



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**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.

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>GRAY MATTERS CHARITABLE FOUNDATION, INC.</b>		A Employer identification number <b>58-2147850</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2987 CLAIRMONT ROAD</b>	Room/suite <b>350</b>	B Telephone number <b>678-399-2903</b>
City or town, state or province, country, and ZIP or foreign postal code <b>ATLANTA, GA 30329</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>24,409,664.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	110.	110.		STATEMENT 1
4 Dividends and interest from securities	1,268,592.	1,268,592.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	74,000.			
b Gross sales price for all assets on line 6a	74,000.			
7 Capital gain net income (from Part IV, line 2)		74,000.		
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)	94.	0.		STATEMENT 3
11 Other income				
12 Total. Add lines 1 through 11	1,342,796.	1,342,702.		
13 Compensation of officers, directors (trustees, etc.)	33,388.	6,678.		26,710.
14 Other employee salaries and wages	13,200.	3,300.		9,900.
15 Pension plans, employee benefits	5,634.	1,127.		4,507.
16a Legal fees				
b Accounting fees STMT 4	4,000.	800.		3,200.
c Other professional fees				
17 Interest				
18 Taxes STMT 5	4,603.	921.		3,682.
19 Depreciation and depletion				
20 Occupancy	240.	48.		192.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	346,082.	299,774.		46,280.
24 Total operating and administrative expenses. Add lines 13 through 23	407,147.	312,648.		94,471.
25 Contributions, gifts, grants paid	1,290,077.			1,290,077.
26 Total expenses and disbursements. Add lines 24 and 25	1,697,224.	312,648.		1,384,548.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<354,428.>			
b Net investment income (if negative, enter -0-)		1,030,054.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED DEC 01 2014

RECEIVED

NOV 26 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			3,652.	343,667.	343,667.
	2 Savings and temporary cash investments			1,713,715.		
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other	STMT 7			2,306,009.	3,327,982.	24,065,997.
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶ )						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)				4,023,376.	3,671,649.	24,409,664.
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
22 Other liabilities (describe ▶ STATEMENT 8 )				75,452.	78,153.	
23 Total liabilities (add lines 17 through 22)				75,452.	78,153.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds				0.	0.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				0.	0.
29 Retained earnings, accumulated income, endowment, or other funds				3,947,924.	3,593,496.	
30 Total net assets or fund balances				3,947,924.	3,593,496.	
31 Total liabilities and net assets/fund balances				4,023,376.	3,671,649.	

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	3,947,924.
2 Enter amount from Part I, line 27a	2	<354,428.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,593,496.
5 Decreases 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, column (b), line 30	6	3,593,496.

**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	GRAY GHOST MICROFINANCE FUND, LLC	D	VARIOUS	12/31/13
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	74,000.		74,000.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			74,000.	
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	74,000.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,390,588.	1,861,289.	1.284372
2011	289,483.	2,249,423.	.128692
2010	649,075.	2,809,139.	.231058
2009	441,490.	3,170,068.	.139268
2008	878,321.	4,678,714.	.187727
2	Total of line 1, column (d)		1.971117
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		.394223
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		707,247.
5	Multiply line 4 by line 3		278,813.
6	Enter 1% of net investment income (1% of Part I, line 27b)		10,301.
7	Add lines 5 and 6		289,114.
8	Enter qualifying distributions from Part XII, line 4		1,384,548.

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)

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits. Total amount owed is 125,467.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity questions and Yes/No columns. Includes 'N/A' for questions 4a and 4b.

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ LAURA W. PUTZ Telephone no. ▶ 678-399-2903 Located at ▶ 2987 CLAIRMONT ROAD, STE 350, ATLANTA, GA ZIP+4 ▶ 30329			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input 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	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here  **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		33,388.	4,950.	0.

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

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

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

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

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

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'.

Total. Add lines 1 through 3 0.

**Part X**

**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	0.
b Average of monthly cash balances	1b	718,017.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	718,017.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	718,017.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,770.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	707,247.
6 Minimum investment return. Enter 5% of line 5	6	35,362.

**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	35,362.
2a Tax on investment income for 2013 from Part VI, line 5	2a	10,301.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	10,301.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	25,061.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	25,061.
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	25,061.

**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	1,384,548.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,384,548.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	10,301.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,374,247.

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				25,061.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	646,668.			
b From 2009	282,987.			
c From 2010	508,618.			
d From 2011	176,012.			
e From 2012	2,292,524.			
f Total of lines 3a through e	3,906,809.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,384,548.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				25,061.
e Remaining amount distributed out of corpus	1,359,487.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	5,266,296.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	646,668.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,619,628.			
10 Analysis of line 9:				
a Excess from 2009	282,987.			
b Excess from 2010	508,618.			
c Excess from 2011	176,012.			
d Excess from 2012	2,292,524.			
e Excess from 2013	1,359,487.			

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

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

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

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

ROBERT A. PATTILLO

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

NONE

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

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

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

c Any submission deadlines:  
 N/A

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

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT A	SEE ATTACHMENT A	SEE STATEMENT A	SEE STATEMENT A	1,290,077.
<b>Total</b> <span style="float: right;">▶ 3a</span>				
<b>b Approved for future payment</b>				
KIPP METRO ATLANTA COLLABORATIVE INC. 350 TEMPLE ST, NW ATLANTA, GA 30314	NONE	PC	INTERNATIONAL EDUCATION BP DISCRETIONARY	5,000.
VITAL OPPORTUNITIES IN CREATIVE EMPOWERMENT 101 KEENE STREET PROVIDENCE, RI 02906	NONE	PC	CHALLENGE GRANT; MATCHING GRANTS	25,000.
<b>Total</b> <span style="float: right;">▶ 3b</span>				
				30,000.





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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON	110.	110.	
TOTAL TO PART I, LINE 3	110.	110.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GRAY GHOST MICROFINANCE FUND, LLC	1,268,592.	0.	1,268,592.	1,268,592.	
TO PART I, LINE 4	1,268,592.	0.	1,268,592.	1,268,592.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM GGMF - OTHER INCOME	94.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	94.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND PLANNING FEES	4,000.	800.		3,200.
TO FORM 990-PF, PG 1, LN 16B	4,000.	800.		3,200.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,603.	921.		3,682.
TO FORM 990-PF, PG 1, LN 18	4,603.	921.		3,682.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	21,932.	4,386.		17,546.
INVESTMENT FEES	3,301.	3,301.		0.
DUES	136.	27.		109.
FROM GGMF K-1 - ORDINARY LOSS PRI ASSET	28,625.	0.		28,625.
FROM GGMF K-1 - PORTFOLIO LOSS	9,674.	9,674.		0.
FROM GGMF K-1 - PORTFOLIO DEDUCTION 2%	209,290.	209,290.		0.
FROM GGMF K-1 - INVESTMENT INTEREST EXPENSE	73,096.	73,096.		0.
FROM GGMF K-1 - NONDEDUCTIBLE EXP	28.	0.		0.
TO FORM 990-PF, PG 1, LN 23	346,082.	299,774.		46,280.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRI: N/R - LAND OF A THOUSAND HILLS COFFEE	COST	41,965.	41,965.
PRI: N/R - IMPACTASSETS, INC.	COST	350,000.	350,000.
PRI: MEMBERSHIP INTEREST IN GRAY GHOST MICROFINANCE FUND, LLC	FMV	2,936,017.	23,674,032.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,327,982.	24,065,997.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
DUE TO M&O		65,402.	78,103.
DUE TO GMC		10,050.	50.
TOTAL TO FORM 990-PF, PART II, LINE 22		75,452.	78,153.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. PATTILLO 2987 CLAIRMONT ROAD, SUITE 350 ATLANTA, GA 30329	PRESIDENT/DIRECTOR 0.10	16,825.	1,947.	0.
GERHARD PRIES 2987 CLAIRMONT ROAD, SUITE 350 ATLANTA, GA 30329	DIRECTOR/CHAIRMAN 0.10	0.	0.	0.
CLAY REESE 2987 CLAIRMONT ROAD, SUITE 350 ATLANTA, GA 30329	SECRETARY 0.10	0.	0.	0.
ERIKA NORWOOD 2987 CLAIRMONT ROAD, SUITE 350 ATLANTA, GA 30329	TREASURER 0.10	16,563.	3,003.	0.
TOM BALDERSTON 2987 CLAIRMONT ROAD, SUITE 350 ATLANTA, GA 30329	DIRECTOR 0.10	0.	0.	0.
CALVIN CLARK 2987 CLAIRMONT ROAD, SUITE 350 ATLANTA, GA 30329	VICE PRESIDENT 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		33,388.	4,950.	0.

**GRAY MATTERS CHARITABLE FOUNDATION**  
**E.I.N 58-2147850**  
**STATEMENT REQUIRED BY REG 53.4945-5(d)**

**GRANT AGREEMENT**  
**("Agreement")**

**Date:** January 1, 2013

**To:** Robert Pattillo  
Gray Matters Capital, Inc.

**From:** Robert Pattillo  
Gray Matters Charitable Foundation, Inc.

**Re.:** *General operating support for Gray Matters Capital, Inc. (GMC)*

I am writing to confirm the details of the funding agreement between Gray Matters Charitable Foundation, Inc. and Gray Matters Capital, Inc. ("Grantee") with regard to the proposal for funds to support the operations of the Grantee in 2013 (attached to and incorporated into this Agreement). They are as follows:

1. Gray Matters Charitable Foundation, Inc. ("Foundation") is a private foundation based in Atlanta, Georgia, U.S.A., having as one of its charitable purposes to improve educational opportunities for low-income communities.
2. Grantee represents and warrants to the Foundation that it is a Private Operating Foundation under Section 501(c)(3) of the United States Internal Revenue Code, as amended, and that Grantee's mission is to increase the amount of, the efficient allocation of, and the effective use of human and financial capital that is given to and invested in the service of persons who are impoverished and underserved by existing capital markets.
3. The Grant Proposal describes the charitable activity for which the Grant contemplated by this Agreement is to be exclusively dedicated ("Charitable Project"). The Charitable Project strives to help 100 million women get an education leading to employability a purpose filled life by 2036 in the developing world.
4. The Foundation has approved a grant to the Grantee in the amount of \$1,250,000, in support of the Charitable Project described in the Grant Proposal (the "Grant"). The full amount of the Grant will be distributed in a three (3) up-front payments and will be deployed for the purpose of underwriting all expenses outlined in the Grant Proposal. The Grant is being provided to the Grantee on the terms and conditions set forth in this Agreement.
5. Grantee agrees to submit a Final Report to the Foundation. Each report is to be signed by an officer of the Grantee and will include narrative and financial reporting, and also provide an overview of accomplishments, lessons learned and an analysis on the impact

GRAY MATTERS CHARITABLE FOUNDATION

E.I.N 58-2147850

STATEMENT REQUIRED BY REG 53.4945-5(d)

the project has had on the development of the charitable objectives described in the Grant Proposal.

6. Grantee agrees to use these funds exclusively for paying the costs of the charitable activity described in the Grant Proposal and any operation costs that may occur. Under no circumstances will any of the Grant funds be used (a) in an attempt to carry on propaganda or influence legislation in any country, (b) in an attempt to influence the outcome of any election or carry on any voter registration drive in any country, (c) to make a grant to another organization or to any individual, , or (d) for any purpose not set forth in the Grant Proposal, or for purposes other than those specified in Section 170(c)(2)(B) of the United States Internal Revenue Code, as amended.
7. Grantee agrees to provide the Foundation with documentation of all expenditures related to the Grant including quarterly financial reports, maintaining records of all Grant funds received and expended, and making those records available to the Foundation at reasonable times.
8. Grantee agrees to return to the Foundation any unused portion of the Grant funds, together with any interest earned thereon, when all expenses relating to the charitable purposes of the Grant have been paid. Grantee agrees to use the Grant funds only for the charitable purposes specified within this Agreement. No modification in the use of the Grant funds may be made without prior written agreement from the Foundation. Any Grant funds not expended for the purposes agreed to by the Foundation shall be returned to the Foundation. The Foundation reserves the right, in its sole discretion, to discontinue funding of the Grant if it is not satisfied with the progress of the Charitable Project or it determines that continued funding would violate the Foundation's status a private foundation under the applicable provisions of the United States Internal Revenue Code.
9. This Agreement shall be governed by the laws of the State of Georgia, United States of America, and the parties submit to the jurisdiction of the courts of Dekalb County, Georgia with respect to any dispute arising from this Agreement.

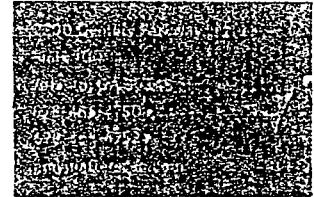
---

  
For Gray Matters Charitable Foundation, Inc.

1/11/2013  
Date

  
For Gray Matters Capital, Inc.

1/11/2013  
Date



**EXPENDITURE RESPONSIBILITY GRANT AGREEMENT  
("Agreement")**

Date November 20<sup>th</sup>, 2012

To Parth Shah  
Centre for Civil Society

From: Erika Norwood  
Gray Matters Charitable Foundation, Inc

Re.: **Grant for National Independent School Alliance (NISA)**

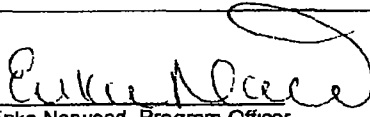
I am writing to confirm the details of the funding agreement between the Gray Matters Charitable Foundation, Inc. and the Centre for Civil Society ("Grantee") with regard to the proposal for the National Independent School Alliance (NISA) ("Conference") submitted in November 2012 ("Proposal"). They are as follows

1. Gray Matters Charitable Foundation, Inc. ("Foundation") is a private foundation based in Atlanta, Georgia, U S A , having as one of its charitable purposes to improve educational opportunities for low-income communities
2. Grantee represents and warrants to the Foundation that it is a Public Charitable Trust registered in India, with relevant foreign contribution clearances, and that one of the Grantee's missions is to play a role in supporting the outreach to independent schools across India
3. The Proposal describes the activity for which the Grant contemplated by this Agreement is to be dedicated ("Project"). The Project will be to support the programmatic activities and initiatives of NISA
4. The Foundation has approved an "un-matched" grant to the Grantee in the amount of \$10,000, in support of the Project described in the Proposal (the "Grant"). Additionally, the Foundation has approved a "matching" grant not to exceed \$15,000. The full amount of the "un-matched" Grant will be distributed in a single up-front payment and will be deployed for the purpose of underwriting all expenses outlined in the Grant Proposal. The amount of the "matching" grant will be distributed in monthly payments. The Grant is being provided to the Grantee on the terms and conditions set forth in this Agreement
5. Grantee agrees:
  - a To provide GMC Ratings team with a stall at the SCNC/NISA venue,
  - b To provide entry for 3 GMC staff at both the SCNC and NISA events;
  - c To provide a 5 minute time slot for GMC Ratings team to share a video on the Ratings product at NISA event.
  - d To provide the Foundation, within reasonable time after the NISA Conference, a brief report and expense recap on the use of the Grant,
  - e To provide the Foundation with a monthly report of matching grant donations.
5. Grantee agrees to maintain all Grant funds in a separate fund dedicated to the charitable purposes described in this Agreement. The separate fund may be either (i) a physically separate bank account restricted to the charitable purposes described in the Grant Proposal, or (ii) a separate bookkeeping account (limited to the charitable purposes described in the Proposal) maintained as part of the Grantee's financial records. The Grantee is encouraged, whenever feasible, to deposit Grant funds in an interest-bearing account
6. Grantee agrees to use these funds exclusively for paying the costs of the charitable activity described in the Grant Proposal. Under no circumstances will any of the Grant funds be used (a) in an attempt to carry on propaganda in any country, (b) in an attempt to influence the outcome of any election or carry on any voter registration drive in any country, (c) to make a grant to another

organization or to any individual, or (d) for any purpose not set forth in the Grant Proposal, or for purposes other than those specified in Section 170(c)(2)(B) of the United States Internal Revenue Code

- 7 Grantee agrees to provide the Foundation with documentation of all expenditures related to the Grant including financial reports, maintaining records of all Grant funds received and expended, and making those records available to the Foundation at reasonable times
- 8 Grantee agrees to return to the Foundation any unused portion of the Grant funds, together with any interest earned thereon, when all expenses relating to the charitable purposes of the Grant have been paid. Grantee agrees to use the Grant funds only for the charitable purposes specified within this Agreement. No modification in the use of the Grant funds may be made without prior written agreement from the Foundation. Any Grant funds not expended for the purposes agreed to by the Foundation shall be returned to the Foundation. The Foundation reserves the right, in its sole discretion, to discontinue funding of the Grant if it is not satisfied with the progress of the Charitable Project or it determines that continued funding would violate the Foundation's status as a private foundation under the applicable provisions of the United States Internal Revenue Code
- 9 This Agreement shall be governed by the laws of the State of Georgia, United States of America, and the parties submit to the jurisdiction of the courts of Dekalb County, Georgia with respect to any dispute arising from this Agreement

---

  
Enka Norwood, Program Officer  
For Gray Matters Charitable Foundation

11/28/12  
Date

  
For Centre for Civil Society

28/11/2012  
Date

Grants and Contributions Paid

Recipient's Name	Recipient's Address				Foreign Address			Payment Code 1 = Current Year 2 = Future	Foundation Status of Recipient	Purpose of Grant or Contribution	Relationship of Recipient	Amount
	Street	City	State	ZIP or Postal Code	Province	Country						
Alzheimer's Association	225 N Michigan Ave., Fl 17	Chicago	IL	60601				1	PC	Matching Grant Gift GGV Staff 7040	None	\$ 35
Centre for Civil Society	A-69, Haur Khas	New Delhi		110016	Delhi	India		1	NC	Expenditure Responsibility Grant - National Independent School Alliance (NISA)	None	\$ 15,000
Circle of Friends Animal Society	P.O. Box 1235	Greensboro	GA	30642				1	PC	Matching Grant Gift GGV Staff 7040	None	\$ 250
Decatur Cooperative Ministry	PO Box 457	Decatur	GA	30031-0457				1	PC	Matching Grant Gift GGV Staff 7040, RFARP - 04	None	\$ 1,000
Decatur Education Foundation	200 Nelson Ferry Rd., Ste B	Decatur	GA	30030				1	PC	Matching Grant Gift GGV Staff 7040, RFARP - 04	None	\$ 500
Good Samaritan Health Center of Cobb Inc	1605 Roberta Drive SW	Marietta	GA	30008				1	PC	Matching Grant Gift GGV Staff 7040	None	\$ 500
Gray Matters Capital, Inc	2200 Century Parkway, Suite 100	Atlanta	GA	30345				1	POF	Support of Microfinance loans to benefit low income individuals	3 common board members	\$ 1,250,000
Gwinnett Community Clinic Inc.	2160 Fountain Drive	Snellville	GA	30078				1	PC	Matching Grant Gift GGV Staff 7040	None	\$ 900
Initiative for Affordable Housing Inc	1434 Scott Blvd Ste 200	Decatur	GA	30030				1	PC	Matching Grant Gift GGV Staff 7040, RFARP - 04	None	\$ 1,000
American Diabetes Association	1701 North Beauregard Street	Alexandria	VA	22311				1	PC	Matching Grant Gift GGV Staff	None	\$ 15
PAMS Atlanta Incorporated	5287 Covington Highway	Decatur	GA	30035				1	PC	Matching Grant Gift GGV Staff 7040	None	\$ 250
Refuge Family Services Inc	5561-H Memorial Drive	Stone Mountain	GA	30083				1	PC	Matching Grant Gift GGV Staff 7040, RFARP - 04	None	\$ 1,000
St Martin's Episcopal School	3110-A Ashford Dunwoody Road	Atlanta	GA	30319				1	PC	EducationRF - 02, Matching Gift GGV Staff 7040	None	\$ 500
Susan G Komen Breast Cancer Foundation	PO Box 650309	Dallas	TX	75265-0309				1	PC	Matching Grant Gift GGV Staff 7040	None	\$ 25
Unreasonable Institute	1877 Broadway, Suite 100	Boulder	CO	80302				1	PC	BP Discretionary 7050	None	\$ 2,500
Vital Opportunities in Creative Empowerment (VOICE), Inc	101 Keane Street	Providence	RI	02906				1	PC	Challenge Grant, Matching Grants	None	\$ 15,002
Woodland Garden of Decatur	932 Scott Blvd	Decatur	GA	30030				1	PC	Matching Grant Gift GGV Staff 7040, RFARP - 04	None	\$ 1,500
Total:												\$ 1,290,077

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

<b>Type or print</b> <small>File by the due date for filing your return. See instructions.</small>	<b>Enter filer's identifying number, see instructions</b>	
	Name of exempt organization or other filer, see instructions. <b>GRAY MATTERS CHARITABLE FOUNDATION, INC.</b>	Employer identification number (EIN) or <b>58-2147850</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>2987 CLAIRMONT ROAD, NO. 350</b>	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>ATLANTA, GA 30329</b>		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**LAURA W. PUTZ**

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

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

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

**4** I request an additional 3-month extension of time until **NOVEMBER 15, 2014**.

**5** For calendar year **2013**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**6** If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

**7** State in detail why you need the extension  
**ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

<b>8a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b>	\$	16,000.
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	16,000.
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	0.

**Signature and Verification must be completed for Part II only.**

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

Signature  Title  Date