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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE GRAHAM FOUNDATION C/O ANDREW M JEFFERSON TRUSTEE		A Employer identification number 22-2720299	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 4476		B Telephone number (see instructions) (302) 652-5216	
City or town, state, and ZIP code GREENVILLE, DE 19807		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return<div><input type="checkbox"/> Initial return of a former public charity</div><input type="checkbox"/> Final return<div><input type="checkbox"/> Amended return</div><input type="checkbox"/> Address change<div><input type="checkbox"/> Name change</div></div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 925,959		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	13,827	13,827		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	27,001			
	b Gross sales price for all assets on line 6a <u>323,423</u>				
	7 Capital gain net income (from Part IV , line 2)		27,001		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	40,828	40,828		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,375	1,187		1,188
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,515	1,515		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,979	2,979		0
	24 Total operating and administrative expenses. Add lines 13 through 23	6,869	5,681		1,188
	25 Contributions, gifts, grants paid	49,592			49,592
	26 Total expenses and disbursements. Add lines 24 and 25	56,461	5,681		50,780
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-15,633			
	b Net investment income (if negative, enter -0-)		35,147		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments		24,140	24,140
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).	205,052	183,241	188,064
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	427,552	443,646	570,220
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	171,785	131,003	143,535	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	804,389	782,030	925,959	
Liabilities	17	Accounts payable and accrued expenses	6,726		
	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)	6,726	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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	300,000	300,000	
	29	Retained earnings, accumulated income, endowment, or other funds	497,663	482,030	
	30	Total net assets or fund balances (see page 17 of the instructions)	797,663	782,030	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	804,389	782,030	

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	797,663
2	Enter amount from Part I, line 27a	2	-15,633
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	782,030
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	782,030

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	27,001
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 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))
2011	46,100	926,018	0 049783
2010	81,387	913,975	0 089047
2009	75,034	853,954	0 087867
2008	90,704	1,121,983	0 080843
2007	76,280	1,339,616	0 056942

2	Total of line 1, column (d).	2	0 364482
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 072896
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	911,240
5	Multiply line 4 by line 3.	5	66,426
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	351
7	Add lines 5 and 6.	7	66,777
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	50,780

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	703
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	703
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	703
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	900	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	900
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	197
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 197	Refunded	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of WILMINGTON FAMILY OFFICE Telephone no (302) 651-8160 Located at 1100 N MARKET STREET WILMINGTON DE ZIP+4 198901200			
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		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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 instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2012 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 2012).	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 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ANDREW M JEFFERSON	PRESIDENT	0	0	0
PO BOX 4476 GREENVILLE, DE 19807	5 00			
HEATHER D JEFFERSON	VICE-PRESIDENT	0	0	0
PO BOX 4476 GREENVILLE, DE 19807	5 00			
NAOMI L JEFFERSON	TRUSTEE	0	0	0
PO BOX 4027 GREENVILLE, DE 19807	5 00			
CHARLES D JEFFERSON	TRUSTEE	0	0	0
PO BOX 208 WINTERGREEN, VA 22958	5 00			
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				
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 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 THE TRUST ANNUALLY MAKES DISTRIBUTIONS FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, AND/OR EDUCATIONAL PURPOSES	0
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 N/A	0
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	904,343
b	Average of monthly cash balances.	1b	20,774
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	925,117
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	925,117
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	13,877
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	911,240
6	Minimum investment return. Enter 5% of line 5.	6	45,562

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	45,562
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	703
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	703
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	44,859
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	44,859
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	44,859

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	50,780
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	50,780
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	50,780
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				44,859
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	11,337			
b From 2008.	35,989			
c From 2009.	32,520			
d From 2010.	36,838			
e From 2011.	686			
f Total of lines 3a through e.	117,370			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____ 50,780				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				44,859
e Remaining amount distributed out of corpus	5,921			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	123,291			
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 instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	11,337			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	111,954			
10 Analysis of line 9				
a Excess from 2008. . . .	35,989			
b Excess from 2009. . . .	32,520			
c Excess from 2010. . . .	36,838			
d Excess from 2011. . . .	686			
e Excess from 2012. . . .	5,921			

Part XIVPrivate Operating Foundations (see 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 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	49,592
b Approved for future payment				
Total			3b	0

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	13,827	
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.			14		
8	Gain or (loss) from sales of assets other than inventory			18	27,001	
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). .		0		40,828	0
13	Total. Add line 12, columns (b), (d), and (e).			13	40,828	

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(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 or fiduciary) is based on all information of which preparer has any knowledge.

2013-05-06

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒

Yes

☐

No

Paid Preparer Use Only

Print/Type preparer's name

John P. Garniewski Jr.

Preparer's Signature

John P. Garniewski Jr.

Date

Check if self-employed

☒

PTIN

P01208654

Firm's name

WILMINGTON FAMILY OFFICE INC

1100 N MARKET STREET

Firm's address

WILMINGTON, DE 198901200

Firm's EIN

20-4677514

Phone no.

(302) 651-8160

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)
304 971 SHS HARTFORD CAPITAL APPRECIATION FUND	P	2012-04-20	2012-07-13
1900 SHS ISHARES MSCI JAPAN INDEX FUND	P	2012-03-08	2012-09-14
19 327 SHS NUVEEN NWQ VALUE OPPORTUNITIES FUND	P	2012-01-03	2012-03-07
1171 875 EATON VANCE FLOATING RATE	P	2011-06-09	2012-05-29
19 388 SHS HARTFORD CAPITAL APPRECIATION FUND	P	2011-08-23	2012-07-13
206 612 SHS HARTFORD CAPITAL APPRECIATION FUND	P	2011-08-23	2012-08-10
1863 933 SHS JPM TR I INFL MANAGED BD SEL	P	2012-01-01	2012-06-18
42 89 SHS NUVEEN NWQ VALUE OPPORTUNITIES FUND	P	2011-12-19	2002-03-07
10000 UNITS BARC BREN EAFE 8/29/12	P	2011-08-12	2012-08-29
10000 UNITS BARC CONT BUFF EQ SPX 7/5/12	P	2011-06-17	2012-07-05
10000 UNITS CS BREN ASIA BASKET 8/8/12	P	2011-07-22	2012-08-08
10000 UNITS CS MARKET PLUS SPX 9/24/12	P	2011-03-18	2012-09-24
500 835 SHS DF DENT PREMIER GROWTH FUND	P	2011-01-10	2012-01-25
15000 UNITS GS CONT BUFF EQ SPX 9/26/12	P	2011-09-09	2012-09-26
10000 UNITS HSBC BREN EEM 10/31/12	P	2011-10-14	2012-10-31
10000 UNITS HSBC CONT BUFF EQ SPX 4/27/12	P	2010-10-15	2012-04-27
297 70 SHS JPM ASIA EQUITY FD	P	2009-06-15	2012-06-21
10000 UNITS JPM BREN EAFE 11/21/12	P	2011-11-04	2012-11-23
10000 UNITS JPM BREN EAFE 6/27/12	P	2011-06-10	2012-06-27
10000 UNITS JPM BREN EAFE 8/1/12	P	2011-07-15	2012-08-01
15000 UNITS JPM CONT BUFF EQ SPX 10/17/12	P	2011-09-30	2012-10-17
922 509 SHS JPM INTL CURRENCY INCOME FD	P	2011-06-01	2012-06-18
893 655 SHS JPM INTL CURRENCY INCOME FD	P	2009-12-10	2012-11-20
161 095 SHS JPM MID CAP VALUE FD	P	2009-09-16	2012-01-25
15000 UNITS JPM REN SPX 7/25/12	P	2011-07-08	2012-07-25
868 056 SHS JPM STR INC OPP FD	P	2011-03-01	2012-03-07
652 929 SHS NUVEEN NWQ VALUE OPPORTUNITIES FUND	P	2011-03-01	2012-03-07
10000 UNITS SG BREN EAFE 4/18/12	P	2011-04-01	2012-04-18
275 SHS VANGUARD MSCI EMERGING MARKETS ETF	P	2010-09-21	2012-04-20
10000 UNITS BARC 95% PPN EM FX BASKET 5/23/12	P	2011-02-18	2012-05-23

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)
Capital Gains Dividends	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,402		10,000	-598
17,928		18,831	-903
630		586	44
10,500		10,609	-109
598		557	41
6,500		5,936	564
20,000		19,879	121
1,398		1,316	82
10,280		10,000	280
10,713		10,000	713
9,084		10,000	-916
11,422		10,000	1,422
9,000		8,249	751
18,000		15,000	3,000
10,893		10,000	893
11,665		10,000	1,665
8,371		7,719	652
10,101		10,000	101
8,844		10,000	-1,156
8,750		10,000	-1,250
18,000		15,000	3,000
10,000		10,005	-5
10,000		9,648	352
4,000		2,975	1,025
15,492		15,000	492
10,000		9,969	31
21,285		12,863	8,422
9,030		10,000	-970
11,747		12,218	-471
9,500		10,062	-562

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)
10,290			10,290

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	
			-598
			-903
			44
			-109
			41
			564
			121
			82
			280
			713
			-916
			1,422
			751
			3,000
			893
			1,665
			652
			101
			-1,156
			-1,250
			3,000
			-5
			352
			1,025
			492
			31
			8,422
			-970
			-471
			-562


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	
			10,290

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>				
ALL THE DIFFERENCE 3521 SILVERSIDE ROAD SUITE 2-I QUILLEN BLDG WILMINGTON,DE 19810		PUBLIC	GIFT	500
CANINE PARTNERS FOR LIFE PO BOX 170 COCHRANVILLE,PA 19330		PUBLIC	GIFT	450
CHRIST CHURCH BOX 3510 GREENVILLE,DE 198070510		PUBLIC	GIFT	15,575
EASTER SEALS 61 CORPORATE CIRCLE NEW CASTLE,DE 19720		PUBLIC	GIFT	50
EMMANUEL EPISCOPAL CHURCH PO BOX 38 GREENWOOD,VA 22943		PUBLIC	GIFT	2,800
HAGLEY FUND PO BOX 3630 WILMINGTON,DE 198070630		PUBLIC	GIFT	1,000
MISERICORDIA UNIVERSITY 301 LAKE STREET DALLAS,PA 18612		PUBLIC	GIFT	3,250
PILOT SCHOOL 100 GARDEN OF EDEN ROAD WILMINGTON,DE 19803		PUBLIC	GIFT	10,020
THE BACHELORS COMMITTEE 400 MARKET AVENUE NORTH SUITE 200 CANTON,OH 447022107		PUBLIC	GIFT	200
THE HOLLY BALL FOUNDATION PO BOX 4122 GREENVILLE,DE 19807		PUBLIC	GIFT	275
THOMAS JEFFERSON FOUNDATION PO BOX 316 CHARLOTTESVILLE,VA 22904		PUBLIC	GIFT	5,000
UVA ATHLETICS FOUNDATION PO BOX 400833 CHARLOTTESVILLE,VA 22904		PUBLIC	GIFT	6,200
WILDLIFE CENTER OF VIRGINIA PO BOX 1557 WAYNESBORO,VA 22980		PUBLIC	GIFT	1,000
DELAWARE CHILDREN'S MUSEUM 550 JUSTISON STREET WILMINGTON,DE 19801		PUBLIC	GIFT	126
EVAN DAVID FOUNDATION PO BOX 4156 WILMINGTON,DE 19807		PUBLIC	GIFT	1,500

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>				
THE HUMANE LEAGUE PO BOX 23819 PHILADELPHIA,PA 19143		PUBLIC	GIFT	250
LYMEMD 10755 FALLS ROAD SUITE 200 LUTHERVILLE,MD 21093		PUBLIC	GIFT	150
THE POTTER LEAGUE FOR ANIMALS 87 OLIPHANT LANE MIDDLETOWN,RI 02842		PUBLIC	GIFT	50
THE ANNENBERG THEATER 3680 WALNUT STREET PHILADELPHIA,PA 19104		PUBLIC	GIFT	446
RALLY FOR A CURE 20 WESTPORT ROAD WILTON,CT 06897		PUBLIC	GIFT	100
BIGGS MUSEUM OF AMERICAN ART 406 FEDERAL ST DOVER,DE 19901		PUBLIC	GIFT	500
SALVATION ARMY 107 S MARKET STREET WILMINGTON,DE 19801		PUBLIC	GIFT	50
TALLEYVILLE FIRE CO 3919 CONCORD PIKE WILMINGTON,DE 19803		PUBLIC	GIFT	100
Total  3a				49,592

TY 2012 Accounting Fees Schedule**Name:** THE GRAHAM FOUNDATION

C/O ANDREW M JEFFERSON TRUSTEE

EIN: 22-2720299

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,375	1,187		1,188

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE GRAHAM FOUNDATION
C/O ANDREW M JEFFERSON TRUSTEE

EIN: 22-2720299

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JPM SHORT DURATION BOND FUND	35,477	36,003
FIDELITY ADVISOR HIGH INCOME	26,924	28,693
JPMORGAN STRATEGIC INCOME	17,509	18,121
JPM INTERNATIONAL CURRENCY	8,175	8,534
EATON VANCE MUT FDS TR	36,646	37,977
BARC 95% PPN EM FX BASKET 5/23	0	0
JPM TR I INFL MANAGED BOND	10,121	10,273
GS 95% PP CMIT BASKET 11/18/13	10,271	9,678
BARC 100% PP CNY REN 5/1/14	10,118	9,874
UBS MARKET PLUS MXN NOTE 5/30/13	10,000	10,735
DOUBLELINE FUNDS TR TTL RTN BD I	18,000	18,176

TY 2012 Investments - Other Schedule**Name:** THE GRAHAM FOUNDATION

C/O ANDREW M JEFFERSON TRUSTEE

EIN: 22-2720299

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DODGE COX INTERNATIONAL STOCK	AT COST	40,657	50,826
T ROWE PRICE INTL FUNDS INC	AT COST	47,998	61,681
JPM ASIA EQUITY FUND	AT COST	0	0
MANNING & NAPIER FUND - EQUITY SERIES	AT COST	37,332	38,499
FMI FDS INC	AT COST	10,704	16,085
DF DENT PREMIER GROWTH FUND	AT COST	23,260	36,115
NUVEEN NWQ VALUE OPP	AT COST	0	0
JPM US LARGE CAP CORE PLUS	AT COST	55,000	93,771
JPM MID CAP VALUE FUND	AT COST	31,638	58,392
MANNING & NAPIER FUND - WORLD OPPORTUNITIES FUND	AT COST	45,576	52,137
SPDR S&P 500 ETF TRUST	AT COST	58,087	62,660
ISHARES RUSSELL MIDCAP INDEX FUND	AT COST	18,211	22,620
VANGUARD EMERGING MARKET ETF	AT COST	0	0
DELAWARE EMERGING MARKETS FUND	AT COST	17,300	16,620
JPM LARGE CAP GROWTH FUND	AT COST	29,100	32,906
IVY GLOBAL NATURAL RESOURCE	AT COST	19,100	16,321
HARTFORD CAPL APPRECIATION FUND	AT COST	9,683	11,587

TY 2012 Other Assets Schedule

Name: THE GRAHAM FOUNDATION
 C/O ANDREW M JEFFERSON TRUSTEE
EIN: 22-2720299

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	1,785	1,003	1,003
HSBC CONT BUFF EQ SPX 04/27/12	10,000	0	0
CS MARKET PLUS SPX 9/24/12	10,000	0	0
SG BREN EAFE 4/18/12	10,000	0	0
JPM BREN EAFE 6/27/12	10,000	0	0
BARC CONT BUFF EQ SPX 7/5/12	10,000	0	0
JPM REN SPX 7/25/12	15,000	0	0
JPM BREN EAFE 8/1/12	10,000	0	0
CS BREN ASIA BASKET 8/8/12	10,000	0	0
HSBC MARKET PLUS SPX 2/19/13	15,000	15,000	17,976
BARC BREN EAFE 8/29/12	10,000	0	0
GS CONT BUFF EQ SPX 9/26/12	15,000	0	0
JPM CONT BUFF EQ SPX 10/17/12	15,000	0	0
HSBC BREN EEM 10/31/12	10,000	0	0
JPM BREN EAFE 11/21/12	10,000	0	0
DB REN SPX 1/9/13	10,000	10,000	12,456
HSBC BREN EAFE 5/1/13	0	10,000	10,851
BNP BREN EEM 5/8/13	0	10,000	10,876
BNP BREN EAFE 7/10/13	0	10,000	11,379
BNP REN SPX 7/31/13	0	10,000	10,671
JPM BREN EAFE 8/14/13	0	10,000	11,171
BARC BREN ASIA BASKET 8/21/13	0	10,000	10,853
BNO CONT BUFF EQ SPX 8/28/13	0	15,000	15,548
DB MARKET PLUS SX5E 3/19/14	0	10,000	10,174
CS BREN ASIA BASKET 10/17/13	0	10,000	10,060
GS BREN EAFE 12/4/13	0	10,000	10,517

TY 2012 Other Expenses Schedule**Name:** THE GRAHAM FOUNDATION

C/O ANDREW M JEFFERSON TRUSTEE

EIN: 22-2720299

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	2,976	2,976		0
MISCELLANEOUS EXPENSE	3	3		0

TY 2012 Taxes Schedule**Name:** THE GRAHAM FOUNDATION

C/O ANDREW M JEFFERSON TRUSTEE

EIN: 22-2720299

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	328	328		0
FEDERAL EXCISE TAX	1,187	1,187		0