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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

2011

Department of the Treasury Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

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

Name of foundation: JOHN GRAHAM FOUNDATION; A Employer identification number: 91-6339306; B Telephone number: (206) 359-8555; H Check type of organization: Section 501(c)(3) exempt private foundation; I Fair market value of all assets at end of year: \$ 1,672,122

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	143,353		104,264		104,264
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			0		0
	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 ▶ _____ 0					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	152,453	<input checked="" type="checkbox"/>	122,293		135,988
	b	Investments—corporate stock (attach schedule)	938,739	<input checked="" type="checkbox"/>	434,600		536,739
	c	Investments—corporate bonds (attach schedule)	337,903	<input checked="" type="checkbox"/>	439,555		477,173
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)		<input checked="" type="checkbox"/>	401,235		417,958
	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)	1,572,448		1,501,947		1,672,122	
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		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	1,572,448		1,501,947		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	1,572,448		1,501,947			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,572,448		1,501,947			

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	1,572,448
2	Enter amount from Part I, line 27a	2	-73,634
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	3,154
4	Add lines 1, 2, and 3	4	1,501,968
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	21
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,501,947

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	15,190
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	200,415	1,657,645	0.120903
2009	250,279	1,582,406	0.158164
2008	280,278	1,944,554	0.144135
2007	205,165	2,178,069	0.094196
2006	204,942	2,128,913	0.096266

2 Total of line 1, column (d).	2	0.613664
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	0.122733
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,688,728
5 Multiply line 4 by line 3.	5	207,263
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	376
7 Add lines 5 and 6.	7	207,639
8 Enter qualifying distributions from Part XII, line 4.	8	200,918

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	753
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	753
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	753
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	409
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	409
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	344
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> WA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No		
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>THOMAS C GORES</u> Telephone no ▶ <u>(206) 359-8555</u> Located at ▶ <u>1201 THIRD AVENUE SEATTLE WA</u> ZIP+4 ▶ <u>98101</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1" style="display:inline-table; vertical-align:middle;"><tr><td style="width:40px; text-align:center;">15</td><td style="width:100px;"></td></tr></table>	15				
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	<input type="checkbox"/> Yes	<input type="checkbox"/> 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
1c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PERKINS COIE TRUST COMPANY 1201 THIRD AVE SUITE 4800 SEATTLE, WA 98101	AGENT 3	5,498		
THOMAS C GORES 1201 THIRD AVE SUITE 4800 SEATTLE, WA 98101	TRUSTEE 1	0		
J KEVIN CALLAGHAN 1201 THIRD AVE SUITE 4800 SEATTLE, WA 98101	TRUSTEE 1	0		
STANLEY D SAVAGE 1201 THIRD AVE SUITE 4800 SEATTLE, WA 98101	TRUSTEE 1	0		

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

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

Total number of other employees paid over \$50,000. 0

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

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

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

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

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

Total. Add lines 1 through 3.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,714,445
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,714,445
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,714,445
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	25,717
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,688,728
6	Minimum investment return. Enter 5% of line 5.	6	84,436

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	84,436
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	753
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	753
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	83,683
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	83,683
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	83,683

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	200,918
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	200,918
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	200,918

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				83,683
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.	100,928			
b From 2007.	98,486			
c From 2008.	184,012			
d From 2009.	171,821			
e From 2010.	118,339			
f Total of lines 3a through e.	673,586			
4 Qualifying distributions for 2011 from Part XII, line 4 \blacktriangleright \$ 200,918				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				83,683
e Remaining amount distributed out of corpus	117,235			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	790,821			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions.		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	100,928			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	689,893			
10 Analysis of line 9				
a Excess from 2007.	98,486			
b Excess from 2008.	184,012			
c Excess from 2009.	171,821			
d Excess from 2010.	118,339			
e Excess from 2011.	117,235			

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

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

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII...; d Amounts included in line 2c not used directly...; e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 200,000
b <i>Approved for future payment</i>				
Total				3b

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

Schedule of Contributors

OMB No 1545-0047

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

2011

Department of the Treasury
Internal Revenue Service

Name of organization
JOHN GRAHAM FOUNDATION

Employer identification number

91-6339306

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ _____

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

Employer identification number
91-6339306

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN GRAHAM TRUST 1201 THIRD AVE SUITE 4800 SEATTLE, WA 98101	\$ 90,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization JOHN GRAHAM FOUNDATION	Employer identification number 91-6339306
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Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization JOHN GRAHAM FOUNDATION	Employer identification number 91-6339306
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$
 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
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	

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)
30 ANHEUSER-BUSCH ADR		2010-10-12	2011-01-04
60 AVON PRODUCTS, INC		2010-08-02	2011-01-04
42 BANK OF NEW YORK MELLON CORP		2008-01-14	2011-01-04
43 BANK OF NEW YORK MELLON CORP		2005-09-20	2011-01-04
45 ECOLAB INC COM		2002-04-08	2011-01-04
55 FIDELITY NATIONAL INFO SERVI CES		2009-08-05	2011-01-04
50 MARATHON OIL CORP COM		2008-05-08	2011-01-04
40 MARATHON OIL CORP COM		2007-02-08	2011-01-04
60 MORGAN STANLEY COM NEW		2009-08-05	2011-01-04
95 NATIONAL OILWELL VARCO INC		2008-01-14	2011-01-04
50 PEPSICO INC		2002-04-08	2011-01-04
200 QUEST DIAGNOSTICS INC		2004-11-04	2011-01-04
30 SCHLUMBERGER LTD		2005-08-26	2011-01-04
30 STERICYCLE INC		2006-12-06	2011-01-04
45 TEVA PHARMACEUTICAL SP ADR		2009-08-05	2011-01-04
95 THERMO FISHER SCIENTIFIC INC		2009-05-19	2011-01-04
85 WESTERN UNION COMPANY		2009-10-09	2011-01-04
50 YUM! BRANDS INC		2009-08-05	2011-01-04
33 ALBEMARLE CORP		2006-08-31	2011-01-12
13 AMAZON COM INC COM		2008-05-21	2011-01-12
19 AMERICAN TOWER CORP CLASS A		2009-10-09	2011-01-12
10 ANHEUSER-BUSCH ADR		2010-10-12	2011-01-12
27 AVON PRODUCTS, INC		2010-08-02	2011-01-12
34 BAKER HUGHES INC COM		2010-04-27	2011-01-12
88 BANK OF AMERICA CORP		2010-07-14	2011-01-12
119 IPATH DJ-UBS COMMDTY ETN		2008-08-26	2011-01-12
33 BECTON DICKINSON & CO		2007-11-29	2011-01-12
13 BLACKROCK, INC		2010-05-27	2011-01-12
34 BOEING CO		2008-03-18	2011-01-12
55 CVS CAREMARK CORPORATION		2005-11-02	2011-01-12

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
92 CARMAX INC		2010-07-08	2011-01-12
134 CISCO SYSTEMS INC		2003-04-03	2011-01-12
48 COGNIZANT TECHNOLOGY SOLUTIO NS		2008-03-18	2011-01-12
24 DEERE & CO		2007-04-04	2011-01-12
45 EMC CORP		2010-11-09	2011-01-12
56 EDISON INTERNATIONAL		2006-08-31	2011-01-12
34 EMERSON ELEC CO COM		2005-09-20	2011-01-12
35 FRESENIUS MEDICAL CARE - ADR		2010-07-08	2011-01-12
72 GENERAL ELECTRIC CO COM		2009-04-27	2011-01-12
59 GENERAL MILLS		2008-01-14	2011-01-12
14 GOLDMAN SACHS GROUP INC COM		2005-09-20	2011-01-12
4 GOOGLE INC		2005-06-03	2011-01-12
42 HEWLETT PACKARD CO COM		2009-11-24	2011-01-12
42 HOME DEPOT INC COM		2010-03-15	2011-01-12
16 INTERNATIONAL BUSINESS MACH		2007-05-30	2011-01-12
188 ISHARES MCSI PACIFIC EX-JAPA N		2005-09-20	2011-01-12
58 ISHARES MSCI EAFE INDEX FUND		2005-09-20	2011-01-12
64 JPMORGAN CHASE & CO		2008-01-25	2011-01-12
16 JOHNSON & JOHNSON		2008-12-08	2011-01-12
43 JOHNSON CTLS INC COM		2010-09-02	2011-01-12
25 MARATHON OIL CORP COM		2007-02-08	2011-01-12
54 MARSH & MCLENNAN COS INC COM		2008-07-28	2011-01-12
46 MCDONALD'S CORP		2007-02-08	2011-01-12
70 METLIFE INC		2007-07-12	2011-01-12
101 MICROSOFT CORP		2008-12-08	2011-01-12
35 NORFOLK SOUTHERN CORPORATION		2009-01-07	2011-01-12
44 NOVARTIS A G SPONSORED ADR		2010-01-22	2011-01-12
12 OCCIDENTAL PETROLEUM CORP		2010-03-26	2011-01-12
93 ORACLE CORP COM		2008-09-24	2011-01-12
35 PACCAR INC		2010-09-14	2011-01-12

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day , yr)	(d) Date sold (mo , day , yr)
16 PEPSICO INC		2002-04-08	2011-01-12
131 PFIZER INC COM		2010-01-22	2011-01-12
93 EFT POWERSHARES EMERG MRKTS		2009-10-09	2011-01-12
37 PRAXAIR INC COM		2002-06-17	2011-01-12
36 QUALCOMM INC COM		2006-08-01	2011-01-12
34 RAYTHEON CO		2005-09-20	2011-01-12
20 SPDR S&P EMERGING ASIA PACIF IC ETF		2010-11-24	2011-01-12
10 SPDR EMERGIN LATIN AMER ETF		2010-11-24	2011-01-12
13 STERICYCLE INC		2006-12-06	2011-01-12
1302 ELEMENTS ROGERS TOTAL RETURN		2008-08-26	2011-01-12
58 SYSCO CORP COM		1997-01-17	2011-01-12
17 THERMO FISHER SCIENTIFIC INC		2009-05-19	2011-01-12
21 3M CO		2010-09-14	2011-01-12
60 TIME WARNER INC NEW		2006-11-22	2011-01-12
21 UNITED TECHNOLOGIES CORP COM		2006-08-14	2011-01-12
82 ETF VANGUARD FTSE US		2009-10-09	2011-01-12
55 ETF VANGUARD EMERGING MKTS		2009-01-06	2011-01-12
55 WESTERN UNION COMPANY		2009-10-09	2011-01-12
18 WISCONSIN ENERGY		2010-09-02	2011-01-12
24 YUM! BRANDS INC		2009-08-05	2011-01-12
23 COVIDIEN PLC		2009-06-08	2011-01-12
144 EDISON INTERNATIONAL		2006-08-31	2011-02-03
81 MARSH & MCLENNAN COS INC COM		2008-07-28	2011-02-03
121 RAYTHEON CO		2005-09-20	2011-02-03
153 VERIZON COMMUNICATIONS		2007-11-06	2011-02-03
185 CVS CAREMARK CORPORATION		2005-11-02	2011-02-14
41 CISCO SYSTEMS INC		2003-04-03	2011-03-14
300 CISCO SYSTEMS INC		2002-07-08	2011-03-14
98 VISA INC		2010-05-27	2011-03-14
234 AVON PRODUCTS, INC		2010-08-02	2011-03-22

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)
27 SYSCO CORP COM		1997-01-17	2011-03-22
160 SYSCO CORP COM		1997-01-23	2011-03-22
50 ALBEMARLE CORP		2006-08-31	2011-03-28
42 BAKER HUGHES INC COM		2010-04-27	2011-03-28
7 COGNIZANT TECHNOLOGY SOLUTIO NS		2008-03-18	2011-03-28
24 COGNIZANT TECHNOLOGY SOLUTIO NS		2006-01-03	2011-03-28
35 STERICYCLE INC		2006-12-06	2011-03-28
36 GOLDMAN SACHS GROUP INC COM		2005-09-20	2011-05-13
44 INTERNATIONAL BUSINESS MACH		2007-05-30	2011-05-17
115 NORFOLK SOUTHERN CORPORATION		2009-01-07	2011-06-07
50000 U S TREASURY NOTE 5 125% DU E 6/30/2011		2006-11-29	2011-06-30
240 BANK OF NEW YORK MELLON CORP		2005-09-20	2011-07-01
25 CHEVRON CORPORATION		2005-09-20	2011-07-01
22 CHEVRON CORPORATION		2006-07-03	2011-07-01
15 DEERE & CO		2007-04-04	2011-07-01
28 DEERE & CO		2009-09-15	2011-07-01
25000 WALT DISNEY CO 5 7% DUE 7/15 /2011		2006-12-13	2011-07-15
1 MARATHON OIL CORP COM		2007-02-08	2011-07-21
426 BANK OF AMERICA CORP		2010-07-14	2011-07-26
148 HEWLETT PACKARD CO COM		2009-11-24	2011-07-26
290 WESTERN UNION COMPANY		2009-10-09	2011-08-16
125 WESTERN UNION COMPANY		2010-01-22	2011-08-16
109 ILLINOIS TOOL WKS INC		2011-02-14	2011-08-25
209 ORACLE CORP COM		2008-09-24	2011-08-25
64 3M CO		2010-09-14	2011-08-30
83 EXXON MOBIL CORP		2005-09-20	2011-10-06
200 MORGAN STANLEY COM NEW		2009-08-05	2011-10-06
100 IPATH DJ-UBS COMMDTY ETN		2008-08-26	2011-10-07
1000 ELEMENTS ROGERS TOTAL RETURN		2008-08-26	2011-10-07
15 AMAZON COM INC COM		2008-05-21	2011-11-23

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)
93 HOME DEPOT INC COM		2010-03-15	2011-11-23
66 METLIFE INC		2007-07-12	2011-11-23
265 CORNING INC		2011-02-03	2011-12-05
50 WATSON PHARMACEUTICALS INC		2011-06-07	2011-12-05
20 2 MARRIOTT VACATIONS WORLD		2011-11-25	2011-12-07
1207 ISHARES MSCI EAFE INDEX FUND		2005-09-20	2011-12-14
195 SPDR S&P EMERGING ASIA PACIF IC ETF		2010-11-24	2011-12-14
120 SPDR EMERGIN LATIN AMER ETF		2010-11-24	2011-12-14

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)
1,701		1,862	-161
1,798		1,901	-103
1,276		1,971	-695
1,306		1,381	-75
2,223		774	1,449
1,530		1,343	187
1,850		2,617	-767
1,480		1,820	-340
1,684		1,818	-134
6,254		6,851	-597
3,266		2,345	921
10,896		8,998	1,898
2,434		1,230	1,204
2,365		1,097	1,268
2,356		2,357	-1
5,364		3,409	1,955
1,578		1,616	-38
2,390		1,822	568
1,929		909	1,020
2,382		1,038	1,344
956		697	259
573		621	-48
782		855	-73
1,980		1,808	172
1,308		1,383	-75
5,849		7,077	-1,228
2,749		2,687	62
2,501		2,204	297
2,379		2,593	-214
1,916		1,335	581

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)
2,963		1,837	1,126
2,817		1,853	964
3,605		1,344	2,261
2,093		1,283	810
1,054		1,003	51
2,132		2,442	-310
1,971		1,154	817
1,980		1,886	94
1,331		874	457
2,147		1,677	470
2,392		1,676	716
2,454		1,124	1,330
1,910		2,105	-195
1,452		1,369	83
2,378		1,707	671
8,747		6,436	2,311
3,407		3,340	67
2,859		2,830	29
993		935	58
1,736		1,211	525
1,000		1,138	-138
1,471		1,445	26
3,381		2,041	1,340
3,254		4,537	-1,283
2,871		2,101	770
2,278		1,711	567
2,529		2,375	154
1,161		978	183
2,873		1,876	997
2,001		1,595	406

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)
1,057		750	307
2,393		2,523	-130
5,072		3,947	1,125
3,457		1,008	2,449
1,871		1,241	630
1,676		1,294	382
1,708		1,700	8
890		873	17
1,007		476	531
12,017		15,468	-3,451
1,756		507	1,249
952		610	342
1,854		1,785	69
2,017		2,644	-627
1,659		1,283	376
8,216		6,739	1,477
2,666		1,411	1,255
1,045		1,046	-1
1,054		1,020	34
1,171		875	296
1,070		1,134	-64
5,323		6,281	-958
2,279		2,168	111
6,025		4,605	1,420
5,563		6,249	-686
6,053		4,490	1,563
726		567	159
5,312		4,136	1,176
7,055		7,273	-218
6,340		7,413	-1,073

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)
756		236	520
4,479		1,288	3,191
2,893		1,377	1,516
3,127		2,233	894
560		196	364
1,919		606	1,313
3,086		1,280	1,806
5,055		4,309	746
7,392		4,695	2,697
8,176		5,622	2,554
50,000		51,258	-1,258
6,245		7,705	-1,460
2,596		1,615	981
2,285		1,386	899
1,265		802	463
2,361		1,263	1,098
25,000		25,636	-636
20			20
4,247		6,694	-2,447
5,547		7,419	-1,872
4,922		5,515	-593
2,121		2,372	-251
4,772		6,055	-1,283
5,464		4,217	1,247
5,228		5,439	-211
6,077		5,391	686
3,030		6,060	-3,030
4,235		5,947	-1,712
8,190		11,880	-3,690
2,853		1,198	1,655

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)
3,394		3,032	362
1,855		4,277	-2,422
3,628		5,951	-2,323
3,178		3,185	-7
348		412	-64
58,538		69,499	-10,961
12,969		16,572	-3,603
8,237		10,473	-2,236

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			-161
			-103
			-695
			-75
			1,449
			187
			-767
			-340
			-134
			-597
			921
			1,898
			1,204
			1,268
			-1
			1,955
			-38
			568
			1,020
			1,344
			259
			-48
			-73
			172
			-75
			-1,228
			62
			297
			-214
			581

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			1,126
			964
			2,261
			810
			51
			-310
			817
			94
			457
			470
			716
			1,330
			-195
			83
			671
			2,311
			67
			29
			58
			525
			-138
			26
			1,340
			-1,283
			770
			567
			154
			183
			997
			406

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	
			307
			-130
			1,125
			2,449
			630
			382
			8
			17
			531
			-3,451
			1,249
			342
			69
			-627
			376
			1,477
			1,255
			-1
			34
			296
			-64
			-958
			111
			1,420
			-686
			1,563
			159
			1,176
			-218
			-1,073

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	
			520
			3,191
			1,516
			894
			364
			1,313
			1,806
			746
			2,697
			2,554
			-1,258
			-1,460
			981
			899
			463
			1,098
			-636
			20
			-2,447
			-1,872
			-593
			-251
			-1,283
			1,247
			-211
			686
			-3,030
			-1,712
			-3,690
			1,655

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	
			362
			-2,422
			-2,323
			-7
			-64
			-10,961
			-3,603
			-2,236

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>				
BROADWAY BOUND CHILDREN'S THEATRE 717 N 36TH STREET SEATTLE, WA 981038804	NONE	501(C)(3)	CHARITABLE	25,000
PACIFIC NORTHWEST BALLET 301 MERCER STREET SEATTLE, WA 98109	NONE	501(C)(3)	CHARITABLE	50,000
SEATTLE OPERA ASSOCIATION PO BOX 9248 SEATTLE, WA 981090248	NONE	501(C)(3)	CHARITABLE	50,000
SEATTLE REPERTORY THEATRE 155 MERCER STREET SEATTLE, WA 981084639	NONE	501(C)(3)	CHARITABLE	25,000
ACT THEATRE 700 UNION STREET SEATTLE, WA 98101	NONE	501(C)(3)	CHARITABLE	50,000
Total				200,000

▶ 3a

TY 2011 Accounting Fees Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE & REVIEW	3,426	3,083		343

TY 2011 Investments Corporate Bonds Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Name of Bond	End of Year Book Value	End of Year Fair Market Value
EMERSON ELEC 4.875% 10/15/19	11,387	11,706
PRAXAIR 6.365% 4/1/12	27,086	25,340
GE 5.625% 09/15/17	24,635	27,669
HP NOTE 6.125% 03/01/14	20,250	21,565
HONEYWELL INTL 5.3% 03/01/18	24,527	29,482
SYSCO CORP 2/18 5.25%	23,180	29,298
DISNEY WALT 6.375% 03/01/12	10,313	10,090
DEERE JOHN 5.35% 04/03/18	24,828	29,360
CISCO SYS 5.5% 02/22/16	18,966	23,275
COSTCO NOTE 5.5% 03/15/17	20,390	23,888
UNITED TECH 4.875% 05/01/15	20,059	22,466
CATERPILLAR 5.45% 04/15/15	19,641	23,380
CB JOHNSON CONTROLS	10,258	10,598
ABBOTT LABS 5.875% 05/15/16	11,976	11,731
BOEING CO 5% 03/15/14	11,235	10,945
COCA COLA 5.35% 11/15/17	11,802	12,005
GOLDMAN SACHS 3.25% 06/15/12	10,507	10,142
JP MORGAN 2.125% 12/26/12	10,315	10,187
GCB PFIZER 6.2% 03/15/19	11,225	12,339
APACHE CORP 5.25% 04/15/13	10,773	10,580
BECTON DICKINSON 5% 05/15/19	10,766	11,546
BLACKROCK 2.25% 12/10/12	10,218	10,135
CONOCOPHILLIPS 5.2% 05/15/18	11,011	11,641
IBM 4.75% 11/29/12	10,644	10,341
MCDONALD 5% 02/01/19	10,931	11,866
OCCIDENTAL PETRO 4.1% 02/01/21	9,980	11,203
ORACLE 5.75% 04/15/18	11,351	12,135
PEPSI 4.65%	10,629	10,463
SCHWAB 4.955 06/14	11,006	10,837
WALMART 3.625% 07/08/20	9,666	10,960

**TY 2011 Investments Corporate
Stock Schedule****Name:** JOHN GRAHAM FOUNDATION**EIN:** 91-6339306

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COSTCO WHOLESALE	3,366	12,498
ECOLAB INC	2,665	8,961
MICROSOFT CORP	6,219	7,762
PEPSICO INC	6,285	8,891
PRAXAIR INC	3,080	12,080
CHEVRON CORPORATION	4,915	8,299
EMERSON ELECTRIC	3,936	5,404
EXXON MOBIL	5,326	6,950
GOOGLE INC	4,497	10,334
JP MORGAN CHASE & CO	9,063	6,850
JOHNSON & JOHNSON	11,847	12,526
ALBERMARLE CORP	2,534	4,739
COGNIZANT TECHNOLOGY	4,441	11,319
GENERAL MILLS	6,347	9,739
QUALCOMM INC	7,376	11,706
STERICYCLE INC	3,182	6,779
TIME WARNER INC	5,828	7,047
UNITED TECHNOLOGIES	7,883	9,429
BECTON DICKINSON & CO	9,527	8,742
BOEING CO	5,539	7,408
DEERE & CO.	3,248	5,569
FIRSTENERGY CORP	7,868	5,094
MARATHON OIL CORP	5,143	5,415
MCDONALDS CORP	4,392	9,933
METLIFE INC	7,711	6,361
VERIZON COMMUNICATIONS	6,432	6,740
AMAZON.COM	2,157	4,674
APPLE INC	2,500	20,250
MARSH & MCLENNAN COS	5,753	6,798
NATIONAL OILWELL VARCO INC	7,572	7,139

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ORACLE CORP	4,196	5,335
AMERICAN TOWER CORP	4,991	8,161
FIDELITY NATIONAL INFO	6,745	6,887
GENERAL ELECTRIC CO	9,051	12,304
INTEL CORP	7,756	9,458
KRAFT FOODS INC	6,273	9,340
THERMO FISHER SCIENTIFIC	4,952	6,206
YUM BRANDS INC	7,124	12,156
BAKER HUGHES INC	4,732	4,329
BLACKROCK, INC	6,274	6,595
CARMAX INC	5,451	8,321
EMC CORP	5,463	5,277
HOME DEPOT INC	4,890	6,306
JOHNSON CONTROLS	4,845	5,377
KOHLS CORP	4,481	4,491
OCCIDENTAL PETROLEUM	5,135	5,903
PACCAR INC	5,470	4,496
PFIZER INC	8,552	9,608
WELLS FARGO & CO	10,165	8,544
WISCONSIN ENERGY	4,648	5,733
ACCENTURE PLC	7,059	6,654
APACHE CORP	6,276	6,703
BERKSHIRE HATHAWAY CL B	8,038	7,401
CATERPILLAR INC DEL	9,260	9,422
CENTURYTEL INC	6,260	6,398
CONOCOPHILLIPS	5,799	5,465
DISCOVER FINANCIAL SERVICES	8,207	7,800
EBAY INC	5,476	4,853
HESS CORPORATION	5,418	3,976
HONEYWELL INTL INC	5,683	5,435

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JUNIPER NETWORKS INC	6,477	3,062
MARATHON PETROLEUM CORP	3,276	3,063
MARRIOTT INTERNATIONAL INC	6,824	5,892
NEXTERA ENERGY INC	6,791	7,123
POTASH CORPORATION	7,604	5,449
PRICELINE.COM INC	5,360	5,145
ROPER INDUSTRIES INC	8,937	10,511
SCHWAB CHARLES CORP	6,914	4,223
US BANCORP	7,153	7,601
UNION PACIFIC CORP	7,444	8,369
VERIFONE SYSTEMS INC	7,422	7,104
WATSON PHARMACEUTICALS	5,096	4,827

TY 2011 Investments - Other Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BARCLAYS IPATH DOW JONES	AT COST	27,084	25,296
ISHARES MSCI PACIFIC	AT COST	27,599	35,504
ISHARES MSCI EAFE INDEX	AT COST	11,739	12,878
CEF ISHARES S&P MIDCAP 400	AT COST	45,714	51,077
CEF ISHARES S&P SMALLCAP 600	AT COST	12,745	15,266
ETF POWERSHARES	AT COST	25,110	26,940
ETF POWERSHARES EMERG MRKTS	AT COST	8,785	7,686
ETF VANGUARD FTSE US	AT COST	17,917	16,910
VANGUARD FTSE ALLWORLD	AT COST	79,920	79,300
ETF VANGUARD EMERGING MKTS	AT COST	13,728	20,442
IPATH DJ-UBS COMMODITY	AT COST	33,610	30,455
ELEMENTS ROGERS TOTAL RETURN	AT COST	44,360	45,086
COVIDIEN PLC	AT COST	7,487	6,842
WEATHERFORD INTERNATIONAL	AT COST	8,311	5,490
ANHEUSER-BUSCH ADR	AT COST	5,585	5,489
FRESENIUS MEDICAL CARE ADR	AT COST	5,552	7,002
NOVARTIS A G SPONSORED ADR	AT COST	7,072	7,489
RIO TINTO PLC SPONSORED ADR	AT COST	5,672	4,011
SCHLUMBERGER LTD	AT COST	5,127	8,539
TEVA PHARMACEUTICAL SP ADR	AT COST	8,118	6,256

TY 2011 Other Decreases Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Description	Amount
2011 RIC INCOME POSTED IN 2012	9
ROUNDING ADJUSTMENTS	12

TY 2011 Other Expenses Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

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

TY 2011 Other Increases Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Description	Amount
2010 RIC INCOME POSTED IN 2011	14
2010 LITIGATION PROCEEDS POSTED IN 2011	3,140

TY 2011 Other Professional Fees Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES	13,304	13,304		

TY 2011 Taxes Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	660	660		0
2011 990-PF ESTIMATE PAYMENT	350	0		0

Additional Data

Software ID:

Software Version:

EIN: 91-6339306

Name: JOHN GRAHAM FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description