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Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation | OMB No 1545-0052

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.

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: RODGER A GRAEF FOUNDATION 050007307000

A Employer identification number: 88-0485247

Number and street (or P O box number if mail is not delivered to street address): P O BOX 3168 | Room/suite

B Telephone number (see instructions): (503) 275-4327

City or town, state, and ZIP code: PORTLAND, OR 97208

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 ▶ ☐

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

H Check type of organization: [X] 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) ▶ $ 2,061,053.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

ENVELOPE POSTMARK DATE MAY 15 2012

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 instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	54,219.	54,219.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	19,147.			
	b Gross sales price for all assets on line 6a 414,047.				
	7 Capital gain net income (from Part IV, line 2)		19,147.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	73,366.	73,366.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	43,776.	39,399.		4,378.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	1,500.	NONE	NONE	1,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	1,723.			1,723.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	1,554.			1,554.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	48,553.	39,399.	NONE	9,155.
	25 Contributions, gifts, grants paid	115,000.			115,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	163,553.	39,399.	NONE	124,155.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-90,187.			
	b **Net investment income** (if negative, enter -0-)		33,967.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		214.	214.
	2	Savings and temporary cash investments	65,956.	126,423.	126,423.
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S. and state government obligations (attach schedule) STMT 7	148,991.	49,174.	51,349.
	b	Investments - corporate stock (attach schedule) STMT 8	1,345,751.	1,636,386.	1,806,099.
	c	Investments - corporate bonds (attach schedule) STMT 11	418,123.	76,319.	76,968.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,978,821.	1,888,516.	2,061,053.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	1,978,821.	1,888,516.	
	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 instructions)	1,978,821.	1,888,516.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,978,821.	1,888,516.	

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	1,978,821.
2	Enter amount from Part I, line 27a	2	-90,187.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	1,895.
4	Add lines 1, 2, and 3	4	1,890,529.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	2,013.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,888,516.

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	PUBLICLY TRADED SECURITIES			
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	404,808.		394,900.	9,908.
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				9,908.
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** 19,147.

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 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 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	83,068.	2,121,640.	0.03915273091
2009	87,969.	1,947,992.	0.04515880969
2008	139,365.	2,322,783.	0.05999914757
2007	145,376.	2,656,747.	0.05471954989
2006	131,413.	2,584,895.	0.05083881550

2	**Total** of line 1, column (d)	2	0.24986905356
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	0.04997381071
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,211,724.
5	Multiply line 4 by line 3	5	110,528.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	340.
7	Add lines 5 and 6	7	110,868.
8	Enter qualifying distributions from Part XII, line 4	8	124,155.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b	1	340.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	340.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	340.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,012.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,012.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	672.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 340. **Refunded** ▶	11	332.

Part VII-A Statements Regarding Activities

		Line	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ________ (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? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NV			
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		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ US BANK Telephone no. ▶ (503)275-4327

Located at ▶ 555 SW OAK, PORTLAND, OR ZIP + 4 ▶ 97204

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		X
	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . [ ] Yes [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . [ ] Yes [ ] No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] 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 instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		45,276.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,139,489.
b	Average of monthly cash balances	1b	105,916.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,245,405.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,245,405.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,681.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,211,724.
6	**Minimum investment return.** Enter 5% of line 5	6	110,586.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	110,586.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	340.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	340.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	110,246.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	110,246.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	110,246.

Part XII Qualifying Distributions (see 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	124,155.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	124,155.
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 instructions)	5	340.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	123,815.

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 instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				110,246.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			NONE	
b	Total for prior years 20 09 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 NONE				
b	From 2007 NONE				
c	From 2008 16,644.				
d	From 2009 NONE				
e	From 2010 NONE				
f	Total of lines 3a through e	16,644.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 124,155.				
a	Applied to 2010, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				110,246.
e	Remaining amount distributed out of corpus	13,909.			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	30,553.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	30,553.			
10	Analysis of line 9:				
a	Excess from 2007 NONE				
b	Excess from 2008 16,644.				
c	Excess from 2009 NONE				
d	Excess from 2010 NONE				
e	Excess from 2011 13,909.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 foundation had $5,000 or more in assets at any time during the year - see 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).)

SEE ATTACHED DETAIL

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.

SEE ATTACHED DETAIL

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 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:

SEE STATEMENT 17

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 *Paid during the year*				
SEE STATEMENT 21				
Total . . . . . . ▶ **3a**				115,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	54,219.	
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	19,147.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				73,366.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 73,366.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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) is based on all information of which preparer has any knowledge

Mark W Gray | 03/29/2012 | TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BECKY NORLANDER	Becky A. Norlander	03/29/2012		P01367638

Firm's name ▶ U S BANK | Firm's EIN ▶ 31-0841368

Firm's address ▶ P O BOX 3168 PORTLAND, OR 97208 | Phone no 503-275-4327

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	246.	246.
ATT INC	430.	430.
ALCOA INC	71.	71.
ALTRIA GROUP INC	349.	349.
AMERICAN TOWER CORP	44.	44.
AMGEN INC COMMON STOCK	111.	111.
APACHE CORP	123.	123.
BANK OF AMERICA CORP	26.	26.
CATERPILLAR FIN MTN 5.125% 10/12/11	1,281.	1,281.
CISCO SYS INC	102.	102.
CITIGROUP INC	15.	15.
CONOCOPHILLIPS	792.	792.
COSTCO WHSL CORP	216.	216.
DISNEY WALT CO	80.	80.
DRIEHAUS SELECT CREDIT FUND	919.	919.
EMERSON ELEC CO	395.	395.
EXELON CORPORATION	630.	630.
EXXON MOBIL CORP	546.	546.
F H L M C M T N 5.125% 7/15/12	2,563.	2,563.
F H L M C M T N 4.750% 11/17/15	2,942.	2,942.
NUVEEN REAL ESTATE SECS FD CL Y	143.	143.
NUVEEN SHORT TERM BOND FUND CL Y	130.	130.
NUVEEN INTERMD TERM BD FD CL Y	362.	362.
NUVEEN TOTAL RETURN BOND FD CL Y	706.	706.
NUVEEN HIGH INCOME BOND FD CL Y	1,655.	1,655.
FREEPORT MCMORAN COPPER GOLD	450.	450.
FRONTIER COMMUNICATIONS CORP	2.	2.
GENERAL ELEC CO	609.	609.
GOLDMAN SACHS GROUP INC	141.	141.
HEWLETT PACKARD CO	92.	92.
I T T CORPORATION	156.	156.
ILLINOIS TOOL WORKS	448.	448.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNATIONAL BUSINESS MACHINES CAPITAL	580.	580.
ISHARES DJ SELECT DIVIDEND E T F	1,847.	1,847.
ISHARES MSCI EMERGING MKTS E T F	1,026.	1,026.
ISHARES S&P SMALLCAP 600 INDEX E T F	306.	306.
ISHARES JP MORGAN EM BOND FD	64.	64.
ISHARES S&P PREF STK INDX FD	1,722.	1,722.
J P MORGAN CHASE CO	280.	280.
JOHNSON & JOHNSON	563.	563.
MCDONALDS CORP	552.	552.
METLIFE INC 5.375% 12/15/12	1,344.	1,344.
MICROSOFT CORP	408.	408.
MORGAN STANLEY 5.300% 3/01/13	1,325.	1,325.
NUVEEN SANTA BARBARA DIV GROWTH FD I	321.	321.
NUVEEN HIGH INCOME BOND FD CL I	4,899.	4,899.
NUVEEN TOTAL RETURN BOND FD CL I	2,100.	2,100.
NUVEEN REAL ESTATE SECURIT CL I	454.	454.
NUVEEN INTERMEDIATE TERM B CL I	1,073.	1,073.
NUVEEN SHORT TERM BOND FUND CL I	383.	383.
OCCIDENTAL PETROLEUM CORPORATION	220.	220.
OMNICOM GROUP INC	190.	190.
ORACLE CORPORATION	127.	127.
OPPENHEIMER DEVELOPING MKTS FDS CL Y	950.	950.
PIMCO TOTAL RETURN FUND INST	4,846.	4,846.
PEPSICO INC	597.	597.
PFIZER INC COMMON STOCK	394.	394.
PHILIP MORRIS INTL	605.	605.
POWERSHARES QQQ NASDAQ 100	190.	190.
QUALCOMM INC	406.	406.
ROWE T PRICE MID-CAP VALUE FD INC	698.	698.
RBC 6MO AMZN RX MTN 12.350% 8/16/11	47.	47.
RBC 6MO SNY RX MTN 9.400% 8/16/11	47.	47.
SPDR S&P 500 ETF TRUST	916.	916.
SPDR DJ WILSHIRE INTERNATIONAL	698.	698.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MIDCAP SPDR TRUST SERIES I E T F	371.	371.
SCHLUMBERGER LTD	253.	253.
LAUDUS INTL MARKETMASTERS FUND SEL	1,747.	1,747.
SCOUT INTERNATIONAL FUND	1,364.	1,364.
STAPLES INC	208.	208.
TARGET CORPORATION	138.	138.
TEXAS INSTRUMENTS INC	65.	65.
3M CO	425.	425.
UNITED TECHNOLOGIES CORP	231.	231.
VERIZON COMMUNICATIONS	196.	196.
WELLS FARGO CO	256.	256.
WELLS FARGO CO 5.125% 9/01/12	1,281.	1,281.
ACCENTURE PLC CL A	731.	731.
TOTAL	54,219.	54,219.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FOREIGN TAX PAID	685.	685.
FOREIGN TAX PAID ON NON QUALIF	71.	71.
ESTIMATES PAID	967.	967.
TOTALS	1,723.	1,723.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
WEB FEES	300.	300.
ANNUAL RESIDENT AGENCY FEE	285.	285.
MEETING EXPENSE	969.	969.
TOTALS	1,554.	1,554.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
F H L M C M T N 5.125	49,174.	49,174.	51,349.
F H L M C M T N 4.75	99,817.		
TOTALS	148,991.	49,174.	51,349.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AFLAC INC	453.	453.	8,652.
ALTRIA GROUP INC	4,733.	4,733.	6,671.
AMERICAN TOWER CORP	4,669.	4,669.	7,501.
AMGEN INC	16,840.	13,405.	12,778.
APACHE CORP	14,424.	14,424.	18,569.
APPLE INC	6,351.	5,661.	63,180.
AT & T INC	7,507.		
BANK OF AMERICA CORP	28,811.		
CISCO SYS INC	12,615.	12,615.	10,288.
CITIGROUP INC	22,731.	22,694.	12,813.
CONOCOPHILLIPS	11,692.	11,692.	21,861.
COSTCO WHSL CORP	4,373.	4,373.	19,497.
DISNEY WALT CO	6,688.	6,688.	7,500.
EMERSON ELEC CO	12,257.	10,296.	11,741.
EXELON CORPORATION	18,768.	18,768.	13,011.
EXXON MOBIL CORP	12,538.	12,538.	25,004.
FREEPORT-MCMORAN COPPER & GOLD	7,655.	7,655.	11,037.
GENERAL ELEC CO	25,262.	25,262.	18,806.
GOLDMAN SACHS GROUP INC	21,822.	7,440.	4,703.
HEWLETT PACKARD CO	16,766.		
I T T CORPORATION	10,551.	1,155.	967.
ILLINOIS TOOL WKS INC	14,929.	10,749.	11,771.
INTERNATIONAL BUSINESS MACHINE	16,968.	16,968.	36,776.
JOHNSON & JOHNSON	9,203.	9,203.	16,395.
MCDONALDS CORP	9,461.	9,461.	21,872.
MEDCO HEALTH SOLUTIONS INC	9,245.	9,245.	11,180.
MICROSOFT CORP	18,300.	18,300.	15,576.
OMNICOM GROUP INC	10,590.	10,590.	8,916.
ORACLE CORPORATION	9,827.	9,827.	14,185.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PEPSICO INC	18,894.	18,894.	19,905.
PHILIP MORRIS INTL INC	10,785.	10,785.	17,658.
QUALCOMM INC	17,207.	20,949.	28,390.
SILVERGATE CAPITAL CORP	1,396.	1,396.	1,000.
STAPLES INC	6,700.		
TARGET CORPORATION	6,528.	6,528.	6,403.
TEXAS INSTRUMENTS INC	7,505.		
UNITED TECHNOLOGIES CORP	8,276.	6,236.	7,821.
VERIZON COMMUNICATIONS INC	3,008.	3,008.	4,012.
WELLS FARGO & CO	23,433.	14,871.	11,438.
FRONTIER COMMUNICATIONS CORP	191.		
3M CO	14,766.	13,668.	15,202.
NUVEEN REAL ESTATE SECURITIES	37,283.	25,394.	33,500.
I SHARES S & P SMALLCAP 600	28,330.	28,330.	29,847.
ISHARES MSCI EMERGING MKTS	56,978.	22,137.	18,667.
POWERSHARES QQQ NASDAQ 100	20,308.	20,309.	22,890.
ROWE T PRICE MID-CAP GROWTH	59,677.	59,677.	61,105.
ROWE T PRICE MID-CAP VALUE	60,524.	60,524.	62,177.
SPDR S&P 500 ETF	49,270.	50,174.	51,706.
ACCENTURE LTD	16,880.	16,881.	34,600.
SCHLUMBERGER LTD	18,942.	14,612.	14,755.
ALCOA INC	6,128.	10,559.	6,289.
J P MORGAN CHASE & CO	15,726.	15,726.	11,638.
OCCIDENTAL PETROLEUM	10,143.	10,143.	11,713.
PFIZER	8,617.	8,617.	10,647.
AMERICAN CENTY SMALL CAP GRWTH	44,064.	44,064.	42,832.
CREDIT SUISSE COMM RET ST CO	103,803.	75,910.	72,839.
ISHARES S&P PREF STK INDX FD	20,084.	23,764.	26,109.
MIDCAP SPDR TRUST SER I	26,826.	35,582.	41,148.

RODGER A GRAEF FOUNDATION 050007307000 88-0485247

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LAUDUS INTL MARKETMASTERS FUND	147,371.	147,371.	135,919.
SCOUT INTERNATIONAL FUND	84,993.	84,993.	78,354.
ISHARES DJ SELECT DIVIDEND	45,086.	55,618.	59,201.
DRIEHAUS SELECT CREDIT FD		42,011.	40,064.
ISHARES JP MORGAN EM BD FD		2,295.	2,305.
NUVEEN HIGH INCOME BD FD		80,070.	86,241.
NUVEEN INTERMEDIATE TERM BD FD		36,768.	43,381.
NUVEEN SANTA BARBARA DIV GR		26,476.	28,841.
NUVEEN TOTAL RETURN BD FD		66,188.	66,813.
OPPENHEIMER DEVEL MKTS FDS		46,362.	37,717.
PIMCO TOTAL RETURN FD		115,468.	123,712.
SPDR DJ WILSHIRE INTL		35,164.	28,010.
TOTALS	1,345,751.	1,636,386.	1,806,099.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CATERPILLAR FIN SERV 5.125	25,009.		
WELLS FARGO CO 5.125	25,489.	25,489.	25,645.
METLIFE INC 5.375	25,618.	25,618.	26,017.
MORGAN STANLEY GLOBAL 5.3	25,212.	25,212.	25,306.
NUVEEN SHORT TERM BOND	21,789.		
NUVEEN HIGH INCOME BOND	76,582.		
NUVEEN TOTAL RETURN BOND	66,188.		
NUVEEN INTERMEDIATE TERM BD FD	36,768.		
PIMCO TOTAL RETURN FD	115,468.		
TOTALS	418,123.	76,319.	76,968.

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

DESCRIPTION	AMOUNT
RECEIVED VS REPORTED SECURITIES PRIOR YR	1,895.
TOTAL	1,895.

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

DESCRIPTION	AMOUNT
RECEIVED VS REPORTED SECURITIES	2,013.
TOTAL	2,013.

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

OFFICER NAME:
US BANK
ADDRESS:
PO BOX 3168
PORTLAND, OR 97208
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 35,038.

OFFICER NAME:
MARK GRAEF
ADDRESS:
24070 COUNTRY SQUIRE BLVD, #219
CLINTON TOWNSHIP, MI 48035
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,980.

OFFICER NAME:
PEGGY GRAEF
ADDRESS:
312 WILD PLUM LANE
LAS VEGAS, NV 89107
TITLE:
CO TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,514.

OFFICER NAME:
CATHERINE M PREST
ADDRESS:
2449 SUMMERHILL LN
FALLBROOK, CA 92028
TITLE:
CO TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,360.

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

OFFICER NAME:
DWIGHT A GRAEF
ADDRESS:
6226 FLAMINGO WAY
ROCKLIN, CA 95765
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,941.

OFFICER NAME:
BRIAN A GRAEF
ADDRESS:
2130 SPRINGWOOD CT
ANN ARBOR, MI 48103
TITLE:
CO TRUSTEE
COMPENSATION .... 3,443.

TOTAL COMPENSATION: 45,276.

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	2,239,739.	67,708.	
FEBRUARY	2,320,586.	26,858.	
MARCH	2,322,617.	27,715.	
APRIL	2,381,067.	28,644.	
MAY	2,343,489.	30,406.	
JUNE	2,177,464.	161,672.	
JULY	2,155,971.	165,829.	
AUGUST	2,004,183.	206,244.	
SEPTEMBER	1,853,638.	207,629.	
OCTOBER	1,982,827.	112,038.	
NOVEMBER	1,957,865.	109,616.	
DECEMBER	1,934,416.	126,637.	
TOTAL	25,673,862.	1,270,996.	
AVERAGE FMV	2,139,489.	105,916.	

FORM 990PF, PART XV - LINES 2a - 2d

====================================

RECIPIENT NAME:
MR. FRANK KING - US BANK PCG
ADDRESS:
2300 W. SAHARA AVE
LAS VEGAS, NV 89102
RECIPIENT'S PHONE NUMBER: 702-251-1677
FORM, INFORMATION AND MATERIALS:
CONTACT ABOVE
SUBMISSION DEADLINES:
CONTACT ABOVE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
CONTACT ABOVE

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

RECIPIENT NAME:
ALPHA PREGNANCY RESOURCE CENTER
ADDRESS:
138 S ORCHARD AVE
VACAVILLE, CA 95688
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THE ARBOR HOSPICE FDN
ADDRESS:
2366 OAK VALLEY DR
ANN ARBOR, MI 48103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CAMP BLODGETT
ADDRESS:
1545 BUCHANAN AVE SW
GRAND RAPIDS, MI 49507
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

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

==

RECIPIENT NAME:
CANDLELIGHTERS FOR CHILDHOOD
CANCER
ADDRESS:
8990 SPANISH RIDGE AVE., STE 100
LAS VEGAS, NV 89148
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CHILDRENS HEALTHCARE OF ATLANTA
ADDRESS:
1687 TULLIE CIRCLE NE
ATLANTA, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
COLORADO CHALLENGE
ADDRESS:
714 PARSONS RD
CHARLEVOIX, MI 49720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
DETROIT PUBLIC TELEVISION
ADDRESS:
1 CLOVER COURT
WIXOM, MI 48393
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FALLBROOK PREGNANCY RES CTR
ADDRESS:
113 E HAWTHORNE
FALLBROOK, CA 92088
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
INTERFAITH COMMUNITY SERVICES
ADDRESS:
550-B W WASHINGTON AVE
ESCONDIDO, CA 92025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SIMPSON UNIVERSITY
ADDRESS:
2211 COLLEGE VIEW DR
REDDING, CA 96003
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
STANFORD SETTLEMENT, INC
ADDRESS:
450 W. EL CAMINO AVE
SACRAMENTO, CA 95833
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WILLIAMS SYNDROME ASSN INC
ADDRESS:
570 KIRTS BLVD STE 223
TROY, MI 48084
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

TOTAL GRANTS PAID: 115,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: RODGER A GRAEF FOUNDATION 050007307000

Employer identification number: 88-0485247

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					1,241.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,726.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	2,967.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					7,945.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	8,182.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	53.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	16,180.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			2,967.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			16,180.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			53.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			19,147.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: RODGER A GRAEF FOUNDATION 050007307000

Employer identification number: 88-0485247

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a .8 CITIGROUP INC	12/16/2010	05/25/2011	32.00	37.00	-5.00
1207.099 CREDIT SUISSE COM	11/29/2010	08/09/2011	10,743.00	10,960.00	-217.00
458.586 NUVEEN HIGH INCOME I	10/13/2010	08/09/2011	3,948.00	4,081.00	-133.00
20000. RBC 6MO AMZN RX MTN 8/16/11	02/11/2011	08/16/2011	21,188.00	20,000.00	1,188.00
20000. RBC 6MO SNY RX MTN 8/16/11	02/11/2011	08/16/2011	20,893.00	20,000.00	893.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 1,726.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

RODGER A GRAEF FOUNDATION 050007307000

Employer identification number

88-0485247

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a . ENRON CORP		01/24/2011	223.00		223.00
51. AMGEN INC COMMON STOCK	10/19/2000	06/29/2011	2,960.00	3,435.00	-475.00
19. APPLE INC	04/20/2005	06/29/2011	6,353.00	690.00	5,663.00
283. BANK OF AMERICA CORP	VAR	06/29/2011	3,147.00	12,170.00	-9,023.00
48. EMERSON ELEC CO	09/26/2008	06/29/2011	2,643.00	1,961.00	682.00
100000. F H L M C M T N 11/17/15	09/07/2007	06/29/2011	113,105.00	99,818.00	13,287.00
24. FRONTIER COMMUNICATION	12/02/2008	06/29/2011	192.00	184.00	8.00
98. GOLDMAN SACHS GROUP IN	VAR	06/29/2011	13,030.00	14,382.00	-1,352.00
144. HEWLETT PACKARD CO	VAR	06/29/2011	5,109.00	7,321.00	-2,212.00
75. I T T CORPORATION	02/01/2007	06/29/2011	4,348.00	4,522.00	-174.00
98. ILLINOIS TOOL WORKS	02/02/2006	06/29/2011	5,405.00	4,180.00	1,225.00
968. ISHARES MSCI EMERGING	VAR	06/29/2011	45,611.00	34,841.00	10,770.00
812.052 NUVEEN REAL ESTATE I	VAR	06/29/2011	16,160.00	11,889.00	4,271.00
41. SPDR S&P 500 ETF TRUST	05/23/2008	06/29/2011	5,360.00	5,657.00	-297.00
64. SCHLUMBERGER LTD	12/15/2006	06/29/2011	5,503.00	4,330.00	1,173.00
250. TEXAS INSTRUMENTS INC	02/02/2006	06/29/2011	8,008.00	7,505.00	503.00
14. 3M CO	12/15/2006	06/29/2011	1,309.00	1,098.00	211.00
35. UNITED TECHNOLOGIES CO	02/02/2006	06/29/2011	3,029.00	2,040.00	989.00
235. WELLS FARGO CO	VAR	06/29/2011	6,535.00	8,561.00	-2,026.00
1911.112 CREDIT SUISSE COM	12/21/2009	06/30/2011	17,601.00	16,932.00	669.00
1039. BANK OF AMERICA CORP	VAR	08/09/2011	7,231.00	16,641.00	-9,410.00
220.197 NUVEEN HIGH INCOME I	04/16/2010	08/09/2011	1,896.00	1,925.00	-29.00
32. SPDR S&P 500 ETF TRUST	05/23/2008	08/09/2011	3,678.00	4,415.00	-737.00
. BANK OF AMERICA CORP		09/19/2011	24.00		24.00
25000. CATERPILLAR FIN MTN 10/12/11	12/19/2006	10/12/2011	25,000.00	25,010.00	-10.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: RODGER A GRAEF FOUNDATION 050007307000

Employer identification number: 88-0485247

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a . MARSH MCLENNAN COS INC		11/07/2011	172.00		172.00
250. ATT INC	09/26/2008	12/16/2011	7,157.00	7,507.00	-350.00
100. EXELIS INC	02/01/2007	12/16/2011	834.00	1,401.00	-567.00
196. HEWLETT PACKARD CO	09/26/2008	12/16/2011	5,112.00	9,445.00	-4,333.00
2172.403 NUVEEN SHORT TERM CL I	VAR	12/16/2011	21,355.00	21,789.00	-434.00
534. STAPLES INC	10/19/2000	12/16/2011	7,481.00	6,700.00	781.00
100. XYLEM INC	02/01/2007	12/16/2011	2,433.00	3,473.00	-1,040.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 8,182.00