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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation GRATIS FOUNDATION-AGY-MAIN		A Employer identification number 26-3639918
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 858-622-6956
1525 W W.T. HARRIS BLVD. D1114-044		
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		
G Check all that apply:		
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/>
		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 14,024,466.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	275,488.	267,245.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	325,308.			
b	Gross sales price for all assets on line 6a	3,806,483.			
7	Capital gain net income (from Part IV, line 2)		325,308.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	12.	-3,219.		STMT 10
12	Total. Add lines 1 through 11	600,808.	589,334.		
13	Compensation of officers, directors, trustees, etc.		NONE	NONE	
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT. 11	2,000.	NONE	NONE	2,000.
c	Other professional fees (attach schedule) STMT. 12	103,122.	103,122.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 13	6,075.	4,396.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT. 14	24,235.	3,278.		24,186.
24	Total operating and administrative expenses. Add lines 13 through 23	135,432.	110,796.	NONE	26,186.
25	Contributions, gifts, grants paid	643,000.			643,000.
26	Total expenses and disbursements. Add lines 24 and 25	778,432.	110,796.	NONE	669,186.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-177,624.			
b	Net investment income (if negative, enter -0-)		478,538.		
c	Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		26,796.	35,534.	35,534.
	2	Savings and temporary cash investments		3,577,792.	916,594.	916,594.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)	STMT 15	653,992.	1,053,830.	1,042,012.
	b	Investments - corporate stock (attach schedule)	STMT 16	5,624,299.	7,931,957.	9,828,616.
	c	Investments - corporate bonds (attach schedule)	STMT 27	1,120,353.	1,952,431.	1,922,425.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 29	1,338,482.	258,616.	279,285.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		12,341,714.	12,148,962.	14,024,466.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		12,341,714.	12,148,962.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		12,341,714.	12,148,962.	
	31	Total liabilities and net assets/fund balances (see instructions)		12,341,714.	12,148,962.	

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	12,341,714.
2	Enter amount from Part I, line 27a	2	-177,624.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 30	3	7,056.
4	Add lines 1, 2, and 3	4	12,171,146.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 31	5	22,184.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,148,962.

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,805,834.		3,480,526.	325,308.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			325,308.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	325,308.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	497,965.	10,178,572.	0.048923
2011	384,382.	9,966,059.	0.038569
2010	123,908.	6,583,952.	0.018820
2009	15,000.	2,567,131.	0.005843
2008	NONE	1,231,250.	NONE
2 Total of line 1, column (d)			0.112155
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			0.022431
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			13,459,723.
5 Multiply line 4 by line 3			301,915.
6 Enter 1% of net investment income (1% of Part I, line 27b)			4,785.
7 Add lines 5 and 6			306,700.
8 Enter qualifying distributions from Part XII, line 4			669,186.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	4,785.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.		2	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	4,785.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
3 Add lines 1 and 2.		5	4,785.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		7	4,944.
6 Credits/Payments:		8	
a 2013 estimated tax payments and 2012 overpayment credited to 2013.	6a 1,588.	9	
b Exempt foreign organizations - tax withheld at source.	6b NONE	10	159.
c Tax paid with application for extension of time to file (Form 8868).	6c 3,356.	11	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.			
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 159. Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ SEE STATEMENT 32 Telephone no ▶			
Located at ▶		ZIP+4 ▶		
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		
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 ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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? If "Yes," list the years ▶	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Adrian Zaccaria 1525 WWT Harris Blvd, Charlotte, NC 28288	Director 40	-0-	-0-	-0-
Mary Sandra Zaccaria 1525 WWT Harris Blvd, Charlotte, NC 28288	Director 40	-0-	-0-	-0-
Justin Zaccaria 1525 WWT Harris Blvd, Charlotte, NC 28288	Pres/Secty/Treas 40	-0-	-0-	-0-

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

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

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

NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	12,568,237.
b	Average of monthly cash balances	1b	1,072,289.
c	Fair market value of all other assets (see instructions)	1c	24,167.
d	Total (add lines 1a, b, and c)	1d	13,664,693.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	13,664,693.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	204,970.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,459,723.
6	Minimum investment return. Enter 5% of line 5	6	672,986.

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	672,986.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,785.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,785.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	668,201.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	668,201.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	668,201.

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	669,186.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	669,186.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	4,785.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	664,401.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				668,201.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			446,481.	
b Total for prior years. 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>669,186.</u>			446,481.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				222,705.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				445,496.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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.

N/A

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:

SEE STATEMENT 33

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Attached Grant Summary 12615 CIRCLE DR ROCKVILLE MD 20850	NA	PC	GENERAL SUPPORT	643,000.
Total			3a	643,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	275,488.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	325,308.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b CHECKING ACCT INT _____			01	12.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				600,808.		
13 Total. Add line 12, columns (b), (d), and (e)						600,808.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Tax Return Attachment 2013

13 February 2014

Gratis Foundation

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
National Academy of Engineering Fund 2101 Constitution Avenue NW Washington, DC 20418-0007	237284092 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)		2/12/2013	\$30,000 00
Perkins School for the Blind 175 North Beacon Street Watertown, MA 02472	042103616 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	general operating support	3/27/2013	\$10,000 00
Saint Martins Episcopal Childrens Center 717 Sage Road Houston, TX 77056-2111	760282856 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	general operating support	3/27/2013	\$1,000 00
Habitat for Humanity of Greater Lowell 124 Main Street Westford, MA 01886	043123186 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	"Transforming Neighborhoods, Transforming Lives Neighborhood Revitalization Initiative in Lowell's Acre Initiative"	6/13/2013	\$5,000 00
Loyola University Maryland, Inc 4501 North Charles Street Baltimore, MD 21210-2601	520591623 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	General Operating Support	6/13/2013	\$10,000 00
National Aquarium in Baltimore, Inc 501 East Pratt Street Baltimore, MD 21202	521121163 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Aquarium on Wheels	6/13/2013	\$5,000 00
Shriners Hospitals for Children 3551 N Broad Street Philadelphia, PA 19140	362193608 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	general operating support	6/13/2013	\$25,000 00
Smile Train, Inc 41 Madison Avenue, 28th Floor New York, NY 10010-2202	13-3661416 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	6/13/2013	\$25,000 00

Lower Cape Lunch Program Local
501(c)(3)

General operation
Support 12/10/13 \$ 5000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
St Jude Children's Research Hospital, Inc 501 St Jude Place Memphis, TN 38105	620646012 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	General operating support	6/13/2013	\$25,000 00
Susan B Anthony Project, Inc 179 Water Street Torrington, CT 06790	061085983 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Rebuilding Lives Program -- Emergency Shelter and Transitional Housing for Children	6/13/2013	\$10,000 00
Youth Exchange, Inc Post Office Box 111814 Houston, TX 77293	760564414 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Youth Mentor Program	6/13/2013	\$5,000 00
One Fund Boston, Inc c/o Feinberg Rozen, LLP 1455 Pennsylvania Avenue, N W , Suite 390 Washington, DC 20004	462547157 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Boston Relief Fund - for assistance to 4/15 Boston bombing victims and their families	6/14/2013	\$10,000 00
Make-A-Wish Foundation of Massachusetts & Rhode Island, Inc 1 Bulfinch Place 2nd Floor Boston, MA 02114	222867371 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	7/8/2013	\$10,000 00
Make-A-Wish Foundation of the Texas Gulf Coast and Louisiana, Inc 1604 Bissonnet Houston, TX 77005	760116615 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	7/8/2013	\$10,000 00
Cape Cod Times Needy Fund, Inc P O Box 36 Hyannis, MA 02601	222480332 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	9/12/2013	\$25,000 00
Catholic Social Services of Fall River, Inc 1600 Bay Street Fall River, MA 02724-1216	042106394 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	9/12/2013	\$15,000 00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Companions for Heroes c/o GFC 9210 Corporate Blvd Suite 370 Rockville, MD 20850	270648741 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Companions for Heroes	9/12/2013	\$5,000 00
Cradles to Crayons, Inc P O Box 799 Conshohocken, PA 19428-0799	043584367 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	9/12/2013	\$10,000 00
Cystic Fibrosis Foundation Headquarters 6931 Arlington Road, Suite 200 Bethesda, Maryland 20814	131930701 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support of CF Research, Care, and Education	9/12/2013	\$10,000 00
Eden Autism Services, Inc 2 Merwick Road Princeton, NJ 08540	222069597 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	general operating support	9/12/2013	\$5,000 00
Falmouth Service Center, Inc 611 Gifford Street Falmouth, MA 02540-2947	222509781 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	9/12/2013	\$25,000 00
Horizons for Homeless Children, Inc 1705 Columbus Avenue Roxbury, MA 02119-1039	222915188 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	9/12/2013	\$10,000 00
Marthas Table 2114 14th St NW Washington, DC 20009	521186071 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	9/12/2013	\$10,000 00
Organization for Autism Research, Inc 2000 North 14th Street Arlington, VA 22201-2500	542062167 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	9/12/2013	\$5,000 00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Small Steps Nurturing Center 2902 Jensen Drive Houston, TX 77026	760471755 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	9/12/2013	\$10,000 00
St Vincent de Paul at St Mary's Parish 106 Illinois Street New Bedford, MA 02745	941207701 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	9/12/2013	\$25,000 00
Blessings in A Backpack, Inc 4121 Shelbyville Road Louisville, KY 40207-3205	261964620 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	\$2,000 to each school in Houston, Texas Blackshear Elementary, Inspire for Excellence Elementary, Janowski Elementary	10/4/2013	\$6,000 00
American Legion 700 North Pennsylvania Street Indianapolis, IN 46204-1129	350144250 501(c)(19) Group Exemption	Operation Comfort Warriors	12/11/2013	\$15,000 00
American Society for the Prevention of Cruelty to Animals 520 Eighth Avenue, 7th Floor New York, NY 10018	131623829 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	12/11/2013	\$5,000 00
Asthma & Allergy Foundation Of America, New England Chapter 109 Highland Ave Needham, MA 02494	042652894 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Asthma and Allergy Education for Child Care Providers	12/11/2013	\$5,000 00
Boston Children's Hospital 300 Longwood Ave Boston, MA 02115-5724	042774441 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	general operating support	12/11/2013	\$30,000 00
Boston Ronald McDonald House, Inc 229 Kent Street Brookline, MA 02446-5462	042627411 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	12/11/2013	\$20,000 00
Calvary Baptist Church 25 Lincoln Road Hyannis, MA 02601	042957350 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	Kitchen meals, food pantry	12/11/2013	\$5,000 00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Child Advocates Incorporated 2401 Portsmouth Street, Suite 210 Houston, TX 77098	760111345 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2013 Court Services Program	12/11/2013	\$5,000 00
Dana-Farber Cancer Institute 450 Brookline Avenue Boston, MA 02215-5418	042263040 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Pediatric Oncology	12/11/2013	\$25,000 00
Daughters of Charity 333 South Seton Avenue #1 Emmitsburg, MD 21717	52-1522383 501(c)(3) GuideStar Charity Check	general operating support	12/11/2013	\$1,000 00
Disabled American Veterans Charitable Service Trust 3725 Alexandna Pike Cold Spring, KY 41076-1712	521521276 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Mobile Service Offices	12/11/2013	\$15,000 00
Elder Services of Cape Cod 68 Route 134 South Dennis, MA 02660-3710	042523904 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Meals on Wheels, Senior Dining Centers & Nutrition Program	12/11/2013	\$5,000 00
Family Pantry of Cape Cod 133 Queen Anne Road Harwich, MA 02645	223079904 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	12/11/2013	\$5,000 00
Fisher House Foundation, Inc 299 Park Avenue New York, NY 10171-0002	113158401 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	12/11/2013	\$5,000 00
Independence House, Inc 160 Bassett Lane Hyannis, MA 02601-3818	042716665 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	12/11/2013	\$5,000 00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Johns Hopkins Hospital 3910 Keswick Road, South Bldg 4th Floor Baltimore, MD 21211	520591656 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	Childrens Center	12/11/2013	\$30,000 00
Johns Hopkins Hospital 3910 Keswick Road, South Bldg 4th Floor Baltimore, MD 21211	520591656 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	Cardiology & Heart Surgery	12/11/2013	\$10,000 00
Massachusetts General Hospital MGH Immunobiology Laboratory Massachusetts General Hospital East Building 149, 13th Street, Room 3601 Charlestown, MA 02129	04-1564655 501(c)(3)	Cardiology & Heart Surgery	12/11/2013	\$10,000 00
Mercy Medical Airlift 4620 Haygood Road, Suite 1 Virginia Beach, VA 23455	521374161 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Air Compassion for Veterans	12/11/2013	\$15,000 00
Nam Vets Association of Cape & Islands Pantry 569 Main Street Hyannis, MA 02601-5415	222747295 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	12/11/2013	\$5,000 00
Partners Healthcare System, Inc 75 Francis Street Boston, MA 02115	042312909 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	Brigham & Women's Hospital - Cardiology & Heart Surgery	12/11/2013	\$10,000 00
Saint Martins Episcopal Childrens Center 717 Sage Road Houston, TX 77056-2111	760282856 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	general operating support	12/11/2013	\$5,000 00
St Michaels Catholic Church 1801 Sage Road Houston, TX		general operating support on behalf of the Zaccara Family	12/11/2013	\$5,000 00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
St Raphael's Catholic Church 1513 Dunster Road Rockville, MD 20854-6154	80-0615434 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	12/11/2013	\$5,000 00
Stanford Hospital and Clinics 300 Pasteur Drive Room H2103 Stanford, CA 94305	946174066 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	Cardiovascular research	12/11/2013	\$10,000 00
Texas Childrens Hospital 6621 Fannin Street Houston, TX 77030-2303	741100555 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	general operating support	12/11/2013	\$10,000 00
The Salvation Army 100 North Main Street Hyannis, MA 02601	135562351 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	Hyannis Pantry & Soup Kitchen - General operating support	12/11/2013	\$5,000 00
United States Merchant Marine Academy Alumni Foundation Inc 300 Steamboat Rd Kings Point, NY 11024	116037948 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	12/11/2013	\$10,000 00
Arizona School Boards Association 2100 N Central Avenue, Suite 200 Phoenix, AR 85004	860288067 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	The Prescott Granite Mountain Hotshots Memorial Education Fund	12/18/2013	\$5,000 00
Oxfam America 226 Causeway Street Boston, MA 02114	237069110 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Typhoon Haiyan Disaster Relief	12/18/2013	\$5,000 00
St John the Evangelist 118 East 2nd Street Frederick, MD 21701	521088284 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	general operating support	12/18/2013	\$5,000 00
The Salvation Army 100 North Main Street Hyannis, MA 02601	135562351 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	general operating support	12/18/2013	\$5,000 00
Grand Totals (58 items)				\$ 643,000.00

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AAON INC COM PAR \$0.004 W/RIGHTS ATTACHE	45.	45.
AT&T INC	987.	987.
AARON'S INC	11.	11.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	569.	569.
ACTUANT CORP COM	7.	7.
ACUITY BRANDS INC COM	60.	60.
ALCOA INC COM	38.	38.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	50.	50.
AMERICAN CAPITAL AGENCY CORP	1,596.	1,596.
AMERICAN TOWER CORP	233.	233.
ANADARKO PETE CORP COM W/RIGHTS ATTACHED	54.	54.
ANALOG DEVICES INC COM W/ RTS TO PURCHAS	234.	234.
ANNALY MTG MGMT INC COM	918.	918.
APARTMENT INVT & MGMT CO CL A	186.	186.
APPLE COMPUTER INC COM	1,616.	1,616.
APPLE INC 2.400% 5/03/23	1,180.	1,180.
APPLIED MATERIALS INC COM W/RIGHTS ATTAC	47.	47.
APTARGROUP INC COM	155.	155.
ARM HLDGS PLC SPONSORED ADR	110.	110.
ARTISAN PARTNERS ASSET MANAGEM	142.	142.
AVALONBAY CMNTYS INC COM	458.	458.
AVERY DENNISON CORP COM	156.	156.
BRE PPTYS INC CL A	74.	74.
BABCOCK & WILCOX CO	93.	93.
BANK OF AMERICA CORP 5.750% 12/01/17	2,013.	2,013.
BANK NEW YORK MELLON CORP COM	107.	107.
BARCLAYS BANK PLC 5.000% 9/22/16	1,750.	1,750.
BLACKBAUD INC	151.	151.
BLACKROCK INC	150.	150.
BOEING CAPITAL CORP 3.250% 10/27/14	1,138.	1,138.
BOEING CO COM	404.	404.
BOSTON PPTYS INC COM	1,145.	1,145.

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

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BRANDYWINE RLTY TR SH BEN INT NEW	298.	259.
BRISTOL-MYERS SQUIBB CO COM	369.	369.
BROADCOM CORP COM	79.	
BROADRIDGE FINANCIAL SOLUTIONS	400.	400.
BUNGE NA FINANCE LP 5.900% 4/01/17	2,950.	2,950.
BURBERRY GROUP PLC-SPON ADR	51.	51.
CVS CORP COM	803.	803.
CVS CORP 4.875% 9/15/14	2,438.	2,438.
CABLEVISION SYSTEMS-NY GRP CL A	254.	254.
CAMDEN PROPERTY TRUST	597.	597.
CAMPUS CREST COMMUNITIES INC	364.	60.
CANADIAN PACIFIC RAILWAY LTD COM	129.	129.
CARLISLE COS INC COM	67.	67.
CASEYS GEN STORES INC COM	55.	55.
CASS INFORMATION SYS INC	10.	10.
CHEVRONTXACO CORP COM	1,065.	1,065.
CHOICE HOTELS INTL INC COM	100.	100.
CHUBB CORP COM	284.	284.
CINEMARK HOLDINGS INC	164.	164.
CITY NATL CORP COM	86.	86.
CLARCOR INC COM W/RTS EXP 04/25/2006	86.	86.
CLOROX CO COM	348.	348.
COCA-COLA ENTERPRISES	350.	350.
COLONIAL PPTYS TR	301.	
COLUMBIA SPORTSWAER CO COM	91.	91.
COMCAST CORP NEW CL A SPL	574.	574.
COMCAST CORP 5.700% 5/15/18	2,850.	2,850.
CONAGRA FOODS INC 1.900% 1/25/18	950.	950.
CORRECTIONS CORP OF AMERICA COM	5,563.	5,198.
COSTCO WHOLESALE CORP COM	301.	301.
CUBESMART	218.	218.
DDR CORP	759.	23.
DANAHER CORP COM	31.	31.

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

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DELL INC 4.700% 4/15/13	1,175.	1,175.
DIAGEO PLC SPONSORED ADR NEW	809.	809.
DIEBOLD INC COM W/RIGHTS ATTACHED EXP 2/	140.	140.
DIGITAL RLTY TR INC	204.	204.
DIRECTV HLDG/FIN INC 3.500% 3/01/16	1,750.	1,750.
DOUGLAS EMMETT INC	109.	30.
DREYFUS EMG MKT DEBT LOC C-I #6083	3,878.	3,878.
E.I. DU PONT DE NEMO 4.750% 3/15/15	1,663.	1,663.
DUKE RLTY INVTS INC COM NEW	300.	277.
DUKE ENERGY HOLDING CORP. COM	568.	568.
DUNKIN' BRANDS GROUP INC	361.	361.
DUPONT FABROS TECHNOLOGY INC	294.	254.
EII INTERNATIONAL PROPERTY-I #30	22,168.	22,168.
E M C CORP MASS COM	118.	118.
EPR PROPERTIES	1,741.	1,241.
EATON VANCE GLOBAL MACRO - I #0088	3,778.	2,799.
ENBRIDGE INC	54.	54.
ENTERGY CORP NEW COM	531.	531.
EQUITY ONE INC COM	435.	296.
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	490.	490.
ESSEX PPTY TR INC COM W/RTS ATTACHED 11/	578.	578.
EXELON CORP COM	362.	362.
EXPONENT INC	92.	92.
EXTRA SPACE STORAGE INC	780.	612.
EXXON MOBIL CORP COM	1,365.	1,365.
FAIR ISSAC & CO INC COM W/RIGHTS ATTACHE	16.	16.
FED FARM CREDIT BK 2.180% 9/20/21	3,206.	3,206.
FED NATL MTG ASSN 1.020% 1/30/18	1,275.	1,275.
FEDERAL RLTY INVT TR SH BEN INT NEW W/RI	615.	615.
FEDEX CORP COM	9.	9.
FIDELITY NATL INFORMATION SVCS INC	173.	173.
FIRST AMERICAN FINANCIAL	179.	179.
FIRST INDL RLTY TR INC COM	584.	584.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FORWARD AIR CORP COM W/ RTS ATTACHED EXP	88.	88.
FRANKLIN RES INC COM	87.	87.
GATEWAY FUND - Y #1986	4,292.	4,292.
VR GENERAL ELEC CAP 0.422% 10/06/15	179.	179.
GENERAL ELEC CAP COR 5.000% 1/08/16	1,750.	1,750.
GENERAL GROWTH PROPERTIE-W/I	599.	599.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	1,148.	1,148.
GENUINE PARTS CO COM W/RIGHTS ATTACHED E	394.	394.
GLAXOSMITHKLINE CAP 4.375% 4/15/14	1,531.	1,531.
GOLDMAN SACHS GRP INC COM	871.	871.
GOLDMAN SACHS GROUP 5.125% 1/15/15	1,281.	1,281.
GRACO INC COM W/RIGHTS ATTACHED EXP 3/29	135.	135.
HCC INS HLDGS INC COM	99.	99.
HCP INC	1,649.	1,534.
HARBOR FD INTL FD	39,283.	39,283.
HARRIS TEETER SUPERMARKETS INC	55.	55.
HASBRO INC COM	438.	438.
HEALTH CARE REIT INC COM	1,797.	922.
HEICO CORP CL A	11.	11.
HEINZ H J CO COM	146.	146.
HENRY JACK & ASSOC INC COM	204.	204.
HONEYWELL INTL INC COM	622.	622.
HOST MARRIOTT CORP NEW COM	1,138.	1,138.
IBERIABANK CORP COM	156.	156.
INTL BUSINESS MACHINES CORP COM	783.	783.
INTUIT COM W/RTS EXP 5/1/2008	85.	85.
ISHARES MIDCAP INDEX FD	3,996.	3,996.
ITC HLDGS CORP	100.	100.
J & J SNACK FOODS CORP	35.	35.
JP MORGAN CHASE & CO COM	1,858.	1,858.
JANUS CAP GROUP INC	58.	58.
JOHNSON & JOHNSON COM	1,783.	1,783.
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	288.	288.

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

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
JONES LANG LASALLE INC COM	53.	53.
KANSAS CITY SOUTHN INDS INC COM	49.	49.
KILROY RLTY CORP COM W/RTS ATTACHED EXP	73.	40.
KNIGHT TRANSN INC COM	91.	91.
KOHL'S CORP COM	237.	237.
LANDAUER INC	87.	87.
LASALLE HOTEL PPTYS COM SH BEN INT	61.	61.
LAUDER ESTEE COS INC CL A	312.	312.
LEIDOS HOLDINGS, INC	69.	69.
LLOYD'S BANK PLC 4.875% 1/21/16	2,438.	2,438.
LOCKHEED MARTIN CORP COM	2,812.	2,812.
LORILLARD INC	1,973.	1,973.
LUXOTTICA GROUP S P A SPONSORED ADR	328.	328.
M & T BK CORP COM	275.	275.
MASTERCARD INC	239.	239.
MATTEL INC COM W/RIGHTS ATTACHED EXP 2/1	391.	
MCDONALD'S CORP COM	362.	362.
MCKESSON HBOC INC COM	110.	110.
MEAD JOHNSON NUTRITION CO	83.	83.
MEDICAL PPTYS TR INC	260.	206.
MERCK & CO INC 4.000% 6/30/15	1,400.	1,400.
MERGER FD SH BEN INT	9,118.	9,118.
MERIDIAN BIOSCIENCE INC COM	157.	157.
MERRILL LYNCH & CO 5.000% 1/15/15	2,500.	2,500.
METLIFE INC COM	886.	886.
MONDELEZ INTERNATIONAL INC	360.	360.
MONRO MUFFLER BRAKE INC COM	71.	71.
MONSANTO CO NEW COM	553.	553.
MOODY'S CORPORATION COM	189.	189.
MORGAN STANLEY DEAN WITTER & CO COM NEW	168.	168.
MORNINGSTAR INC	79.	79.
NASDAQ STOCK MARKET INC COM	32.	32.
NATIONAL FUEL GAS CO NJ COM W/RTS ATTACH	247.	247.

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

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NATL INSTRS CORP COM	97.	97.
NESTLE S A SPONSORED ADR REPSTG REG SH	811.	811.
NEW YORK CMNTY BANCORP INC COM	995.	995.
NEXEN INC COM	18.	18.
NIKE INC CL B COM	284.	284.
NISOURCE INC COM	505.	505.
NOBLE ENERGY INC COM	18.	18.
NORTHROP GRUMMAN CORP COM W/RTS ATTACHED	105.	105.
NOVARTIS CAPITAL COR 4.125% 2/10/14	1,031.	1,031.
NOVO-NORDIST A S ADR	558.	558.
OCCIDENTAL PETE CORP COM	540.	540.
OLD REP INTL CORP COM	556.	556.
OMNICOM GRP INC COM	274.	274.
ORACLE CORP COM	192.	192.
VR ORACLE CORP 0.814% 1/15/19	321.	321.
OPPENHEIMER DEVELOPING MKT-Y #788	4,056.	4,056.
PIMCO FOREIGN BOND FUND-INST	3,680.	3,680.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	209.	209.
PPG INDS INC COM W/RTS ATTACHED EXP 04/3	618.	618.
PEABODY ENERGY CORP COM	34.	34.
PEBBLEBROOK HOTEL TRUST	353.	353.
PENNSYLVANIA REAL ESTATE INVT TR SH BEN	534.	
PERRIGO CO COM W/RTS EXP 04/10/2006	38.	38.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	2,262.	2,262.
PHILIP MORRIS INTERNATIONAL IN	2,265.	2,265.
POWER INTEGRATIONS INC COM W/RIGHTS ATTA	37.	37.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	16.	16.
PRINCIPAL PREFERRED SEC-INS #4929	4,041.	4,041.
PROSPERITY BANCSHARES INC	87.	87.
PRUDENTIAL FINANCIAL INC COM	547.	547.
PUBLIC STORAGE INC COM	1,492.	1,492.
PUTNAM FLOATING RATE INC FUND #1857	4,430.	4,430.
R L I CORP COM	424.	424.

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

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
RALPH LAUREN CORP	135.	135.
RAMCO-GERSHENSON PPTYS TR COM	196.	172.
RAVEN INDS INC	70.	70.
REGAL ENTERTAINMENT GROUP-A COM	440.	440.
REINSURANCE GRP OF 5.625% 3/15/17	2,813.	2,813.
RETAIL PROPERTIES OF AME-A	332.	137.
RIDGEWORTH SEIX HY BD-I #5855	2,844.	2,844.
ROCKWELL COLLINS-WI COM	201.	201.
ROYAL BK OF SCOTLAND 5.625% 8/24/20	2,813.	2,813.
LEIDOS HOLDING INC	1,078.	1,078.
SL GREEN RLTY CORP COM W/RIGHTS ATTACHED	790.	790.
VR SAFEWAY INC 1.756% 12/12/13	902.	902.
ST JUDE MED INC COM W/RTS ATTACHED EXP 0	736.	736.
SAUL CTRS INC COM	373.	250.
SCANA CORP W-I COM	371.	371.
SCHLUMBERGER LTD COM	146.	146.
SCIENCE APPLICATIONS INTERNATI	35.	35.
SEMPRA ENERGY COM	452.	452.
SENIOR HSG PPTYS TR SH BEN INT	938.	709.
SHELL INTERNATIONAL 5.200% 3/22/17	1,820.	1,820.
SHIRE PHARMACEUTICALS GR SPONSORED ADR	96.	96.
SIMON PPTY GRP INC NEW COM	4,159.	4,159.
SONOCO PRODS CO COM	407.	407.
STANLEY BLACK & DECKER, INC.	274.	274.
STAPLES INC COM W/INVISIBLE RTS TO PUR S	181.	181.
STARBUCKS CORP COM	240.	240.
STATE BANK FINANCIAL CORP	41.	41.
STATE STR CORP COM	280.	280.
STEPAN CO COM	26.	26.
SUN CMNTYS INC COM	743.	257.
SUNSTONE HOTEL INVS INC NEW	101.	101.
SUNTRUST BKS INC COM	119.	119.
SYS CO CORP COM RTS EXP 05/31/2006	445.	445.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TECO ENERGY INC COM W/RIGHTS ATTACHED EX	515.	515.
TJX COS INC NEW COM	324.	324.
TARGET CORP COM	679.	679.
TAUBMAN CTRS INC COM	614.	533.
TECHNE CORP COM	106.	106.
TELEPHONE AND DATA SYSTEMS	113.	113.
TEMPLETON GLOBAL BOND FD-ADV #616	1,923.	1,923.
TEXAS INSTRUMENTS IN 1.650% 8/03/19	861.	861.
THERMO ELECTRON CORP COM W/RTS ATTACHED	197.	197.
3M CO COM	610.	610.
TRANSDIGM GROUP INC	1,408.	96.
TRAVELERS COMPANIES, INC	827.	827.
UMPQUA HLDGS CORP COM	214.	214.
UNION PAC CORP COM	488.	488.
UNITED PARCEL SERVICE CL B COM	776.	776.
US BANCORP 2.450% 7/27/15	613.	613.
US BANCORP 3.000% 3/15/22	1,500.	1,500.
US TREASURY NOTE 3.125% 4/30/17	3,125.	3,125.
US TREASURY NOTE 1.000% 10/31/16	2,000.	2,000.
US TREASURY NOTE 1.750% 10/31/18	3,500.	3,500.
UNITED TECHNOLOGIES CORP COM	1,301.	1,301.
UNITEDHEALTH GRP INC COM	154.	154.
UNIVERSAL HEALTH RLTY INCOME TR SH BEN I	191.	152.
VANGUARD GNMA FUND-ADM #0536	2,466.	2,466.
VENTAS INC-COM	1,309.	1,309.
VERIZON COMMUNICATIONS COM	187.	187.
VERIZON GLOBAL FDG 4.375% 6/01/13	766.	766.
VIACOM INC 4.625% 5/15/18	2,313.	2,313.
VIACOM INC NEW	235.	235.
VISA INC-CLASS A SHRS	261.	261.
VODAFONE GROUP PLC SPONSORED ADR	1,181.	1,181.
VORNADO RLTY TR COM	1,620.	1,620.
WAL-MART STORES INC 4.250% 4/15/13	531.	531.

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

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WEST PHARMACEUTICAL SVCS INC-COM	12.	12.
WESTAMERICA BANCORPORATION COM	164.	164.
WHOLE FOODS MKT INC COM	200.	200.
WOLVERINE WORLD WIDE INC. COM	62.	62.
XCEL ENERGY INC COM	278.	278.
XEROX CORP COM W/RTS ATTACHED EXP 4/16/2	282.	282.
YUM! BRANDS INC COM	175.	175.
ZIMMER HLDGS INC COM	133.	133.
ACCENTURE PLC	1,027.	1,027.
COVIDIEN PLC	86.	86.
DELPHI AUTOMOTIVE PLC	367.	367.
ENDURANCE SPECIALTY HOLDINGS	302.	302.
INVESCO LIMITED	429.	429.
ACE LIMITED	504.	504.
TYCO INTERNATIONAL LTD NEW	458.	458.
FIDELITY INST MM PTFLO CL I #59	185.	185.
AVAGO TECHNOLOGIES LTD	108.	108.
BLACKROCK INSTL FUNDS T-FUND #60	119.	119.
TOTAL	275,488.	267,245.

GRATIS FOUNDATION-AGY-MAIN

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ABBAY CAPITAL		-3,231.
CHECKLING ACCT INTEREST	12.	12.
	-----	-----
TOTALS	12.	-3,219.
	=====	=====

GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	2,000.			2,000.
TOTALS	2,000.	NONE	NONE	2,000.
	=====	=====	=====	=====

GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CUSTODIAN MGMT FEES	82,515.	82,515.
3RD PARTY ADVISORS FEES	20,607.	20,607.
	-----	-----
TOTALS	103,122.	103,122.
	=====	=====

GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	384.	384.
FEDERAL TAX PAYMENT - PRIOR YE	91.	
FEDERAL ESTIMATES - PRINCIPAL	1,588.	
FOREIGN TAXES ON QUALIFIED FOR	1,094.	1,094.
FOREIGN TAXES ON NONQUALIFIED	2,918.	2,918.
	-----	-----
TOTALS	6,075.	4,396.
	=====	=====

GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
FOUNDATIN ADMIN FEE	24,186.		24,186.
ENDOWMENT TEI FD EXPENSES		3,229.	
ADR FEES	49.	49.	
	-----	-----	-----
TOTALS	24,235.	3,278.	24,186.
	=====	=====	=====

GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
3133EAX45 FED FARM CREDIT BK	150,375.	139,166.
912828NA4 US TREASURY NOTE	99,039.	107,055.
912828RM4 US TREASURY NOTE	200,797.	201,516.
912828RP7 US TREASURY NOTE	203,781.	200,876.
3133ED5H1 FED FARM CREDIT BK	149,963.	148,616.
3135G0TM5 FED NATL MTG ASSN	249,875.	244,783.
	-----	-----
TOTALS	1,053,830.	1,042,012.
	=====	=====

GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
06738C778 IPATH DOW JONES-UBS		
26852M105 EII INTERNATIONAL PR	616,000.	658,656.
367829884 GATEWAY FUND - Y #19		
411511306 HARBOR INTERNATIONAL F	1,464,000.	1,768,935.
683974505 OPPENHEIMER DEVELOPI	682,000.	747,222.
000360206 AAON INC	2,690.	7,189.
00206R102 AT & T INC		
002535300 AARON'S INC	5,096.	6,644.
002824100 ABBOTT LABS	51,677.	61,175.
00508X203 ACTUANT CORP-CL A	4,295.	6,595.
00508Y102 ACUITY BRANDS (HOLDI	4,131.	10,713.
00762W107 ADVISORY BRD CO	967.	3,820.
008252108 AFFILIATED MANAGERS		
015351109 ALEXION PHARMACEUTIC	13,702.	27,241.
018490102 ALLERGAN INC	19,225.	28,659.
023135106 AMAZON COM INC COM	30,869.	73,377.
02503X105 AMERICAN CAPITAL AGE		
03027X100 AMERICAN TOWER CORP	11,003.	15,485.
032511107 ANADARKO PETROLEUM C		
032654105 ANALOG DEVICES INC		
035710409 ANNALY CAPITAL MANAG		
03748R101 APARTMENT INVT & MGM	28,082.	28,294.
037833100 APPLE INC	33,325.	61,151.
038336103 APTARGROUP INC COM	6,861.	10,511.
042068106 ARM HOLDINGS PLC - A	6,987.	13,792.
053484101 AVALONBAY CMNTYS INC	33,273.	32,395.
053611109 AVERY DENNISON CORP		
05615F102 BABCOCK & WILCOX CO		
056752108 BAIDU INC ADR		

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GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
057665200 BALCHEM CORP CLASS B	3,434.	6,164.
064058100 BANK NEW YORK MELLON		
073685109 BEACON ROOFING SUPPL	3,837.	5,236.
090572207 BIO RAD LABS INC CL	9,120.	11,125.
09062X103 BIOGEN IDEC INC	24,141.	46,689.
09227Q100 BLACKBAUD INC	8,128.	11,860.
09247X101 BLACKROCK INC		
097023105 BOEING CO	12,731.	25,524.
101121101 BOSTON PROPERTIES IN	41,631.	45,969.
101137107 BOSTON SCIENTIFIC CO		
105368203 BRANDYWINE RLTY TR B		
110122108 BRISTOL MYERS SQUIBB	37,919.	43,955.
111320107 BROADCOM CORPORATION		
11133T103 BROADRIDGE FINANCIAL		
12082W204 BURBERRY GROUP PLC-S		
12504L109 CBRE GROUP INC		
126650100 CVS/CAREMARK CORPORA	34,242.	55,753.
12673A108 CYS INVESTMENTS INC		
12686C109 CABLEVISION SYSTEMS-		
133131102 CAMDEN PPTY TR SH BE	26,243.	24,288.
13466Y105 CAMPUS CREST COMMUNI		
142339100 CARLISLE COS INC	2,997.	6,352.
147528103 CASEYS GEN STORES IN	3,540.	5,620.
166764100 CHEVRON CORP	21,435.	32,726.
169656105 CHIPOTLE MEXICAN GRI	8,590.	19,180.
169905106 CHOICE HOTELS INTL I	6,418.	9,184.
171232101 CHUBB CORP		
178566105 CITY NATL CORP COM	5,691.	9,110.
179895107 CLARCOR INC	6,470.	9,653.

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GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
189054109 CLOROX CO		
189754104 COACH INC		
19122T109 COCA-COLA ENTERPRISE	13,270.	18,711.
195872106 COLONIAL PTYS TR CO		
198516106 COLUMBIA SPORTSWEAR	5,389.	7,875.
20030N200 COMCAST CORP-SPECIAL	19,149.	38,009.
20605P101 CONCHO RESOURCES INC	15,759.	15,012.
22025Y407 CORRECTIONS CORP OF	22,437.	21,230.
22160K105 COSTCO WHOLESALE COR	16,437.	26,899.
228227104 CROWN CASTLE INTL CO		
229663109 CUBESMART	11,524.	14,729.
23317H102 DDR CORP	23,196.	23,962.
235851102 DANAHER CORP	13,877.	23,006.
25243Q205 DIAGEO PLC - ADR	19,899.	29,530.
253868103 DIGITAL RLTY TR INC		
254687106 WALT DISNEY CO	33,263.	56,078.
258278100 DORMAN PRODUCTS INC	4,810.	11,825.
25960P109 DOUGLAS EMMETT INC		
262037104 DRIL-QUIP INC COM	7,085.	12,752.
26441C204 DUKE ENERGY HOLDING		
265504100 DUNKIN' BRANDS GROUP	10,301.	17,979.
26613Q106 DUPONT FABROS TECHNO	8,938.	9,810.
268648102 E M C CORP MASS		
26884U109 EPR PROPERTIES	20,647.	23,154.
278642103 EBAY INC	6,423.	7,352.
29364G103 ENTERGY CORP NEW COM		
294752100 EQUITY ONE INC	9,366.	11,534.
29476L107 EQUITY RESIDENTIAL P	34,630.	34,805.
297178105 ESSEX PPTY TR COM	32,155.	32,003.

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GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
30161N101 EXELON CORPORATION		
30214U102 EXPONENT INC	6,095.	12,132.
30219G108 EXPRESS SCRIPTS HOLD	32,158.	37,789.
30225T102 EXTRA SPACE STORAGE	14,333.	23,045.
30231G102 EXXON MOBIL CORPORAT	48,105.	60,518.
30303M102 FACEBOOK INC	18,680.	38,473.
303250104 FAIR ISSAC, INC	4,895.	11,751.
307000109 FAMILY DLR STORES IN		
313747206 FEDERAL RLTY INVT TR	17,202.	20,181.
31847R102 FIRST AMERICAN FINAN		
32054K103 FIRST INDL RLTY TR I	24,351.	33,015.
345550107 FOREST CITY ENTERPRI	4,363.	5,921.
349853101 FORWARD AIR CORP	6,504.	9,924.
370023103 GENERAL GROWTH PROPE	36,850.	41,525.
370334104 GENERAL MILLS INC	29,808.	40,327.
372460105 GENUINE PARTS CO		
375558103 GILEAD SCIENCES INC	13,867.	30,115.
38141G104 GOLDMAN SACHS GROUP	55,867.	76,045.
38259P508 GOOGLE INC	41,087.	76,208.
38388F108 W. R. GRACE & CO COM		
384109104 GRACO INC	5,058.	10,546.
404132102 HCC INS HLDGS INC CO	3,303.	5,675.
40414L109 HCP INC	19,448.	20,376.
405024100 HAEMONETICS CORP MAS		
414585109 HARRIS TEETER SUPERM	3,785.	5,083.
418056107 HASBRO INC		
42217K106 HEALTH CARE REIT INC	20,512.	21,642.
422806208 HEICO CORP CL A	4,775.	8,003.
423074103 HEINZ H J CO		

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GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
426281101 HENRY JACK & ASSOC I	7,658.	16,579.
428567101 HIBBETT SPORTS INC	4,787.	8,528.
43365Y104 HITTITE MICROWAVE CO	3,463.	4,012.
438516106 HONEYWELL INTERNATIO	25,832.	40,934.
44107P104 HOST HOTELS & RESORT	38,286.	49,825.
443683107 HUDSON CITY BANCORP		
450828108 IBERIABANK CORP	6,018.	7,228.
452327109 ILLUMINA INC	11,054.	26,652.
458140100 INTEL CORP		
459200101 INTERNATIONAL BUSINE	24,727.	29,448.
461202103 INTUIT COM		
465685105 ITC HLDGS CORP		
466032109 J & J SNACK FOODS CO	5,145.	8,150.
46625H100 JPMORGAN CHASE & CO	60,693.	84,971.
478160104 JOHNSON & JOHNSON	35,071.	51,016.
478366107 JOHNSON CONTROLS INC	17,177.	24,675.
48020Q107 JONES LANG LASALLE I	9,434.	12,287.
497266106 KIRBY CORP	7,339.	16,674.
499064103 KNIGHT TRANSN INC CO	6,946.	7,318.
501889208 LKQ CORP		
51476K103 LANDAUER INC		
518439104 ESTEE LAUDER COMPANI	13,975.	24,328.
53578A108 LINKEDIN CORP	11,529.	34,693.
53635B107 LIQUIDITY SVCS INC		
539830109 LOCKHEED MARTIN CORP	33,112.	66,451.
544147101 LORILLARD INC	40,135.	47,690.
550021109 LULULEMON ATHLETICA		
55261F104 M & T BANK CORPORATI		
562750109 MANHATTAN ASSOCIATES	4,910.	18,444.

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GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
57636Q104 MASTERCARD INC	29,866.	83,546.
577081102 MATTEL INC		
58155Q103 MCKESSON CORP		
589584101 MERIDIAN BIOSCIENCE	5,614.	7,296.
59156R108 METLIFE INC	33,433.	44,915.
596278101 MIDDLEBY CORP	2,855.	6,952.
609207105 MONDELEZ INTERNATION	18,766.	23,969.
610236101 MONRO MUFFLER BRAKE	7,434.	12,117.
61166W101 MONSANTO CO NEW	27,355.	40,326.
615369105 MOODYS CORP		
615394202 MOOG INC CL A	6,790.	11,550.
617446448 MORGAN STANLEY	7,987.	14,081.
617700109 MORNINGSTAR INC	11,129.	16,399.
636180101 NATIONAL FUEL GAS CO		
636518102 NATIONAL INSTRS CORP	4,671.	6,084.
641069406 NESTLE S.A. REGISTER	36,101.	42,388.
649445103 NEW YORK CMNTY BANCO		
65334H102 NEXEN INC		
654106103 NIKE INC CL B	16,299.	31,299.
65473P105 NISOURCE INC		
666807102 NORTHROP GRUMMAN COR		
670100205 NOVO NORDISK A/S - A	19,538.	28,823.
674599105 OCCIDENTAL PETE CORP	25,569.	25,392.
680223104 OLD REP INTL CORP		
681919106 OMNICOM GROUP		
68389X105 ORACLE CORPORATION	28,480.	37,763.
693475105 PNC FINANCIAL SERVIC		
693506107 PPG INDUSTRIES INC	4,343.	12,138.
70509V100 PEBBLEBROOK HOTEL TR	22,371.	27,130.

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GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
709102107 PENNSYLVANIA REAL ES	8,005.	8,978.
714290103 PERRIGO CO		
717081103 PFIZER INC	44,424.	68,397.
718172109 PHILIP MORRIS INTERN	45,333.	63,256.
739276103 POWER INTERGRATIONS	4,320.	6,419.
740189105 PRECISION CASTPARTS	16,485.	32,585.
741503403 PRICELINE COM INC	29,465.	61,607.
74340W103 PROLOGIS INC	58,854.	64,699.
743606105 PROSPERITY BANCSHARE	5,820.	8,558.
744320102 PRUDENTIAL FINL INC	16,397.	27,389.
74460D109 PUBLIC STORAGE INC C	28,806.	39,286.
747525103 QUALCOMM INC		
749607107 RLI CORP COM	6,196.	9,641.
750086100 RACKSPACE HOSTING IN		
751212101 RALPH LAUREN CORP	3,859.	8,299.
751452202 RAMCO-GERSHENSON PPT	1,994.	3,195.
754212108 RAVEN INDS INC	4,312.	8,022.
756577102 RED HAT INC	13,891.	18,549.
758766109 REGAL ENTERTAINMENT		
76131V202 RETAIL PROPERTIES OF	1,933.	2,760.
774341101 ROCKWELL COLLINS		
78440X101 SL GREEN REALTY CORP	38,552.	47,853.
78463V107 SPDR GOLD TRUST		
790849103 ST JUDE MED INC	9,567.	16,974.
79466L302 SALESFORCE COM INC	17,527.	32,452.
79546E104 SALLY BEAUTY CO INC	7,057.	13,785.
804395101 SAUL CTRS INC COM	11,171.	12,887.
80589M102 SCANA CORP-W/I		
806037107 SCANSOURCE INC COM	4,731.	6,789.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
806857108 SCHLUMBERGER LTD	12,726.	12,255.
816851109 SEMPRA ENERGY COM		
81721M109 SENIOR HOUSING PROP	10,347.	10,648.
82481R106 SHIRE PLC ADR		
828806109 SIMON PROPERTY GROUP	102,102.	137,400.
835495102 SONOCO PRODS CO		
848637104 SPLUNK INC	9,242.	18,541.
854502101 STANLEY BLACK & DECK		
855244109 STARBUCKS CORP COM	15,909.	22,576.
856190103 STATE BANK FINANCIAL	7,209.	8,240.
86272T106 STRATEGIC HOTELS & R	11,453.	16,547.
866674104 SUN CMNTYS INC COM		
867892101 SUNSTONE HOTEL INVS	13,813.	15,866.
867914103 SUNTRUST BANKS INC		
871829107 SYSCO CORP		
872375100 TECO ENERGY INC		
872540109 TJX COS INC NEW	21,868.	32,502.
87612E106 TARGET CORP	21,329.	25,877.
876664103 TAUBMAN CTRS INC COM	22,488.	18,281.
878377100 TECHNE CORP	5,964.	8,710.
879433829 TELEPHONE AND DATA S		
88076W103 TERADATA CORP		
88160R101 TESLA MOTORS INC	14,781.	13,990.
883556102 THERMO FISHER SCIENT	21,588.	40,086.
88579Y101 3M CO	20,052.	31,837.
893641100 TRANSDIGM GROUP INC		
89417E109 TRAVELERS COMPANIES,	28,460.	41,920.
902104108 II-VI INC COM		
904214103 UMPQUA HOLDINGS CORP	5,829.	9,474.

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GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
907818108 UNION PACIFIC CORP	9,258.	17,808.
911312106 UNITED PARCEL SERVIC	25,104.	33,310.
913017109 UNITED TECHNOLOGIES	44,435.	64,525.
91324P102 UNITEDHEALTH GROUP I		
91359E105 UNIVERSAL HEALTH RLT	2,565.	2,884.
92276F100 VENTAS INC COM	31,457.	33,795.
92532F100 VERTEX PHARMACEUTICA	9,966.	19,912.
92553P201 VIACOM INC NEW		
92826C839 VISA INC-CLASS A SHR	22,488.	42,309.
928563402 VMWARE INC	18,112.	21,979.
92857W209 VODAFONE GROUP PLC N	10,886.	17,257.
929042109 VORNADO REALTY TRUST	40,166.	44,040.
957090103 WESTAMERICA BANCORPO	5,422.	6,211.
959802109 WESTERN UNION CO/THE		
96208T104 WEX INC	3,139.	6,536.
966837106 WHOLE FOODS MKT INC	10,269.	25,850.
978097103 WOLVERINE WORLD WIDE	4,825.	9,645.
98138H101 WORKDAY INC	8,432.	12,640.
98389B100 XCEL ENERGY INC		
984121103 XEROX CORP		
98742U100 YOUKU TUDOU INC. ADR		
987520103 YOUNG INNOVATIONS IN		
988498101 YUM BRANDS INC		
98956P102 ZIMMER HOLDINGS INC		
G1151C101 ACCENTURE PLC	26,205.	45,961.
G27823106 DELPHI AUTOMOTIVE PL	9,439.	20,264.
G30397106 ENDURANCE SPECIALTY		
G491BT108 INVESCO LIMITED		
G60754101 MICHAEL KORS HOLDING	20,293.	33,613.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
H0023R105 ACE LIMITED	16,569.	26,918.
H89128104 TYCO INTERNATIONAL L	18,230.	27,866.
Y0486S104 AVAGO TECHNOLOGIES L		
00724F101 ADOBE SYS INC	15,555.	17,066.
04316A108 ARTISAN PARTNERS ASS	6,296.	10,756.
05564E106 BRE PPTYS INC CL A 1	17,717.	18,984.
09061G101 BIOMARIN PHARMACEUTI	24,850.	27,085.
112463104 BROOKDALE SR LIVING	12,041.	11,579.
13645T100 CANADIAN PAC RY LTD	15,232.	19,974.
14808P109 CASS INFORMATION SYS	1,186.	1,751.
151020104 CELGENE CORP COM	16,648.	26,528.
25470F104 DISCOVERY COMMUNICAT	19,861.	22,967.
264411505 DUKE REALTY CORPORAT	18,051.	15,536.
277923728 EATON VANCE GLOBAL M	350,000.	349,154.
30249U101 FMC TECHNOLOGIES INC	6,736.	7,257.
31620M106 FIDELITY NATL INFORM	12,546.	15,352.
354613101 FRANKLIN RESOURCES I	22,809.	27,018.
464287499 ISHARES RUSSELL MID-	733,288.	764,898.
49427F108 KILROY REALTY CORP C	17,047.	16,710.
517942108 LASALLE HOTEL PROPER	8,265.	8,147.
55068R202 LUXOTTICA GROUP S.P.	18,959.	20,975.
55402X105 MWI VETERINARY SUPPL	4,375.	6,119.
580135101 MCDONALDS CORP	10,154.	10,867.
582839106 MEAD JOHNSON NUTRITI	15,251.	16,584.
58463J304 MEDICAL PPTYS TR INC	8,780.	6,574.
58933Y105 MERCK & CO INC NEW	8,136.	8,258.
589509108 MERGER FD SH BEN INT	370,000.	373,827.
631103108 NASDAQ OMX GRP INC	17,725.	18,666.
64110L106 NETFLIX.COM INC	15,593.	23,195.

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GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
655044105 NOBLE ENERGY INC	7,764.	7,833.
67103H107 O'REILLY AUTOMOTIVE	4,650.	4,505.
74925K581 ROBECO BP LNG/SHRT R	250,000.	255,127.
85208M102 SPROUTS FARMERS MARK	4,774.	3,997.
857477103 STATE STREET CORP	15,564.	19,522.
858586100 STEPAN CO COM	4,519.	5,185.
87336U105 TABLEAU SOFTWARE INC	3,135.	3,378.
896945201 TRIPADVISOR INC	11,033.	12,010.
90130A101 TWENTY FIRST CENTURY	8,231.	8,265.
90184L102 TWITTER INC	7,041.	10,375.
904311107 UNDER ARMOUR INC	15,810.	17,285.
904708104 UNIFIRST CORP MASS	1,389.	1,498.
92343V104 VERIZON COMMUNICATIO	36,870.	36,953.
955306105 WEST PHARMACEUTICAL	5,240.	6,083.
G2554F113 COVIDIEN PLC	23,610.	25,810.
G97822103 PERRIGO CO PLC	17,864.	17,648.
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TOTALS	7,931,957.	9,828,616.
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GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
949917744 WF ADV ULTR SHORT-TR		
060505DP6 BANK OF AMERICA CORP	35,795.	39,834.
06739FGF2 BARCLAYS BANK PLC	36,404.	38,533.
097014AK0 BOEING CAPITAL CORP	35,881.	35,814.
120569AA6 BUNGE NA FINANCE LP	54,489.	54,592.
126650AV2 CVS CORP	54,805.	51,496.
20030NAW1 COMCAST CORP	54,855.	57,413.
24702RAD3 DELL INC		
25459HAY1 DIRECTV HLDG/FIN INC	51,784.	52,485.
263534BX6 E.I. DU PONT DE NEMO	37,800.	36,706.
36962GU69 GENERAL ELEC CAP COR	37,263.	37,825.
377372AA5 GLAXOSMITHKLINE CAP	37,502.	35,391.
38141GEA8 GOLDMAN SACHS GROUP	27,331.	26,115.
539473AG3 GCB LLOYDS TSB BK PL	50,533.	53,332.
589331AP2 MERCK & CO INC	37,242.	36,773.
59018YUW9 MERRILL LYNCH & CO	51,645.	52,097.
66989HAA6 NOVARTIS CAPITAL COR	26,660.	25,098.
759351AF6 REINSURANCE GRP OF	54,385.	55,121.
78010XAE1 ROYAL BK OF SCOTLAND	51,502.	55,976.
786514BV0 VR SAFEWAY INC		
822582AC6 SHELL INTERNATIONAL	38,127.	39,097.
882508AU8 TEXAS INSTRUMENTS IN	49,756.	48,163.
91159HGX2 US BANCORP	25,746.	25,703.
91159HHC7 US BANCORP	49,965.	48,349.
92344GAV8 VERIZON GLOBAL FDG		
925524AU4 VIACOM INC	53,228.	54,204.
931142CL5 WAL-MART STORES INC		
037833AK6 APPLE INC	100,230.	89,921.
205887BQ4 CONAGRA FOODS INC	100,000.	98,167.

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GRATIS FOUNDATION-AGY-MAIN

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FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
261980494 DREYFUS EMG MKT DEBT	145,327.	134,486.
36962GS54 VR GENERAL ELEC CAP	49,506.	49,922.
68389XAR6 VR ORACLE CORP	150,000.	150,594.
693390882 PIMCO FOREIGN BD FD	120,706.	116,064.
74253Q416 PRINCIPAL PREFERRED	74,287.	69,025.
746763226 PUTNAM FLOATING RATE	99,806.	101,350.
76628T645 RIDGEWORTH SEIX HY B	50,000.	47,568.
880208400 TEMPLETON GLOBAL BON	46,000.	44,210.
922031794 VANGUARD GNMA FUND-A	63,871.	61,001.
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TOTALS	1,952,431.	1,922,425.
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GRATIS FOUNDATION-AGY-MAIN

26-3639918

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
29299D464 ENDOWMENT TEI FUND L	C	258,616.	279,285.
BBY990405 ABBEY CAPITAL MULTI-	C		
261980494 DREYFUS EMG MKT DEBT	C		
693390882 PIMCO FOREIGN BD FD	C		
74253Q416 PRINCIPAL PREFERRED	C		
746763226 PUTNAM FLOATING RATE	C		
880208400 TEMPLETON GLOBAL BON	C		
922031794 VANGUARD GNMA FUND-A	C		
		-----	-----
	TOTALS	258,616.	279,285.
		=====	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	5,362.
CAPITAL CHANGE	1.
DEFERRED INCOME	1,335.
SALES WITH GAIN POSTING CURRENT TAX YEAR EFFECTIVE PREV	263.
ACCRUED INTEREST PAID EFFECTIVE DATE BEFORE TYE	64.
ROUNDING	31.

TOTAL	7,056.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	5,344.
ROC BASIS ADJUSTMENT	4,299.
DISALLOWED WASH SALES	369.
SALES WITH GAIN POSTING NEXT TAX YEAR EFFECTIVE CURRENT	11,398.
SALES WITH LOSS POSTING CURRENT TAX YEAR EFFECTIVE PREV	774.

TOTAL	22,184.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: Wells Fargo Bank NA

ADDRESS: 4365 EXECUTIVE DRIVE 18TH FLOOR
SAN DIEGO, CA 92121

TELEPHONE NUMBER: (858)622-6956

RECIPIENT NAME:

Wells Fargo Philanthropic services

ADDRESS:

www.wellsfargo.com/privatefoundationgrants/gratis
Winston-Salem, NC 27101

RECIPIENT'S PHONE NUMBER: 888-235-4351

FORM, INFORMATION AND MATERIALS:

www.wellsfargo.com/privatefoundationgrants/gratis
Application must be submitted through the online grant
application form.

SUBMISSION DEADLINES:

January 31st, May 31st and September 30th

RESTRICTIONS OR LIMITATIONS ON AWARDS:

The foundation does not accept for grants that would be
payable to, or for the benefit of, specific individuals.

Cert Mail Num - Fed	Account	Name	Tax ID	Tax Due - 990PF	Tax Due	Over Payment	Tax Due - 990T	Prep Code
7006 2760*0002 3331 8967	77774100	GRATIS FOUNDATION-AGY- MAIN	26-3639918	0 00	0 00	159 00	0 00	496