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Form 990-PF

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

2010

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 2010, or tax year beginning 01-01-2010, and ending 12-31-2010

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: JOHN GRAHAM FOUNDATION; A Employer identification number: 91-6339306; B Telephone number: (206) 359-8555; H Check type of organization: Section 501(c)(3) exempt private foundation; I Fair market value of all assets at end of year: \$ 1,814,974; J Accounting method: 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 (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	142,735	143,353	143,353			
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____		0	0			
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	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) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____ 0						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)	219,884 <input type="checkbox"/>	152,453	162,043			
	b Investments—corporate stock (attach schedule)	978,221 <input type="checkbox"/>	938,739	1,146,723			
	c Investments—corporate bonds (attach schedule)	295,911 <input type="checkbox"/>	337,903	362,855			
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)			0			
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
15 Other assets (describe <input type="checkbox"/> _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,636,751	1,572,448	1,814,974				
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 <input type="checkbox"/> _____)						
	23 Total liabilities (add lines 17 through 22)		0				
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds	1,636,751	1,572,448				
	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)	1,636,751	1,572,448					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,636,751	1,572,448					

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	1,636,751
2	Enter amount from Part I, line 27a	2	-61,209
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	63
4	Add lines 1, 2, and 3	4	1,575,605
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	3,157
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,572,448

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	14,848
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	250,279	1,582,406	0.158164
2008	280,278	1,944,554	0.144135
2007	205,165	2,178,069	0.094196
2006	204,942	2,128,913	0.096266
2005	111,077	2,068,931	0.053688

2	Total of line 1, column (d).	2	0.546448
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	0.10929
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	1,657,645
5	Multiply line 4 by line 3.	5	181,163
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	403
7	Add lines 5 and 6.	7	181,566
8	Enter qualifying distributions from Part XII, line 4.	8	200,818

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.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	403
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	403
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	403
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	462
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	462
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	59
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ▶ 59 Refunded ▶	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?		No
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>		No
c Did the foundation file Form 1120-POL for this year?		No
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>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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>		No
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?	Yes	
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WA _____		
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>	Yes	
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>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No	
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes		
14 The books are in care of ▶ <u>THOMAS C GORES</u> Telephone no ▶ <u>(206) 359-8555</u> Located at ▶ <u>1201 THIRD AVENUE SEATTLE WA</u> ZIP+4 ▶ <u>98101</u>				
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1" style="display:inline-table; vertical-align:middle;"><tr><td style="width:50px; text-align:center;">15</td></tr></table>	15			
15				
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		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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 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 20 of the instructions).	2b		No
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 checked="" 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p> <p>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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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).</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	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
PERKINS COIE LLP 1201 THIRD AVE SUITE 4800 SEATTLE, WA 98101	AGENT 3	5,350		
THOMAS C GORES 1201 THIRD AVE SUITE 4800 SEATTLE, WA 98101	TRUSTEE 1	0		
J KEVIN CALLAGHAN 1201 THIRD AVE SUITE 4800 SEATTLE, WA 98101	TRUSTEE 1	0		
STANLEY D SAVAGE 1201 THIRD AVE SUITE 4800 SEATTLE, WA 98101	TRUSTEE 1	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. 0

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

3 Five highest-paid independent contractors for professional services (see 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. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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	
2	
3 All other program-related investments. See page 24 of the instructions	

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	1,682,888
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,682,888
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,682,888
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	25,243
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,657,645
6	Minimum investment return. Enter 5% of line 5.	6	82,882

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	82,882
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	403
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	403
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	82,479
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	82,479
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	82,479

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	200,818
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	200,818
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	403
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	200,415

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				82,479
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			0	
b Total for prior years 2008, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				11,912
b From 2006.				100,928
c From 2007.				98,486
d From 2008.				184,012
e From 2009.				171,821
f Total of lines 3a through e.	567,159			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>200,818</u>				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2010 distributable amount.				82,479
e Remaining amount distributed out of corpus	118,339			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	685,498			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions.		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
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).	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).	11,912			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.	673,586			
10 Analysis of line 9				
a Excess from 2006.				100,928
b Excess from 2007.				98,486
c Excess from 2008.				184,012
d Excess from 2009.				171,821
e Excess from 2010.				118,339

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

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
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 200,000
b <i>Approved for future payment</i>				
Total				▶ 3b

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

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2010

Department of the Treasury
Internal Revenue Service

Name of organization
JOHN GRAHAM FOUNDATION

Employer identification number
91-6339306

Organization type (check one)

- Filers of:** **Section:**
- Form 990 or 990-EZ 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

General Rule—

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization
JOHN GRAHAM FOUNDATION

Employer identification number

91-6339306

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN GRAHAM TRUST 1201 THIRD AVE SUITE 4800 SEATTLE, WA 98101	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization JOHN GRAHAM FOUNDATION	Employer identification number 91-6339306
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Part II Noncash Property (see Instructions)

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

Name of organization JOHN GRAHAM FOUNDATION	Employer identification number 91-6339306
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Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.* (Complete columns (a) through (e) and the following line entry)
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

Additional Data

Software ID:
Software Version:
EIN: 91-6339306
Name: JOHN GRAHAM FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
A	50 ALBEMARLE CORP	P	2006-08-31	2010-01-27
B	75 ALBEMARLE CORP	P	2006-08-31	2010-09-02
C	15 AMAZON COM INC COM	P	2008-05-21	2010-01-22
D	65 AMERICAN TOWER CORP CLASS A	P	2009-10-09	2010-11-24
E	100 BOEING CO	P	2007-06-01	2010-01-22
F	55 BOEING CO	P	2008-03-18	2010-09-14
G	110 CVS CAREMARK CORPORATION	P	2005-11-02	2010-09-14
H	280 CHESAPEAKE ENERGY CORP	P	2009-09-18	2010-03-26
I	35 CHEVRON CORPORATION	P	2005-09-20	2010-01-27
J	75 CISCO SYSTEMS INC	P	2003-04-03	2010-01-27
K	100 COGNIZANT TECHNOLOGY SOLUTIO NS	P	2008-03-18	2010-01-22
L	45 COGNIZANT TECHNOLOGY SOLUTIO NS	P	2008-03-18	2010-03-26
M	95 COMCAST CORP NEW CL A	P	2009-03-26	2010-01-27
N	255 COMCAST CORP NEW CL A	P	2009-03-26	2010-09-02
O	50 DEERE & CO	P	2007-02-27	2010-01-22
P	5 DEERE & CO	P	2007-02-27	2010-07-14
Q	61 DEERE & CO	P	2007-04-04	2010-07-14
R	40 EOG RESOURCES INC	P	2006-10-30	2010-09-02
S	80 EOG RESOURCES INC	P	2006-10-30	2010-12-14
T	30 EMERSON ELEC CO COM	P	2005-09-20	2010-01-27
U	25000 EMERSON ELECTRIC CO 7 125% 08/15/10	P	2002-04-10	2010-08-15
V	6 FRONTIER COMMUNICATIONS CORP	P	2007-11-06	2010-07-19
W	57 FRONTIER COMMUNICATIONS CORP	P	2007-11-06	2010-08-05
X	155 GENERAL ELECTRIC CO COM	P	2009-04-27	2010-11-24
Y	50 GENERAL MILLS	P	2008-01-14	2010-01-22
Z	165 GILEAD SCIENCES INC	P	2010-03-26	2010-11-09
AA	50 GOLDMAN SACHS GROUP INC COM	P	2009-08-05	2010-01-22
AB	5 GOOGLE INC	P	2005-06-03	2010-01-22
AC	5 GOOGLE INC	P	2005-06-03	2010-03-26
AD	675 HUDSON CITY BANCORP INC	P	2009-09-18	2010-10-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	65 INTEL CORP COM	P	2009-08-05	2010-11-24
AF	30 INTERNATIONAL BUSINESS MACH	P	2008-05-08	2010-01-27
AG	10 INTERNATIONAL BUSINESS MACH	P	2007-05-30	2010-01-27
AH	375 ISHARES MSCI EAFE INDEX FUND	P	2005-09-20	2010-01-27
AI	170 JPMORGAN CHASE & CO	P	2008-01-25	2010-01-22
AJ	45 JOHNSON & JOHNSON	P	2008-12-08	2010-03-15
AK	100 L-3 COMMUNICATIONS HOLDINGS, INC	P	2005-05-03	2010-07-08
AL	40 MASTERCARD INC - CLASS A	P	2009-11-24	2010-05-27
AM	50 METLIFE INC	P	2007-07-12	2010-01-22
AN	80 MONSANTO CO	P	2008-09-24	2010-07-13
AO	50 MONSANTO CO	P	2009-09-15	2010-07-13
AP	150 NORTHERN TRUST	P	2008-03-18	2010-05-27
AQ	40 PRAXAIR INC COM	P	2003-03-17	2010-01-22
AR	10 PRAXAIR INC COM	P	2002-06-17	2010-01-22
AS	100 QUALCOMM INC COM	P	2006-08-01	2010-01-22
AT	75 RESEARCH IN MOTION LTD	P	2008-02-14	2010-08-02
AU	10000 SLM CORP 5 05% DUE 11/14/2014	P	2004-12-23	2010-01-20
AV	45 SCHLUMBERGER LTD	P	2005-08-26	2010-01-27
AW	90 STAPLES, INC	P	2006-12-05	2010-01-27
AX	310 STAPLES, INC	P	2006-12-05	2010-08-02
AY	180 STAPLES, INC	P	2009-09-15	2010-08-02
AZ	85 STERICYCLE INC	P	2006-12-06	2010-01-27
BA	90 SYSCO CORP COM	P	2008-01-14	2010-01-27
BB	10 SYSCO CORP COM	P	2008-01-14	2010-09-14
BC	80 SYSCO CORP COM	P	2001-04-09	2010-09-14
BD	75 SYSCO CORP COM	P	1997-01-17	2010-09-14
BE	45 TIME WARNER INC NEW	P	2006-11-22	2010-01-27
BF	125 THE TRAVELERS CO INC	P	2009-03-26	2010-04-27
BG	70 THE TRAVELERS CO INC	P	2009-04-27	2010-04-27
BH	10000 U S TREASURY NOTE 5 750% 08/15/2010	P	2003-04-28	2010-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BI	50000 U S TREASURY NOTE 5 750% 08/15/2010	P	2003-10-09	2010-08-15
BJ	100 UNITED TECHNOLOGIES CORP COM	P	2006-08-14	2010-01-22
BK	300 ETF VANGUARD EMERGING MKTS	P	2009-04-27	2010-11-24
BL	510 ETF VANGUARD EMERGING MKTS	P	2009-01-06	2010-11-24
BM	50 WASTE MANAGEMENT (NEW)	P	2007-10-08	2010-03-15
BN	200 WASTE MANAGEMENT (NEW)	P	2008-01-25	2010-03-15
BO	150 XTO ENERGY, INC	P	2008-07-16	2010-01-22
BP	100 XTO ENERGY, INC	P	2009-08-05	2010-01-22
BQ	70 YUM! BRANDS INC	P	2009-08-05	2010-01-27
BR	50 AMDOCS LIMITED	P	2005-02-18	2010-01-27
BS	30 AMDOCS LIMITED	P	2005-05-03	2010-01-27
BT	270 AMDOCS LIMITED	P	2005-05-03	2010-07-08
BU	100 COVIDIEN PLC	P	2009-06-08	2010-01-22
BV	55 COVIDIEN PLC	P	2009-06-08	2010-03-26
BW	50 TRANSOCEAN	P	2009-01-07	2010-01-27
BX	100 TRANSOCEAN	P	2009-01-07	2010-04-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	1,863		1,377	486
B	3,161		2,066	1,095
C	1,878		1,198	680
D	3,361		2,386	975
E	5,878		10,060	-4,182
F	3,477		4,195	-718
G	3,220		2,670	550
H	6,200		7,797	-1,597
I	2,581		2,261	320
J	1,715		1,037	678
K	4,621		2,799	1,822
L	2,290		1,260	1,030
M	1,474		1,372	102
N	4,567		3,682	885
O	2,715		2,759	-44
P	298		276	22
Q	3,640		3,261	379
R	3,573		2,692	881
S	7,308		5,385	1,923
T	1,248		1,018	230
U	25,000		26,410	-1,410
V	4		6	-2
W	425		607	-182
X	2,457		1,881	576
Y	3,566		2,843	723
Z	6,358		7,466	-1,108
AA	7,828		8,326	-498
AB	2,813		1,405	1,408
AC	2,803		1,405	1,398
AD	8,057		9,149	-1,092

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
AE	1,385		1,232	153
AF	3,779		3,740	39
AG	1,260		1,067	193
AH	20,227		21,593	-1,366
AI	6,766		7,517	-751
AJ	2,886		2,631	255
AK	7,362		7,073	289
AL	8,334		9,428	-1,094
AM	1,840		3,240	-1,400
AN	4,150		8,962	-4,812
AO	2,594		3,965	-1,371
AP	7,718		10,149	-2,431
AQ	3,183		1,124	2,059
AR	796		273	523
AS	4,758		3,447	1,311
AT	4,249		7,223	-2,974
AU	8,950		10,046	-1,096
AV	2,942		1,846	1,096
AW	2,118		2,360	-242
AX	6,431		8,128	-1,697
AY	3,734		4,104	-370
AZ	4,550		3,109	1,441
BA	2,464		2,592	-128
BB	288		288	
BC	2,303		1,104	1,199
BD	2,159		655	1,504
BE	1,202		1,983	-781
BF	6,444		4,974	1,470
BG	3,609		2,869	740
BH	10,000		14,977	-4,977

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
BI	50,000		52,454	-2,454
BJ	6,973		6,111	862
BK	13,953		7,950	6,003
BL	23,720		13,087	10,633
BM	1,666		1,926	-260
BN	6,663		6,193	470
BO	6,913		8,569	-1,656
BP	4,609		4,263	346
BQ	2,392		2,551	-159
BR	1,444		1,473	-29
BS	866		827	39
BT	7,520		7,442	78
BU	5,076		4,932	144
BV	2,726		2,712	14
BW	4,377		2,759	1,618
BX	8,596		5,517	3,079

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
A			486
B			1,095
C			680
D			975
E			-4,182
F			-718
G			550
H			-1,597
I			320
J			678
K			1,822
L			1,030
M			102
N			885
O			-44
P			22
Q			379
R			881
S			1,923
T			230
U			-1,410
V			-2
W			-182
X			576
Y			723
Z			-1,108
AA			-498
AB			1,408
AC			1,398
AD			-1,092

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
AE			153
AF			39
AG			193
AH			-1,366
AI			-751
AJ			255
AK			289
AL			-1,094
AM			-1,400
AN			-4,812
AO			-1,371
AP			-2,431
AQ			2,059
AR			523
AS			1,311
AT			-2,974
AU			-1,096
AV			1,096
AW			-242
AX			-1,697
AY			-370
AZ			1,441
BA			-128
BB			
BC			1,199
BD			1,504
BE			-781
BF			1,470
BG			740
BH			-4,977

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
BI			-2,454
BJ			862
BK			6,003
BL			10,633
BM			-260
BN			470
BO			-1,656
BP			346
BQ			-159
BR			-29
BS			39
BT			78
BU			144
BV			14
BW			1,618
BX			3,079

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PACIFIC NORTHWEST BALLET 301 MERCER STREET SEATTLE, WA 98109	NONE	501(C)(3)	CHARITABLE	25,000
SEATTLE OPERA ASSOCIATION PO BOX 9248 SEATTLE, WA 981090248	NONE	501(C)(3)	CHARITABLE	75,000
SEATTLE REPERTORY THEATRE 155 MERCER STREET SEATTLE, WA 981084639	NONE	501(C)(3)	CHARITABLE	25,000
ARTSFUND 10 HARRISON STREET SUITE 200 SEATTLE, WA 981096780	NONE	501(C)(3)	CHARITABLE	50,000
ACT THEATRE 700 UNION STREET SEATTLE, WA 98101	NONE	501(C)(3)	CHARITABLE	25,000
Total				200,000

3a

TY 2010 Accounting Fees Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE & REVIEW	2,577	2,319		258

**TY 2010 Investments Corporate
Bonds Schedule****Name:** JOHN GRAHAM FOUNDATION**EIN:** 91-6339306

Name of Bond	End of Year Book Value	End of Year Fair Market Value
EMERSON ELEC 4.875%	11,387	10,788
PRAXAIR 6.365% 4/1/12	27,086	26,667
GE 5.625% 9/15/17	24,635	27,413
HP NOTE 6.125% 3/1/14	20,250	22,648
HONEYWELL INTL 5.3%	24,527	27,821
SYSCO CORP 2/18 5.25%	23,180	27,549
DISNEY WALT 5.7% 7.15/11	25,636	25,705
DEERE JOHN 5.35% 4/18	24,828	27,623
CISCO SYS 5.5% 2/2016	18,966	22,822
COSTCO NOTE 5.5% 3/2017	20,390	22,787
UNITED TECH NOTE 4.875%	20,059	22,140
CATERPILLAR FIN SERV	19,641	21,949
CB JOHNSON CONTROLS	10,258	10,745
ABBOTT LABS 5.875%	11,976	11,544
BOEING CO 5% 3/15/14	11,235	10,970
COCA COLA 5.35% 11/17	11,802	11,314
GOLDMAN SACH 3.25% 6/12	10,507	10,381
JP MORGAN 2.125%	10,315	10,275
GCB PFIZER 6.2% 3/19	11,225	11,714

**TY 2010 Investments Corporate
Stock Schedule****Name:** JOHN GRAHAM FOUNDATION**EIN:** 91-6339306

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CISCO SYSTEMS INC	6,556	9,609
COSTCO WHOLESALE	3,366	10,831
ECOLAB INC	3,439	10,084
MICROSOFT CORP	8,320	11,164
PEPSICO INC	9,381	13,066
PRAXAIR INC	4,088	14,321
QUEST DIAGNOSTICS	8,998	10,794
SYSCO	2,031	7,203
BANK OF NEW YORK	11,056	9,815
CVS CAREMARK CORP	5,825	8,345
CHEVRON CORPORATION	7,917	11,406
EMERSON ELECTRIC	5,089	8,575
EXXON MOBIL	10,717	12,065
GOLDMAN SACHS	5,985	8,408
GOOGLE INC	5,621	11,879
ISHARES MSCI EAFE	84,578	88,785
JP MORGAN CHASE & CO	11,893	11,453
JOHNSON & JOHNSON	5,554	5,876
RAYTHEON CO	5,899	7,183
SCHLUMBERGER LTD	6,357	12,943
ALBERMARLE CORP	4,820	9,761
COGNIZANT TECHNOLOGY	6,586	18,689
EDISON INTERNATIONAL	8,723	7,720
GENERAL MILLS	8,024	10,677
ISHARES MCSI PAC JPN	34,035	51,678
QUALCOMM INC	8,616	12,373
STERICYCLE INC	6,036	13,352
TIME WARNER INC	8,471	8,203
UNITED TECHNOLOGIES	9,166	11,808
BECTON DICKINSON & CO	12,215	12,678

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BOEING CO	8,133	8,810
DEERE & CO.	6,596	11,544
FIRSTENERGY CORP	7,868	4,257
IBM	6,402	8,806
MARATHON OIL CORP	13,994	11,109
MCDONALDS CORP	6,433	11,130
METLIFE INC	16,525	15,110
VERIZON COMMUNICATIONS	9,803	8,587
AMAZON.COM	4,393	9,900
APPLE INC	2,500	16,128
IPATH COMMDITY ETN	39,522	38,805
MARSH & MCLENNAN COS	9,366	9,569
NATIONAL OILWELL VAR	14,423	13,450
ORACLE CORP	10,290	15,963
ELEMENTS ROGERS	62,408	60,984
COVIDIEN LTD	8,621	7,991
AMERICAN TOWER CORP	5,688	8,004
FIDELITY NATIONAL INFO S	6,105	6,847
GENERAL ELECTRIC CO	6,007	9,054
HEWLETT PACKARD	9,525	7,999
INTEL CORP	7,756	8,202
KRAFT FOODS INC	6,273	7,877
MORGAN STANLEY	7,878	7,075
NORFOLK SOUTHERN	7,333	9,423
ETF POWERSHARES	12,732	16,086
TEVA PHARM SP ADR	10,475	10,426
THERMO FISHER	8,971	13,840
ETF VANGUARD FTSE US	24,657	29,886
ETF VANGUARD EMER MK	15,139	28,406
WESTERN UNION CO	10,549	10,306

Name of Stock	End of Year Book Value	End of Year Fair Market Value
YUM BRANDS INC	9,820	13,734
ANHEUSER-BUSCH ADR	8,067	7,422
AVON PRODUCTS, INC	10,169	9,328
BAKER HUGHES INC	8,773	9,433
BANK OF AMERICA	8,076	6,857
BLACKROCK, INC	8,478	9,529
CARMAX INC	7,288	11,636
E M C CORP MASS	6,466	6,641
FRENSENIUS MED - ADR	7,438	7,961
HOME DEPOT INC	9,291	9,992
CEF ISHARES S&P MCAP	36,017	43,350
CEF ISHARES S&P SCAP	9,783	11,977
JOHNSON CONTROLS	6,056	8,213
KOHLS CORP	4,481	4,945
NOVARTIS AG ADR	9,447	10,316
OCCIDENTAL PETROLEUM	6,113	7,357
PACCAR INC	7,065	8,888
PFIZER INC	11,075	10,068
ETF POWERSHARES	19,160	23,145
SPDR S&P EMERGING AS	18,272	18,221
SPDR EMERGING LATIN	11,346	11,666
3M CO	7,224	7,336
VISA INC	7,273	6,897
WELLS FARGO & CO	10,165	9,607
WISCONSIN ENERGY	5,669	5,886

**TY 2010 Investments Government
Obligations Schedule**

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

**US Government Securities - End of
Year Book Value:**

152,453

**US Government Securities - End of
Year Fair Market Value:**

162,043

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2010 Other Decreases Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Description	Amount
2010 RIC INCOME POSTED IN 2011	14
LITIGATION DEPOSIT IN 2011 ADJUSTMENT	3,140
MISCELLANEOUS ADJUSTMENTS	3

TY 2010 Other Expenses Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WA STATE RENEWAL FEE	25	0		25

TY 2010 Other Increases Schedule**Name:** JOHN GRAHAM FOUNDATION**EIN:** 91-6339306

Description	Amount
2009 PURCHASE ACCRUED INTEREST	43
2009 RIC INCOME POSTED IN 2010	20

TY 2010 Other Professional Fees Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES	13,034	13,034		

TY 2010 Taxes Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	417	417		0
2009 990-PF EXTENSION PAYMENT	650	0		0