,283. |
| b 828,217. | | | 803,15 | 4. | | | | 25,063. |
| c 1,478,122. | | | 1,552,53 | 6. | | | | <74,414. |
| d 36,950. | | | | | | | | 36,950. |
| е | | | | \neg | | | | |
| | g gain in column (h) and owned by | the foundation | on 12/31/69 | -+ | | I) Gaine (C | Col. (h) gain | n minue |
| Complete only for assets showin | | · · · · · · · · · · · · · · · · · · · | | \dashv | | | not less tha | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | | cess of col. (i) col. (j), if any | | | | (from col. | |
| a | | | | | | | | <4,283. |
| b | | | _ | | | | | 25,063. |
| C | · | | | | | | | <74,414. |
| d | | | · | | | | | 36,950. |
| e | | | | | | | | |
| | | | | $\neg \vdash$ | | | | |
| 2 Capital gain net income or (net ca | pital loss) { If gain, also ente | | | $\left.\right\}$ | 2 | | | <16,684. |
| 3 Net short-term capital gain or (los | s) as defined in sections 1222(5) a | nd (6): | | | | | | |
| If gain, also enter in Part I, line 8, | column (c). | | | ١I | | | | |
| If (loss), enter -0- in Part I, line 8 | | | | <u> </u> | 3 | | <u> N/A</u> | <u> </u> |
| Part V Qualification U | nder Section 4940(e) for | r Reduced | Tax on Net | Inve | stment in | come | | |
| If section 4940(d)(2) applies, leave the Was the foundation liable for the sect If "Yes," the foundation does not qual 1. Enter the appropriate amount in 6 | tion 4942 tax on the distributable ar ify under section 4940(e). Do not c | omplete this pa | art. | | | | | Yes X No |
| (a) | | | l | | _ | 1 | | (d) |
| Base period years Calendar year (or tax year beginnir | | | Net value of no | | | | Distril (col. (b) di | (d) bution ratio vided by col. (c)) |
| 2012 | | 2,662. | <u></u> | | 669,832 | | | .046877 |
| 2011 | | 2,475. | | | <u>4</u> 70,874 | | | .046744 |
| 2010 | 26 | 3,300. | | 5, | 976,078 | 3.] | | .044059 |
| 2009 | 31 | 2,989. | | 5, | 255,709 | 5. | 72.7 | .059552 |
| 2008 | 36 | 4,254. | | 6, | 496,164 | 1. | | .056072 |
| | | - | | | | | | · |
| 2 Total of line 1, column (d) | | | | | | 2 | | .253304 |
| 3 Average distribution ratio for the 5 | 5-year base period - divide the total | on line 2 by 5, | or by the number | of year | S | | | . |
| the foundation has been in exister | nce if less than 5 years | | | | | 3 | | .050661 |
| 4 Enter the net value of noncharitab | le-use assets for 2013 from Part X, | line 5 | | | | 4 | | 7,627,745. |
| 5 Multiply line 4 by line 3 | | | | | | 5 | | 386,429. |
| 6 Enter 1% of net investment incom | ne (1% of Part I, line 27b) | | | | | 6 | | 1,128. |
| 7 Add lines 5 and 6 | | | | | | 7 | | 387,557. |
| 8 Enter qualifying distributions from | Part XII, line 4 Ine 7, check the box in Part VI, line | a 1h and comm | alete that nart using | n a 1% | tay rate | 8 | | 317,240. |
| See the Part VI instructions. | | , 10, and 60111 | | ya 1/0 | щл ralt. — | | | |
| 202004 40 40 40 | | | | | | | r | Corm 000 DE (2012) |

323521 10-10-13

THE GRAYMER FOUNDATION

| Form 990-PF (2013) C/O C. GRAYDON ROGERS | | <u> 22-679</u> | | | Page 4 |
|---|--|----------------|-----------------|------------|-------------------|
| Part VI Excise Tax Based on Investment Income (Section 4940 | | 4948 - see | instru | uctio | ns) |
| 1a Exempt operating foundations described in section 4940(d)(2), check here and en | | | | | |
| Date of ruling or determination letter: (attach copy of letter if nece | | | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here | and enter 1% | 1 | | <u>2,2</u> | <u> 57.</u> |
| of Part I, line 27b | | | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% | | | | | ^ |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Oth | ners enter -U-) | 2 | | 2 2 | 0. |
| 3 Add lines 1 and 2 | hara anton ()) | 3 | | 2,2 | 0. |
| Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Other taxable foundations only. Other taxable foundations. | ners enter -u-) | 4 | | 2 2 | 57. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | | Z , Z | 57. |
| 6 Credits/Payments: | 6a 8,800 |]] | | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | | 4 | | | |
| b Exempt foreign organizations - tax withheld at source | 6b | - | | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c 6d | - | | | |
| Backup withholding erroneously withheld Total credits and payments. Add lines 6a through 6d | ou j | 7 } | | 9 B | 00. |
| 8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attac | had | 8 | | 0,0 | ••• |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | nieu 🛌 | 9 | | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | 10 | _ | 6,5 | 43. |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax | 6,543. Refunded | 11 | | 0,0 | 0. |
| Part VII-A Statements Regarding Activities | | 1, 121 | | | |
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legisla | ation or did it participate or interven | e in | | Yes | No |
| any political campaign? | • | | 1a | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purpose | es (see instructions for the definition | 1)? | 1b | | X |
| If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and | | | | | |
| distributed by the foundation in connection with the activities | | | | | |
| c Did the foundation file Form 1120-POL for this year? | | | 10 | | Х |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the | /ear: | | | | |
| (1) On the foundation. \blacktriangleright \$ 0 . (2) On foundation managers. | ▶ \$0 | <u>.</u> | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditi | ure tax imposed on foundation | _ | | | |
| managers. ► \$0 . | | | _ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IR | S? | | 2 | | X |
| If "Yes," attach a detailed description of the activities | | | | | |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing in | | or | | | |
| bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change. | | | 3 | 77 | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year | 7 | | 4a | X | ļ |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | | 4b | X | X |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? | | | 5 | | ^- - |
| If "Yes," attach the statement required by General Instruction T. | and the same of th | | | | |
| Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied eith | ier. | | | | |
| By language in the governing instrument, or By state legislation that effectively amends the governing instrument so that no mandatory | directions that conflict with the state | o law | | | |
| remain in the governing instrument? | directions that conflict with the stat | C IAW | 6 | X | ļ |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," com, | nlata Part II col (c) and Part Y | , | 7 | X | ├── |
| To but the localidation have at locast 40,000 in assets at any time during the year: 11 Tes, Comp | piete rait II, coi. (c), and rait A | • | - '- | | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instruction | (a | | | | |
| NJ | | | 1 | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Att | orney General (or designate) | | | | |
| of each state as required by General Instruction G? If "No," attach explanation | SEE STATEM | MENT 8 | 8b | | х |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of sec | | | | | |
| year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," co | | | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? if "Yes," attach a schedule | listing their names and addresses | | 10 | | X |

10 X Form 990-PF (2013)

| <u>For</u> r | n 990-PF (2013) C/O C. GRAYDON ROGERS | 22-6798 | 520 | | Page 5 |
|--------------|---|------------|------|-----|----------|
| P | art VII-A Statements Regarding Activities (continued) | | | | |
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of | - | | | |
| | section 512(b)(13)? If "Yes," attach schedule (see instructions) | | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory p | rivileges? | | | |
| | If "Yes," attach statement (see instructions) | | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | | 13 | X | |
| | Website address ► N/A | | | | |
| 14 | The books are in care of WEISERMAZARS LLP Telephone no. | | 488 | -12 | 00 |
| | Located at ▶60 CROSSWAYS PARK DRIVE WEST, WOODBURY, NY | ZIP+4 ▶11 | .797 | | |
| 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, | | | Yes | No |
| | securities, or other financial account in a foreign country? | | 16 | | Х |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign | | | | |
| | country | | [| | |
| P | art VII-B Statements Regarding Activities for Which Form 4720 May Be Required | | | | |
| | File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | | Yes | No |
| 1 | a 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? | es 🗶 No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) | |] | | ĺ |
| | a disqualified person? | es 🗶 No | 1 | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | es 🗶 No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | es 🗓 No | 1 | | |
| | (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)? | es 🗶 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 | | | | |
| | | es X No | | | |
| ļ | b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations | | | | Į |
| | section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | N/A | 1b | | l |
| | Organizations relying on a current notice regarding disaster assistance check here | | | | |
| | 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)): | | 1 | | ĺ |
| i | 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? | es X No | | | |
| | If "Yes," list the years \blacktriangleright ,,,, | | | | |
| 1 | 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 | t | | | |
| | valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attack | | | | 1 |
| | 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. | | | | İ. |
| | a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | | | · |
| 3 | | | | | |
| | | es X No | | | |
| ١ | b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons af | | | | |
| | May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to c | | | | |
| | 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.) | N/A | 3b | | T |
| | a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpos | - 414 | 4a | | <u> </u> |
| | A LUCTUR INFORMATION INAKE ANY INVESTMENT IN A OTIOT VERT LOUI AMET HECEMBER 3.1. 1969) INAT COUID IRODATOITÉ ITE Charitable DURACE | a mar | | | |

had not been removed from jeopardy before the first day of the tax year beginning in 2013?

| THE GRAYMER FOUNDATION | | | | |
|---|--|--------------------------------|--|--|
| Form 990-PF (2013) C/O C. GRAYDON ROGERS | | | 22-67985 | 520 Page |
| Part VII-B Statements Regarding Activities for Which | Form 4720 May Be | Required (contin | ued) | |
| 5a During the year did the foundation pay or incur any amount to: | | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section | n 4945(e))? | Y | es X No | |
| (2) Influence the outcome of any specific public election (see section 4955); | or to carry on, directly or indir | | | |
| any voter registration drive? | | Y | es X No | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes | 3? | Y | es 🛣 No 📗 | |
| (4) Provide a grant to an organization other than a charitable, etc., organization | on described in section | | | |
| 509(a)(1), (2), or (3), or section 4940(d)(2)? | | Y | es X No | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary | , or educational purposes, or | | | |
| the prevention of cruelty to children or animals? | | Y | es 🗶 No 📗 | |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un | der the exceptions described | ın Regulations | | |
| section 53.4945 or in a current notice regarding disaster assistance (see instr | uctions)? | | N/A | 5b |
| Organizations relying on a current notice regarding disaster assistance check | nere | | | |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption | | | | |
| expenditure responsibility for the grant? | Ŋ | I/A | es No | |
| If "Yes," attach the statement required by Regulations section 53 494 | 5-5(d) | | | 1 1 |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to | pay premiums on | | | |
| a personal benefit contract? | | Y | es X No | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a | personal benefit contract? | | | 6b X |
| If "Yes" to 6b, file Form 8870 | | | | |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax | shelter transaction? | <u> </u> | es 🗶 No 📙 | |
| b If "Yes," did the foundation receive any proceeds or have any net income attrib | utable to the transaction? | ` | N/A | 7b |
| Part VIII Information About Officers, Directors, Trust | tees, Foundation Ma | nagers, Highly | У | |
| Paid Employees, and Contractors | | | | |
| 1 List all officers, directors, trustees, foundation managers and their | | (c) Compensation | (d) Contributions to | /-> Evnanca |
| (a) Name and address | (b) Title, and average hours per week devoted | (If not paid, | (d) Contributions to employee benefit plans and deferred | |
| | to position | enter -0-) | compensation | allowances |
| | - | | | |
| SEE STATEMENT 9 | - | 0. | 0. | .l o. |
| SEE STATEMENT 9 | | | - 0. | |
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| - | 4 | | | |
| | | | | |
| 2 Compensation of five highest-paid employees (other than those in | cluded on line 1). If none, | enter "NONE." | | |
| <u> </u> | (b) Title, and average | <u> </u> | (d) Contributions to | (e) Expense |
| 2 Compensation of five highest-paid employees (other than those included in the compensation of five highest-paid employees (other than those included in the compensation of five highest-paid employees (other than those included in the compensation of five highest-paid employees (other than those included in the compensation of five highest-paid employees (other than those included in the compensation of five highest-paid employees (other than those included in the compensation of five highest-paid employees). | | enter "NONE." (c) Compensation | employee benefit plans and deferred | (e) Expense account, other allowances |
| <u> </u> | (b) Title, and average hours per week | <u> </u> | employee benefit plans | (e) Expense account, other allowances |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week | <u> </u> | employee benefit plans and deferred | (e) Expense account, other allowances |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week | <u> </u> | employee benefit plans and deferred | (e) Expense account, other allowances |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week | <u> </u> | employee benefit plans and deferred | (e) Expense account, other allowances |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week | <u> </u> | employee benefit plans and deferred | (e) Expense account, other allowances |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week | <u> </u> | employee benefit plans and deferred | (e) Expense account, other allowances |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week | <u> </u> | employee benefit plans and deferred | (e) Expense account, other allowances |

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

| 3 Five highest-paid independent contractors for professional services. If none, enter | er "NONE." | |
|--|--------------------------------|---------------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | - |
| | <u> </u> | |
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| Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities | | <u>▶</u> 0 |
| | | |
| List the foundation's four largest direct charitable activities during the tax year. Include relevant stati number of organizations and other beneficiaries served, conferences convened, research papers pro | stical information such as the | Expenses |
| | Juiced, etc. | |
| 1N/A | | |
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| Part IX-B Summary of Program-Related Investments | | |
| Describe the two largest program-related investments made by the foundation during the tax year or | n lines 1 and 2. | Amount |
| 1 N/A | | |
| | | |
| | | |
| 2 | | |
| | | |
| | | |
| All other program-related investments. See instructions. | : | |
| 3 | | |
| | | |
| | | |
| Total. Add lines 1 through 3 | | 0. |
| Total. Add lines 1 through 5 | | Form 990-PF (2013) |

| LP | Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations | ndations | , see instructions) |
|----|--|------------|---------------------------------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| а | Average monthly fair market value of securities | 1a | 7,098,505. |
| | Average of monthly cash balances | 1b | 7,098,505. 645,399. |
| | Fair market value of all other assets | 1c | · · · · · · · · · · · · · · · · · · · |
| d | Total (add lines 1a, b, and c) | 1d | 7,743,904. |
| е | 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 | 7,743,904. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 116,159. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 7,627,745. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 381,387. |
| P | Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here ■ and do not complete this part.) | d certain | |
| 1 | Minimum investment return from Part X, line 6 | 1 | 381,387. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 Income tax for 2013. (This does not include the tax from Part VI.) 2a 2,257. 2b 3,580. | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) 2b 3,580. | | |
| C | Add lines 2a and 2b | 2c | 5,837. 375,550. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 375,550. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 375,550. |
| | Qualifying Distributions (see instructions) | | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | 217 240 |
| | Expenses, contributions, gifts, etc total from Part I, column (d), line 26 | 1a | 317,240. |
| | Program-related investments - total from Part IX-B | 1b | U • |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | <u> </u> |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| | Cash distribution test (attach the required schedule) | 3b | 317,240. |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 317,240. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment | _ | 0. |
| 6 | Income. Enter 1% of Part I, line 27b | 6 | 317,240. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | | |
| | Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of | Juannes 10 | n me section |

Page 9

Part XIII Undistributed Income (see instructions)

| 1 Distributable amount for 2013 from Part XI, line 7 | | (a) Corpus | (b) Years prior to 2012 | (c) 2012 | (d) 2013 |
|--|--|---------------------------------------|----------------------------|-------------|----------------------|
| 10 10 10 10 10 10 10 10 | 1 Distributable amount for 2013 from Part XI. | 00.645 | | | |
| 2. Undershould recovery 400% as of the cent of 2010 a Einter amount for 2012 only b Floral for prior years: 3. Excess distributions carryover, if any, to 2013: a From 2008 b From 2009 c From 2010 d From 2011 c From 2010 d From 2011 c From 2011 c From 2012 d From 2011 d From 2011 c From 2012 d From 2014 d From 2014 c From 2014 d From 2015 d | | | | | 375,550. |
| a Einter anount for 2012 only b Total for prior years: D. 306, 943. Excess distributions carryover, if any, to 2013; a From 2009 From 2009 From 2010 From 2011 From 2011 From 2011 From 2012 Frotal of lines 3s through e D. 4 Dustinying distributions for 2013 from Part XII, line 4 * S 317, 240. Applied to 2012, but not more than line 2a Applied to 2012, but not more than line 2a Applied to 2012, but not more than line 2a Applied to 2013 distribution count of crops (Election required - see instructions) Created as distributions out of crops (Election required - see instructions) Applied to 2013 distributions out of crops (Election required - see instructions) Applied to 2013 distributions out of crops (Election required - see instructions) Applied to 2013 distributions out of crops (Election required - see instructions) Applied to 2013 distributions out of crops (Election required - see instructions) Applied to 2013 distributions out of crops (Election required - see instructions) Applied to 2013 distributions out of crops (Election required - see instructions) D Elemental and active than a content required - see instructions D Elemental set down and content required - see instructions D Elemental set down and of proxy years D Elemental set of the content required - see instructions D Elemental set of the content required - see instructions D Elemental set of the content required - see instructions D Elemental set of the content required - see instructions D Elemental set of the content required - see instructions D Elemental set of the content required - see instructions D Elemental set of the content required - see instructions D Elemental set of the content required - see instructions D Elemental set of the content required - see instructions D Elemental set of the content required - see instructions D Elemental set of the content required - see instructions D Elemental set of the content required - see instructions D Elemental se | | | | | |
| \$ Total for prior years: Double | - | | | 306,943. | |
| SExcess distributions carryover, if any, to 2013: a From 2009 b From 2010 e From 2011 e From 2011 e From 2012 e From 2014 Applied to underinded more than line 2a Applied to 2013, but not more than line 2a Applied to 2013, but not more than line 2a Applied to 2013 distributations are of or or years (Election required - see instructions) d Applied to 2013 distributations are of to corpus (Election required - see instructions) d Applied to 2013 distributations are of to corpus (Election required - see instructions) d Applied to 2013 distributations are on column to the see most rectains the stown in column spin of the corpus are of the column as indicated below: C Extent the stown of column spin of the column as indicated below: C Extent the amount of prori years undershibuted income Subtract line 8 D Frori years' undistributed income Subtract line 4 from line 2a C Extent the amount of prori years undistributed income for viril - see instructions Undistributed income for 2012. Subtract line 4 from line 2a Taxable amount - see instructions Undistributed income for 2012. Subtract line 4 dron line 2a Taxable amount - see instructions Undistributed income for 2013. Subtract lines 4 dron line 2a Taxable amount - see instructions Undistributed income for 2013. Subtract line 4 dron line 2a Taxable amount - see instructions Undistributed income for 2013. Subtract line 4 dron line 2a Taxable amount - see instructions O . S Excess distributed income for 2014. Subtract lines 4 and 5 from line 7 see income 7 or 2014. Subtract lines 5 or line 7 see 20 section 170(p1) (p1) or 4942(p1) or 4942(p | · · · · · · · · · · · · · · · · · · · | | | | · · |
| 3 Excess distributions carryover, if any, to 2013: a From 2009 from 2010 dFrom 2011 dFrom 2012 f Total of lines a through e 4 Outsilving distributions for 2013 from Part XII, line 4; P \$ 317, 240 applied to 2012, but not more than the 2a b Applied to undistributed amount of pror years (Electron required -see instructions) f Treated as distributions out of corpus (Electron required -see instructions) f Created as distributions out of corpus (Electron required -see instructions) f Created as distributions out of corpus (Electron required -see instructions) f Created as distributions out of corpus f Corpus Ada from the sea amount e Remaining amount distributed out of corpus 5 Excess distributions carryover sprises 2013 0 . 6 Earlier the net total of each column as indicated below. a Corpus Ada lines 31. 4c, and 46 Subtract line 5 b Prior years' undistributed morme. Subtract line 4 from the 2a. Taxabile amount - see instructions O . 6 Earlier the amount of prior years' undistributed income for virticia in action of distributions out of corpus to safety requirements imposed by assessed of distributed in 2014 A from time 2a. Taxabile amount - see instructions O . 1 Undistributed income for 2012. Subtract line 4a from line 2. Taxabile amount - see instructions O . 1 Undistributed income for 2012. Subtract line 4a from line 2. Taxabile amount - see instructions O . 2 Corpus Ada lines 3 from line 1. This amount must be distributed in 2014 A mounts treated as distributions out of corpus to safety requirements imposed by section 1700 (1) (1) or 448 (20)(3) Excess distributions carryover from 2008 ont applied on line 5 or line 7. Excess from 2015 | y rounter prior yourse | i | 0. | | |
| a From 2008 b From 2019 c From 2010 d From 2012 f Total of lanes 3 althrough a 4 Qualifying distributions for 2013 from Pari XII, lime 4; PS 317, 240 a Applied to 2012, but not more than line 2a Applied to 2012, but not more than line 2a Applied to 2013 distributions out of corpus (Electron required - see instructions) C Treated as destributions out of corpus (Electron required - see instructions) O applied to 2013 distribution amount of Applied to 2014 distribution amount of the amount of some in actions (site in the amount amount of the amount o | 3 Excess distributions carryover, if any, to 2013: | | | | **** |
| b From 2009 | 1 | | | | |
| e From 2010 dFrom 2011 Total to lines 3 at through e 0. 1 Total to lines 3 at through e 0. 2 Applied to 2012, but not more than line 2a bapplied to 2012, but not more than line 2a bapplied to 2012, but not more than line 2a bapplied to 2012, but not more than line 2a bapplied to 2013 distributions out of corpus (Election required - see instructions) 0. Treated as distributions out of corpus (Election required - see instructions) 0. Remaining amount distributed out of corpus (Election required - see instructions) 0. Remaining amount distributed out of corpus (Section 1) Elemanting amount distributed out of corpus (Section 1) Elemanting amount distributed out of corpus (Section 1) Elemanting amount distributed incomes in column (all the series amount must be shown in column (all the series amount must be shown in column (all the series amount must be shown in column (all the series amount must be collection) and the series amount seem of the series amount seem of the series amount seem of the series and series (all the series amount seem of the series amount seem entrictions (all the series amount seem | | | | | |
| dFrom 2011 eFrom 2012 Total of Inex 3s through e | | | | | |
| e From 2012 1 Total of lines 3 through e Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 317, 240. Applied to 2015, but not more than hise 2a D Applied to undistributed income of prior years (Election required - see instructions) C Treated as distributions out of corpus (Election required - see instructions) Applied to 2013 distributions Applied to 2013 distributions D . C Treated as distributions out of corpus (Election required - see instructions) Applied to 2013 distributions D . C Treated as distributions out of corpus Elemaning amount distributed out of corpus D . Elemaning amount distributed out of corpus Elemaning amount distributed out of corpus D . Elemaning and a subtract ines D . D . C . C . C . C . C . C . | | | | | |
| f Total of lines 3a through ∈ 4 Qualifying distributions for 2013 from Part XII, Ine 4: № \$ 317, 240. Applied to 2012, but not more than line 2a Applied to undistributed income of prior years (Election required - see instructions) C Treated as distributions out of corpus (Election required - see instructions) Applied to 2013 distributed amount Remaining amount distributed out of corpus Sexess distributions carupover applied 2013 If an amount appease in coloring 02 103 If an amount appease in coloring 103 the same amount and is serviced in coloring 103 Enter the net total of each column as indicated below: Corpus Add lines 31 4c, and 4e Subhact line 5 Prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 449(2) tax has been previously assessed Subtract line 6 from line 6b. Taxable amount - see instructions Undistributed income for which a notice of deficiency has been sesued, or on which the section 449(2) tax has been previously assessed 30. 4 Description of the 1 income for the coloring as the colo | | | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 317, 240. Applied to 2015, but not more than line 2a. Applied to undistributed income of prior years (Election required - see instructions) Created as distributions out of corpus (Election required - see instructions) Created as distributions out of corpus (Election required - see instructions) Applied to 2013 distributable amount e Remaining amount distributed out of corpus Elemaning amount distributed in elemaning and the second and the second and substract line 3 december of the second and substract line 3 december of the second and 40 substract line 3 december of the second and 40 substract line 4 from line 2 b. Enter the amount of prory years' undistributed moome. Subtract line 4 from line 2 b. Enter the amount of prory years' undistributed moome. Subtract line 4 from line 2 have a see instructions d'abbract line 6 from line 6 b. Taxable amount - see instructions el Undistributed income for 2012. Subtract line 4 from line 4 arable amount - see instructions el Undistributed income for 2012. Subtract lines 4 da and 5 from line 1. This amount must be distributed income for 2012. Subtract lines 4 da and 5 from line 1. This amount must be distributed as distributions out of corpus to satisfy requirements imposed by section 170(h)(1)(f) or 4942(g)(3) 8. Excess from 2019 9. Excess from 2019 1 Excess from 2011 2 Excess from 2011 2 Excess from 2011 | | 0. | | | |
| Part XII, line 4; ►S 317,240. a Applied to 2012, but not more than line 2a b Applied to undistributed more of pror 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 Excess distributions corporare paginds to 2013 0. Exters the net total of each column as indicated below. Corpus Ada lines 34.4c, and 4s Subtract line 5 briory years' undistributed income. Subtract line 40 from line 2b c Enter the amount of priory years' undistributed income for which a notice of deficiency has been seved, or on which the section 4942(a) tax has been previously assessed 30. Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 5a instruction for 10 | | | | | |
| 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 0 . 10 | | | | | |
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| years (Election required - see instructions) c Treated as distribution out of corpus (Election required - see instructions) d Applied to 2013 distributable amount eRemaining amount distributed out of corpus Excess destiributions curroyve applied to 2013 (if an emount appears in column (s)). the same amount must be aboven in column (s)). 6 Enter the net total of each column as indicated below: a Corpus Add lines 31, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of pror 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. Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 A mounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b) (1)(f) or 4942(g)(3) 8 Excess distributions carryover for mo 2008 not applied on line 5 or line 7 9 Excess from 2010 Excess from 2010 Excess from 2011 dExcess from 2012 Excess from 2012 Excess from 2012 Excess from 2013 | · · · · · · · · · · · · · · · · · · · | | | 30073200 | |
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| d Applied to 2013 distributable amount e Remaning amount distributed out of corpus 5 Excess distributions carryover exploid to 2013 or 10 | | 0 | | | |
| e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2013 (final amount appears in column (b)) 5 Excess distributions carryover to 2014, Subtract line 5 6 Enter the net total of each column as indicated below: a Corpus Adal lines 31, 42, and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 5 b 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 which an out of control in the section 4942(a) tax has been previously assessed. Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions d Subtract line 5c from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to safily 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 from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a O Analysis of line 9: Excess from 2010 Excess from 2011 d Excess from 2011 d Excess from 2012 e Excess from 2014 | · · · · · · · · · · · · · · · · · · · | · · · | | | 10 297 |
| 5 Excess distributions carryover applied to 2013 (if an amount appears in column (ii), the same amount must be shown in column (ii). 6 Enter the net total of each column as indicated below: a Corpus Add lines 3t, 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 deticiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions e 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(b)(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 0 Analysis of line 9: Excess from 2010 Excess from 2010 Excess from 2011 d Excess from 2011 d Excess from 2011 d Excess from 2012 | | <u> </u> | | | 10,257. |
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| indicated below: a Corpus Add lines 31, 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 instructions e 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)(p) 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 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2012 e Excess from 2012 e Excess from 2012 | (If an amount appears in column (d), the same amount | | 1 11 | | 0. |
| b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed moome for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2. Taxable amount - see instructions 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 0 Analysis of line 9: a Excess from 2010 c Excess from 2011 c Excess from 2011 d Cexcess from 2012 e Excess from 2012 e Excess from 2013 | | | | | |
| 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 A mounts 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 9 and 8 from line 6a 0 Analysis of line 9: a Excess from 2010 c Excess from 2011 c Excess from 2011 c Excess from 2012 c Excess from 2012 c Excess from 2013 | 2 Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| Inime 4b from line 2b | | · · · · · · · · · · · · · · · · · · · | - | | |
| 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 A mounts 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 0 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | | | 0. | | |
| deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract lines 4d and 5 from line 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 365, 253. 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 0. 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 0. 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 0. 0 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | c Enter the amount of prior years' | | | | |
| 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 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | | | | | |
| assessed d Subtract 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 0 Analysis of line 9: a Excess from 2009 b Excess from 2011 c Excess from 2011 c Excess from 2012 e Excess from 2013 | deficiency has been issued, or on which | | | | |
| 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 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | | | 0. | | |
| 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 0 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2012 e Excess from 2013 | d Subtract line 6c from line 6b. Taxable | | | | |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. 1 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 0 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2012 e Excess from 2013 | amount - see instructions | | 0. | | |
| 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 | | | | | |
| 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 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| 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 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | f Undistributed income for 2013. Subtract | | | | |
| 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 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | lines 4d and 5 from line 1. This amount must | , | | | |
| 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 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | be distributed in 2014 | | | | 365,253. |
| section 170(b)(1)(F) or 4942(g)(3) 8 | 7 Amounts treated as distributions out of | | | | |
| 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 | corpus to satisfy requirements imposed by | | 1 | | |
| not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | 8 Excess distributions carryover from 2008 | - | | | 1 |
| Subtract lines 7 and 8 from line 6a | not applied on line 5 or line 7 | 0. | | | |
| Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | 9 Excess distributions carryover to 2014. | | | | |
| a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | Subtract lines 7 and 8 from line 6a | 0. | | | |
| a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | IO Analysis of line 9: | | | | |
| c Excess from 2011 d Excess from 2012 e Excess from 2013 | I | | | | |
| d Excess from 2012 e Excess from 2013 | b Excess from 2010 | | | | |
| e Excess from 2013 | c Excess from 2011 | | | | |
| | d Excess from 2012 | | | | |
| | e Excess from 2013 | | | | |

| Part XIV Private Operating F | oundations (see ins | tructions and Part VI | -A, question 9) | N/A | |
|---|------------------------------|---------------------------|---------------------------|-----------------------------|--------------------|
| 1 a If the foundation has received a ruling o | r determination letter that | it is a private operating | | | |
| foundation, and the ruling is effective fo | r 2013, enter the date of th | ne ruling | ▶ | | |
| b Check box to indicate whether the found | lation is a private operatin | g foundation described i | n section | 4942(j)(3) or49 | 942(j)(5) |
| 2 a Enter the lesser of the adjusted net | Tax year | | Prior 3 years | | |
| income from Part I or the minimum | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | (e) Total |
| investment return from Part X for | | | | | į |
| each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, | | |] | | |
| line 4 for each year listed | | | | | |
| d Amounts included in line 2c not | | | | | |
| used directly for active conduct of | | | | | |
| exempt activities | | | | | |
| e Qualifying distributions made directly | | | | | |
| for active conduct of exempt activities. | | | | | |
| Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | 1 | |
| a "Assets" alternative test - enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter | | | | | |
| 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: | | - | | | |
| (1) Total support other than gross | | | | | |
| investment income (interest, | | | | | |
| dividends, rents, payments on securities loans (section | | | } | | |
| 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public | | | | | |
| and 5 or more exempt organizations as provided in | | | | | |
| section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from | | | | | |
| an exempt organization | | | | | |
| (4) Gross investment income | | | | | |
| Part XV Supplementary Info | | | if the foundation | n had \$5,000 or m | ore in assets |
| at any time during t | | uctions.) | | | |
| 1 Information Regarding Foundation | _ | | | | |
| a List any managers of the foundation wh year (but only if they have contributed n | | | ributions received by the | e foundation before the clo | se of any tax |
| · ' ' | юге шап фо,осој. (осе зе | (a)(2).) | | | |
| NONE | 100/ or of the | a stock of a paragration | (or an equally large port | on of the ownership of a p | artaerahin ar |
| b List any managers of the foundation wh other entity) of which the foundation has | | | or an equally large poπ | ion of the ownership of a p | armership or |
| NONE | , a to to ot ground micros | - | | | |
| 2 Information Regarding Contributi | on Grant Gift Loan | Scholarchin etc. Dr | Odrame: | | |
| Check here X if the foundation o | | | | not accept unsolicited regu | ests for funds. If |
| the foundation makes gifts, grants, etc. | | | | | |
| a The name, address, and telephone num | ber or e-mail address of th | ne person to whom appli | cations should be addre | essed: | |
| -, | | | | | |
| | | | | | |
| b The form in which applications should b | e submitted and informati | on and materials they st | nould include: | - | |
| c Any submission deadlines: | · *.· | | | | <u>-</u> . |
| d Any restrictions or limitations on awards | s such as by geographical | areas, charitable fields | kinds of institutions or | other factors | |
| - 7 Commond of miniations on awards | ., 220., 20 by goograpinoai | out, one more noing, | | 23.75. 140.010. | |
| | | | | | |

Form 990-PF (2013) C/O C. GRAYDON ROGERS

| Part XV Supplementary Information | (continued) | | | |
|---|--|-------------------------|----------------------------------|----------|
| 3 Grants and Contributions Paid During the Ye | ear or Approved for Future | Payment | | |
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of | Purpose of grant or contribution | Amount |
| Name and address (home or business) | or substantial contributor | recipient | Contribution | , |
| a Paid during the year | | | | |
| | | | | |
| DETAIL FURNISHED UPON REQUEST | NONE | OTHER PUBLIC CHARITY | GENERAL | 309,001. |
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| | | | | |
| Tabl | | | 20 | 309 001 |
| Total b Approved for future payment | | T | <u>▶ 3a</u> | 309,001. |
| • Approved for lattice payment | | | | |
| NONE | | | | |
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| | | | | |
| | | | | |
| | | | | ··- |
| | | | | 1 |
| Total | | | ▶ 3b | 0. |

Part XVI-A Analysis of Income-Producing Activities

| | - University of | historia in como | Τ | | |
|--|--|-----------------------|-----------------------|-------------------------------|---------------------------------------|
| Enter gross amounts unless otherwise indicated. | (a) Business | (b) | (C) Exclu- sion | (d) | (e) Related or exempt |
| 1 Program service revenue: | code | Amount | code | Amount | function income |
| a | _ | | \vdash | | |
| b | _ | | \vdash | · *** | |
| c | _ | | | | |
| d | _ | | | | |
| e | _ | | \vdash | | |
| f | _ | | \vdash | <u></u> | |
| g Fees and contracts from government agencies | | | 1 | | |
| 2 Membership dues and assessments | | | \vdash | | |
| 3 Interest on savings and temporary cash | | | | | |
| Investments | | | 14 | 107,659. | |
| Dividends and interest from securities Net rental income or (loss) from real estate: | | <u>.</u> | 1 3 | 107,033. | |
| • • | | | ┼─┤ | | |
| a Debt-financed property b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal | | | ├──┤ | | <u> </u> |
| | | | | | |
| property 7 Other investment income | | | 14 | 14,187. | |
| 8 Gain or (loss) from sales of assets other | | | 1 3 | 14,107. | |
| than inventory | | | 18 | <16,684. | ` |
| 9 Net income or (loss) from special events | | | ┝╧┩ | (10,004) | |
| 10 Gross profit or (loss) from sales of inventory | - | | \vdash | · | |
| 11 Other revenue: | | | | <u> </u> | |
| à | | | | | |
| b | - | | | | |
| C | | | | | · · · · · · · · · · · · · · · · · · · |
| d | - | | | | |
| e | _ | | | | · · · · · |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 105,162. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 105,162. |
| (See worksheet in line 13 instructions to verify calculations.) |) <u></u> | | | | |
| Part XVI-B Relationship of Activities | to the Accon | nolishment of Ex | emp | t Purposes | |
| | | | | | |
| Line No. Explain below how each activity for which in | | | contrib | uted importantly to the accom | plishment of |
| the foundation's exempt purposes (other the | an by providing tund | s for such purposes). | | | |
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| 323621 10-10-13 | | | | | Form 990-PF (2013) |

C/O C. GRAYDON ROGERS

| Part | XVII | | enarding Trai | | and Transactions | and Relations | | aritahl | | iye re |
|------------|----------|--|--|--------------------|---|--------------------------|--------------------------------|--------------------------------------|---------------|-------------|
| <u>. a</u> | ~~ | Exempt Organ | | 131613 10 | and mansactions | and neighbors | inps with world | iai itabi | C | |
| 1 Di | the or | | | of the following | ng with any other organizat | on described in sect | ion 501(c) of | | Yes | No |
| | | | | | 27, relating to political orga | | 55 1(5) 51 | | - | |
| | | from the reporting found | | | | | | | | Í |
| |) Cash | nom the reporting leans | ation to a nononari | abio oxompt of | gamzanon oi: | | | 1a(1) | | Х |
| | | assets | | | | | | 1a(2) | _ | X |
| | | sactions: | | | | | | 10(2) | | |
| | | | hla avamat araaniz | ntion | | | | 15/1 | | х |
| • | | of assets to a noncharita | · - | | | | | 1b(1) | | X |
| • | | nases of assets from a no | • | organization | | | | 1b(2) | | X |
| | | il of facilities, equipment, | | | | | | 1b(3) | - | X |
| - | | bursement arrangements s or loan guarantees | • | | | | | 1b(4) 1b(5) | - | X |
| • | | rmance of services or me | mharchia ar fundra | uoma oolioitatia | 200 | | | 1b(6) | $\overline{}$ | X |
| • | | f facilities, equipment, ma | • | = | | | | 10(0) | <u> </u> | X |
| | _ | | - | - | edule. Column (b) should a | lwave chow the four o | narket value of the goods | | L | |
| | | • | • | - | ed less than fair market va | = | | | 5613, | |
| | | s given by the reporting i | | | | ide ili ariy transaction | i or snaring arrangement | , 5110 W 111 | | |
| (a)Line i | | (b) Amount involved | | | e exempt organization | (d) Description | of transfers, transactions, ar | d charing a | | |
| (4)Line i | | (b) Amount involved | (c) Name (| N/A | C CACITIFE OF GAME AND IT | (d) Description | TO translers, transactions, at | iu snamy a | rangeme | |
| | + | | | IN/A | | | | | | |
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| 2a Is | the four | ndation directly or indirec | tly affiliated with or | related to one | or more tax-exempt organ | uzations described | | | | |
| | | 501(c) of the Code (othe | - | - | = | | | Yes | X | No |
| | | mplete the following sch | · · | ,,(o,,, o ooo | | | | | | |
| | 100, 00 | (a) Name of org | | | (b) Type of organization | | (c) Description of relation | nship | | |
| | | N/A | | | ,,,,, | | <u></u> | | | |
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| | | | | | ng accompanying schedules an in taxpayer) is based on all info | | has any knowledge | May the IRS | | |
| Sign | and be | siler, lois a de, coldect, and co | A A | reparer (other tha | in taxpayer) is bases on all inition | Mation of which prepared | | eturn with th i <u>hown</u> below | | |
| Here | | XKun/ | . Lloldy | • | 1/14/14 | SFECGA | NY MEAGUR | X Yes | ; | No |
| | Sign | ature of dfficer or trustee | | | Daxte / | Title | | | | |
| | | Print/Type preparer's na | ame () | Preparer's s | ignature | Date | Check if PTI | ۱ | | |
| . | | | | 1 4 | 111 " 010 | 5/10/14 | self- employed | | | |
| Paid | | JAMES KINN | | 1 /cm | V.16 OD | 11-119 | | 00366 | | |
| Prep | | Firm's name WEI | SERMAZARS | 2 \rrhb | 0 | | Firm's EIN ► 13- | 14595 | 50 | |
| Use (| July | Eirm's address > CO | OD O COLTA | <u> </u> | DD Tite Green | | | _ | | |
| | | Firm's address ▶ 60 | CKUSSWA | IS PAKK | DRIVE WEST | | 1 | | | |

Form **990-PF** (2013)

Phone no. 516.488.1200

WOODBURY, NY 11797

GRAYMER FOUNDATION EIN: 22-6798520 DECEMBER 31, 2013 JPM #3005 GAIN AND LOSS SCHEDULE

| SHARES | SECURITY | PROCEEDS | COST | G/L |
|-----------|------------------------------------|------------|------------|------------|
| 2,628.499 | EDGEWOOD GROWTH FUND | 38,166.00 | 36,148.00 | 2,018.00 |
| 108.957 | ASTON OPTIMUN MID CAP FUND | 3,977.00 | 3,783.00 | 194.00 |
| 263.000 | SPDR S&P ETF TRUST | 39,319.00 | 38,193.00 | 1,126.00 |
| 3,529.924 | RS INTERNATIONAL GROWTH FUND | 67,422.00 | 60,750.00 | 6,672.00 |
| 1,230.085 | PRIMECAP ODYSSEY FUNDS | 22,523.00 | 20,825.00 | 1,698.00 |
| 4,217 763 | CAPITAL PRIVATE CLIENT SVCS | 45,046.00 | 44,835.00 | 211.00 |
| 125.000 | SPDR GOLD TRUST | 17,091.00 | 20,397.00 | (3,306.00) |
| 475 000 | ISHARES MSCI CHINA INDEX FD | 19,211.00 | 22,075.00 | (2,864.00) |
| 2,178 035 | VANGUARD INTM TRM INV | 21,345.00 | 22,661.00 | (1,316.00) |
| 775 873 | CULLEN INTER HIGH DIVID | 8,131.00 | 8,162.00 | (31.00) |
| 448.000 | VANGUARD FTSE EUROPE ETF | 22,803.00 | 21,190.00 | 1,613.00 |
| 1,455.555 | DREYFUS EMG MKT DEBT | 20,829.00 | 22,047.00 | (1,218.00) |
| 674 000 | ISHARES MSCI EMERGING MARKET INDEX | 26,760.00 | 29,019.00 | (2,259.00) |
| 598 495 | JPM SHORT DURATION BOND FD | 6,536.00 | 6,595.00 | (59.00) |
| 698 691 | PIMCO COMMODITYPL STRAT | 7,434 07 | 7,644.00 | (209.93) |
| 5,496 582 | DELAWARE EMERGING MARKETS | 81,239.00 | 80,287.00 | 952.00 |
| 314 000 | ISHARES COHEN & STEERS REALTY | 24,911 00 | 24,865.00 | 46.00 |
| 1,189 751 | PRIMECAP ODYSSEY STOCK FUND | 23,688.00 | 19,357.00 | 4,331.00 |
| 822 000 | ISHARES MSCI EAFE INDEX FUND | 52,921.00 | 49,353.00 | 3,568.00 |
| 153 000 | SPDR GOLD TRUST | 19,901.00 | 24,279.00 | (4,378.00) |
| 58 000 | SPDR GOLD TRUST | 7,533.00 | 7,609.00 | (76.00) |
| 113 997 | JPM LARGE CAP GROWTH FD | 3,396.00 | 3,151.00 | 245.00 |
| 2,042 659 | THE ARBITRAGE FUND | 26,269.00 | 26,074.00 | 195.00 |
| 6,478.389 | BLACKROCK HIGH YIELD BOND | 53,511.00 | 52,328.00 | 1,183 00 |
| 582 000 | SPDR S&P ETF TRUST | 103,108.00 | 96,869.00 | 6,239.00 |
| 90 000 | ISHARES CORE S&P MID-CAP ETF | 11,767.00 | 10,678.00 | 1,089.00 |
| 625 645 | DODGE & COX INTL STOCK FUND | 26,690.00 | 23,398.00 | 3,292.00 |
| 1,761 716 | NEUBERGER BER MU/C OPP | 26,690.00 | 20,582.00 | 6,108.00 |
| | | | | |
| | TOTAL | 828,217 07 | 803,154 00 | 25,063 07 |

Pershing Advisor Solutions LLC, a BNY Mellon company One Pershing Plaza, Jersey City, NJ 07399 (877) 870-7230 Member FINRA SIPC

WPSTEWART Account Statement

Statement Period: 12/01/2013 - 12/31/2013

Schedule of Realized Gains and Losses Year-to-Date

| Disposition Acquisation | Acquisition Date | Disposition Transaction | Description | Quantity | Cost Basis | Proceeds | Realized Gain/Loss/ Disallowance |
|-------------------------|---------------------|----------------------------|--|-----------|--------------|--------------|-------------------------------------|
| Short Term | и | | | | | | |
| 07/09/13 04/08/13 | 04/08/13 | SELL First in First Out | INTL FLAVORS & FRAGR Security Identifier IFF | 1,500 000 | 110,621 00 | 119,556 56 | 8,935 56 |
| 08/19/13 | 08/19/13 04/08/13 | SELL First In First Out | BLACKROCK INC COM Security Identifier BLK | 200 000 | 124,060 00 | 134,962 15 | 10,902 15 |
| Total Short Term | 1 Term | | | * | \$234,681.00 | \$254,518.71 | \$19,837.71 |
| Long Term | _ | | | | | | |
| 02/14/13 | 02/14/13 12/30/08" | CLEU First In First Out | KINDER MORGAN MGMT L Security Identifier KMR | 609 0 | 1701 | 50 20 | 33.19 |
| 04/08/13 | . 10/90/60 | SELL First in First Out | CISCO SYSTEMS INC Security Identifier CSCO | 7,000 000 | 169,752 47 | 143,488 78 | -26,263 69 |
| 04/08/13 | 12/22/05 | SELL First In First Out | General electric co Security Identifier GE | 6,500 000 | 230,640 00 | 149,521 14 | -81,118.86 |
| 04/08/13 | 01/06/05 | SELL First In First Out | KELLOGG CO Security Identifier K | 4,000 000 | 178,534 55 | 254,773 09 | 76,238 54 |
| 04/08/13 | 12/12/00. | SELL First in First Out | MICROSOFT CORP COM Security Identifier MSFT | 7,000 000 | 203,620 67 | 199,417 52 | -4,203 15 |
| 04/08/13 | 12/30/08 | SELL First in First Out | SCHWAB CHARLES CORP Security Identifier. SCHW | 2,000 000 | 76,272 50 | 83,562 62 | 7,290 12 |
| 04/08/13 | 01/22/01 • | SELL First in First Out | STATE STR CORP COM Security Identifier STI | 1,500 000 | 76,371 34 | 86,388 11 | 10,016 77 |

Account Number RWY-342000 THE GRAYMER FOUNDATION

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Schedule of Realized Gains and Losses Year-to-Date (continued)

| Disposition | Disposition Acquisition | Disposition | | | | æ | Realized Gain/Loss/ |
|-----------------|--------------------------------|----------------------------|---|------------|----------------|----------------|---------------------|
| Date | Date | Transaction | Description | Quantity | Cost Basis | Proceeds | Disallowance |
| Long Term | Long Term (continued) | | | | | | |
| 04/08/13 | 04/08/13 12/08/06 | SELL First in First Out | WESTERN UN CO COM Security Identifier WU | 10,000 000 | 239,809 38 | 143,793 77 | -96,015 61 |
| 05/15/13 | 12/30/08 | CLEU First In First Out | KINDER MORGAN MGMT L Security Identifier KMR | 0 336 | 9 2 6 | 29 04 | 19 78 |
| 08/14/13 | 12/30/08 | CLEU First in First Out | KINDER MORGAN MGMT L Security Identifier KMR | 0 304 | 8 25 | 24 33 | 16 08 |
| 11/14/13 | 12/30/08 | CLEU First In First Out | KINDER MORGAN MGMT L Security Identifier KMR | 0 846 | 22 55 | 63 21 | 40 66 |
| 11/18/13 | 12/30/08 | SELL First In First Out | PEABODY ENERGY CORP Security Identifier BTU | 4,000 000 | 87,226 00 | 77,790 64 | -9,435 36 |
| 11/18/13 | . \$0/90/10 | SELL First in First Out | SELL PROCTER & GAMBLE CO First In First Out Security Identifier PG | 1,000 000 | 55,571 34 | 84,700 52 | 29,129 18 |
| Total Long Term | y Term | | | | \$1,317,855.32 | \$1,223,602.97 | -\$94,252.35 |
| Total Sh | Total Short Term and Long Term | Long Term | | | \$1,552,536.32 | \$1,478,121.68 | -\$74,414.64 |

GRAYMER FOUNDATION EIN: 22-6798520 DECEMBER 31, 2013 PERSHING BALANCE SHEET ATTACHMENT

| Security | # of Shares | Cost | FMV |
|--------------------------|-------------|--------------|--------------|
| AMERICAN EXPRESS COMPANY | 5,000 | 232,402.33 | 453,650 00 |
| AMGEN INC. | 3,000 | 188,720.20 | 342,240.00 |
| APPLE INC COM | 700 | 293,565 00 | 392,714.00 |
| BAIDU COM INC SPONS | 1,500 | 132,736.00 | 266,820.00 |
| BED BATH & BEYOND | 1,500 | 55,277.80 | 120,450 00 |
| CELGENE CORP | 2,000 | 235,998.00 | 337,936 00 |
| COGNIZANT TECHNOLOGY | 2,000 | 143,834.00 | 201,960.00 |
| EBAY INC COM | 2,500 | 131,808.00 | • |
| EXPRESS SCRIPTS | 2,500 | 148,180.00 | 175,600 00 |
| HOME DEPOT | 5,000 | 173,958.34 | |
| JOHNSON & JOHNSON | 3,800 | 191,558.12 | |
| KINDER MORGAN MGMT LLC | 3,573 | 97,683 00 | |
| MAGELLAN MIDSTREAM HDLGS | 8,854 | 51,424 07 | 560,193 00 |
| MASTERCARD | 500 | 68,119.75 | 417,730 00 |
| NATIONAL OILWELL | 1,000 | 67,768.00 | 79,530.00 |
| PROCTER & GAMBLE CO | 1,500 | 83,357.02 | 122,115 00 |
| QUALCOM INC | 5,000 | 126,358.00 | 371,250 00 |
| TARGET CORP | 5,000 | 190,550.00 | 316,350 00 |
| VISA INC COM | 1,700 | 295,465.00 | 378,556 00 |
| INVESTMENTS | | 2,908,762 63 | 5,704,332 00 |

GRAYMER FOUNDATION EIN: 22-6798520

DECEMBER 31, 2013 CHARLES SCHWAB BALANCE SHEET ATTACHMENT

| Security | # of Shares | Cost | | FMV |
|-------------------|-------------|------|-----------|-----------|
| LEHMAN BROS HLDGS | 55,000 | | 55,000.00 | 11,069.00 |
| INVESTMENTS | | | 55,000.00 | 11,069.00 |

GRAYMER FOUNDATION EIN: 22-6798520

DECEMBER 31, 2013 JP MORGAN #3005 BALANCE SHEET ATTACHMENT

| Securities | # of Shares | Cost | FMV |
|---|-------------|--------------|--------------|
| ASTON/FAIRPOINTE MID CAP | 2,579.360 | 87,698.00 | 115,220.00 |
| BHH CORE SELECT FUND-N | 5,920.370 | 105,152.00 | 126,696.00 |
| CAPITAL PRIVATE CLIENT SVCS | 11,413.009 | 122,176.00 | 136,157.00 |
| CLEARBRIDGE APPRECIATION | 2,345.185 | 37,260.00 | 45,098.00 |
| COLUMBIA ASIA PAX | 6,197.495 | 79,610.00 | 83,728.00 |
| CULLEN INTERNATIONAL HIGH DIVIDEND FUND | 12,135.432 | 121,929.00 | 138,344.00 |
| DELAWARE EMERGING MARKETS FUND | 1,821.119 | 24,892.00 | 29,630.00 |
| DB REN MXEA | 35,000.000 | 35,000.00 | 37,852.00 |
| DODGE & COX INTERNATIONAL STOCK | 2,824.612 | 95,401.00 | 121,571.00 |
| DOUBLELINE TOTAL RET BD | 4,764.750 | 53,166.00 | 51,364.00 |
| EATON VANCE MUT FDS TR GB | 5,841.878 | 57,318.00 | 55,030.00 |
| GATEWAY FUND | 1,863 234 | 51,326.00 | 54,015.00 |
| INV BALANCED-RISK ALLOC | 6,265.996 | 79,471.00 | 74,503.00 |
| ISHARES CORE S&P MID-CAP ETF | 704.000 | 72,730.00 | 94,202.00 |
| ISHARES MSCI EAFE INDEX FUND | 2,107.000 | 125,314.00 | 141,369.00 |
| JPM CHINA REGION FD | 1,387.334 | 25,576.00 | 29,467 00 |
| JPM GLOBAL RES ENH | 4,846.159 | 76,035.00 | 86,407.00 |
| JPM LARGE CAP GROWTH FD | 3,668.889 | 88,997.00 | 116,597.00 |
| JPM REN MXEA 10/16/14 | 35,000.000 | 35,000.00 | 36,124.00 |
| JPM CONT BUFF EQ BRENT 8/13/14 | 13,000 000 | 13,000.00 | 13,465.00 |
| JPM ENHANCED BETA DAILY RETURN NOTE | 25,000.000 | 25,000.00 | 25,473.00 |
| JPM SHORT DURATION BOND FD-SEL | 7,308.510 | 80,424.00 | 79,590 00 |
| JPM STR INC OPP FD | 2,205.970 | 26,127.00 | 26,229.00 |
| JPM TR I MLT SC INCM SL | 2,589.950 | 26,464.00 | 26,702.00 |
| JPM US LRGE CAP CORE PLUS FD | 4,116.096 | 94,138.00 | 114,181.00 |
| JPMORGAN TR I EX-G4 CRSG SEL | 2,673.080 | 27,071.00 | 26,250.00 |
| NEUBERGER BERMAN MULTI CAP OPP. FUND | 7,287.575 | 80,291.00 | 111,864.00 |
| OAKMARK INTERNATIONAL FD | 2,461.000 | 65,206.00 | 64,763.00 |
| PIMCO COMMODITIES PLUS STRATEGY P | 6,698.365 | 71,721.00 | 71,472.00 |
| PIMCO UNCONSTRAINED BOND P | 7,349.919 | 84,391.00 | 81,511 00 |
| PRIMECAP ODYSSEY STOCK FUND | 3,979.253 | 63,446.00 | 84,201.00 |
| SG REN SPX 10/16/14 | 40,000.000 | 40,000.00 | 42,692 00 |
| SPDR S&P 500 ETF TRUST | 780.000 | 112,230.00 | 144,058.00 |
| T ROWE PRICE NEW ASIA | 4,890 650 | 80,640.00 | 78,299.00 |
| VANGUARD FTSE EUROPE ETF | 978.000 | 55,524 00 | 57,506 00 |
| INVESTMENTS | | 2,319,724 00 | 2,621,630 00 |

| FORM 990-PF | DIVIDENDS | AND INTE | REST | FROM SECU | URITIES | S | PATEMENT . | 1 |
|------------------------------------|-------------------|------------------------------|--------------|-------------------------------|-------------------------------|------------|---------------------------|-----|
| SOURCE | GROSS AMOUNT | CAPITA GAINS DIVIDENI | | (A) REVENUE PER BOOKS | | EST- | (C) ADJUST NET INC | |
| CHARLES SCHWAB | 7,588. | | 0. | 7,588 | | 588. | | |
| JP MORGAN #3005 | 9. | | 0. | | 9. | 9. | | |
| JP MORGAN #3005 JP MORGAN #3005 | 31,489. 1,014. | | 0. 0. | 31,489 1,014 | - | 489. 0. | | |
| JP MORGAN #5005 | 32. | | 0. | | · 2. | 32. | | |
| MAGELLAN MIDSTREAM PARTNERS LP | 12. | | 0. | 12 | | 12. | | |
| MAGELLAN MIDSTREAM | 2 | | ^ | , | n | 2 | | |
| PARTNERS LP PERSHING | 2. 67,513. | | 0. 0. | 67,513 | 2. 3. 67, | 2. 513. | | |
| TO PART I, LINE 4 | 107,659. | · | 0. | 107,659 | 9. 106, | 645. | | |
| DESCRIPTION | | | REV | (A) JENUE BOOKS | (B) NET INVES MENT INCO | | (C) ADJUSTE | |
| MAGELLAN MIDSTREAM 1 | PARTNERS LP | - | | 14,187. | 14,1 | 87. | | |
| TOTAL TO FORM 990-PI | F, PART I, | LINE 11 = | | 14,187. | 14,1 | 87. | | |
| FORM 990-PF | | ACCOUNT | ING 1 | FEES | - | Sī | PATEMENT | 3 |
| DESCRIPTION | | (A) EXPENSES PER BOOKS | | (B) T INVEST- NT INCOME | (C) ADJUST NET INC | | (D) CHARITA PURPOSI | |
| ACCOUNTING FEE | | 4,000 | | 2,000. | • | - | 2,0 | 00. |
| TO FORM 990-PF, PG | L, LN 16B | 4,000 | - | 2,000 | | | 2,0 | 00. |
| | _ | | | <u>-</u> | | | | |

| FORM 990-PF | TAX | ES | | STATEMENT 4 |
|---|------------------------------|-----------------------------------|-------------------------------------|-------------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOM | |
| FEDERAL TAXES | 14,258. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 14,258. | 0. | | 0. |
| FORM 990-PF | OTHER E | XPENSES | | STATEMENT 5 |
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOM | |
| ADVISORY FEES BANK CHARGES PO BOX MAGELLAN MIDSTREAM PARTNERS | 11,992. 112. 96. | 5,996. 0. 0. | | 5,996. 112. 96. |
| LP SUPPLIES | 43. 35. | 0. 0. | | 0. 35. |
| TO FORM 990-PF, PG 1, LN 23 | 12,278. | 5,996. | | 6,239. |
| FORM 990-PF | CORPORAT | E STOCK | | STATEMENT 6 |
| DESCRIPTION | | во | OK VALUE | FAIR MARKET VALUE |
| PERSHING CHARLES SCHWAB JP MORGAN #3005 | | | 2,908,763. 55,000. 2,319,724. | 5,704,332. 11,069. 2,621,630. |
| TOTAL TO FORM 990-PF, PART II | , LINE 10B | | 5,283,487. | 8,337,031. |

| FORM 990-PF | OTHER | INVESTMENTS | | | STAT | EMENT | 7 |
|--|-----------|-------------------------------------|------------------------|---------------|------------------------|-------------------------|----------|
| DESCRIPTION | | VALUATION METHOD | BOOK VAL | UE | | MARKE ALUE | т |
| ORGANIZATIONAL COSTS A/A - ORGANIZATIONAL COSTS | | COST COST | | 020. 020.> | | 18,0 <18,0 | |
| TOTAL TO FORM 990-PF, PART I | I, LINE | 13 | | 0. | | | 0. |
| FORM 990-PF EXPLANATION C | ONCERNING | G PART VII-A, | LINE 8B | | STAT | EMENT | 8 |
| EXPLANATION | | | | | | | |
| NOT REQUIRED | | | | | | | |
| | | | | | | | |
| FORM 990-PF PART VIII | | F OFFICERS, DI | | | STAT | EMENT | 9 |
| FORM 990-PF PART VIII TRUSTEE | S AND FOU | | | BEN | LOYEE PLAN | EMENT EXPEN ACCOU | SE |
| FORM 990-PF PART VIII TRUSTEE NAME AND ADDRESS C. GRAYDON ROGERS 30 BEACHSIDE DR #301 | S AND FOU | JNDATION MANA | GERS COMPEN- | BEN CO | LOYEE PLAN | EXPEN | SE |
| FORM 990-PF PART VIII TRUSTEE NAME AND ADDRESS C. GRAYDON ROGERS 30 BEACHSIDE DR #301 VERO BEACH, FL 32963 MARY ROGERS 30 BEACHSIDE DR #301 | S AND FOU | TITLE AND AVRG HRS/WK RESIDENT | COMPEN- SATION | BEN CO | LOYEE PLAN NTRIB | EXPEN | SE NT |
| FORM 990-PF PART VIII TRUSTEE NAME AND ADDRESS C. GRAYDON ROGERS 30 BEACHSIDE DR #301 VERO BEACH, FL 32963 MARY ROGERS | S AND FOU | TITLE AND AVRG HRS/WK RESIDENT 0.00 | COMPEN- SATION 0 | BEN | LOYEE PLAN NTRIB | EXPEN | SE NT |

TRUSTEE

0.00

0. 0. 0.

STUART G. ROGERS

1805 SHERWOOD ROAD

ALLENTOWN, PA 18103

| THE GRAYMER FOUNDATION C/O C. GRAYDON RO | | 22-6 | 798520 |
|--|----|------|--------|
| ANN BRONWYN ROGERS PARLETTE TRUSTEE 1580 N. SCOTTSGATE CT 0.00 XENIA, OH 45385 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | 0. | 0. | 0. |