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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
THE GRAHAM FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 1104

City or town, state, and ZIP code
YORK, PA 174051104

A Employer identification number
23-6805421

B Telephone number (see page 10 of the instructions)
(717) 849-4045

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 16,856,401

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	120,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	62	62		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	383,280			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)		383,280		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	204,602	181,865		
	12 Total. Add lines 1 through 11	707,944	565,207		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	1,000	0		1,000
	c Other professional fees (attach schedule)	3,731	3,731		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	8,000	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	12,731	3,731		1,000
	25 Contributions, gifts, grants paid	1,052,308			1,052,308
	26 Total expenses and disbursements. Add lines 24 and 25	1,065,039	3,731		1,053,308
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-357,095			
	b Net investment income (if negative, enter -0-)		561,476		
	c Adjusted net income (if negative, enter -0-)				

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	19,597	58,560	58,560
	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)	753,251	269,313	501,159
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	15,634,629	15,722,509	16,296,682
	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)	16,407,477	16,050,382	16,856,401	
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)	0	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	16,407,477	16,050,382	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	16,407,477	16,050,382	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,407,477	16,050,382	

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)	16,407,477
2	Enter amount from Part I, line 27a	-357,095
3	Other increases not included in line 2 (itemize) ▶ _____	0
4	Add lines 1, 2, and 3	16,050,382
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	16,050,382

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			(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	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	383,280
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))
2010	1,438,298	16,841,432	0 085402
2009	2,374,105	15,777,840	0 150471
2008	1,171,912	20,939,281	0 055967
2007	3,976,110	23,514,924	0 169089
2006	179,050	21,756,096	0 008230

2	Total of line 1, column (d).	2	0 469159
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 093832
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	17,261,267
5	Multiply line 4 by line 3.	5	1,619,659
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,615
7	Add lines 5 and 6.	7	1,625,274
8	Enter qualifying distributions from Part XII, line 4.	8	1,053,308

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 VIExcise 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	11,230
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	11,230
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	11,230
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,239	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	10,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	15,239
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	104
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	3,905
11		Enter the amount of line 10 to be Credited to 2012 estimated tax	3,905	Refunded	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		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)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		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? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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  N/A	13	Yes	
14	The books are in care of  WILLIAM H KERLIN JR Telephone no  (717) 849-4001 Located at  1420 SIXTH AVE YORK PA ZIP+4  17403			
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.	15		
16	At any time during calendar year 2011, 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 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 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.  <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?.	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?. If "Yes," list the years  20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 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 checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.</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 2011?	4b		No

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)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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 C GRAHAM	TRUSTEE	0	0	0
1420 SIXTH AVENUE YORK, PA 17403	1 00			
WILLIAM H KERLIN JR	TRUSTEE	0	0	0
1420 SIXTH AVENUE YORK, PA 17403	3 00			
INGRID A GRAHAM	TRUSTEE	0	0	0
1420 SIXTH AVENUE YORK, PA 17403	1 00			
KRISTIN GRAHAM	TRUSTEE	0	0	0
1420 SIXTH AVENUE YORK, PA 17403	0 00			
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 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	794,479
b	Average of monthly cash balances.	1b	40,202
c	Fair market value of all other assets (see page 24 of the instructions).	1c	16,689,448
d	Total (add lines 1a, b, and c).	1d	17,524,129
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	17,524,129
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	262,862
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,261,267
6	Minimum investment return. Enter 5% of line 5.	6	863,063

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	863,063
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	11,230
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	3,261
c	Add lines 2a and 2b.	2c	14,491
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	848,572
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	848,572
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	848,572

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	1,053,308
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,053,308
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,053,308
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 2010	(c) 2010	(d) 2011
1		Distributable amount for 2011 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2011			
a		Enter amount for 2010 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2011			
a		From 2006.			
b		From 2007.			
c		From 2008.			
d		From 2009.			
e		From 2010.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2011 from Part XII, line 4			
a		Applied to 2010, 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 2011 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2011 (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			
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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f		Undistributed income for 2011 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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).			
9		Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a		Excess from 2007.			
b		Excess from 2008.			
c		Excess from 2009.			
d		Excess from 2010.			
e		Excess from 2011.			

Part XIVPrivate 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 2011, 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)

☐ 4942(j)(3) or ☐ 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary 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.)

1Information 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))

DONALD C GRAHAM

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

2Information 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

WILLIAM H KERLIN JR
PO BOX 1104
YORK, PA 17405
(717) 849-4001

b

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

NO SPECIFIC FORM

c

Any submission deadlines

NONE

d

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

AS DIRECTED BY TRUSTEES TO ANY CHARITABLE ORGANIZATION IN THE UNITED STATES NO INDIVIDUALS

Part XV

Supplementary Information (continued)

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)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3a</div>	1,052,308
<div>b Approved for future payment</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3b</div>	11,565,300

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					
4	Dividends and interest from securities. . . .			14	62	
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.					
8	Gain or (loss) from sales of assets other than inventory			18	383,280	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a INVESTMENT IN GCP I, LP		32	01	181,953	
b	INVESTMENT IN GCHFP I, LP	523000	22,705	01	509	
c	INVESTMENT IN CDO INVESTOR, LP			01	-597	
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		22,737		565,207	0
13	Total. Add line 12, columns (b), (d), and (e).			13		587,944





[illegible]

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

[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	
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					
*****		2012-11-20		*****	
Signature of officer or trustee		Date		Title	
Sign Here Paid Preparer's Use Only	Preparer's Signature  JILL A MARTIN		Date 2012-11-19		Check if self-employed <input checked="" type="checkbox"/>
	Firm's name  PARENTEBEARD LLC		Firm's EIN  23-2932984		PTIN P00011691
	SUITE 200 221 W PHILADELPHIA ST				
	Firm's address  YORK, PA 174012993		Phone no (717) 846-7000		

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div>	<div>OMB No 1545-0047</div>
		<div>2011</div>

<div>Name of organization</div> <div>THE GRAHAM FOUNDATION</div>	<div>Employer identification number</div> <div>23-6805421</div>
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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 in the heading 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 THE GRAHAM FOUNDATION	Employer identification number 23-6805421
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Part I Contributors (see instructions) Use duplicate copies of Part III
additional space is needed

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
3	GRAHAM PARTNERS INC 3811 WEST CHESTER PIKE BLDG 2 SUITE NEWTOWN SQUARE, PA 19073	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	<div> <div>Person</div> <div><input type="checkbox"/></div> </div> <div> <div>Payroll</div> <div><input type="checkbox"/></div> </div> <div> <div>Noncash</div> <div><input type="checkbox"/></div> </div> <div>(Complete Part II if there is a noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_____	<div>_____</div> <div>_____</div> <div>_____</div>	\$ _____	<div> <div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> </div> <div>(Complete Part II if there is a noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of 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 THE GRAHAM FOUNDATION	Employer identification number 23-6805421
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<div>Part II</div> <div>Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed</div>			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____

Name of organization THE GRAHAM FOUNDATION	Employer identification number 23-6805421
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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) ➤ \$

Use duplicate copies of Part III if additional space is needed

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

Additional Data

Software ID:
Software Version:
EIN: 23-6805421
Name: THE GRAHAM FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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)
INVESTMENT IN GCPI, LP	P		
INVESTMENT IN GCPI, LP	P		
INVESTMENT IN GCPI, LP	P		
INVESTMENT IN GCHFPI, LP	P		
INVESTMENT IN GCHFPI, LP	P		
INVESTMENT IN GCHFPI, LP	P		
INVESTMENT IN GCHFPI, LP	P		

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)
			-41,733
			360,191
			-1,326
			25,164
			34,438
			1,320
			5,226

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) 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	
			-41,733
			360,191
			-1,326
			25,164
			34,438
			1,320
			5,226

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>				
AFRICAN WILDLIFE FOUNDATION 1400 SIXTEENTH STREET NW SUITE 120 WASHINGTON,DC 200362249	NONE	501(C)(3)	GENERAL FUND	50,000
AMERICAN CANCER SOCIETYPO BOX 22718 OKLAHOMA CITY,OK 73123	NONE	501(C)(3)	GENERAL FUND	1,250
AMERICAN DIABETES3544 NORTH PROGRESS AVE SUITE 103 HARRISBURG,PA 17110	NONE	501(C)(3)	GENERAL FUND	1,000
AMERICAN RED CROSS724 SOUTH GEORGE STREET YORK,PA 174033183	NONE	501(C)(3)	GENERAL FUND	5,000
ATKINS HOUSE307 EAST KING STREET YORK,PA 17403	NONE	501(C)(3)	GENERAL FUND	500
BYRNES HEALTH EDUCATION CENTER515 SOUTH GEORGE STREET YORK,PA 17403	NONE	501(C)(3)	GENERAL FUND	1,000
BT EXPRESS101 WEST COLLEGE AVENUE YORK,PA 17401	NONE	501(C)(3)	GENERAL FUND	1,000
CAMP HALE1616 CAPITOL AVE STE 9000 OMAHA,NE 68102	NONE	501(C)(3)	GENERAL FUND	500
COMMONWEALTH FOUNDATION 3544 NORTH PROGRESS AVE SUITE 101 HARRISBURG,PA 17110	NONE	501(C)(3)	GENERAL FUND	250
CRISPUS ATTUCKS ASSOCIATION 605 SOUTH DUKE STREET YORK,PA 17403	NONE	501(C)(3)	CAPITAL CAMPAIGN	62,500
CULTURAL ALLIANCE OF YORK COUNTY INC14 WEST MARKET STREET YORK,PA 17401	NONE	501(C)(3)	ANNUAL CAMPAIGN	11,000
DOVER HISTORICAL SOCIETYPO BOX 534 DOVER,MA 02030	NONE	501(C)(3)	GENERAL FUND	500
DOWNTOWN INC1 EAST MARKET STREET SUITE 202 YORK,PA 17401	NONE	501(C)(3)	GENERAL FUND	500
DREAMWRIGHTS YOUTH AND FAMILY THEATRE100 CARLISLE AVENUE YORK,PA 174043237	NONE	501(C)(3)	GENERAL FUND	1,000
EAGLEBROOK SCHOOL271 PINE NOOK ROAD DEERFIELD,MA 01342	NONE	501(C)(3)	CAPITAL CAMPAIGN	20,000
FOUNDATION OF THE YORK96 S GEORGE ST SUITE 300 YORK,PA 17401	NONE	501(C)(3)	GENERAL FUND	500
HISTORIC YORK465 PROSPECT STREET PO BOX 2312 YORK,PA 17405	NONE	501(C)(3)	GENERAL FUND	250
JEWISH COMMUNITY CENTER2000 HOLLYWOOD DRIVE YORK,PA 17403	NONE	501(C)(3)	GENERAL FUND	1,500
JEWISH FAMILY SERVICES2000 HOLLYWOOD DRIVE YORK,PA 17403	NONE	501(C)(3)	GENERAL FUND	500
LEG UP FARM4880 N SHERMAN STREET MT WOLF,PA 17347	NONE	501(C)(3)	CAPITAL CAMPAIGN	20,000
LSS FOUNDATION1050 PENNSYLVANIA AVENUE YORK,PA 17404	NONE	501(C)(3)	GENERAL FUND	1,000
MAKE-A-WISH FOUNDATION2057 WHITEFORD ROAD SUITE 304 YORK,PA 17402	NONE	501(C)(3)	GENERAL FUND	1,500
MEMORIAL HOSPITAL325 SOUTH BELMONT STREET PO BOX 15118 YORK,PA 17405	NONE	501(C)(3)	GENERAL FUND	500
NAMI PA YORK COUNTY140 ROOSEVELT AVENUE SUITE 200 YORK,PA 17401	NONE	501(C)(3)	GENERAL FUND	500
NEW BIRTH OF FREEDOM COUNCIL2139 WHITE STREET YORK,PA 17404	NONE	501(C)(3)	GENERAL FUND	3,500
OLIVIA'S HOUSE830 SOUTH GEORGE STREET YORK,PA 17403	NONE	501(C)(3)	GENERAL FUND	250
OUR DAILY BREAD331 SOUTH GEORGE STREET YORK,PA 17403	NONE	501(C)(3)	GENERAL FUND	200
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN20 NORTH MARKET SQUARE SUITE 300 HARRISBURG,PA 17101	NONE	501(C)(3)	GENERAL FUND	500
PENNSYLVANIA STATE UNIVERSITY - YORK1031 EDGECOMB AVENUE YORK,PA 174033398	NONE	501(C)(3)	CAPITAL CAMPAIGN	5,000
PENNSYLVANIA STATE UNIVERSITY - YORK1031 EDGECOMB AVENUE YORK,PA 174033398	NONE	501(C)(3)	GENERAL FUND	1,600


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 Paid during the year				
PENN-MAR HUMAN SERVICES310 OLD FREELAND ROAD PO BOX 36 MARYLAND LINE,MD 21105	NONE	501(C)(3)	GENERAL FUND	500
SALVATION ARMY50 EAST KING STREET YORK,PA 17403	NONE	501(C)(3)	GENERAL FUND	1,000
SCIENCE CENTER OF NEW HAMPSHIRE23 SCIENCE CENTER ROAD HOLDERNESS,NH 03245	NONE	501(C)(3)	GENERAL FUND	500
SCORE YORK CHAPTER 441221 PENNSYLVANIA AVENUE YORK,PA 17404	NONE	501(C)(3)	GENERAL FUND	500
SQUAM LAKES CONSERVATION SOCIETYPO BOX 696 HOLDERNESS,NH 032450696	NONE	501(C)(3)	CONSERVATION FUND	25,000
SQUAM LAKES ASSOCIATION534 US 3 HOLDERNESS,NH 03245	NONE	501(C)(3)	GENERAL FUND	1,000
STRAND CAPITOL PERFORMING ARTS CENTER50 NORTH GEORGE STREET YORK,PA 17401	NONE	501(C)(3)	CAPITAL CAMPAIGN	60,000
TENNIS FOR KIDS2315 FREYSVILLE ROAD RED LION,PA 17356	NONE	501(C)(3)	GENERAL FUND	500
THE ANGELS - GIVING TO THOSE IN NEED2897 DEER CHASE LANE YORK,PA 174039586	NONE	501(C)(3)	GENERAL FUND	1,000
THE BOBCAT FOUNDATION41 HARDING STREET MANCHESTER,PA 17345	NONE	501(C)(3)	GENERAL FUND	500
THE SECOND MILE3607 ROSEMONT AVENUE SUITE 501 CAMP HILL,PA 17011	NONE	501(C)(3)	CAPITAL CAMPAIGN	4,000
UNITED WAY OF YORK COUNTY 800 EAST KING STREET PO BOX 1663 YORK,PA 174051663	NONE	501(C)(3)	GENERAL FUND	41,500
UNIVERSITY OF PA MUSEUM OF ARCHAEOLOGY & ANTHROPOLOGY3260 SOUTH STREET PHILADELPHIA,PA 19104	NONE	501(C)(3)	DIRECTOR'S DISCRETIONARY FUND	50,000
UNIVERSITY OF PA MUSEUM OF ARCHAEOLOGY & ANTHROPOLOGY3260 SOUTH STREET PHILADELPHIA,PA 19104	NONE	501(C)(3)	LOREN EISELEY SOCIETY	25,000
WELLINGTON YOUTH SPORTS & RECREATIONPO BOX 491 YORK,PA 17405	NONE	501(C)(3)	GENERAL FUND	1,000
Y COMMUNITY DEVELOPMENT90 N NEWBERRY ST YORK,PA 17401	NONE	501(C)(3)	NEWBERRY STREET PROJECT	6,000
YCCAC6 SPRUCE STREET PO BOX 72 SANFORD,ME 04073	NONE	501(C)(3)	GENERAL FUND	500
YMCA OF YORK90 NORTH NEWBERRY STREET YORK,PA 17401	NONE	501(C)(3)	STRONG KIDS CAPITAL CAMPAIGN	1,000
YORK BENEVOLENT ASSOCIATION301 KINGS MILL ROAD YORK,PA 17401	NONE	501(C)(3)	GENERAL FUND	100
YORK CATHOLIC HIGH SCHOOL 601 EAST SPRINGETTSBURY AVENUE YORK,PA 17403	NONE	501(C)(3)	CAPITAL CAMPAIGN	8,000
YORK CITY LITTLE LEAGUEPO BOX 1062 YORK,PA 174051602	NONE	501(C)(3)	CAPITAL CAMPAIGN	5,000
YORK CITY RECREATION AND PARKS101 SOUTH GEORGE STREET YORK,PA 17401	NONE	501(C)(3)	GENERAL FUND	2,208
YORK COUNTS105 LEADER HEIGHTS ROAD YORK,PA 17403	NONE	501(C)(3)	GENERAL FUND	2,000
YORK COUNTY COMMUNITY FOUNDATION14 WEST MARKET STREET YORK,PA 17401	NONE	501(C)(3)	CAPITAL CAMPAIGN	15,000
YORK COUNTY COMMUNITY FOUNDATION14 WEST MARKET STREET YORK,PA 17401	NONE	501(C)(3)	ENDOWMENT FUND	10,000
YORK COUNTY COMMUNITY FOUNDATION14 WEST MARKET STREET YORK,PA 17401	NONE	501(C)(3)	GENERAL FUND	1,000
YORK COUNTY HERITAGE250 EAST MARKET STREET YORK,PA 17403	NONE	501(C)(3)	GENERAL FUND	500
YORK COUNTY HONORS CHOIR50 N GEORGE STREET YORK,PA 17401	NONE	501(C)(3)	GENERAL FUND	500
YORK COUNTY LITERACY COUNCIL800 EAST KING STREET YORK,PA 17403	NONE	501(C)(3)	GENERAL FUND	500
YORK COUNTY RAIL TRAILPO BOX 335 SEVEN VALLEYS,PA 17360	NONE	501(C)(3)	CAPITAL CAMPAIGN	15,000

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>				
YORK COUNTY RAIL TRAILPO BOX 335 SEVEN VALLEYS, PA 17360	NONE	501(C)(3)	GENERAL FUND	500
YORK DAY NURSERY450 EAST PHILADELPHIA STREET YORK, PA 17403	NONE	501(C)(3)	ANNUAL CAMPAIGN	1,000
YORK HEALTH FOUNDATION45 MONUMENT ROAD SUITE 200 YORK, PA 17403	NONE	501(C)(3)	GENERAL FUND	2,500
YORK SPORTS NIGHTPO BOX 1509 YORK, PA 17405	NONE	501(C)(3)	GENERAL FUND	500
YOUNG LIFEPO BOX 1171 YORK, PA 17405	NONE	501(C)(3)	GENERAL FUND	4,000
YWCA OF YORK320 EAST MARKET STREET YORK, PA 17403	NONE	501(C)(3)	CAPITAL CAMPAIGN	570,000
YWCA OF YORK320 EAST MARKET STREET YORK, PA 17403	NONE	501(C)(3)	ACCESS YORK	1,200
Total			3a	1,052,308

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)				
b <i>Approved for future payment</i>				
CRISPUS ATTUCKS ASSOCIATION 605 SOUTH DUKE STREET YORK,PA 17403	NONE	501(C)(3)	CAPITAL CAMPAIGN	62,500
EAGLEBROOK SCHOOL271 PINE NOOK ROAD DEERFIELD,MA 01342	NONE	501(C)(3)	CAPITAL CAMPAIGN	40,000
HAAC YORK CAMPUS1 HACC DRIVE M-260 HARRISBURG,PA 171102999	NONE	501(C)(3)	SCHOLARSHIP CAMPAIGN	40,000
HSS FUND INC535 EAST 70TH STREET NEW YORK,NY 10021	NONE	501(C)(3)	CAPITAL CAMPAIGN	10,000
LEG UP FARM4880 N SHERMAN STREET MT WOLF,PA 17347	NONE	501(C)(3)	CAPITAL CAMPAIGN	80,000
LOGOS ACADEMYP 0 BOX 1272 YORK,PA 17405	NONE	501(C)(3)	CAPITAL CAMPAIGN	25,000
PENN STATE YORK - EDWARD M ELIAS SCIBLDG1031 EDGEComb AVENUE YORK,PA 174033398	NONE	501(C)(3)	CAPITAL CAMPAIGN	10,000
PENN STATE YORK - ENTREPRENEURIAL STUDIES1031 EDGEComb AVENUE YORK,PA 174033398	NONE	501(C)(3)	CAPITAL CAMPAIGN	267,000
STRAND CAPITOL PERFORMING ARTS CENTER50 NORTH GEORGE STREET YORK,PA 17401	NONE	501(C)(3)	CAPITAL CAMPAIGN	60,000
THE SECOND MILE3607 ROSEMONT AVENUE SUITE 501 CAMP HILL,PA 17011	NONE	501(C)(3)	CAPITAL CAMPAIGN	3,000
UNIVERSITY OF MICHIGAN (ESI) 3003 SOUTH STATE STREET ROOM 8070 ANN ARBOR,MI 481091288	NONE	501(C)(3)	GENERAL FUND	6,810,800
UNIVERSITY OF PENNSYLVANIA 3620 SOUTH STREET PHILADELPHIA,PA 19104	NONE	501(C)(3)	CAPITAL CAMPAIGN	100,000
YMCA OF YORK - NEWBERRY ST90 NORTH NEWBERRY STREET YORK,PA 17401	NONE	501(C)(3)	CAPITAL CAMPAIGN	12,000
YORK CITY LITTLE LEAGUEPO BOX 1062 YORK,PA 174051602	NONE	501(C)(3)	CAPITAL CAMPAIGN	5,000
YORK COLLEGE OF PENNSYLVANIA 441 COUNTRY CLUB ROAD YORK,PA 17403	NONE	501(C)(3)	GENERAL FUND	4,000,000
YWCA OF YORK320 EAST MARKET STREET YORK,PA 17403	NONE	501(C)(3)	CAPITAL CAMPAIGN	40,000
Total  3b				11,565,300

TY 2011 Accounting Fees Schedule

Name: THE GRAHAM FOUNDATION

EIN: 23-6805421

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	1,000	0		1,000

TY 2011 Investments Government Obligations Schedule

Name: THE GRAHAM FOUNDATION

EIN: 23-6805421

US Government Securities - End of Year Book Value:	269,313
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US Government Securities - End of Year Fair Market Value:	501,159
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State & Local Government Securities - End of Year Book Value:	0
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State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2011 Investments - Other Schedule**Name:** THE GRAHAM FOUNDATION**EIN:** 23-6805421

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN GRAHAM CAPITAL PARTNERS I, LP	AT COST	12,891,604	13,832,040
INVESTMENT IN GRAHAM CAPITAL HEDGE FUND PARTNERS I, LP	AT COST	2,616,890	2,464,277
INVESTMENT IN GSC PARTNERS CDO INVESTORS, LP	AT COST	214,015	365

TY 2011 Other Income Schedule**Name:** THE GRAHAM FOUNDATION**EIN:** 23-6805421

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INVESTMENT IN GCP I, LP	181,985	181,953	181,985
INVESTMENT IN GCHFP I, LP	23,214	509	23,214
INVESTMENT IN CDO INVESTOR, LP	-597	-597	-597

TY 2011 Other Professional Fees Schedule

Name: THE GRAHAM FOUNDATION

EIN: 23-6805421

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	3,731	3,731		0

TY 2011 Taxes Schedule

Name: THE GRAHAM FOUNDATION

EIN: 23-6805421

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	8,000	0		0