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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

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

Name of foundation PHILIP L. GRAHAM FUND, C/O THE WASHINGTON POST COMPANY		A Employer identification number 52-6051781
Number and street (or P O box number if mail is not delivered to street address) 1150 15TH STREET, NW	Room/suite	B Telephone number (see page 10 of the instructions) 202-334-6613
City or town, state, and ZIP code WASHINGTON, DC 20071		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(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 (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4,541	4,541		
	4 Dividends and interest from securities	2,359,165	2,359,165		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	108,093			
	b Gross sales price for all assets on line 6a 7,481,979				
	7 Capital gain net income (from Part IV, line 2)		108,093		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	2,471,799	2,471,799			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	197,833			197,833
	14 Other employee salaries and wages	73,117			73,117
	15 Pension plans, employee benefits	25,369			25,369
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	73,190	73,190		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	(28,262)			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,948			3,948
	22 Printing and publications	70			70
	23 Other expenses (attach schedule)	29,308			29,308
	24 Total operating and administrative expenses. Add lines 13 through 23	374,573	73,190		329,645
	25 Contributions, gifts, grants paid	4,084,000			4,084,000
26 Total expenses and disbursements. Add lines 24 and 25	4,458,573	73,190		4,413,645	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(1,986,774)				
b Net investment income (if negative, enter -0-)		2,398,609			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

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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	11,335,502	8,801,297	8,801,297
	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 (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	68,125,953	68,673,384	83,018,571
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item i)	79,461,455	77,474,681	91,819,868
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	79,461,455	77,474,681	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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)	79,461,455	77,474,681	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	79,461,455	77,474,681	
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	79,461,455		
2 Enter amount from Part I, line 27a	2	(1,986,774)		
3 Other increases not included in line 2 (itemize) ▶	3			
4 Add lines 1, 2, and 3	4	77,474,681		
5 Decreases not included in line 2 (itemize) ▶	5			
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	77,474,681		

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	154,000 shares BP	P		
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 7,481,979		7,373,886	108,093
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	108,093
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))
2009	4,701,357	79,434,442	0.0592
2008	5,133,991	87,480,884	0.0587
2007	5,319,888	94,728,870	0.0562
2006	5,296,422	95,948,411	0.0552
2005	5,547,460	102,109,917	0.0543

2 Total of line 1, column (d)	2	0.2836
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0567
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	86,204,328
5 Multiply line 4 by line 3	5	4,887,785
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,986
7 Add lines 5 and 6	7	4,911,771
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.	8	4,413,645

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		47,972
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		47,972
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		47,972
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	24,905	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	23,067	*
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		47,972
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		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b 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? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

* Additional tax paid on 5/27/2011; accidentally omitted from Form 8868
(Application for extension of time to file).

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		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► HTTP://WWW.PLGRAHAMFUND.COM				
14	The books are in care of ► EILEEN DALY	Telephone no. ►	202-334-6404	
	Located at ► THE WASHINGTON POST COMPANY, 1150 15TH ST. NW, WASHINGTON DC	ZIP+4 ►	20071	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	15		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		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 22 of the instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here			<input type="checkbox"/>
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 2010?	1c	✓
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is 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 22 of the instructions.)	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. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2010?	4b	✓

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?			5b
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		<input checked="" type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	If "Yes" to 6b, file Form 8870.			<input checked="" type="checkbox"/>
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (see 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
Donald Graham, 1150 15th St NW, Washington DC	Trustee, Trustee	0,0	0,0	0,0
Carol Melamed, 1150 15th St NW, Washington DC				
Pinkie Dent Mayfield, 1150 15th St NW, Washington DC	Trustee, TrusteeTrs	0,0	0,0	0,0
Martin Cohen, 1150 15th St NW, Washington DC				
Daniel Lynch, 1150 15th St NW, Washington DC	Asst Trsr, Pres 40h	0, 197,833	0, 10,215	0,0
Eileen Daly, 1150 15th St NW, Washington DC				
Theodore Lutz, 1150 15th St NW, Washington DC	Secretary	0	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				

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

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

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	76,612,590
b	Average of monthly cash balances	1b	10,904,494
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	87,517,084
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	
3	Subtract line 2 from line 1d	3	87,517,084
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,312,756
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	86,204,328
6	Minimum investment return. Enter 5% of line 5	6	4,310,216

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	4,310,216
2a	Tax on investment income for 2010 from Part VI, line 5	2a	47,972
b	Income tax for 2010. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	47,972
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,262,244
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,262,244
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,262,244

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	4,413,645
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,413,645
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,413,645

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				4,262,244
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				795,105
d From 2008				924,643
e From 2009				896,359
f Total of lines 3a through e	2,616,107			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 4,413,645				
a Applied to 2009, but not more than line 2a				
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)				
d Applied to 2010 distributable amount				4,262,244
e Remaining amount distributed out of corpus	151,401			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,767,508			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,767,508			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				795,105
c Excess from 2008				924,643
d Excess from 2009				896,359
e Excess from 2010				151,401

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon.				
a	"Assets" alternative test—enter.				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test—enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see 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). (See section 507(d)(2).)

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

EILEEN DALY, PRESIDENT, 1150 15TH STREET, NW, WASHINGTON, DC 20071, 202-334-6404

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

SEE SCHEDULE 4

c Any submission deadlines:

SEE SCHEDULE 4

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

SEE SCHEDULE 4

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
a <i>Paid during the year</i> SEE SCHEDULE 5				
Total			3a	4,084,000
b <i>Approved for future payment</i> N/A				
Total			3b	0

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	4,541	
4	Dividends and interest from securities			14	2,359,165	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			18	108,093	
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue: a _____					
	b _____					
	c _____					
	d _____					
	e _____					
12	Subtotal. Add columns (b), (d), and (e)				2,471,799	
13	Total. Add line 12, columns (b), (d), and (e)				13	2,471,799

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

[illegible]

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

- | | | | |
|--|--------------|-----|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> | | Yes | No |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> | | | |
| <p>(1) Cash</p> | 1a(1) | | ✓ |
| <p>(2) Other assets</p> | 1a(2) | | ✓ |
| <p>b Other transactions:</p> | | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1b(1) | | ✓ |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1b(2) | | ✓ |
| <p>(3) Rental of facilities, equipment, or other assets</p> | 1b(3) | | ✓ |
| <p>(4) Reimbursement arrangements</p> | 1b(4) | | ✓ |
| <p>(5) Loans or loan guarantees</p> | 1b(5) | | ✓ |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | 1b(6) | | ✓ |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | 1c | | ✓ |
| <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | | |

[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

Sign 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 _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN	
------	--

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

Schedule I
Philip L. Graham Fund
E.I.N. 52-6051781

Form 990-PF for 2010
Part I, Line 23

Other Expenses

Membership dues	\$	26,048
Postage		103
Office supplies		515
Other		<u>2,642</u>
	\$	<u><u>29,308</u></u>

Schedule 2
Philip L. Graham Fund
E.I.N. 52-6051781

Form 990-PF for 2010
Part II, Line 10

Investments

	Book Value		Market Value
	Beginning of Year	End of Year	End of Year
Common Stock	68,125,953	68,673,384	83,018,571
	<u>\$ 68,125,953</u>	<u>\$ 68,673,384</u>	<u>\$ 83,018,571</u>

Schedule 3
Philip L. Graham Fund
E.I.N. 52-6051781

Form 990-PF for 2010
PART I, LINE 25

2010 Summary of Grants

Arts and Humanities	\$ 655,000
Community Endeavors	320,000
Education	1,005,000
Health and Human Services	1,735,000
Journalism & Communications	25,000
Emergency Assistance	<u>344,000</u>
Total:	<u><u>\$ 4,084,000</u></u>

Schedule 4

PHILIP L. GRAHAM FUND

Arts & Humanities • Community Endeavors • Education • Health & Human Services • Journalism & Communications

How to Apply

The Philip L. Graham Fund follows a two-step application process. Organizations interested in applying for funding from the Philip L. Graham Fund must first submit a letter of inquiry (LOI) through our online application system prior to one of three deadlines each year. Before submitting an LOI, applicants should review the Fund's interest areas (http://www.plgrahamfund.org/vw_content/interest_areas) and qualifications (<http://www.plgrahamfund.org/content/application-process/qualifications>) for funding to ensure the organization's request fits within the Fund's giving priorities. Please keep in mind that while consideration is occasionally given to other requests, the Fund remains committed to primarily funding requests for special, one-time needs of organizations (e.g., equipment and capital needs) rather than general operating or program support. Multiyear grants are awarded rarely.

The Fund is currently accepting letters of inquiry. Applications will be accepted until 5:30 p.m. EDT on July 15, 2011.

If you are entering a new request, please click on the link below to begin the application process. New users will be asked to create an online account using an email address and password. Please be sure to keep a record of the email address and password that is used to create the account as this information will be needed to access the in-process application. Applications are associated with one and only one account. Once the account is created you will be directed to the application form.

To begin a new application click here:

http://www.grantrequest.com/SID_1150/?SA=SNA&FID=35007 (http://www.grantrequest.com/SID_1150/?SA=SNA&FID=35007)

If you are a returning applicant and would like to access an in-process application, view a read only version of a past application, or if you have been invited to submit a full proposal, please click on the link below to access the Account Login screen:

http://www.grantrequest.com/SID_1150/?SA=AM (http://www.grantrequest.com/SID_1150/?SA=AM)

Applicants will be notified of the Fund's interest via e-mail within one month of each LOI deadline. An invitation to submit a full proposal does not guarantee funding.

c/o THE WASHINGTON POST COMPANY • 1150 FIFTEENTH STREET, NW • WASHINGTON, DC 20071

PHONE (202)-334-6640 • FAX (202)-334-4498

Schedule 5

2010 990 Report

Philip L. Graham Fund

Program Area	Grantee	Paid	Due in Future
<u>Public Charter School Grants</u>			
E	Cesar Chavez Public Charter Schools for Public Policy 709 12th Street, S.E. Washington, DC 20003 <i>to build two new student lavatories to accommodate the addition of a 9th grade class in August 2010 at Chavez Bruce Prep Charter School</i>	\$50,000.00	\$0.00
E	D C Preparatory Academy 707 Edgewood Street, NE Washington, DC 20017 <i>to support DC Prep's Achieving Excellence at Scale \$15.5M campaign to grow from three to six schools within the next four years</i>	\$50,000.00	\$0.00
E	Two Rivers Public Charter School 1227 4th St. NE Washington, DC 20002 <i>to purchase interactive whiteboards and other technologies for twelve classrooms</i>	\$50,000.00	\$0.00
Total Public Charter School Grants (3 items)		\$150,000.00	\$0.00
<u>Regular Cash Grants</u>			
A	AFI Silver Theatre and Cultural Center 8633 Colesville Road Silver Spring, MD 20910 <i>To purchase Sony SRW5100/I SR tape deck and related support equipment</i>	\$30,000.00	\$0.00
E	Alexandria Seaport Foundation PO Box 25036 Alexandria, VA 22313 <i>for the supplies and equipment needed to construct two traditional dory boats</i>	\$30,000.00	\$0.00
A	American Youth Philharmonic Orchestras 4026 Hummer Road Annandale, VA 22003 <i>To purchase a new fundraising database</i>	\$15,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	ARCH Training Center, Inc. 1227 Good Hope Road, SE Washington, DC 20020 <i>for the purchase of a 15-passenger van to transport at-risk youth to ARCH program centers</i>	\$30,000.00	\$0.00
E	Archbishop Carroll High School 4300 Harewood Road, NE Washington, DC 20017 <i>To install air conditioning in various sections of the school building</i>	\$75,000 00	\$0 00
H	Arlington Housing Corporation 2230 North Fairfax Drive Suite #100 Arlington, VA 22201 <i>to support the renovation of the community center at Virginia Gardens Apartments and improve and fence an adjoining playground</i>	\$25,000.00	\$0.00
H	Arlingtonians Meeting Emergency Needs, Inc. P.O. Box 7429 Arlington, VA 22207 <i>For general operating support</i>	\$20,000.00	\$0.00
A	Arts for the Aging 6917 Arlington Road Suite 352 Bethesda, MD 20814 <i>to upgrade technology infrastructure</i>	\$25,000.00	\$0 00
A	Atlas Performing Arts Center 1333 H Street, NE Washington, DC 20002 <i>to support upgrades to the entryway, lobby and cafe</i>	\$35,000.00	\$0.00
H	Bright Beginnings 128 M Street, NW Washington, DC 20001 <i>For the new Child and Family Development Center east of the Anacostia River</i>	\$75,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Central Fairfax Services, Inc. 6860 Commercial Dr. Springfield, VA 22151 <i>for the purchase of a passenger van for the use of the Community Based Department</i>	\$30,000.00	\$0.00
H	The Child And Family Network Centers 3701-A Mount Vernon Avenue Alexandria, VA 22305 <i>to upgrade hardware and software needed to support CFNC's technology infrastructure and improve operating efficiency</i>	\$35,000 00	\$0.00
H	The Children's Inn at NIH 7 West Drive Bethesda, MD 20814 <i>to fund the renovation of the Inn's North Building kitchens and dining areas</i>	\$40,000.00	\$0.00
H	Christ House 1717 Columbia Road, NW Washington, DC 20009 <i>to support the renovation and expansion of Kairos House</i>	\$50,000.00	\$0.00
A	Class Acts Arts, Inc. 8720 Georgia Avenue, Suite 303 Silver Spring, MD 20910 <i>to upgrade the Class Acts Arts' website</i>	\$25,000.00	\$0.00
H	Coalition for the Homeless 1234 Massachusetts Avenue, NW, Suite C1015 Washington, DC 20005 <i>To fund the installation of new windows at the Mickey Leland House</i>	\$45,000.00	\$0.00
H	Cornerstone, Inc. 1400 20th Street, NW - #G3 Washington, DC 20036 <i>to support Cornerstone's free summer air conditioning program for people with mental illness</i>	\$20,000.00	\$0.00
H	CASA For Children Of DC 515 M. St. SE, Bldg 74 Suite 200 Washington, DC 20003 <i>to fund the digitization of files and technology upgrades</i>	\$25,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	CrisisLink 2503-D N Harrison St., #114 Arlington, VA 22207 <i>to support the renovation of the new office and the upgrade of the telephone system infrastructure</i>	\$75,000.00	\$0.00
A	The Dance Institute of Washington 3400 14th Street, NW Washington, DC 20010 <i>To fund the installation of energy-saving window tinting and the implementation of HVAC upgrades</i>	\$25,000.00	\$0.00
A	D C Arts And Humanities Education Collaborative Inc 1835 14th Street NW Washington DC, DC 20009 <i>to support information technology upgrades</i>	\$25,000.00	\$0.00
H	DC Central Kitchen, Inc. 425 2nd St. NW Washington, DC 20001 <i>to support the renovation and furnishing of the new DC Central Commissary</i>	\$150,000.00	\$0.00
E	DC College Access Program 1029 Vermont Avenue, NW, Suite 400 Washington, DC 20005 <i>to support efforts to encourage and enable more DC public high school students to enroll in and graduate from college</i>	\$250,000.00	\$0.00
A	DC Youth Orchestra Program 1700 E. Capitol Street, NE Washington, DC 20003 <i>to fund the replacement of the organization's computer equipment</i>	\$25,000 00	\$0.00
H	Doorways for Women and Families PO Box 100185 Arlington, VA 22210 <i>To help complete the final payment for 5 affordable rental units for use as transitional housing</i>	\$50,000 00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	The Downtown Cluster's Geriatric Day Care Center, Inc. 926 Eleventh Street, NW Washington, DC 20001 <i>for the purchase of needed furniture and equipment</i>	\$40,000.00	\$0.00
E	Escuela Bolivia 2801 Clarendon Blvd Box 8, Suite 216 Arlington, VA 22201 <i>To purchase computers and furniture for a computer lab and textbooks</i>	\$15,000.00	\$0.00
H	Fairfax Court Appointed Special Advocates (CASA) Inc. 4103 Chain Bridge Road Suite 200 Fairfax, VA 22030 <i>to upgrade office technology to provide added security and efficiency to the operation</i>	\$35,000 00	\$0.00
H	Father McKenna Center 19 Eye Street, NW Washington, DC 20001 <i>For general operating support</i>	\$25,000.00	\$0.00
C	Federal City Council 1156 15th Street, NW #600 Washington, DC 20005-1767 <i>to support the future work of the Federal City Council through a contribution to the Council's Trust Fund</i>	\$100,000.00	\$0.00
E	First Book 1319 F Street, NW Suite 1000 Washington, DC 20004 <i>to fund the purchase of new, age-appropriate books for low-income children to be distributed through several D.C -area literacy programs</i>	\$35,000.00	\$0.00
E	Fishing School, Inc. 4737 Meade Street, NE Washington, DC 20019 <i>to complete building projects at the Tom Lewis Youth and Family Support Center</i>	\$35,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Free Minds Book Club & Writing Workshop 2201 P Street, NW Washington, DC 20037 <i>for support of the reading and writing program for youth incarcerated in the D C. Jail</i>	\$30,000.00	\$0.00
E	Hillside Work-Scholarship Connection 1183 Monroe Avenue Rochester, NY 14620 <i>To fund program expansion efforts in Prince George's County</i>	\$25,000.00	\$0.00
C	Historical Society of Washington, DC 801 K Street NW Washington, DC 20001 <i>to fund the operating costs of the Carnegie building for one month during the "Choosing to Participate" exhibit</i>	\$35,000.00	\$0.00
H	HomeAid Northern Virginia 3901 Centerview Drive, Suite E Chantilly, VA 20151 <i>to support the renovation of six transitional housing units in Northern Virginia that serve homeless families and individuals</i>	\$30,000.00	\$0.00
H	Homeless Childrens Playtime Project Inc 1525 Newton Street NW Washington, DC 20010 <i>to fund the purchase of portable playgrounds and air purifiers for use at homeless shelters for families as well as general operating support</i>	\$25,000.00	\$0.00
C	Hope House PO Box 60682 Washington, DC 20039 <i>to purchase needed technology infrastructure and build capacity of the organization over two years</i>	\$25,000.00	\$0.00
H	Housing Opportunities Community Partners, Inc. 10400 Detrick Avenue Kensington, MD 20895 <i>to provide reconditioned vehicles at a nominal cost to low-income working families</i>	\$20,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
J	International Reporting Project (Johns Hopkins University) 1619 Massachusetts Avenue, NW Washington, DC 20036 <i>to upgrade technology infrastructure</i>	\$25,000.00	\$0.00
H	IONA Senior Services 4125 Albermarle Street, NW Washington, DC 20016 <i>To support the renovation of the kitchen and bathrooms at the Adult Day Health Wellness and Arts Center</i>	\$45,000.00	\$0.00
E	Ivymount School, Inc. 11614 Seven Locks Road Rockville, MD 20854 <i>to support the renovation of expanded educational and training space for the Vocational Program</i>	\$75,000 00	\$0.00
H	Joseph's House Inc. 1730 Lanier Place, NW Washington, DC 20009 <i>To fund the purchase and installation of two lifts to enhance facility accessibility for disabled clients</i>	\$40,000.00	\$0.00
H	Kids Smiles, Inc. 3751 Island Avenue Philadelphia, PA 19153 <i>for the purchase of computers, office furniture, and equipment for Kids Smiles' new Benning Road D C Health Center</i>	\$50,000 00	\$0.00
E	Kingsbury Center 5000 14th St. NW Washington, DC 20011 <i>for the purchase of assistive technologies and computer hardware necessary to meet the educational needs of a student population with a wide range of learning disabilities</i>	\$40,000 00	\$0.00
H	Latin American Youth Center 1419 Columbia Road, NW Washington, DC 20009 <i>To support capital improvements at LAYC program and residential sites in Washington, D C and Maryland</i>	\$35,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
E	The Latino Student Fund 3480 Woodley Rd. NW Washington, DC 20016 <i>to support technological upgrades to the LSF's computer systems and website</i>	\$20,000.00	\$0.00
C	Library of Congress/Library of Congress Millennium Foundation 101 Independence Avenue, SE Washington, DC 20540 <i>to support the renovation of the Residential Scholars Center at the Library of Congress</i>	\$35,000.00	\$0.00
H	Lift, Inc. LIFT 800 7th Street, NW Suite 300 Washington, DC 20001 <i>for the purchase of equipment and furniture needed for expansion east of the Anacostia River</i>	\$20,000 00	\$0.00
A	Liz Lerman Dance Exchange 7117 Maple Avenue Takoma Park, MD 20912 <i>to fund facility improvements to enable greater income-generation and usage</i>	\$25,000.00	\$0.00
H	Martha's Table 2114 14th Street, NW Washington, DC 20009 <i>for the purchase of a mini school bus to be used to transport children to and from Martha's Table</i>	\$40,000.00	\$0.00
H	Maryland Vietnamese Mutual Association, Inc. (MVMA) 8121 Georgia Ave, Suite 503 Silver Spring, MD 20910 <i>to purchase and implement a client and outcomes database and a constituent relationship management tool</i>	\$20,000.00	\$0.00
H	Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20037 <i>To support recently expanded programs, including case management and indoor dinner for homeless men and women in downtown Washington, D C</i>	\$25,000.00	\$0 00

Program Area	Grantee	Paid	Due in Future
A	Musiclink Foundation 1043 N. McKinley Rd. Arlington, VA 22205 <i>to provide instruments for students and support program costs in D C</i>	\$10,000.00	\$0.00
C	National Academy of Sciences 500 Fifth Street, NW Washington, DC 20001 <i>To support the first phase of an independent evaluation of the District of Columbia Public Schools</i>	\$50,000.00	\$0.00
H	The National Center for Children and Families 6301 Greentree Road Bethesda, MD 20817 <i>To support construction costs for the Youth Activities Center</i>	\$50,000.00	\$0.00
H	National Multiple Sclerosis Society, National Capital Chapter 1800 M Street, NW Suite 750 South Washington, DC 20036 <i>To fund computer and infrastructure upgrades</i>	\$40,000.00	\$0.00
H	Neediest Kids Inc. 8283 Greensboro Drive McLean, VA 22102 <i>to fund the administrative costs of the partnership with Kids In Distressed Situations</i>	\$25,000.00	\$0.00
H	Nick's Place 4604 West Caroline Avenue Beltsville, MD 20705 <i>To support the renovation of the kitchen/dining area and other needed physical improvements to the house</i>	\$40,000.00	\$0.00
C	Old Naval Hospital Foundation 419 East Capitol Street, SE Washington, DC 20003 <i>to support the restoration of the historic Old Naval Hospital on Capitol Hill</i>	\$30,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Pacific News Service dba The Beat Within 275 Ninth Street 3rd Floor San Francisco, CA 94103 <i>to support The Beat Within program at New Beginnings Youth Center</i>	\$25,000.00	\$0.00
H	Pathways to Housing DC 101 Q Street, NE, Suite G Washington, DC 20002 <i>To purchase furniture and household items for apartments to house homeless individuals</i>	\$35,000.00	\$0.00
A	The Phillips Collection 1600 21st Street NW Washington, DC 20009 <i>to support the restoration of the Phillips house and the purchase of a new security system</i>	\$100,000.00	\$0.00
E	Posse Foundation 1319 F Street, NW Suite 604 Washington, DC 20006 <i>to purchase needed equipment and furniture related to office expansion</i>	\$30,000.00	\$0.00
H	Project Healing Waters Fly Fishing, Inc. 7665 Carol Road Port Tobacco, MD 20677 <i>to purchase a passenger van to transport staff, volunteers, event participants and equipment</i>	\$30,000.00	\$0.00
A	The Shakespeare Theatre 516 Eighth Street, SE Washington, DC 20003-2834 <i>to support the Shakespeare Free For All at the Sidney Harman Hall</i>	\$50,000.00	\$0.00
A	The Shakespeare Theatre 516 Eighth Street, SE Washington, DC 20003-2834 <i>to support the Shakespeare Free For All at the Sidney Harman Hall</i>	\$50,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
A	Signature Theatre Inc 4200 Campbell Avenue Arlington, VA 22206 <i>to purchase new wireless microphones and transmitters</i>	\$50,000.00	\$0.00
H	Smith Farm Center for Healing and the Arts 1632 U Street, N.W. Washington, DC 20009-6210 <i>to support the final phase of a three-year capital campaign to build-out and renovate program and office space to increase programming and provide handicap accessibility</i>	\$20,000 00	\$0.00
E	Spanish Education Development Center 1840 Kalorama Road, NW Washington, DC 20009 <i>to replace the 70-year old original windows in SED's historic facility</i>	\$50,000 00	\$0.00
H	St. Ann's Infant and Maternity Home 4901 Eastern Avenue Hyattsville, MD 20782-3301 <i>for the Mary McGrory Fund for Children and Families in honor of the 150th anniversary of St. Ann's Infant and Maternity Home</i>	\$150,000.00	\$0.00
E	St. Mary's College of Maryland Foundation 18952 E. Fisher Road St. Mary's City, MD 20686-3001 <i>To support the SMCM/LAYC Program to increase Latino-Latina participation in higher education</i>	\$25,000.00	\$0.00
A	Step Afrika! 1333 H Street, NE Washington, DC 20002 <i>To fund the 2010 Home Performance Series to be held at the Harman Center for the Arts</i>	\$25,000.00	\$0.00
A	The Strathmore Hall Foundation Inc. 5301 Tuckerman Lane North Bethesda, MD 20852 <i>To fund the restoration and electrical upgrade of the Strathmore campus' outdoor performance space</i>	\$25,000.00	\$0 00

Program Area	Grantee	Paid	Due in Future
A	The Studio Theatre, Inc. 1501 Fourteenth Street NW Washington, DC 20005 <i>to support the final phase of the theater's technology and infrastructure improvement initiative</i>	\$40,000.00	\$0.00
H	Transitional Housing Corporation 5101 16th Street, NW Washington, DC 20011 <i>To fund the installation of interior and exterior security cameras and monitoring equipment at two transitional housing sites</i>	\$15,000.00	\$0.00
H	United Community Ministries 7511 Fordson Road Alexandria, VA 22306 <i>To fund capital needs including a truck, a walk-in freezer, and a walk-in cooler</i>	\$45,000.00	\$0.00
H	Vanguard Services Unlimited 521 North Quincy Street Arlington, VA 22203 <i>to purchase a passenger van that will be used to transport adolescent boys residing in the Boys Recovery Lodge to a variety of program activities</i>	\$35,000.00	\$0.00
C	Washington Animal Rescue League 71 Oglethorpe Street, N.W. Washington, DC 20011 <i>for the purchase of an Adoption Mobile Unit</i>	\$45,000.00	\$0.00
A	Washington Drama Society, Inc. 1101 Sixth Street, SW Washington, DC 20024 <i>to support information technology infrastructure upgrades</i>	\$40,000.00	\$0.00
A	Washington National Opera 2600 Virginia Avenue, NW Suite 301 Washington, DC 20037 <i>for general operations and support of educational and community programs</i>	\$20,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Washington Tennis & Education Foundation The William H.G. Fitzgerald Tennis Center 16th & Kennedy Streets, NW Washington, DC 20011 <i>To support the building of a new education, tennis and community center in Ward 7</i>	\$75,000.00	\$0.00
A	Washington Youth Choir 733 Eighth Street, NW Washington, DC 20001 <i>for the purchase of uniforms, a keyboard, and sound amplification system as well as general operating support</i>	\$15,000.00	\$0.00
Total Regular Cash Grants (83 items)		\$3,440,000.00	\$0.00
<u>University Grants</u>			
E	American University 4400 Massachusetts Avenue, NW Washington, DC 20016-8060 <i>for general operating support</i>	\$100,000.00	\$0.00
E	Northern Virginia Community College Educational Foundation 7630 Little River Turnpike Annandale, VA 22003 <i>for general operating support of Northern Virginia Community College</i>	\$50,000.00	\$0.00
Total University Grants (2 items)		\$150,000.00	\$0.00
<u>Year-End Assistance Grants</u>			
H	ACTS of Prince William County P.O. Box 74 Dumfries, VA 22026 <i>for year-end emergency assistance</i>	\$8,000.00	\$0.00
H	Alive! 2723 King Street Alexandria, VA 22302 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Arlington Food Assistance Center 2708 South Nelson Street P.O. Box 6261 Arlington, VA 22206-0261 <i>for year-end emergency assistance</i>	\$6,500.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Arlington Street Peoples Assistance Network Inc 2708-B South Nelson Street Arlington, VA 22206 <i>for year-end emergency assistance</i>	\$5,500.00	\$0.00
H	Arlington-Alexandria Coalition for the Homeless 3103 9th Road North Arlington, VA 22201 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	Bethany House of Northern Virginia 6121 Lincolnia Road, Suites 302 & 303 Alexandria, VA 22312 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Bethel House 6810 Floral Park Road Brandywine, MD 20613 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Bread for the City 1525 7th Street, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$12,000.00	\$0.00
H	Calvary Women's Services 110 Maryland Avenue NE #103 Washington, DC 20002 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	Capital Area Food Bank 645 Taylor Street, NE Washington, DC 20017-2063 <i>to fund an account upon which area agencies unable to pay standard fees can draw</i>	\$100,000.00	\$0.00
H	Capitol Hill Group Ministry 421 Seward Square, SE Washington, DC 20003 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Carpenter's Shelter 930 North Henry Street Alexandria, VA 22314 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Catholic Community Services 924 G Street, NW Washington, DC 20001-4532 <i>for year-end emergency assistance</i>	\$12,000.00	\$0.00
H	Central Union Mission 1350 R Street, NW Washington, DC 20009 <i>for year-end emergency assistance</i>	\$6,000.00	\$0.00
H	Chevy Chase Presbyterian Church, dba Transition Assistance Program One Chevy Chase Circle, NW Washington, DC 20015 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Community Council for the Homeless at Friendship Place 4713 Wisconsin Avenue, NW Washington, DC 20016 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Community Crisis Services P.O. Box 149 Hyattsville, MD 20781 <i>for year-end emergency assistance</i>	\$4,000.00	\$0.00
H	Community Family Life Services 305 E Street, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	Downtown Cluster of Congregations, Homeless Services Unit 1313 New York Avenue, NW Washington, DC 20005 <i>for year-end emergency assistance</i>	\$7,000.00	\$0.00
H	FACETS 10640 Page Avenue Suite 300 Fairfax, VA 22030 <i>for year-end emergency assistance</i>	\$5,500.00	\$0.00
H	Food for Others 2938 Prosperity Avenue Fairfax, VA 22031-2209 <i>for year-end emergency assistance</i>	\$8,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Friends for Neighborhood Progress, dba Frederick Community Action Agency 100 South Market Street Frederick, MD 21701 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Friends of Falls Church Homeless Shelter P.O. Box 6979 Falls Church, VA 22040 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Georgetown Ministry Center 1041 Wisconsin Avenue, NW Washington, DC 20007 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	The Good Shepherd Alliance 20684 Ashburn Road Ashburn, VA 20147 <i>for year-end emergency assistance</i>	\$3,500.00	\$0.00
H	Hannah House 612 M Street NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	Interfaith Works Inc 114 W. Montgomery Avenue Rockville, MD 20850 <i>for year-end emergency assistance</i>	\$9,000.00	\$0.00
H	Lorton Community Action Center P.O. Box 154 Lorton, VA 154 <i>for year-end emergency assistance</i>	\$3,500.00	\$0.00
H	Loudoun Interfaith Relief, Inc. PO Box 6042 Leesburg, VA 20178 <i>for year-end emergency assistance</i>	\$9,000.00	\$0.00
H	Manna Food Center 9311 Gaither Road Gaithersburg, MD 20877 <i>for year-end emergency assistance</i>	\$8,000.00	\$0.00
H	Mary House, Inc. 4303 13th Street, NE Washington, DC 20017-3828 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Miriam's House P.O. Box 73618 Washington, DC 20056 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Mission of Love Charities 6180 Old Central Avenue Capitol Heights, MD 20743 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Mount Carmel House 471 G Place, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	My Sister's Place P.O. Box 29596 Washington, DC 20017 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	N Street Village 1333 N Street, NW Washington, DC 20005 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	Neighbors' Consejo 3118 16th Street, NW Washington, DC 20010 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Our Daily Bread 10777 Main Street, #320 Fairfax, VA 22030 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Rachael's Women's Center 1222 11th Street, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$2,500.00	\$0 00
H	S.E.R.V.E., Inc. PO Box 1357 Stafford, VA 22555 <i>for year-end emergency assistance</i>	\$6,000.00	\$0.00
H	The Salvation Army 2626 Pennsylvania Avenue, NW Washington, DC 20037 <i>for year-end emergency assistance</i>	\$9,000.00	\$0 00

Program Area	Grantee	Paid	Due in Future
H	Samaritan Ministry of Greater Washington 1516 Hamilton Street, NW Washington, DC 20011-3858 <i>for year-end emergency assistance</i>	\$6,500.00	\$0.00
H	Shepherd's Table 8210A Colonial Lane Silver Spring, MD 20910-3350 <i>for year-end emergency assistance</i>	\$7,500.00	\$0.00
H	SOME, Inc. 71 O Street, NW Washington, DC 20001-1290 <i>for year-end emergency assistance</i>	\$8,000.00	\$0.00
H	St. Luke's Shelter 3655 Calvert Street, NW Washington, DC 20007 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	St. Margaret's Episcopal Church Charlie's Place 1830 Connecticut Avenue, NW Washington, DC 20009 <i>for year-end emergency assistance</i>	\$2,000.00	\$0.00
H	Streetlight Community Outreach Ministries 1550 Prince William Parkway Woodbridge, VA 22191 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Thrive DC 1525 Newton Street, NW Suite G-1 Washington, DC 20001 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	United Communities Against Poverty P. O. Box 31356 1400 Doewood Lane Capitol Heights, MD 20731 <i>for year-end emergency assistance</i>	\$8,000.00	\$0.00
H	Volunteers of America, dba Bailey's Crossroads Community Shelter 3525 Moncure Avenue Falls Church, VA 22041 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
Total Year-End Assistance Grants (50 items)		\$344,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
Grand Totals (138 items)		\$4,084,000.00	\$0.00

Schedule 9
Philip L. Graham Fund
E.I.N. 52-6051781

Form 990-PF for 2010
Part I, Line 16(b) and Line 16(c)

Accounting Fees

Audit Fees	<u>\$ -</u>
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Other Professional Fees

Custodian management and Account Analysis Fee	<u>\$ 73,190</u>
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Schedule 10
Philip L. Graham Fund
E.I.N. 52-6051781

Form 990-PF for 2010
Part I, Line 18

Taxes

Estimated payments for 2010 Federal excise taxes	\$ 24,905
Refund for 2009 Federal excise taxes	<u>\$ (53,167)</u>
 Net tax expense	 \$ (28,262)