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Return of Private Foundation 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 05/01, 2009, and ending 04/30, 2010

G Check all that apply: Initial return, Amended return, Initial return of a former public charity, Address change, Final return, Name change

Name of foundation: HENRY GRAFF T/CHAR. Address: 21 E MARKET STREET, YORK, PA 17401-1205. Telephone: (410) 347-6028.

H Check type of organization: [X] Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$2,846,189. J Accounting method: [X] Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-24), and Total (25-27).

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	88,272.	107,458.	107,458.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 3.	2,479,834.	2,614,783.	2,738,731.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		2,568,106.	2,722,241.	2,846,189.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	2,568,106.	2,722,241.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)		2,568,106.	2,722,241.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,568,106.	2,722,241.		

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	2,568,106.
2	Enter amount from Part I, line 27a	2	154,144.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,722,250.
5	Decreases not included in line 2 (itemize) ▶	5	9.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,722,241.

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 SEE PART IV DETAIL						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	164,119.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	63,091.	2,472,188.	0.02552030833
2007	NONE	NONE	NONE
2006	NONE	NONE	NONE
2005	NONE	NONE	NONE
2004	NONE	NONE	NONE
2	Total of line 1, column (d)		0.02552030833
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		0.00510406167
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		2,585,583.
5	Multiply line 4 by line 3		13,197.
6	Enter 1% of net investment income (1% of Part I, line 27b)		2,113.
7	Add lines 5 and 6		15,310.
8	Enter qualifying distributions from Part XII, line 4 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 on page 18.		50,731.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows and 2 columns. Rows include: 1a Exempt operating foundations, b Domestic foundations, c All other domestic foundations, 2 Tax under section 511, 3 Add lines 1 and 2, 4 Subtitle A (income) tax, 5 Tax based on investment income, 6 Credits/Payments (6a-6d), 7 Total credits and payments, 8 Enter any penalty, 9 Tax due, 10 Overpayment, 11 Enter the amount of line 10 to be credited to 2010 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns. Rows include: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1b Did it spend more than \$100 during the year... 1c Did the foundation file Form 1120-POL... 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 3 Has the foundation made any changes, not previously reported to the IRS... 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4b If "Yes," has it filed a tax return on Form 990-T for this year? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either... 7 Did the foundation have at least \$5,000 in assets at any time during the year? 8a Enter the states to which the foundation reports or with which it is registered... 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... 9 Is the foundation claiming status as a private operating foundation... 10 Did any persons become substantial contributors during the tax year?

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 page 20 of the 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?	13	X	

Website address N/A

14 The books are in care of SEE STATEMENT 9 Telephone no
 Located at ZIP + 4

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

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)? <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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 page 20 of the instructions) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		21,341.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,522,315.
b	Average of monthly cash balances	1b	102,642.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,624,957.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,624,957.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	39,374.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,585,583.
6	Minimum investment return. Enter 5% of line 5	6	129,279.

Part XI Distributable Amount (see page 25 of the 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	129,279.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,113.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,113.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	127,166.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	127,166.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	127,166.

Part XII Qualifying Distributions (see page 25 of the 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	50,731.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,731.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,113.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	48,618.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				127,166.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			56,113.	
b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>50,731.</u>				
a Applied to 2008, but not more than line 2a			50,731.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			5,382.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				127,166.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

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

Table with 5 columns: (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include 2a-e (Qualifying distributions) and 3 (Alternative tests).

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 page 28 of the 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).

N/A

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

N/A

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

a The name, address, and telephone number 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:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>SEE STATEMENT 11</p>				
Total				50,731.
<p><i>b Approved for future payment</i></p>				
Total				3b

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
							684.	
							1,319.	
20,516.00							06/06/1995	10/14/2009
							13,001.00	
15,666.00							10/15/2002	10/14/2009
							-7,724.00	
5,616.00							09/25/2007	10/05/2009
							-9,384.00	
40,322.00							12/21/2007	06/03/2009
							-64,403.00	
20,964.00							04/14/1993	10/14/2009
							16,435.00	
8,955.00							04/14/1993	10/14/2009
							7,665.00	
12,108.00							08/27/2004	10/14/2009
							139.00	
24,815.00							10/17/2005	10/14/2009
							5,537.00	
11,633.00							10/15/2002	10/14/2009
							-2,592.00	
14,626.00							06/06/1995	10/13/2009
							4,106.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
11,200.00		112. BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES 9,337.00					10/14/2009	02/10/2010 1,863.00
1,844.00		150. CBS CORP CL B PROPERTY TYPE: SECURITIES 5,218.00					10/15/2002	10/14/2009 -3,374.00
26,764.00		1100. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES 25,366.00					09/23/2008	10/14/2009 1,398.00
25,699.00		470. COCA COLA COMPANY PROPERTY TYPE: SECURITIES 22,097.00					06/06/1996	10/13/2009 3,602.00
23,565.00		300. COLGATE PALMOLIVE COMPANY PROPERTY TYPE: SECURITIES 16,653.00					04/26/2002	10/14/2009 6,912.00
13,762.00		900. COMCAST CORP NEW A PROPERTY TYPE: SECURITIES 20,891.00					11/17/2003	10/14/2009 -7,129.00
9,246.00		300. COMERICA INCORPORATED PROPERTY TYPE: SECURITIES 11,284.00					09/23/2008	10/14/2009 -2,038.00
19,748.00		766. DOW CHEMICAL COMPANY PROPERTY TYPE: SECURITIES 17,443.00					12/22/1994	10/13/2009 2,305.00
71,528.00		1000. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 13,386.00					04/14/1993	06/03/2009 58,142.00
71,280.00		1000. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 13,386.00					04/14/1993	10/14/2009 57,894.00
15,024.00		1430.86 FORWARD INTL SM COMPANIES FD-IN PROPERTY TYPE: SECURITIES 28,102.00					12/07/2007	06/03/2009 -13,078.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2.00		1.99 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	05/15/2009
2.00		2.21 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	06/15/2009
2.00		1.98 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	07/15/2009
2.00		2.29 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	08/15/2009
2.00		2. GNMA POOL #354677 7.500% 10/15/23 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	09/15/2009
2.00		2.19 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	10/15/2009
2.00		2.3 GNMA POOL #354677 7.500% 10/15/23 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	11/15/2009
2.00		2.04 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	12/15/2009
2.00		2.44 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	01/15/2010
11.00		10.65 GNMA POOL #354677 7.500% 10/15/ PROPERTY TYPE: SECURITIES 11.00					11/09/1994	02/15/2010
2.00		2.06 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	03/15/2010

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2.00		2.07 GNMA POOL #354677 7.500% 10/15/2 PROPERTY TYPE: SECURITIES 2.00					11/09/1994	04/15/2010
75,509.00		4500. GENERAL ELECTRIC COMPANY PROPERTY TYPE: SECURITIES 35,203.00					04/14/1993	10/14/2009
40,903.00		220. GOLDMAN SACHS GROUP INCORPORATED PROPERTY TYPE: SECURITIES 26,383.00					09/23/2008	10/13/2009
18,646.00		2778.787 GOLDMAN SACHS HIGH YIELD FD-I#5 PROPERTY TYPE: SECURITIES 16,784.00					06/05/2009	10/05/2009
860.00		25.568 GUINNESS ATKINSON - CHINA & HK FD PROPERTY TYPE: SECURITIES 803.00					10/05/2009	10/14/2009
283,197.00		5503.239 HARBOR FUND INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 243,274.00					08/24/2007	10/05/2009
8,643.00		156.668 HARBOR FUND INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 10,746.00					08/24/2007	10/14/2009
759.00		24.141 HARBOR CAPITAL APPRECIATION FUND PROPERTY TYPE: SECURITIES 719.00					10/05/2009	10/14/2009
16,423.00		600. HOME DEPOT INCORPORATED PROPERTY TYPE: SECURITIES 17,517.00					10/15/2002	10/14/2009
653.00		48.433 T ROWE PRICE INST L/C GROWTH PROPERTY TYPE: SECURITIES 618.00					10/05/2009	10/14/2009
10,699.00		526. INTEL CORPORATION PROPERTY TYPE: SECURITIES 15,564.00					11/17/2003	10/13/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
42,059.00		400. INTERNATIONAL BUSINESS MACHINES COR PROPERTY TYPE: SECURITIES 10,252.00					06/06/1996 31,807.00	06/03/2009
43,516.00		344. INTERNATIONAL BUSINESS MACHINES COR PROPERTY TYPE: SECURITIES 8,816.00					06/06/1996 34,700.00	10/13/2009
14,130.00		300. JP MORGAN CHASE & COMPANY PROPERTY TYPE: SECURITIES 12,396.00					03/27/2001 1,734.00	10/14/2009
25,720.00		500. JOY GLOBAL INCORPORATED PROPERTY TYPE: SECURITIES 26,501.00					09/23/2008 -781.00	10/14/2009
19,760.00		400. KELLOGG COMPANY PROPERTY TYPE: SECURITIES 13,984.00					10/15/2002 5,776.00	10/14/2009
		.0029 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES					10/14/2009	11/18/2009
31.00		.5386 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES 25.00					10/14/2009 6.00	02/25/2010
49,983.00		2849.636 LAZARD EMERGING MARKETS PORTFOL PROPERTY TYPE: SECURITIES 66,955.00					12/26/2007 -16,972.00	10/05/2009
2,854.00		152.807 LAZARD EMERGING MARKETS PORTFOLI PROPERTY TYPE: SECURITIES 3,282.00					08/25/2008 -428.00	10/14/2009
13,329.00		850. MEMC ELECTRONIC MATERIALS INC PROPERTY TYPE: SECURITIES 25,206.00					09/23/2008 -11,877.00	10/14/2009
20,000.00		1782.531 MTB SM CAP GRWTH-INST I-FD #555 PROPERTY TYPE: SECURITIES 37,433.00					09/25/2007 -17,433.00	06/03/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,545.00		119.199 MTB SM CAP GRWTH-INST I-FD #555 PROPERTY TYPE: SECURITIES 2,503.00					09/25/2007	10/14/2009
							-958.00	
25,000.00		2744.236 MTB MID CAP GRWTH-INST I-FD #40 PROPERTY TYPE: SECURITIES 36,379.00					12/04/2007	06/03/2009
							-11,379.00	
4,780.00		459.586 MTB MID CAP GRWTH-INST I-FD #401 PROPERTY TYPE: SECURITIES 4,084.00					11/15/1996	10/05/2009
							696.00	
2,645.00		238.468 MTB MID CAP GRWTH-INST I-FD #401 PROPERTY TYPE: SECURITIES 2,119.00					11/15/1996	10/14/2009
							526.00	
69,806.00		6679.96 MTB INTERMED TERM BD-INST I-FD # PROPERTY TYPE: SECURITIES 67,000.00					06/05/2009	10/05/2009
							2,806.00	
109,492.00		10477.708 MTB INTERMED TERM BD-INST I-FD PROPERTY TYPE: SECURITIES 105,214.00					10/17/2005	10/05/2009
							4,278.00	
796.00		59.792 MASTERS SELECT INTERNATIONAL FD # PROPERTY TYPE: SECURITIES 750.00					10/05/2009	10/14/2009
							46.00	
22,982.00		700. MERCK & COMPANY INCORPORATED PROPERTY TYPE: SECURITIES 11,207.00					04/14/1993	10/14/2009
							11,775.00	
8,122.00		318. MICROSOFT CORPORATION PROPERTY TYPE: SECURITIES 8,014.00					11/17/2003	10/13/2009
							108.00	
8,302.00		1000. MOTOROLA INCORPORATED PROPERTY TYPE: SECURITIES 18,093.00					06/06/1996	10/14/2009
							-9,791.00	
19,911.00		396. NOVARTIS AG SPONSORED ADR PROPERTY TYPE: SECURITIES 20,287.00					10/17/2005	10/13/2009
							-376.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
18,381.00		300. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES 14,121.00				11/17/2003	10/14/2009	
						4,260.00		
11,573.00		688. PFIZER INCORPORATED PROPERTY TYPE: SECURITIES 25,910.00				10/15/2002	10/13/2009	
						-14,337.00		
18,512.00		400. T. ROWE PRICE GROUP INCORPORATED PROPERTY TYPE: SECURITIES 22,828.00				09/23/2008	10/14/2009	
						-4,316.00		
36,890.00		800. SOUTHWESTERN ENERGY COMPANY PROPERTY TYPE: SECURITIES 28,640.00				09/23/2008	10/14/2009	
						8,250.00		
18,159.00		700. SYSCO CORPORATION PROPERTY TYPE: SECURITIES 22,789.00				08/27/2004	10/14/2009	
						-4,630.00		
11,297.00		500. TEREX CORPORATION PROPERTY TYPE: SECURITIES 24,139.00				07/07/2008	10/14/2009	
						-12,842.00		
49,848.00		5383.161 VANGUARD LONG-TERM CORPORATE FD PROPERTY TYPE: SECURITIES 50,234.00				04/29/2005	10/05/2009	
						-386.00		
29,269.00		1000. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 28,363.00				04/14/1993	06/03/2009	
						906.00		
44,350.00		1542. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 42,664.00				04/14/1993	10/13/2009	
						1,686.00		
4,271.00		150. VIACOM INC-CLASS B PROPERTY TYPE: SECURITIES 7,949.00				10/15/2002	10/14/2009	
						-3,678.00		
18,630.00		626. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 15,525.00				10/15/2002	10/13/2009	
						3,105.00		

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,780.00		400. WHITNEY HOLDING CORP COM PROPERTY TYPE: SECURITIES 10,488.00					09/23/2008	10/14/2009
							-6,708.00	
29,844.00		600. WYETH PROPERTY TYPE: SECURITIES 21,264.00					10/15/2002	10/14/2009
							8,580.00	
TOTAL GAIN (LOSS)							----- 164,119. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS	67,881.	69,642.
TOTAL	67,881.	69,642.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	143.	143.
FEDERAL TAXES PRIOR YEAR BALAN	235.	
FEDERAL ESTIMATES - PRINCIPAL	4,408.	
FOREIGN TAXES ON QUALIFIED FOR	934.	934.
FOREIGN TAXES ON NONQUALIFIED	64.	64.
TOTALS	5,784.	1,141.

TOTALS

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART II - OTHER INVESTMENTS

COST/
FMV

C OR F

ENDING
FMV

ENDING
BOOK VALUE

DESCRIPTION

DESCRIPTION	COST/ FMV	C OR F	ENDING FMV	ENDING BOOK VALUE
GNMA 7.5% DUE 10/15/2023		C	514.	456.
COCA COLA		C	11,973.	11,258.
BRISTOL MYERS SQUIBB		C	6,884.	5,211.
MERCK & CO		C		
PFIZER		C	9,163.	13,995.
ABBOTT LAB		C		
AMERICAN EXPRESS		C		
JP MORGAN CHASE		C		
DOW CHEMICAL		C	7,276.	5,818.
ALCOA		C		
EXXON MOBIL		C		
GE		C		
IBM		C	12,642.	6,811.
INTEL		C	6,852.	8,252.
MOTOROLA		C		
VERIZON		C	6,098.	6,037.
HARBOR INTL		C	321,677.	347,661.
COMCAST		C		
VIACOM		C		
BRINKER INTL		C		
HOME DEPOT		C		
COLGATE		C		
KELLOGG		C		
WELLS FARGO		C	10,132.	8,408.
WYETH		C		
PEPSICO		C	22,718.	18,867.
MICROSOFT		C	114,164.	92,824.
MTB MID CAP		C	28,462.	24,033.
GOLDMAN SACH HIGH YIELD		C		

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART II - OTHER INVESTMENTS

===== COST/
FMV

C OR F

ENDING
BOOK VALUE

ENDING
FMV

DESCRIPTION	C OR F	ENDING BOOK VALUE	ENDING FMV
MTB INTERMEDIATE TERM	C		
MTB INCOME	C		
VANGUARD LONG TERM	C	473,780.	472,080.
SYSCO	C		
AMGEN	C		
CBS	C		
AMERIPRISE FINANCIAL	C		
BIOGEN IDEC	C		
NOVARTIS	C	9,406.	9,356.
ALPINE DYNAMIC	C		
ALPINE INTL REAL ESTATE	C		
FORWARD INTL SM COMPANIES	C		
LAZARD EMERGING MARKETS	C	73,990.	85,594.
MTB SMALL CAP GROWTH	C	114,889.	85,203.
CISCO SYSTEMS	C		
COMERICA INC	C		
JOY GLOBAL INC	C		
MEMC ELECTRONIC MATERIALS	C		
T ROWE PRICE GROUP	C	113,738.	132,887.
SOUTHWESTERN ENERGY	C		
TEREX	C		
WHITNEY HOLDING	C		
RIDGEWORTH SEIX	C	108,360.	111,757.
DREYFUS INTL BOND FUND	C	80,727.	80,470.
MFS EMERGING MARKETS DEBT FUND	C	53,089.	54,543.
MTB SHORT TERM CORP	C	154,324.	155,394.
ALBEMARLE CORP	C	12,302.	16,438.
FREEPORT-MCMORAN COPPER & GOLD	C	5,255.	5,287.
MONSANTO	C	5,374.	4,414.

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----
COST/
FMV
C OR F

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
NEWMARKET	C	6,304.	7,260.
POTASH CORP	C	7,139.	8,619.
VULCAN MATERIAL	C	6,157.	6,874.
ALEX & BALDWIN	C	12,504.	13,734.
EXPEDITORS INTL	C	7,271.	8,712.
FEDEX	C	6,251.	7,201.
UNION PACIFIC	C	8,594.	10,744.
AMAZON	C	9,541.	13,710.
APOLLO GROUP	C	9,914.	7,693.
LOWES COMPANIES	C	14,080.	17,736.
SERVICE CORP	C	9,333.	11,602.
TARGET	C	10,367.	11,715.
ALTRIA GROUP	C	12,325.	14,367.
BROWN-FORMAN	C	6,109.	7,214.
CVS/CAREMARK	C	11,107.	11,076.
PHILIP MORRIS	C	6,215.	6,086.
WALMART	C	9,232.	9,870.
CHEVRON	C	12,339.	13,519.
CONOCOPHILLIPS	C	9,276.	10,773.
KINDER MORGAN MANAGEMENT LLC	C	9,219.	11,468.
SCHLUMBERGER	C	10,177.	11,284.
BERKSHIRE HATHAWAY	C	13,228.	15,400.
CME GROUP	C	5,507.	5,927.
GOLDMAN SACHS GROUP	C	8,224.	7,841.
MARKEL CORP	C	6,837.	7,657.
SCHWAB CHARLES NEW COM	C	11,849.	11,883.
WHITE MOUNTAINS INS GROUP	C	5,843.	6,185.
ALLERGAN	C	10,494.	11,719.
ATHENAHEALTH	C	6,238.	4,701.

FORM 990PF, PART II - OTHER INVESTMENTS

COST/
FMV

C OR F

ENDING
BOOK VALUE

ENDING
FMV

DESCRIPTION	C OR F	ENDING BOOK VALUE	ENDING FMV
CELGENE	C	13,110.	14,754.
GILEAD SCIENCES	C	15,309.	13,343.
INTUITIVE SURGICAL	C	8,152.	11,538.
JOHNSON & JOHNSON	C	12,275.	12,989.
TEVA PHARMACEUTICAL	C	14,317.	16,444.
ACTIVISION BLIZZARD	C	10,495.	9,307.
APPLE	C	17,570.	24,020.
COGNIZANT TECH	C	19,920.	25,759.
DELL	C	6,198.	6,480.
EMC CORP MASS	C	6,148.	6,501.
GOOGLE	C	13,710.	13,668.
JUNIPER NETWORKS	C	11,551.	11,819.
MASTERCARD	C	12,158.	13,890.
QUALCOMM	C	15,169.	14,002.
DUKE ENERGY	C	9,252.	9,900.
BRITISH AMERICAN TOBACCO	C	9,300.	9,391.
HATTERAS FINANCIAL	C	6,252.	5,921.
UDR INC REAL ESTATE	C	9,217.	12,145.
HARBOR CAPITAL APPRECIATION	C	113,638.	130,128.
ALPINE GLOBAL	C	45,880.	55,380.
ING CLARION GLOBAL	C	34,272.	48,738.
GUINNESS ATKINSON	C	28,765.	33,112.
MASTERS SELECT INTL FUND	C	165,586.	174,954.
TOTALS		2,614,783.	2,738,731.

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

DESCRIPTION

AMOUNT

ROUNDING

9.

TOTAL

9.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MD

HENRY GRAFF T/CHAR

52-6611473

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

NAME: M & T BANK
ATTN: MIKE MYERS
ADDRESS: 110 S. PACA ST
BALTIMORE, MD 21201

TELEPHONE NUMBER: (410) 347-6028

STATEMENT 9

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

MANUFACTURERS & TRADERS

ADDRESS:

110 SOUTH PACA STREET

BALTIMORE, MD 21201

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 21,341.

TOTAL COMPENSATION: 21,341.

=====

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

FAHRNEY-KEEDY HOME

ATTN: RICHARD BOWMAN

ADDRESS:

8507 MAPLEVILLE ROAD

BOONSBORO, MD 21713-1884

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSISTANCE FOR INDIGENT PATIENTS

FOUNDATION STATUS OF RECIPIENT:

MEDICAL

AMOUNT OF GRANT PAID 50,731.

TOTAL GRANTS PAID:

50,731.

=====