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Form 990-PF



Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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

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





OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation WR GRACE FOUNDATION INC		<b>A Employer identification number</b>  65-0630671	
Number and street (or P O box number if mail is not delivered to street address) 7500 GRACE DRIVE		<b>B Telephone number</b> (see instructions)  (410) 531-4000	
City or town, state or province, country, and ZIP or foreign postal code COLUMBIA, MD 21044		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 422,757		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <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)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	560,000			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	76	76		
	<b>4</b> Dividends and interest from securities. . . . .	10	10		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	-983			
	<b>b</b> Gross sales price for all assets on line 6a 3,569				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		0		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	 100	100	0	
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	559,203	186	0	
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0	0	0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	 1,680	840	0	0
	<b>c</b> Other professional fees (attach schedule) . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	 1,303	0	0	0
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .	194	0	0	194
	<b>23</b> Other expenses (attach schedule) . . . . .	 26,206	474	0	5,575
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	29,383	1,314	0	5,769
	<b>25</b> Contributions, gifts, grants paid . . . . .	743,037			762,236
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	772,420	1,314	0	768,005
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-213,217			
	<b>b Net investment income</b> (if negative, enter -0-)		0		
	<b>c Adjusted net income</b> (if negative, enter -0-)			0	

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 . . . . .	474,785	421,453	421,453
	2	Savings and temporary cash investments . . . . .	151,095		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	2,502	1,304	1,304
	10a	Investments—U S and state government obligations (attach schedule)	4,583	0	0
	b	Investments—corporate stock (attach schedule) . . . . .			
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	9	0	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	632,974	422,757	422,757
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .	172,000	175,000	
	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 ▶ _____)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22) . . . . .	172,000	175,000	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	460,974	247,757	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	460,974	247,757	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	632,974	422,757	

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	460,974
2	Enter amount from Part I, line 27a . . . . .	2	-213,217
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	247,757
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	247,757

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 )
1 a	279 48 SHARES GNMA POOL 531143	P	2000-04-24	2013-12-31
b	4171 16 SHARES VR GNMA II POOL 008	P	2003-10-15	2013-12-31
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 211		284	-73
b 3,358		4,268	-910
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-73
b			-910
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	-983
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	794,737	938,606	0 846721
2011	807,549	1,130,324	0 714440
2010	688,812	432,392	1 593027
2009	749,033	0	0 000000
2008	662,328	0	0 000000

2	Total of line 1, column (d). . . . .	2	3 154188
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	3	0 630838
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	527,701
5	Multiply line 4 by line 3. . . . .	5	332,894
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	0
7	Add lines 5 and 6. . . . .	7	332,894
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	768,005

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

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>			
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
<b>Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)</b>			
<b>b</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 . . . . .		<b>1</b>	0
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<b>2</b>	0
<b>3</b> Add lines 1 and 2. . . . .		<b>3</b>	0
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<b>4</b>	0
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		<b>5</b>	0
<b>6</b> Credits/Payments			
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	1,304	
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .		<b>7</b>	1,304
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		<b>8</b>	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .		<b>9</b>	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .		<b>10</b>	1,304
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input checked="" type="checkbox"/> 1,304 <b>Refunded</b> <input checked="" type="checkbox"/>		<b>11</b>	0

<b>Part VII-A    Statements Regarding Activities</b>			
<b>1a</b> 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? . . . . .	<b>1a</b>	<b>Yes</b>	<b>No</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<b>1b</b>		<b>No</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input checked="" type="checkbox"/> \$ 0 <b>(2)</b> On foundation managers <input checked="" type="checkbox"/> \$ 0			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>		<b>No</b>
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>		<b>No</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>		<b>No</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>	<b>Yes</b>	
<b>6</b> 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? . . . . .	<b>6</b>	<b>Yes</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	<b>Yes</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions): <input checked="" type="checkbox"/> FL, MD			
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	<b>8b</b>	<b>Yes</b>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		<b>No</b>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		<b>No</b>

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶WWW GRACE VERSAIC COM	13	Yes	
14	The books are in care of ▶WILLIAM DOCKMAN Located at ▶7500 GRACE DRIVE COLUMBIA MD Telephone no ▶(410) 531-4000 ZIP +4 ▶21044			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

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

6b

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?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

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

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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
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	3,115
b	Average of monthly cash balances. . . . .	1b	532,622
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	535,737
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	535,737
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	8,036
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	527,701
6	Minimum investment return. Enter 5% of line 5. . . . .	6	26,385

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	26,385
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	26,385
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	26,385
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	26,385

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	768,005
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	768,005
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	768,005
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				26,385
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .	662,330			
b From 2009. . . . .	749,033			
c From 2010. . . . .	667,192			
d From 2011. . . . .	751,033			
e From 2012. . . . .	715,413			
f Total of lines 3a through e. . . . .	3,545,001			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 768,005				
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. . . . .				26,385
e Remaining amount distributed out of corpus	741,620			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,286,621			
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 instructions . . . . .			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) (see instructions). . . . .	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	662,330			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	3,624,291			
10 Analysis of line 9				
a Excess from 2009. . . .	749,033			
b Excess from 2010. . . .	667,192			
c Excess from 2011. . . .	751,033			
d Excess from 2012. . . .	715,413			
e Excess from 2013. . . .	741,620			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

PAMELA WAGONER CHAIRMAN  
7500 GRACE DRIVE  
COLUMBIA, MD 21044  
(410) 531-4000

b

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

NO FORMS ARE REQUIRED. HOWEVER, EACH REQUEST SHOULD BE SUBMITTED WITH THE FOLLOWING INFORMATION: 1 THE NATURE AND BACKGROUND OF THE ORGANIZATION, 2 THE SUM BEING REQUESTED, 3 THE SPECIFIC PURPOSE OF THE GRANT REQUEST, AND 4 PHOTOCOPY OF THE CURRENT IRS TAX DETERMINATION LETTER. SHOULD THE FOUNDATION EXPRESS FURTHER INTEREST IN THE ORGANIZATION, IT WOULD REQUIRE IN ADDITION TO THE ABOVE: 1 A CURRENT FINANCIAL STATEMENT, AND 2 A LIST OF CURRENT DONORS, PARTICULARLY COMPANIES, FOUNDATIONS AND GOVERNMENT AGENCIES, INDICATING THE AMOUNTS CONTRIBUTED ON AN ANNUAL BASIS.

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)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	762,236
b Approved for future payment See Additional Data Table				
Total . . . . .			3b	175,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Yes

No

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

1

If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

\*\*\*\*\*

2014-08-06

Signature of officer or trustee

Date

\*\*\*\*\*

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes

☐ No

Paid Preparer Use Only

Print/Type preparer's name

LORI S BURGHAUSER

Preparer's Signature

Date

2014-08-06

Check if self-employed

☒

PTIN

P00370694

Firm's name

SC&H TAX & ADVISORY SERVICES LLC

Firm's EIN

20-5991824

Firm's address

910 RIDGEBROOK ROAD SPARKS, MD 21152

Phone no

(410) 403-1500

Form 990-PF (2013)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization WR GRACE FOUNDATION INC	Employer identification number 65-0630671
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WR GRACE 7500 GRACE DRIVE  COLUMBIA, MD 21044	\$ 560,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )



<b>Name of organization</b> WR GRACE FOUNDATION INC	<b>Employer identification number</b> 65-0630671
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> WR GRACE FOUNDATION INC	<b>Employer identification number</b> 65-0630671
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Part III

**Exclusively** religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		


(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		


Form 990PF Part VIII Line 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
PAMELA K WAGONER	DIRECTOR & CHAIRMAN 1 00	0	0	0
7500 GRACE DRIVE COLUMBIA, MD 21044				
WILLIAM DOCKMAN	VICE CHAIRMAN & TREASURER 1 00	0	0	0
7500 GRACE DRIVE COLUMBIA, MD 21044				
JOHN A MCFARLAND	SECRETARY 1 00	0	0	0
7500 GRACE DRIVE COLUMBIA, MD 21044				
MARK A SHELNITZ	DIRECTOR, VICE CHAIRMAN, ASST SECRETARY 1 00	0	0	0
7500 GRACE DRIVE COLUMBIA, MD 21044				
HUDSON LA FORCE III	DIRECTOR & VICE CHAIRMAN 1 00	0	0	0
7500 GRACE DRIVE COLUMBIA, MD 21044				
MICHAEL JONES	EXECUTIVE DIRECTOR 1 00	0	0	0
7500 GRACE DRIVE COLUMBIA, MD 21044				
JANET DAVIS	DEPUTY EXECUTIVE DIRECTOR 1 00	0	0	0
7500 GRACE DRIVE COLUMBIA, MD 21044				
DIANNA MATTESON	DEPUTY EXECUTIVE DIRECTOR 1 00	0	0	0
7500 GRACE DRIVE COLUMBIA, MD 21044				


Form 990PF Part XV Line 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</b> Paid during the year				
24 HOURS OF BOOTY - CANCER RESEARCH 500 E MOREHEAD SUITE 218 CHARLOTTE,NC 28202	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	550
ABRAHAM'S TENT P O BOX 19124 LAKE CHARLES,LA 70616	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	1,000
ACADEMY OF THE HOLY CROSS 4920 STRATHMORE AVENUE KENSINGTON,MD 20895	NONE	PC	MATCHING GIFTS	1,000
ALBANY PUBLIC SCHOOLS FOUNDATION P O BOX 1772 ALBANY,OR 97321	NONE	PC	EDUCATION	2,000
AMERICAN CANCER SOC - DAFFODIL DAYS GCP - EMPL MATCH 30 SPEEN STREET FRAMINGTON,MA 01701	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	625
AMERICAN CANCER SOC MAKING STRIDES (EMPL MATCH-GCP) 30 SPEEN STREET FRAMINGTON,MA 01701	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	950
AMERICAN CANCER SOCIETY (DAV LC MATCH RELAY FOR LIFE) ONE LAKESHORE DRIVE SUITE 1510 LAKE CHARLES,LA 70629	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,280
AMERICAN CANCER SOCIETY (EMPL MATCHCAMBRIDGE EMPLOYEES) 30 SPEEN STREET FRAMINGTON,MA 01701	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	5,047
AMERICAN CANCER SOCIETY PO BOX 548 WALDORF,MD 20604	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	5,000
AMERICAN CANCER SOCIETYRELAY FOR LIFE (DAV EMP MATCH - L W) 8219 TOWN CENTER DR BALTIMORE,MD 21236	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,281
AMERICAN HEART ASSOCIATION 415 N CHARLES STREET BALTIMORE,MD 21202	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	3,500
AMERICAN RED CROSS - PHILIPPINES RELIEF EFFORT 4800 MOUNT HOPE DRIVE BALTIMORE,MD 21215	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	33,087
AMERICAN RED CROSS OF CENTRAL MARYLAND 4800 MOUNT HOPE DRIVE BALTIMORE,MD 21215	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	3,500
BABSON COLLEGE P O BOX 57310 BABSON PARK,MA 024570310	NONE	PC	MATCHING GIFTS	500
BALTIMORE COMM FOUNDBALTO JAZZ EDUC PROJ 2 EAST REED STREET BALTIMORE,MD 21202	NONE	PC	URBAN/CIVIC MINORITY	2,500
<b>Total . . . . .</b>  <b>3a</b>				762,236


Form 990PF Part XV Line 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</b> <i>Paid during the year</i>				
BALTIMORE COMMUNITY FOUNDBALTO JAZZ EDUC PROJ - GRANT 2 EAST REED STREET BALTIMORE,MD 21202	NONE	PC	URBAN/CIVIC MINORITY	2,500
BEAUMONT SCHOOL 3301 N PARK BLVD CLEVELAND HEIGHTS,OH 44118	NONE	PC	MATCHING GIFTS	500
BEST BUDDIES NH P O BOX 423 CONCORD,NH 03302	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	200
BLESSED JOHN XXIII NATL SEMINARY 558 SOUTH AVE WESTON,MA 02493	NONE	PC	MATCHING GIFTS	100
BLUE JEANS BALL (KEN ULMAN CANCER FUND) 6310 STEVENS FOREST ROAD SUITE 210 COLUMBIA,MD 21046	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	3,000
BOSTON MARATHON JIMMY FUND WALK P O BOX 3595 BOSTON,MA 022413595	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	481
BOY SCOUTS OF AMERICA - CHATTANOOGA (CHEROKEE AREA COUNCIL) 6031 LEE HIGHWAY CHATTANOOGA,TN 37421	NONE	PC	URBAN/CIVIC MINORITY	1,000
BOYS AND GIRLS CLUB OF ALBANY 1215 HILL STREET SE ALBANY,OR 97321	NONE	PC	URBAN/CIVIC MINORITY	1,000
BOYS AND GIRLS CLUB OF MIDDLESEX COUNTY 119 WINDSOR ST 8 CAMBRIDGE,MA 02139	NONE	PC	URBAN/CIVIC MINORITY	1,000
BOYS AND GIRLS CLUB OF SANTA ANA 950 WHIGHLAND SANTA ANA,CA 92703	NONE	PC	URBAN/CIVIC MINORITY	1,500
BYRNE SCHOOL 5329 SOUTH OAK PARK AVE CHICAGO,IL 606381117	NONE	PC	EDUCATION	4,000
CAMBRIDGE COMMUNITY CENTER 5 CALLENDER STREET CAMBRIDGE,MA 02139	NONE	PC	URBAN/CIVIC MINORITY	5,000
CAMBRIDGE SCHOOL VOLUNTEERS 459 BROADWAY CAMBRIDGE,MA 02138	NONE	PC	EDUCATION	3,000
CARNEGIE MELLON UNIVERSITY 6 PPG PLACE-- 11TH FLOOR PITTSBURGH,PA 15222	NONE	PC	MATCHING GIFTS	100
CENTER AGAINST RAPE & DOMESTIC VIOLENCE 4786 SW PHILOMATH BLVD CORVALLIS,OR 97339	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	1,000
<b>Total . . . . .</b>  <b>3a</b>				762,236

Form 990PF Part XV Line 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</b> Paid during the year				
CENTRE COLLEGE 600 W WALNUT STREET DANVILLE,KY 40422	NONE	PC	MATCHING GIFTS	200
CENTURY HIGH SCHOOL - ROBOTICS TEAM 355 RONSDALE RD SYKESVILLE,MD 21784	NONE	PC	EDUCATION	1,000
CHAMINADE HIGH SCHOOL 340 JACKSON AVENUE MINEOLA,NY 115012441	NONE	PC	MATCHING GIFTS	250
CHD AWARENESS QUILT PROGRAM 1418 SANDWICH DRIVE SANDWICH,IL 60548	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	800
CHESAPEAKE BAY ENVIRONMENTAL CENTER 600 DISCOVERY LANE GRANSONVILLE,MD 21638	NONE	PC	CULTURE	10,000
CHICO STATE CIM PATRONS 15061 WOODLAND PARK FOREST RANCH,CA 95942	NONE	PC	EDUCATION	3,000
CHRIS EVERT CHARITIES 7200 WEST CAMINO REAL SUITE 310 BOCA RATON,FL 33433	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,000
CLARKSON UNIVERSITY P O BOX 5510 POSTDAM,NY 13699	NONE	PC	MATCHING GIFTS	100
COLGATE UNIVERSITY 13 OAK DR HAMILTON,NY 13346	NONE	PC	MATCHING GIFTS	250
COLLEGE DE VALLEYFIELD 169 RUE CHAMPLAIN SALABERRY DE VALLEYFIELD, QUEBEC CA	NONE	PC	EDUCATION	2,000
COLLINGS FOUNDATION 137 BARTON ROAD STOW,MA 01775	NONE	PC	URBAN/CIVIC MINORITY	1,000
COLUMBIA FESTIVAL OF THE ARTS 5575 STERRETT PLACE SUITE 280 COLUMBIA,MD 21044	NONE	PC	CULTURE	11,500
COLUMBIA FOUNDATION 10630 LITTLE PATUXENT PARKWAY CENTURY PLAZA SUITE 315 COLUMBIA,MD 21044	NONE	PC	URBAN/CIVIC MINORITY	11,000
COMMUNITY COLLEGE OF BALTIMORE COUNTY 7200 SOLLERS POINT ROAD BALTIMORE,MD 212224649	NONE	PC	EDUCATION	5,000
CONVERSE COLLEGE 580 E MAIN STREET SPARTANBURG,SC 29302	NONE	PC	MATCHING GIFTS	1,000
<b>Total . . . . .</b>  <b>3a</b>				762,236

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment


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Name and address (home or business)				
<b>a</b> Paid during the year				
CURTIS BAY ELEMENTARY SCHOOL 4301 WEST BAY AVE BALTIMORE,MD 21225	NONE	PC	URBAN/CIVIC MINORITY	7,500
CYSTIC FIBROSIS FOUND 6204 EMMAS COURT COLLEYVILLE,TX 76034	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,500
DARDEN SCHOOL FOUNDATION (UNIVERSITY OF VIRGINIA) PO BOX 7726 CHARLOTTESVILLE,VA 22906	NONE	PC	EDUCATION	15,000
DECORDOVA MUSEUM 51 SANDY POND ROAD LINCOLN,MA 017732600	NONE	PC	CULTURE	2,500
DELTA TAU DELTA EDUCATIONAL FOUNDATION 10000 ALLISONVILLE ROAD FISHERS,IN 46038	NONE	PC	MATCHING GIFTS	100
DENISON UNIVERSITY P O BOX 716 GRANVILLE,OH 43023	NONE	PC	MATCHING GIFTS	1,500
DUKE UNIVERSITY FUQUA SCHOOL OF BUS BOX 90120 DURHAM,NC 277080120	NONE	PC	EDUCATION	5,000
EAST END HOUSE 105 SPRING STREET CAMBRIDGE,MA 02141	NONE	PC	URBAN/CIVIC MINORITY	6,500
ECOLE DE LA BAIE ST-FRANCIOS 70 RUE LOUIS VI MAJOR SALABERRY DE VALLEYFIELD, QUEBEC CA	NONE	PC	EDUCATION	2,500
EPILEPSY FOUNDATION OF GREATER CHICAGO 17 NO STATE STREET CHICAGO,IL 60602	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,000
FLINTRIDGE SACRED HEART ACADEMY 440 ST KATHERINE DR LA CANADA,CA 91011	NONE	PC	MATCHING GIFTS	1,000
FLOWERY BRANCH ELEMENTARY SCHOOL 5544 RADFORD ROAD FLOWERY BRANCH,GA 30542	NONE	PC	EDUCATION	1,000
FOUNDATION DU CENTRE HOSPITALIER REGIONAL DU SUROIT 387 VICTORIA VALLEYFIELD,QUEBEC CA	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	12,000
FOUNDATION FIGHTING BLINDNESS 7168 COLUMBIA GATEWAY DRIVE SUITE 100 COLUMBIA,MD 21046	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	800
GILCHRIST HOSPICE CARE 5537 TWIN KNOLLS ROAD COLUMBIA,MD 21045	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,500
<b>Total . . . . .</b>  <b>3a</b>				762,236

Form 990PF Part XV Line 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</b> Paid during the year				
HAMILTON COUNTY SCHOOLS CHARACTER ED PROGRAM 6703 BONNY OAKS DR CHATTANOOGA, TN 37421	NONE	PC	EDUCATION	5,500
HARFORD HABITAT FOR HUMANITY 205 S HAYS STREET BEL AIR, MD 21014	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,500
HCST FOUNDATION 8511 TONNELLE AVE NORTH BERGEN, NJ 07047	NONE	PC	EDUCATION	600
HOWARD COUNTY CONSERVANCY 10520 OLD FREDERICK RD WOODSTOCK, MD 21163	NONE	PC	URBAN/CIVIC MINORITY	7,500
HOWARD COUNTY GENERAL HOSPITAL (CAPITAL CAMPAIGN) 10700 CHARTER DRIVE SUITE 250 COLUMBIA, MD 21044	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	50,000
HOWARD COUNTY POLICE FOUNDATION 11226 SCAGGSVILLE ROAD LAUREL, MD 20723	NONE	PC	URBAN/CIVIC MINORITY	500
HOWARD COUNTY ROBOTICS STUDENT PROGRAM 10920 ROUTE 108 ELLICOTT CITY, MD 21042	NONE	PC	EDUCATION	5,000
HOWARD COUNTY WOMEN INFANT AND CHILDREN'S PROGRAM 3430 COURTHOUSE DRIVE ELLICOTT CITY, MD 21043	NONE	PC	URBAN/CIVIC MINORITY	5,000
HOWARD HOSPITAL FOUNDATION 10700 CHARTER DRIVE SUITE 250 COLUMBIA, MD 21044	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	15,000
HUDSON COUNTY SCHOOL OF TECHNOLOGY 8511 TONNELLE AVE NORTH BERGEN, NJ 07047	NONE	PC	EDUCATION	5,000
HUMAN SERVICES PROGRAMS OF CARROLL COUNTY P O BOX 489 WESTMINSTER, MD 21158	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	1,000
INSTITUTE OF NOTRE DAME 901 AISQUITH STREET BALTIMORE, MD 21202	NONE	PC	MATCHING GIFTS	14,000
INTERNATIONAL SCHOOL OF BOSTON 45 MATIGNON ROAD CAMBRIDGE, MA 02140	NONE	PC	MATCHING GIFTS	2,180
ITHACA COLLEGE 953 DANBY ROAD ITHACA, NJ 14850	NONE	PC	MATCHING GIFTS	250
JHU - DEPT OF CHEMICAL & BIOCHEMICAL ENGR 221 MARYLAND HALL 3400 NORTH CHARLES ST BALTIMORE, MD 212182681	NONE	PC	EDUCATION	2,000
<b>Total . . . . .</b>  <b>3a</b>				762,236




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
<b>a</b> Paid during the year				
JIM O'MALLEY CHARITABLE FOUNDATION INC 6329 ANGEL ROSE COURT COLUMBIA,MD 21044	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,500
KEYSTONE CENTER 1628 STS JOHN ROAD KEYSTON,CO 80435	NONE	PC	EDUCATION	21,000
KID'S PEACE 5575 STERRETT PLACE COLUMBIA,MD 21044	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	1,000
LAKE FOREST COLLEGE 555 N SHERIDAN ROAD LAKE FOREST,IL 60045	NONE	PC	MATCHING GIFTS	100
LAMB'S FARM 14245 W ROCKLAND RD LIBERTYVILLE,IL 60048	NONE	PC	URBAN/CIVIC MINORITY	1,000
LEBANON VALLEY COLLEGE 101 N COLLEGE AVENUE ANNVILLE,PA 17003	NONE	PC	MATCHING GIFTS	250
LEHIGH UNIVERSITY 622 BRODHEAD AVE BETHLEHEM,PA 18015	NONE	PC	MATCHING GIFTS	1,200
LITHONIA HIGH SCHOOL 2440 PHILLIPS ROAD LITHONIA,GA 30058	NONE	PC	EDUCATION	2,500
LOUISIANA STATE UNIVERSITY FOUNDATION 3838 W LAKESHORE DR BATON ROUGE,LA 70808	NONE	PC	MATCHING GIFTS	2,200
LOUISIANA TECH UNIVERSITY P O BOX 3183 RUSTON,LA 71272	NONE	PC	MATCHING GIFTS	3,000
LOUISIANA TECH UNIVERSITY FOUNDATION PO BOX 3183 RUSTON,LA 71272	NONE	PC	EDUCATION	2,000
LSU FOUNDATION 3838 W LAKESHORE DR BATON ROUGE,LA 70808	NONE	PC	MATCHING GIFTS	300
MAKE A WISH FOUNDATION 9475 DEERECO RD SUITE 306 TIMONIUM,MD 21093	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,500
MARCH OF DIMES P O BOX 62770 BALTIMORE,MD 212642770	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	655
MARYLAND FAMILY NETWORK 1001 EASTERN AVENUE 2ND FLOOR BALTIMORE,MD 212024364	NONE	PC	URBAN/CIVIC MINORITY	2,500
<b>Total . . . . .</b>  <b>3a</b>				762,236


Form 990PF Part XV Line 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</b> Paid during the year				
MARYLAND LAW DISABILITY CENTER 1500 UNION AVENUE SUITE 2000 BALTIMORE,MD 21211	NONE	PC	URBAN/CIVIC MINORITY	5,000
MARYLAND SCIENCE CENTER (ANNUAL FUND) 601 LIGHT STREET BALTIMORE,MD 21230	NONE	PC	CULTURE	10,000
MARYLAND SCIENCE CENTER - SOLSTICE 601 LIGHT STREET BALTIMORE,MD 21230	NONE	PC	CULTURE	6,000
MARYLAND VOLUNTEER LAWYERS SERVICE (MVLS) ONE N CHARLES ST SUITE 222 BALTIMORE,MD 212013710	NONE	PC	URBAN/CIVIC MINORITY	1,000
MASSACHUSETTS STATE SCIENCE FAIR 955 MASSACHUSETTS AVENUE 350 CAMBRIDGE,MA 02139	NONE	PC	EDUCATION	12,500
MCNEESE ALUMNI ASSOCIATION 600 E MCNEESE ST LAKE CHARLES,LA 70607	NONE	PC	MATCHING GIFTS	250
MCNEESE STATE UNIVERSITY PO BOX 91989 LAKE CHARLES,LA 70609	NONE	PC	EDUCATION	6,000
MEALS ON WHEELS OF CENTRAL MARYLAND 515 SOUTH HAVEN STREET BALTIMORE,MD 21224	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	7,500
MIDDLE TENNESSEE STATE UNIVERSITY 110 COPE ADMINISTRATION BLDG MURFREESBORO,TN 37132	NONE	PC	EDUCATION	3,000
MOUNT ST JOSEPH HIGH SCHOOL 4403 FREDERICK AVE BALTIMORE,MD 21229	NONE	PC	MATCHING GIFTS	1,650
MUSEUM OF SCIENCE 1 SCIENCE PARK BOSTON,MA 021144009	NONE	PC	CULTURE	3,000
NATIONAL AQUARIUM IN BALTIMORE 501 EAST PRATT STREET BALTIMORE,MD 21202	NONE	PC	CULTURE	10,000
NATIONAL AQUARIUM IN BALTO - EDUCATION OUTREACH PROGRAM 501 EAST PRATT STREET BALTIMORE,MD 212023194	NONE	PC	EDUCATION	5,000
NATIONAL CENTER FOR LEARNING DISABILITIES 381 PARK AVENUE SOUTH SUITE 1401 NEWYORK,NY 10016	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	5,000
NATIONAL KIDNEY FOUNDATION OF MARYLAND 1301 YORK RD STE 404 LUTHERVILLE,MD 21093	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	12,500
<b>Total . . . . .</b>  <b>3a</b>				762,236


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Name and address (home or business)				
<b>a</b> Paid during the year				
NATURE CONSERVANCY PO BOX 4125 BATON ROUGE,LA 70821	NONE	PC	URBAN/CIVIC MINORITY	6,000
NETWORK 2000 1228 N CALVERT STREET BALTIMORE,MD 21202	NONE	PC	URBAN/CIVIC MINORITY	4,850
NEW ENGLAND CONSERVATORY 290 HUNTINGTON AVENUE BOSTON,MA 02115	NONE	PC	MATCHING GIFTS	500
NORTHEASTERN UNIVERSITY MBA PROGRAM 312 DODGE HALL 360 HUNTINGTON AVENUE BOSTON,MA 021150195	NONE	PC	EDUCATION	5,000
NOTRE DAME PREPARATORY SCHOOL 815 HAMPTON LANE TOWSON,MD 21286	NONE	PC	MATCHING GIFTS	200
ONE FUND BOSTON INC P O BOX 990009 BOSTON,MA 02199	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	20,000
PARTNERS IN EXCELLENCE 320 CATHEDRAL STREET BALTIMORE,MD 21201	NONE	PC	EDUCATION	10,000
PENNSYLVANIA STATE UNIVERSITY ONE OLD MAIN UNIVERSITY PARK,PA 16802	NONE	PC	MATCHING GIFTS	300
PHOENIX BOYS ASSOCIATION (FORMERLY FULTON INDUSTRIAL BOYS ASSN) 1281 FULTON INDUSTRIAL BLVD ATLANTA,GA 30336	NONE	PC	URBAN/CIVIC MINORITY	2,000
PUBLIC EDUCATION PARTNERS PO BOX 3821 AIKEN,SC 29802	NONE	PC	EDUCATION	3,000
RACE FOR HOPE - DC P O BOX 95066 NEWTON,MA 02495	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	545
REBUILDING TOGETHER MONTGOMERY COUNTY 3925 PLYERS MILL ROAD SUITE 202 KENSINGTON,MD 20895	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,500
REGIS COLLEGE BOX 30 235 WELLESLEY ST WESTON,MA 02493	NONE	PC	MATCHING GIFTS	500
RENSSELAER POLYTECHNIC INSTITUTE P O BOX 3164 BOSTON,MA 02241	NONE	PC	MATCHING GIFTS	350
RIVERVIEW ELEMENTARY 3298 KESSLER ROAD BALTIMORE,MD 21227	NONE	PC	URBAN/CIVIC MINORITY	1,500
<b>Total . . . . .</b>  <b>3a</b>				762,236

Form 990PF Part XV Line 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</b> Paid during the year				
ROLAND PARK COUNTRY SCHOOL - NEXT STEP PROGRAM 5204 ROLAND AVENUE BALTIMORE,MD 212101996	NONE	PC	EDUCATION	10,000
ROTARY CLUB OF COLUMBIA PO BOX 1292 COLUMBIA,MD 21044	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,600
SAINT ANSELM COLLEGE 100 SAINT ANSELM DR MANCHESTER,NH 03102	NONE	PC	MATCHING GIFTS	500
SCHOLARSHIP AMERICA (NEW & RENEWAL SCHOLARSHIPS) ONE SCHOLARSHIP WAY ST PETER,MN 56082	NONE	PC	EDUCATION	79,225
SHARE OUR STRENGTH - COLUMBIA ( PO BOX 75203 BALTIMORE,MD 212755203	NONE	PC	URBAN/CIVIC MINORITY	5,671
SISKEN CHILDREN'S INSTITUTE 1101 CARTER STREET CHATTANOOGA,TN 37402	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	3,000
SMCM FOUNDATION INC ST MARYS COLLEGE OF MARYLAND 18952 E FISHER ROAD ST MARYS CITY,MA 20686	NONE	PC	MATCHING GIFTS	125
SOARING EAGLE ACADEMY 8320 SOUTH MADISON STREET BURR RIDGE,IL 60527	NONE	PC	EDUCATION	2,000
SOUTHWEST CHICAGO CHRISTIAN SCHOOLS 12001 S OAK PARK AVENUE PALOS HEIGHTS,IL 60463	NONE	PC	MATCHING GIFTS	100
SOUTHWESTERN PATRONS- CONCRETE INDUSTRY MGMT (ARIZONA STATE UNIV) 8800 E CHAPARRAL ROAD SUITE 155 SCOTTSDALE,AZ 852502606	NONE	PC	EDUCATION	3,000
SPECIAL OLYMPICS MD - POLAR BEAR PLUNGE PO BOX 23961 BALTIMORE,MD 21203	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	240
ST IGNATIUS HIGH SCHOOL 1911 W 30TH STREET CLEVELAND,OH 44113	NONE	PC	MATCHING GIFTS	2,500
ST JOHN'S SEMINARY 127 LAKE STREET BRIGHTON,MA 02135	NONE	PC	MATCHING GIFTS	100
ST JUDE'S CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS,TN 38105	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	3,000
ST MICHAEL'S COLLEGE ONE WINOOSKI PARK COLCHESTER,VT 05439	NONE	PC	MATCHING GIFTS	100
<b>Total . . . . .</b>  <b>3a</b>				762,236


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<b>a</b> <i>Paid during the year</i>				
STELLA MARIS INC 2300 DULANEY VALLEY ROAD TIMONIUM,MD 21093	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,500
SUSAN G KOMEN FOR THE CURE (CHATTANOOGA) P O BOX 4438 CHATTANOOGA,TN 37405	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,251
T C THOMPSON CHILDREN'S HOSPITAL 975 E THIRD STREET CHATTANOOGA,TN 37405	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	1,000
TEXAS STATE CONCRETE INDUSTRY MANAGEMENT PROGRAM 900 CONGRESS AVE SUITE 200 AUSTIN,TX 78701	NONE	PC	EDUCATION	3,000
THE COOPER UNION 30 COOPER SQUARE NEW YORK,NY 10003	NONE	PC	MATCHING GIFTS	100
THE PENNSYLVANIA STATE UNIVERSITY ONE OLD MAIN UNIVERSITY PARK,PA 16802	NONE	PC	MATCHING GIFTS	300
THE REGENTS OF THE UNIVERSITY OF MICHIGAN DEPT CH 10189 PALANTINE,IL 600550189	NONE	PC	MATCHING GIFTS	3,000
THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 433 FRANKLIN BUILDING 3451 WALNUT STREET PHILADELPHIA,PA 191046285	NONE	PC	MATCHING GIFTS	2,300
TOWSON UNIVERSITY FOUNDATION 8000 YORK ROAD TOWSON,MD 21252	NONE	PC	MATCHING GIFTS	500
UNITED WAY P O BOX 933875 ATLANTA,GA 311933875	NONE	PC	UNITED WAY	86,433
TRUSTEES OF PRINCETON UNIVERSITY P O BOX 5357 PRINCETON,NJ 085435357	NONE	PC	MATCHING GIFTS	250
UMD COLLEGE PARK FOUNDATION 2119 MAIN ADMIN BLDG COLLEGE PARK,MD 20742	NONE	PC	EDUCATION	2,500
UNITED STATES MILITARY ACADEMY WEST POINT FUND ASSOCIATION OF GRADUATES WEST POINT,NY 10996	NONE	PC	MATCHING GIFTS	500
UNITED STATES MERCHANT MARINE ACADEMY BABSON CENTER 300 STEAMBOAT ROAD KINGS POINT,NY 11024	NONE	PC	MATCHING GIFTS	1,000
UNIVERSITY OF CALIFORNIA - DAVIS ONE SHIELDS AVE DAVIS,CA 95616	NONE	PC	MATCHING GIFTS	1,500
<b>Total . . . . .</b>  <b>3a</b>				762,236

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UNIVERSITY OF HOUSTON P O BOX 867 HOUSTON,TX 770110867	NONE	PC	MATCHING GIFTS	100
UNIVERSITY OF ILLINOIS FOUNDATION 1305 WEST GREEN ST URBANA,IL 61801	NONE	PC	MATCHING GIFTS	300
UNIVERSITY OF LOUISIANA AT LAFAYETTE PO BOX 40400 LAFAYETTE,LA 70504	NONE	PC	MATCHING GIFTS	100
UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION 2119 MAIN ADMIN BLDG COLLEGE PARK,MD 20742	NONE	PC	EDUCATION	12,000
UNIVERSITY OF NORTH CAROLINA P O BOX 309 CHAPEL HILL,NC 27514	NONE	PC	EDUCATION	7,000
UNIVERSITY OF NOTRE DAME 1100 GRACE HALL NOTRE DAME,IN 46556	NONE	PC	MATCHING GIFTS	700
UNIVERSITY OF SOUTH CAROLINA - AIKEN 471 UNIVERSITY PARKWAY AIKEN,SC 29801	NONE	PC	EDUCATION	2,000
UNIVERSITY OF TENNESSEE 600 HENLEY ST STE B028 KNOXVILLE,TN 37996	NONE	PC	MATCHING GIFTS	2,500
UNIVERSITY OF VERMONT 411 MAIN STREET BURLINGTON,VT 05401	NONE	PC	MATCHING GIFTS	360
URSINUS COLLEGE 601 E MAIN ST PO BOX 1000 COLLEGEVILLE,PA 19426	NONE	PC	MATCHING GIFTS	100
UWC - USA P O BOX 248 MONTEZUMA,NM 877310248	NONE	PC	MATCHING GIFTS	100
VARIETY THE CHILDREN'S CHARITY 4601 WILSHIRE BLVD SUITE 260 LOS ANGELES,CA 90010	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	1,000
VIRGINIA TECH FOUNDATION INC 902 PRICES FORK RD-0336 BLACKSBURG,VA 24601	NONE	PC	EDUCATION	2,100
VOLUNTEERS OF AMERICA 7901 ANNAPOLIS ROAD LANHAM,MD 20706	NONE	PC	URBAN/CIVIC MINORITY	5,000
WTCI - 7TH ANNUAL WOMEN SPANNING THE GLOBE 401 EAST PRATT STREET SUTIE 232 BALTIMORE,MD 21202	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	2,500
<b>Total . . . . .</b>  <b>3a</b>				762,236

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WORLD TRADE CENTER INSTITUE 401 EAST PRATT STREET SUITE 232 BALTIMORE,MD 21202	NONE	PC	HEALTH/SCIENCE/SOC WELFARE	3,000
<b>Total . . . . .</b>  <b>3a</b>				762,236

## TY 2013 Accounting Fees Schedule

**Name:** WR GRACE FOUNDATION INC

**EIN:** 65-0630671

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,680	840	0	0



TY 2013 DissolutionStmt

**Name:** WR GRACE FOUNDATION INC

**EIN:** 65-0630671

Dissolution Name	Dissolution Address	Explanation	Dissolution Amount
NO DISSOLUTION	NONE NONE OC	SEE ATTACHED STATEMENT PERTAINING TO FORM 990-PF, PAGE 4, PART VII-A, LINE 5	0

## TY 2013 General Explanation Attachment

**Name:** WR GRACE FOUNDATION INC

**EIN:** 65-0630671

Identifier	Return Reference	Explanation
GRANT DISBURSEMENTS BY CATEGORY	FORM 990-PF, PART XV	EDUCATION 255,325MATCHING GIFT CHECKS 50,065HEALTH, SCIENCE AND SOCIAL WELFARE 229,392CULTURAL 53,000URBAN AND MINORITY AFFAIRS 88,021UNITED FUNDS/COMMUNITY CHESTS 86,433TOTAL GRANTS AS OF DECEMBER 31, 2013 762,236

# TY 2013 Investments Government Obligations Schedule

**Name:** WR GRACE FOUNDATION INC

**EIN:** 65-0630671

<b>US Government Securities - End of Year Book Value:</b>	0
<b>US Government Securities - End of Year Fair Market Value:</b>	0
<b>State &amp; Local Government Securities - End of Year Book Value:</b>	0
<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	0

**TY 2013 LiquidationExplanationStmt**

**Name:** WR GRACE FOUNDATION INC

**EIN:** 65-0630671

**Statement:** AFTER REVIEWING THE 2013 W.R. GRACE FOUNDATION FUNDED STATUS, IT WAS DETERMINED THAT THE BALANCE AVAILABLE, ALONG WITH THE 2013 CONTRIBUTIONS RECEIVED TO DATE, WERE ADEQUATE TO FULFILL THE 2013 EXPENSES AND DISBURSEMENTS. THE CURRENT YEAR EXPENSES, COMBINED WITH GRANT OUTLAYS, RESULTED IN A SUBSTANTIAL CONTRACTION.

TY 2013 Other Assets Schedule

**Name:** WR GRACE FOUNDATION INC

**EIN:** 65-0630671

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER ASSETS	9	0	0

**TY 2013 Other Expenses Schedule****Name:** WR GRACE FOUNDATION INC**EIN:** 65-0630671

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT AND BANK FEES	466	466	0	0
SCHOLARSHIP AMERICA	5,725	0	0	5,575
VERSAIC	20,000	0	0	0
POSTAGE FEE	15	8	0	0

TY 2013 Other Income Schedule

**Name:** WR GRACE FOUNDATION INC

**EIN:** 65-0630671

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION LAWSUIT INCOME	100	100	

**TY 2013 Taxes Schedule**

**Name:** WR GRACE FOUNDATION INC

**EIN:** 65-0630671

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX EXPENSE - INVEST INCOME	1,303	0	0	0



W.R. Grace Foundation, Inc.  
EIN:  
Attachment to Form 990-PF  
Tax Year: 2013

Form 990-PF, Page 4, Part VII-A, Line 5:

After reviewing the 2013 W.R. Grace Foundation funded status, it was determined that the balance available, along with the 2013 contributions received to date, were adequate to fulfill the 2013 expenses and disbursements. The current year expenses, combined with grant outlays, resulted in a substantial contraction.