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## Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

THE GRAHAM FOUNDATION

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

P.O. BOX 1104

Room/suite

City or town, state, and ZIP code

YORK, PA 17405-1104

A Employer identification number

23-6805421

B Telephone number

717-849-4045

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 ☐

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

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

\$ 17,660,166. (Part I, column (d) must be on cash basis.)

J Accounting method

☒

Cash

☐

Accrual

☐ Other (specify)

## 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)

Revenue	1	Contributions, gifts, grants, etc., received	110,000.		N/A	
	2	Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	633.	633.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-2,729,243.			
	b	Gross sales price for all assets on line 6a	-2,729,243.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	306,220.	271,012.		STATEMENT 2	
12	Total. Add lines 1 through 11	-2,312,390.	271,645.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	5,000.	0.		5,000.
	c	Other professional fees STMT 4	3,479.	3,479.		0.
	17	Interest				
	18	Taxes STMT 5	2,306.	0.		0.
	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	10,785.	3,479.		5,000.
	25	Contributions, gifts, grants paid	2,371,787.			2,371,787.
26	Total expenses and disbursements. Add lines 24 and 25	2,382,572.	3,479.		2,376,787.	
27	Subtract line 26 from line 12	-4,694,962.				
a	Excess of revenue over expenses and disbursements					
b	Net investment income (if negative, enter -0-)		268,166.			
c	Adjusted net income (if negative, enter -0-)			N/A		

**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
<b>Assets</b>	1 Cash - non-interest-bearing	26,236.	57,685.	57,685.
	2 Savings and temporary cash investments			
	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 STMT 6	1,829,130.	228,209.	444,637.
	b Investments - corporate stock			
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	19,937,037.	16,811,547.	17,157,844.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	21,792,403.	17,097,441.	17,660,166.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	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.	
<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	21,792,403.	17,097,441.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	21,792,403.	17,097,441.	
31 Total liabilities and net assets/fund balances	21,792,403.	17,097,441.		

**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	21,792,403.
2 Enter amount from Part I, line 27a	2	-4,694,962.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	17,097,441.
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	17,097,441.

**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				
b SEE ATTACHED STATEMENT				
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			
b			
c			
d			
e -2,729,243.			-2,729,243.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			-2,729,243.

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	-2,729,243.
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 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))
2008	1,171,912.	20,939,281.	.055967
2007	3,976,110.	23,514,924.	.169089
2006	179,050.	21,756,096.	.008230
2005	1,744,050.	20,867,946.	.083576
2004	1,565,150.	20,331,439.	.076982

2 Total of line 1, column (d)	2	.393844
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	.078769
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,777,840.
5 Multiply line 4 by line 3	5	1,242,805.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,682.
7 Add lines 5 and 6	7	1,245,487.
8 Enter qualifying distributions from Part XII, line 4	8	2,376,787.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2,682.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	2,682.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	2,682.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	14,336.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,336.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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	11,654.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 11,654. 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
1c 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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e 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.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WILLIAM H KERLIN, JR. Located at ► 1420 SIXTH AVE, YORK, PA	Telephone no	► 717-849-4001	
		ZIP+4	► 17403	
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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

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

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

If "Yes" to 6b, file Form 8870.

6b

X

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?

N/A

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.

(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
DONALD C GRAHAM 1420 SIXTH AVENUE YORK, PA 17403	TRUSTEE 1.00	0.	0.	0.
WILLIAM H KERLIN, JR 1420 SIXTH AVENUE YORK, PA 17403	TRUSTEE 3.00	0.	0.	0.
INGRID A GRAHAM 1420 SIXTH AVENUE YORK, PA 17403	TRUSTEE 1.00	0.	0.	0.
KRISTIN GRAHAM 1420 SIXTH AVENUE YORK, PA 17403	TRUSTEE 0.00	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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	520,113.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	164,520.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	15,333,479.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	16,018,112.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	16,018,112.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	240,272.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	15,777,840.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	788,892.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	788,892.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	2,682.
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,682.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	786,210.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	786,210.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	786,210.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,376,787.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,376,787.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	2,682.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	2,374,105.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				786,210.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004	560,156.			
<b>b</b> From 2005	723,300.			
<b>c</b> From 2006				
<b>d</b> From 2007	2,888,454.			
<b>e</b> From 2008	136,974.			
<b>f</b> Total of lines 3a through e	4,308,884.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	2,376,787.			
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				786,210.
<b>e</b> Remaining amount distributed out of corpus	1,590,577.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	5,899,461.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	560,156.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	5,339,305.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005	723,300.			
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007	2,888,454.			
<b>d</b> Excess from 2008	136,974.			
<b>e</b> Excess from 2009	1,590,577.			



**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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 SEE ATTACHED SCHEDULE				2371787.
<b>Total</b>			<b>3a</b>	2371787.
<b>b</b> Approved for future payment SEE ATTACHED SCHEDULE				10,986,500.
<b>Total</b>			<b>3b</b>	10,986,500.



## Part XVII

- |          |  | Yes | No |
|----------|--|-----|----|
| <b>1</b> | 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?  |     |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |     |    |
|          | (1) Cash   |     | X  |
|          | (2) Other assets   |     | X  |
| <b>b</b> | Other transactions   |     |    |
|          | (1) Sales of assets to a noncharitable exempt organization   |     | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
|          | (3) Rental of facilities, equipment, or other assets   |     | X  |
|          | (4) Reimbursement arrangements   |     | X  |
|          | (5) Loans or loan guarantees   |     | X  |
|          | (6) Performance of services or membership or fundraising solicitations   |     | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| <b>d</b> | 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. |     |    |

[illegible]




**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

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee 		Date <u>11-11-2010</u>	Title <u>X Trustee</u>
	Preparer's signature  <b>ROBERT M. GRATALO</b>	Date <u>11/10/10</u>	Check if self-employed <input type="checkbox"/>	Preparer's identifying number
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code <b>PARENTEBEARD LLC</b> <b>SUITE 200, 221 W PHILADELPHIA ST.</b> <b>YORK, PA 17401-2993</b>		EIN 	
			Phone no <b>(717) 846-7000</b>	

Form **990-PF** (2009)

**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.

OMB No 1545-0047

**2009**

Name of the organization

THE GRAHAM FOUNDATION

Employer identification number

23-6805421

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 1/3% 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, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or 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 aggregate to 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE GRAHAM FOUNDATION

23-6805421

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GRAHAM ARCHITECTURAL PRODUCTS 1551 MT. ROSE AVE YORK, PA 17403	\$ 55,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	GRAHAM ENGINEERING CORPORATION 1203 EDEN ROAD YORK, PA 17402	\$ 55,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

THE GRAHAM FOUNDATION

23-6805421

**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE GRAHAM FOUNDATION

23-6805421

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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.) ▶ \$

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

THE GRAHAM FOUNDATION

**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	INVESTMENT IN GCHFP I, LP	P		
b	INVESTMENT IN GCHFP I, LP	P		
c	INVESTMENT IN GCP I, LP	P		
d	INVESTMENT IN GCP I, LP	P		
e	DORAL FINANCIAL CORPORATION SECURITIES LITIGATION	P		
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 89,296.			89,296.
b -54,615.			-54,615.
c -266,280.			-266,280.
d -2,498,783.			-2,498,783.
e 1,139.			1,139.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			89,296.
b			-54,615.
c			-266,280.
d			-2,498,783.
e			1,139.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-2,729,243.
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

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
NORTHERN TRUST	633.	0.	633.		
TOTAL TO FM 990-PF, PART I, LN 4	633.	0.	633.		

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
INVESTMENT IN GCP I, LP	279,679.	279,679.			
INVESTMENT IN GCHFP I, LP	26,743.	-8,465.			
INVESTMENT IN GSC CDO INVESTOR, LP	-202.	-202.			
TOTAL TO FORM 990-PF, PART I, LINE 11	306,220.	271,012.			

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION FEES	5,000.	0.		5,000.	
TO FORM 990-PF, PG 1, LN 16B	5,000.	0.		5,000.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	3,479.	3,479.		0.	
TO FORM 990-PF, PG 1, LN 16C	3,479.	3,479.		0.	

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	2,306.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,306.	0.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		228,209.	444,637.
TOTAL U.S. GOVERNMENT OBLIGATIONS			228,209.	444,637.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			228,209.	444,637.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	16,811,547.	17,157,844.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,811,547.	17,157,844.

The Graham Foundation  
Form 990-PF  
Part XV a - Page 10  
EIN 23-6805421  
Year Ending December 31, 2009

Part XV – Line 3a Recipient	Purpose of Gift	Amount	Foundation Status of Recipient
<b>African Wildlife Foundation</b> 1400 Sixteenth Street, N.W , Suite 120 Washington, DC 20036-2249	General Fund	\$ 25,000	501(c)(3)
<b>American Diabetes</b> 3544 North Progress Ave, Suite 103 Harrisburg, PA 17110	General Fund	\$ 250	501(c)(3)
<b>American Red Cross</b> 724 South George Street York, PA 17403-3183	General Fund	\$ 5,000	501(c)(3)
<b>Arc Foundation</b> 497 Hill Street York, PA 17403	General Fund	\$ 500	501(c)(3)
<b>Atkins House</b> 305 East King Street York, PA 17403	General Fund	\$ 500	501(c)(3)
<b>Big Brothers/Big Sisters of Philadelphia</b> 4601 Market Street Philadelphia, PA 19139	General Fund	\$ 300	501(c)(3)
<b>Boy Scouts of America</b> 1 Baden-Powell Lane Mechanicsburg, PA 17055-0389	General Fund	\$ 1,500	501(c)(3)
<b>Burke Mountain Academy</b> P O Box 78 East Burke, VT 05832	General Fund	\$ 20,000	501(c)(3)
<b>Byrnes Health Education Center</b> 515 South George Street York, PA 17403	General Fund	\$ 1,000	501(c)(3)
<b>Chocorua Chapel Association</b> P O Box 356 Holderness, NH 03245-0356	General Fund	\$ 500	N/A
<b>Commonwealth Foundation</b> 3544 North Progress Avenue, Suite 101 Harrisburg, PA 17110	General Fund	\$ 250	501(c)(3)
<b>Cultural Alliance of York County, Inc.</b> 14 West Market Street York, PA 17401	Annual Campaign	\$ 10,000	501(c)(3)
<b>Dominique Nicole Scott Foundation</b> 14 West Market Street York, PA 17401	General Fund	\$ 3,000	501(c)(3)
<b>DreamWrights Youth &amp; Family Theatre</b> 100 Carlisle Avenue York, PA 17404-3237	General Fund	\$ 5,000	501(c)(3)
<b>Eaglebrook School</b> Deerfield, MA 01342-0701	Capital Campaign	\$ 40,000	501(c)(3)

<b>Friends of Camp Hale</b> 566 Columbus Avenue Boston, MA 02118	General Fund	\$	500	501(c)(3)
<b>Gettysburg Hospital</b> 147 Gettys Street Gettysburg , PA 17325-0786	General Fund	\$	250	501(c)(3)
<b>Jacob Gurreri Memorial Fund</b> 113 West Broadway Gettysburg, PA 17325	General Fund	\$	100	501(c)(3)
<b>Jewish Community Center</b> 2000 Hollywood Drive York, PA 17403	General Fund	\$	1,500	501(c)(3)
<b>Jewish Family Services</b> 2000 Hollywood Drive York, PA 17403	General Fund	\$	500	501(c)(3)
<b>LSS Foundation</b> 1050 Pennsylvania Avenue York, PA 17404	General Fund	\$	1,000	501(c)(3)
<b>Manchester Township</b> 3200 Farmtrail Road York PA 17406-5699	General Fund	\$	1,000	N/A
<b>Margaret E Moul Home</b> 2050 Barley Road York, PA 17408	General Fund	\$	300	501(c)(3)
<b>Martin Library Building Fund</b> 159 E Market St York, PA 17401	General Fund	\$	1,000	501(c)(3)
<b>Memorial Hospital</b> 325 South Belmont Street P.O Box 15118 York, PA 17405	General Fund	\$	500	501(c)(3)
<b>Olivia's House</b> 830 South George Street York, PA 17403	General Fund	\$	250	501(c)(3)
<b>Our Daily Bread</b> 331 South George Street York, PA 17403	General Fund	\$	250	501(c)(3)
<b>Penn-Mar Organization</b> 310 Old Freeland Road P O Box 36 Maryland Line, MD 21105	General Fund	\$	500	501(c)(3)
<b>Pennsylvania State University – York</b> 1031 Edgecomb Avenue York, PA 17403-3398	Capital Campaign	\$	7,500	N/A
<b>Pennsylvania Partnerships for Children</b> 20 North Market Square, Suite 300 Harrisburg, PA 17101	General Fund	\$	500	501(c)(3)
<b>Raid Menzer Memorial Skate Park</b> P O Box 946 York, PA 17405	Capital Campaign	\$	4,000	501(c)(3)

<b>Salvation Army</b> 50 East King Street York, PA 17403	General Fund	\$ 1,000	501(c)(3)
<b>SCORE</b> York Chapter 441 221 Pennsylvania Avenue York, PA 17404	General Fund	\$ 250	501(c)(3)
<b>Shiloh United Church of Christ</b> 2251 Willow Road York, PA 17404	Gene Gladfelter Memorial Mile for ALS	\$ 1,750	N/A
<b>SPCA of York County</b> 3159 Susquehanna Trail York, PA 17404	Capital Campaign	\$ 3,500	N/A
<b>Squam Lakes Conservation Society</b> P.O. Box 696 Holderness, NH 03245-0696	Conservation Fund	\$ 500	501(c)(3)
<b>Squam Lakes Natural Science Center</b> P.O. Box 173 Holderness, NH 03245	General Fund	\$ 1,000	501(c)(3)
<b>Strand-Capitol Performing Arts Center</b> 50 North George Street York, PA 17401	General Fund	\$ 60,000	501(c)(3)
<b>Tennis for Kids</b> 2315 Freysville Road Red Lion, PA 17356	General Fund	\$ 500	501(c)(3)
<b>The Bobcat Foundation</b> 41 Harding Street Manchester, PA 17345	General Fund	\$ 500	501(c)(3)
<b>The Second Mile</b> 3607 Rosemont Avenue, Suite 501 Camp Hill, PA 17011	Capital Campaign	\$ 4 000	501(c)(3)
<b>Trustees of the University of PA</b> Office of the University Secretary 1 College Hall Room 211 Philadelphia, PA 19104-6303	General Fund	\$ 10,000	501(c)(3)
<b>United Way of York County</b> 800 East King Street P.O. Box 1663 York, PA 17405-1663	General Fund	\$ 46,037	501(c)(3)
<b>University of Michigan</b> Gift Administration Office 3003 South State Street – Room 8070 Ann Arbor, MI 48109-1288	ESI	\$ 1,400,000	N/A
<b>Wellington Youth Sports &amp; Recreation</b> P.O. Box 491 York, PA 17405	General Fund	\$ 1,000	501(c)(3)
<b>WITF</b> 1982 Locust Lane Harrisburg, PA 17109	Capital Campaign	\$ 5,000	501(c)(3)
<b>York County Children's Advocacy Center</b> 28 South Queen Street York, PA 17403	Capital Campaign	\$ 500	501(c)(3)



<b>York Arts</b> 10 North Beaver Street York, PA 17401	General Fund	\$ 1,500	501(c)(3)
<b>York Benevolent Association</b> P O Box 5041 York, PA 17405	General Fund	\$ 200	501(c)(3)
<b>York Catholic High School</b> 601 East Springettsbury Avenue York, PA 17403	Capital Campaign	\$ 4,000	501(c)(3)
<b>York College of PA</b> 441 Country Club Road P O Box 15199 York, PA 17405-9987	Capital Campaign	\$ 37,500	501(c)(3)
<b>York County Community Foundation</b> 14 West Market Street York, PA 17401	Capital Campaign	\$ 16,000	501(c)(3)
<b>York County Rail Trail</b> P O Box 335 Seven Valleys, PA 17360	Capital Campaign	\$ 15,000	501(c)(3)
<b>York County Science and Engineering Fair</b> c/o Peoples Bank P O Box 2887 York, PA 17405	General Fund	\$ 500	501(c)(3)
<b>York County Junior Honors Choir</b> 14 West Market Street York, PA 17401	General Fund	\$ 500	501(c)(3)
<b>York Day Nursery</b> 450 East Philadelphia Street York, PA 17403	Capital Campaign	\$ 1,000	501(c)(3)
<b>York Habitat for Humanity</b> 33 s Seward Street York, PA 17404	General Fund	\$ 1,000	501(c)(3)
<b>York Health Foundation</b> 45 Monument Road, Suite 200 York, PA 17403	General Fund	\$ 2,000	501(c)(3)
<b>Young Life</b> PO Box 1171 York, PA 17405	General Fund	\$ 3,500	501(c)(3)
<b>YMCA of York</b> 90 North Newberry Street York, PA 17401	Capital Campaign & General Fund	\$ 601,100	501(c)(3)
<b>YWCA of York</b> 320 East Market Street York, PA 17403	Capital Campaign	\$ 20,000	501(c)(3)
<b>TOTAL CONTRIBUTIONS</b>		<u>\$ 2,371,787</u>	

The Graham Foundation  
Form 990-PF  
Part XV b - Page 10  
EIN 23-6805421  
Year Ending December 31, 2008

Part XV – Line 3b Recipient	Purpose of Gift	Amount	Foundation Status of Recipient
<b>Beautiful York</b> 14 West Market Street York, PA 17401	General Fund	\$ 30,000	501(c)(3)
<b>Crispus Attucks Association</b> 605 South Duke St York, PA 17403	Capital Campaign	\$ 187,500	501(c)(3)
<b>Dreamwrights Youth &amp; Family Theatre</b> 100 Carlisle Avenue York, PA 17404-3237	Capital Campaign	\$ 5,000	501(c)(3)
<b>Eaglebrook School</b> Deerfield, MA 01342-0701	Capital Campaign	\$ 60,000	501(c)(3)
<b>Friends of Teackle Mansion</b> 11736 Mansion Street P O Box 152 Princess Anne, MD 21853	Capital Campaign	\$ 50,000	501(c)(3)
<b>HSS Fund, Inc</b> 535 East 70th Street New York, NY 10021	Capital Campaign	\$ 30,000	501(c)(3)
<b>Pennsylvania State University – Edward</b> 1031 Edgecomb Avenue York, PA 17403-3398	Capital Campaign	\$ 25,000	N/A
<b>Pennsylvania State University – York</b> 1031 Edgecomb Avenue York, PA 17403-3398	Capital Campaign	\$ 25,000	N/A
<b>Squam Lakes Conservation Society</b> P O Box 696 Holderness, NH 03245-0696	Conservation Area Fund	\$ 67,000	501(c)(3)
<b>Strand-Capitol Performing Arts Center</b> 50 North George Street York, PA 17401	Capital Campaign	\$ 180,000	501(c)(3)
<b>The Second Mile</b> 3607 Rosemont Avenue, Suite 501 Camp Hill, PA 17011	Capital Campaign	\$ 9,000	501(c)(3)
<b>University of Michigan</b> Gift Administration Office 3003 South State Street – Room 8070 Ann Arbor, MI 48109-1288	ESI	\$ 9,000,000	N/A
<b>YMCA of York County</b> 90 North Newberry Street York, PA 17401	Capital Campaign	\$ 30,000	501(c)(3)

<b>YMCA of York County - Newberry Str</b> 90 North Newberry Street York, PA 17401	Capital Campaign	\$ 1,150,000	501(c)(3)
<b>York Catholic High School</b> 601 East Springettsbury Avenue York, PA 17403	Capital Campaign	\$ 8,000	501(c)(3)
<b>York City Little League Baseball</b> P O Box 1062 York, PA 17405-1602	Capital Campaign	\$ 20,000	501(c)(3)
<b>York College of Pennsylvania</b> 441 Country Club Road P O Box 15199 York, PA 17405-9987	Capital Campaign	\$ -	501(c)(3)
<b>York County Rail Trail</b> P O Box 335 Seven Valleys, PA 17360	Capital Campaign	\$ 30,000	501(c)(3)
<b>YWCA of York</b> 320 East Market Street York, PA 17403	Capital Campaign	\$ 80,000	501(c)(3)
<b>TOTAL CONTRIBUTIONS</b>		<u>\$ 10,986,500</u>	

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

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	

Check type of return to be filed (File a separate application for each return):

- |                                      |   |                                      |                                    |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990    | <input type="checkbox"/> Form 990-PF                              | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720   | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 5227   |                                    |

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

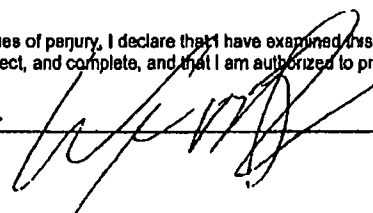
- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until \_\_\_\_\_
- 5 For calendar year \_\_\_\_\_, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_

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

**Signature and Verification**

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

Signature  Title **Trustee** Date **5/14/2010**

Form **8868** (Rev. 4-2009)

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box. . . . . ☒ **X**
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

### Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only. . . . . ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

Type or print  File by the due date for filing your return. See instructions.	Name of Exempt Organization <b>The Graham Foundation</b>	Employer identification number <b>23-6805421</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>PO Box 1104</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>York PA 17405-1104</b>	

Check type of return to be filed (file a separate application for each return):

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ **William H. Kerlin, Jr 1420 Sixth Avenue York PA York PA 17403**

Telephone No. ▶ **717-849-4045** FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box. . . . . ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box. . . . . ☐ . If it is for part of the group, check this box. . . . . ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **8/15/2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶ ☒ calendar year **2009** or  
▶ ☐ tax year beginning , and ending

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>4,290</b>
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>16,628</b>
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>0</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

Check type of return to be filed (File a separate application for each return):

- |                                      |   |                                      |                                    |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990    | <input type="checkbox"/> Form 990-PF                              | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720   | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 5227   |                                    |

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

- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box. ☐. If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until \_\_\_\_\_.
- 5 For calendar year \_\_\_\_\_, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_

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

**Signature and Verification**

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

Signature  Title **Trustee** Date **5/14/2010**