



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



EXTENDED TO NOVEMBER 15, 2017

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

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

THE GRAYMER FOUNDATION
C/O C. GRAYDON ROGERS

A Employer identification number

22-6798520

Number and street (or P O box number if mail is not delivered to street address)

30 BEACHSIDE DR #301

Room/suite

B Telephone number

772-589-4520

City or town, state or province, country, and ZIP or foreign postal code

VERO BEACH, FL 32963

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(from Part II, col (c), line 16)

▶ \$ 9,029,169. (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))

(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

2 Check ☒ if the foundation is not required to attach Sch B

Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 4,864,991.

7 Capital gain net income (from Part IV, line 2)

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)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

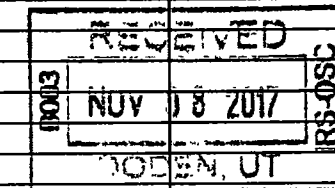
26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

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

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



SCANNED NOV 13 2017

THE GRAYMER FOUNDATION
C/O C. GRAYDON ROGERS

Form 990-PF (2016)

22-6798520

Page 2

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		51,676.	51,676.
	2 Savings and temporary cash investments	290,108.	3,947,930.	3,947,930.
	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	5,126,086.	3,353,991.	5,029,563.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
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 I)		5,416,194.	7,353,597.	9,029,169.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
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	5,416,194.	7,353,597.	
30 Total net assets or fund balances	5,416,194.	7,353,597.		
31 Total liabilities and net assets/fund balances	5,416,194.	7,353,597.		

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	5,416,194.
2 Enter amount from Part I, line 27a	2	1,937,403.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,353,597.
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	7,353,597.

Form 990-PF (2016)

THE GRAYMER FOUNDATION

Form 990-PF (2016)

C/O C. GRAYDON ROGERS

22-6798520

Page 3

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	AB # 95951-SEE ATTACHED	P		
b	AB # 95951-SEE ATTACHED	P		
c	AB # 27052-SEE ATTACHED	P		
d	AB # 27052-SEE ATTACHED	P		
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 50,285.		49,869.	416.
b 707,537.		745,578.	<38,041.>
c 2,511,122.		837,010.	1,674,112.
d 1,595,863.		935,029.	660,834.
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			416.
b			<38,041.>
c			1,674,112.
d			660,834.
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	2,297,321.
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))
2015	422,234.	9,565,326.	.044142
2014	374,213.	8,834,593.	.042358
2013	317,240.	7,627,745.	.041590
2012	312,662.	6,669,832.	.046877
2011	302,475.	6,470,874.	.046744

2 Total of line 1, column (d)	2	.221711
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	.044342
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	8,908,582.
5 Multiply line 4 by line 3	5	395,024.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,972.
7 Add lines 5 and 6	7	418,996.
8 Enter qualifying distributions from Part XII, line 4	8	472,156.

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.

THE GRAYMER FOUNDATION

C/O C. GRAYDON ROGERS

Form 990-PF (2016)

22-6798520

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
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		1	23,972.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	23,972.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	23,972.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,113.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	30,113.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	4.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,137.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 6,137. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NJ</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation SEE STATEMENT 9	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Form 990-PF (2016)

THE GRAYMER FOUNDATION

C/O C. GRAYDON ROGERS

22-6798520

Page 5

Form 990-PF (2016)

Part VII-A Statements Regarding Activities (continued)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
- 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
13	X	

Website address ► N/A

- 14 The books are in care of ► WEISERMAZARS LLP

Telephone no. ► (516) 488-1200

Located at ► 60 CROSSWAYS PARK DRIVE WEST, WOODBURY, NY

ZIP+4 ► 11797

- 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year

15 N/A

- 16 At any time during calendar year 2016, 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?

	Yes	No
16		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►

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

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

- 1a During the year did the foundation (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (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)?
- (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)

☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No

- b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

► ☐

- 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 2016?

	Yes	No
1b		
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?

☐ Yes ☒ No

If "Yes," list the years ►

- b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

N/A

- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

►

	Yes	No
2b		

- 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

☐ Yes ☒ No

- b If "Yes," did it have excess business holdings in 2016 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 2016)

N/A

	Yes	No
3b		

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

	Yes	No
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 2016?

	Yes	No
4b		X

Form 990-PF (2016)

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 4945(d)(4)(A)? (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)?

N/A

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?

N/A

☐ 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

6b

X

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

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 10		0.	0.	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
Form 990-PF (2016)

(continued)

[illegible]

0

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	N/A	
2		
3		
4		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
	All other program-related investments. See instructions.	
3		
Total. Add lines 1 through 3		0.

9
2016.04030 THE GRAYMER FOUNDATION C/ 14802_1

THE GRAYMER FOUNDATION
C/O C. GRAYDON ROGERS

Form 990-PF (2016)

22-6798520

Page 8

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	7,887,707.
b Average of monthly cash balances	1b	1,156,539.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	9,044,246.
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	9,044,246.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	135,664.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,908,582.
6 Minimum investment return. Enter 5% of line 5	6	445,429.

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	445,429.
2a Tax on investment income for 2016 from Part VI, line 5	2a	23,972.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	3,990.
c Add lines 2a and 2b	2c	27,962.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	417,467.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	417,467.
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	417,467.

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	472,156.
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	472,156.
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	23,972.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	448,184.

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.

Form 990-PF (2016)

16 **Undistributed Income** (see instructions)

- | (a)
Corpus | (b)
Years prior to 2015 | (c)
2015 | (d)
2016 |
|---------------|----------------------------|-------------|-------------|
| | | | 417,467. |
| | | 461,885. | |
| | 0. | | |
| | | | |
| 0. | | | |
| | | 461,885. | |
| | 0. | | |
| 0. | | | 10,271. |
| 0. | | | 0. |
| 0. | | | |
| 0. | | | |
| | 0. | | |
| | | 0. | |
| | | 0. | |
| | | | 0. |
| | | | 407,196. |
| 0. | | | |
| 0. | | | |
| 0. | | | |

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 2016, 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)

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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

<div> <div>Part XV</div> <div>Supplementary Information (continued)</div> </div>				
<div>3 Grants and Contributions Paid During the Year or Approved for Future Payment</div>				
<div> <div>Recipient</div> <div>Name and address (home or business)</div> </div>	<div> <div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div> </div>	<div> <div>Foundation status of recipient</div> </div>	<div> <div>Purpose of grant or contribution</div> </div>	<div> <div>Amount</div> </div>
<div>a Paid during the year</div>				
<div>DETAIL FURNISHED UPON REQUEST</div>	<div>NONE</div>	<div>OTHER PUBLIC CHARITY</div>	<div>GENERAL</div>	<div>470,000.</div>
<div>Total</div>			<div>3a</div>	<div>470,000.</div>
<div>b Approved for future payment</div>				
<div>NONE</div>				
<div>Total</div>			<div>3b</div>	<div>0.</div>

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
A.BERNSTEIN #24599	416.	0.	416.	416.	
A.BERNSTEIN #27052	70,943.	0.	70,943.	70,943.	
A.BERNSTEIN #95951	55,975.	0.	55,975.	55,975.	
CHARLES SCHWAB	2,366.	0.	2,366.	2,366.	
MAGELLAN MIDSTREAM PARTNERS LP K-1 - DIVIDEND INC.	16.	0.	16.	16.	
MAGELLAN MIDSTREAM PARTNERS LP K-1 - INTEREST INC.	39.	0.	39.	39.	
PERSHING #7048 - DIVIDEND INC.	2,902.	0.	2,902.	2,902.	
TO PART I, LINE 4	132,657.	0.	132,657.	132,657.	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 2

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
AB # 95951-SEE ATTACHED	50,285.	49,869.	0.	PURCHASED	0.	416.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
AB # 95951-SEE ATTACHED	707,537.	745,578.	0.	PURCHASED	0.	<38,041.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
AB # 27052-SEE ATTACHED	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,511,122.	837,010.	0.	0.	1,674,112.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
AB # 27052-SEE ATTACHED	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,595,863.	935,029.	0.	0.	660,834.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
MAGELLAN K-1	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
184.	0.	0.	0.	184.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
MAGELLAN K-1	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	17.	0.	0.	<17.>	

NET GAIN OR LOSS FROM SALE OF ASSETS	2,297,488.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,297,488.

FORM 990-PF	OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MAGELLAN MIDSTREAM PARTNERS LP K-1	15,381.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	15,381.	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
ACCOUNTING FEE	4,000.	2,000.		2,000.
TO FORM 990-PF, PG 1, LN 16B	4,000.	2,000.		2,000.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	30,787.	30,787.		0.
TO FORM 990-PF, PG 1, LN 16C	30,787.	30,787.		0.

FORM 990-PF	TAXES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	3,180.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,180.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PO BOX	106.	0.		106.
MISCELLANEOUS	50.	0.		50.
TO FORM 990-PF, PG 1, LN 23	156.	0.		156.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8	
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CHARLES SCHWAB	55,000.		3,025.	
A. BERNSTEIN #27052	668,214.		1,814,589.	
A. BERNSTEIN #95951	2,630,777.		3,211,949.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,353,991.		5,029,563.	

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT 9
EXPLANATION		
NOT REQUIRED		

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
C. GRAYDON ROGERS 30 BEACHSIDE DR #301 VERO BEACH, FL 32963	PRESIDENT 2.00	0.	0.	0.
MARY ROGERS 30 BEACHSIDE DR #301 VERO BEACH, FL 32963	VICE-PRESIDENT 2.00	0.	0.	0.
STACY ROGERS GOLDING 320 SEA OAK DRIVE VERO BEACH, FL 32963	SECRETARY/TREASURER 2.00	0.	0.	0.
DAVID S. ROGERS 21 ALEXANDRIA ROAD MORRISTOWN, NJ 07960	TRUSTEE 2.00	0.	0.	0.
STUART G. ROGERS 1805 SHERWOOD ROAD ALLENTOWN, PA 18103	TRUSTEE 2.00	0.	0.	0.
ANN BRONWYN ROGERS PARLETTE 1580 N. SCOTTSGATE CT XENIA, OH 45385	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

GRAYMER FOUNDATION EIN: 22-6798520
DECEMBER 31, 2016
CHARLES SCHWAB #0380
BALANCE SHEET ATTACHMENT

Security	# of Shares	Cost	FMV
LEHMAN BROS HLDGS	55,000	55,000.00	3,025.00
INVESTMENTS		55,000.00	3,025.00

• GRAYMER FOUNDATION EIN: 22-6798520
DECEMBER 31, 2006
A. BERNSTEIN #27052
BALANCE SHEET ATTACHMENT

Security	# of Shares	Cost	FMV
AMGEN INC.	1,125	70,774	164,486
APPLE INC COM	2,575	154,268	298,237
CELGENE CORP	1,775	104,725	205,456
HOME DEPOT	1,660	57,751	222,573
JOHNSON & JOHNSON	2,080	104,853	239,637
MAGELLAN MIDSTREAM HDLGS	2,804	9,446	212,067
MASTERCARD	2,200	29,964	227,150
VISA INC COM	3,140	136,433	244,983
INVESTMENTS		668,214	1,814,589

GRAYMER FOUNDATION EIN: 22-6798520
DECEMBER 31, 2016
A.BERNSTEIN #95951
BALANCE SHEET ATTACHMENT

Security	# of Shares	Cost	FMV
ABBOTT LABS COM	4,041	180,909	155,215
ALPHABET INC	267	186,973	206,076
AMPHENOL CORP NEW CL A	3,002	133,330	201,734
ANSYS INC COM	765	63,190	70,755
APPLE INC COM	1,417	113,032	164,117
AUTOMATIC DATA PROCESSING INC COM	1,772	144,917	182,126
CELGENE CORP	1,769	156,390	204,762
CHARLES SCHWAB CORP NEW	6,497	168,125	256,437
CHIPOTLE MEXICAN GRILL INC COM	188	98,248	70,936
DELPHI AUTOMOTIVE PLC	2,506	166,001	168,779
ECOLAB INC	1,650	168,899	193,413
HERSHEY COMPANY (THE)	1,315	122,599	136,010
MASTERCARD INC CL A COM	2,069	156,646	213,624
PRICELINE GRP INC COM NEW	141	168,994	206,714
QUINTILES TRANSNATIONAL HLDGS	2,587	143,107	196,741
STARBUCKS CORP	2,471	137,432	137,190
VERISK ANALYTICS INC CL A	1,924	125,914	156,171
V F CORP COM	1,786	103,568	95,283
ZOETIS INC CL A	3,659	92,503	195,866
INVESTMENTS		2,630,777	3,211,949

Capital Gains Report

THE GRAYMER FOUNDATION (Account: 036-95951)

January 1, 2016 - December 31, 2016

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
SHORT-TERM COVERED								
05/01/2015	02/09/2016	690	ZOETIS INC	39.75	44.59	27,430.47	30,765.24	(3,334.77)
04/14/2016	07/06/2016	115	HERSHEY CO/THE	110.68	92.29	12,728.76	10,613.30	2,115.46
04/14/2016	07/07/2016	92	HERSHEY CO/THE	110.07	92.29	10,126.19	8,490.64	1,635.55
SUBTOTAL FOR SHORT-TERM COVERED						50,285.42	49,869.18	416.24
LONG-TERM COVERED								
04/30/2014	02/09/2016	148	AMETEK INC	45.38	52.60	6,715.75	7,784.81	(1,069.06)
05/01/2014	02/09/2016	471	AMETEK INC	45.38	52.86	21,372.43	24,895.64	(3,523.21)
05/02/2014	02/09/2016	401	AMETEK INC	45.38	52.85	18,196.06	21,193.39	(2,997.33)
07/01/2014	02/09/2016	610	AMETEK INC	45.38	52.67	27,679.78	32,130.60	(4,450.82)
08/05/2014	02/09/2016	560	AMETEK INC	45.38	50.79	25,410.95	28,444.69	(3,033.74)
02/20/2014	02/12/2016	920	RALPH LAUREN CORP	85.96	158.58	79,079.06	145,892.78	(66,813.72)
02/20/2014	03/04/2016	699	VF CORP	65.41	57.99	45,723.13	40,533.99	5,189.14
02/20/2014	03/07/2016	3,260	***SENSATA TECHNOLOGIES HOLDIN	36.27	40.41	118,231.07	131,742.08	(13,511.01)
09/11/2014	04/18/2016	713	COLGATE-PALMOLIVE CO	71.18	64.40	50,748.84	45,913.93	4,834.91
09/12/2014	04/18/2016	655	COLGATE-PALMOLIVE CO	71.18	64.44	46,620.61	42,205.33	4,415.28
02/20/2014	05/31/2016	119	ANSYS INC	89.13	82.60	10,606.37	9,829.59	776.78
02/20/2014	06/01/2016	66	ANSYS INC	88.31	82.60	5,828.63	5,451.71	376.92
02/20/2014	07/14/2016	201	YUM! BRANDS INC	89.51	73.03	17,992.25	14,678.12	3,314.13
05/01/2015	07/19/2016	275	QUINTILES TRANSNATIONAL HOLDIN	71.86	67.03	19,761.64	18,434.17	1,327.47
04/24/2015	08/02/2016	14	PRICELINE GROUP INC/THE	1,359.35	1232.49	19,030.93	17,254.88	1,776.05
02/20/2014	09/07/2016	188	YUM! BRANDS INC	90.54	73.03	17,021.28	13,728.79	3,292.49
02/20/2014	09/08/2016	349	YUM! BRANDS INC	89.45	73.03	31,219.52	25,485.90	5,733.62
02/20/2014	09/09/2016	197	YUM! BRANDS INC	87.63	73.03	17,263.66	14,386.02	2,877.64
02/20/2014	09/20/2016	292	AMPHENOL CORP-CL A	64.55	44.41	18,847.84	12,968.85	5,878.99
07/15/2015	09/20/2016	373	AMPHENOL CORP-CL A	64.55	55.48	24,076.18	20,693.40	3,382.78
02/20/2014	09/21/2016	60	AMPHENOL CORP-CL A	64.39	44.41	3,863.16	2,664.83	1,198.33
07/15/2015	09/21/2016	77	AMPHENOL CORP-CL A	64.39	55.48	4,957.72	4,271.83	685.89
02/20/2014	10/21/2016	890	YUM! BRANDS INC	86.84	73.03	77,290.36	64,992.68	12,297.68
SUBTOTAL FOR LONG-TERM COVERED						707,537.22	745,578.01	(38,040.79)
TOTAL						\$757,822.64	\$795,447.19	(\$37,624.55)

Capital Gains Report

THE GRAYMER FOUNDATION - UNMANAGED (Account. 036-27052)

January 1, 2016 - December 31, 2016

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss,
LONG-TERM COVERED								
04/08/2013	10/12/2016	1,000	***BAIDU INC - SPON ADR	177.31	84.02	177,314.00	84,019.00	93,295.00
06/12/2013	10/12/2016	500	***BAIDU INC - SPON ADR	177.49	97.43	88,743.00	48,716.50	40,026.50
07/09/2013	10/12/2016	2,325	APPLE INC	117.07	59.91	272,177.52	139,293.58	132,883.94
04/08/2013	10/12/2016	225	CELGENE CORP	102.25	58.09	23,007.24	13,069.35	9,937.89
06/12/2013	10/12/2016	2,000	CELGENE CORP	102.23	59.91	204,469.60	119,826.00	84,643.60
08/19/2013	10/12/2016	4,000	COGNIZANT TECH SOLUTIONS-A	49.98	35.96	199,937.60	143,834.00	56,103.60
04/08/2013	10/12/2016	1,500	EXPRESS SCRIPTS HOLDING CO	69.02	57.10	103,528.80	85,643.00	17,885.80
06/12/2013	10/12/2016	1,000	EXPRESS SCRIPTS HOLDING CO	69.00	62.54	68,998.00	62,537.00	6,461.00
11/04/2011	10/12/2016	12	KINDER MORGAN INC	20.81	22.16	249.72	265.92	(16.20)
03/13/2014	10/12/2016	2,000	SKYWORKS SOLUTIONS INC	78.60	36.75	157,192.00	73,503.60	83,688.40
06/12/2013	10/12/2016	3,660	VISA INC - CLASS A SHARES	82.03	44.90	300,245.90	164,321.19	135,924.71
SUBTOTAL FOR LONG-TERM COVERED						1,595,863.38	935,029.14	660,834.24
LONG-TERM NON-COVERED								
01/06/2005	10/12/2016	1,875	AMGEN INC	165.00	63.45	309,367.69	118,965.00	190,402.69
12/22/2003	10/12/2016	3,340	HOME DEPOT INC	126.42	34.79	422,257.50	116,204.17	306,053.33
12/22/2003	10/12/2016	1,720	JOHNSON & JOHNSON	117.82	50.41	202,644.55	86,705.25	115,939.30
12/30/2008	10/12/2016	9,487	KINDER MORGAN INC	20.85	10.01	197,773.59	95,011.03	102,762.56
12/30/2008	10/12/2016	6,050	MAGELLAN MIDSTREAM PARTNERS	70.21	10.76	424,749.33	65,069.03	359,680.30
12/30/2008	10/12/2016	2,800	MASTERCARD INC	101.41	13.62	283,949.96	38,147.06	245,802.90
12/15/2003	10/12/2016	5,000	QUALCOMM INC	65.60	25.27	328,007.50	126,358.00	201,649.50
12/22/2003	10/12/2016	5,000	TARGET CORP	68.47	38.11	342,371.50	190,550.00	151,821.50
SUBTOTAL FOR LONG-TERM NON-COVERED						2,511,121.62	837,009.54	1,674,112.08
TOTAL						\$4,106,985.00	\$1,772,038.68	\$2,334,946.32

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L \$2,334,946.32

LONG-TERM COVERED \$660,834.24

LONG-TERM NON-COVERED \$1,674,112.08