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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 , and ending

Name of foundation <b>The Graham Foundation</b>		<b>A</b> Employer identification number <b>23-6805421</b>
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) <b>717-849-4045</b>
City or town, state, and ZIP code <b>York PA 17405-1104</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 18,571,881</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

**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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)	121,494			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	28	28		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	414,462			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		414,462		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	348,947	314,108		stmt 2
12 Total. Add lines 1 through 11	884,931	728,598	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	4,083			stmt 3
c Other professional fees (attach schedule)	3,814	3,814		stmt 4
17 Interest				
18 Taxes (attach schedule) (see instructions)	23,379			stmt 5
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	31,276	3,814	0	0
25 Contributions, gifts, grants paid	528,686			528,686
26 Total expenses and disbursements. Add lines 24 and 25	559,962	3,814	0	528,686
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	324,969			
b Net investment income (if negative, enter -0-)		724,784		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1 Cash—non-interest-bearing . . . . .	58,560	16,586	16,586
	2 Savings and temporary cash investments . . . . .			
	3 Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	4 Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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 . . . . .			
	10 a Investments—U S and state government obligations (attach schedule) . . . . .	stmt 6 269,313	272,926	504,174
	b Investments—corporate stock (attach schedule) . . . . .			
	c Investments—corporate bonds (attach schedule) . . . . .			
<b>Liabilities</b>	11 Investments—land, buildings, and equipment basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) . . . . .	stmt 7 15,722,509	16,085,839	18,051,121
	14 Land, buildings, and equipment: basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	15 Other assets (describe ▶ . . . . .)			
	16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	16,050,382	16,375,351	18,571,881
	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	16,050,382	16,375,351	
<b>Net Assets or Fund Balances</b>	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	16,050,382	16,375,351	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	16,050,382	16,375,351	

**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	16,050,382
2 Enter amount from Part I, line 27a . . . . .	2	324,969
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	16,375,351
5 Decreases not included in line 2 (itemize) ▶ <u>Prior Period Adjustment</u> . . . . .	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	16,375,351

**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.)
<b>1a</b> SEE ATTACHED STATEMENT 8			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b>			414,462
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			414,462
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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 }	<b>2</b>	414,462
<b>3</b> 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 }	<b>3</b>	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,053,308	17,261,267	0.061021
2010	1,438,298	16,841,432	0.085402
2009	2,374,105	15,777,840	0.150471
2008	1,171,912	20,939,281	0.055967
2007	3,976,110	23,514,924	0.169089

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.521950
<b>3</b> 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	<b>3</b>	0.104390
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	17,474,167
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,824,128
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	7,248
<b>7</b> Add lines 5 and 6	<b>7</b>	1,831,376
<b>8</b> 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.	<b>8</b>	528,686

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

1 a 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	14,496	
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	14,496	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	14,496	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,305		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	8,000		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	19,305		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	53		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,756		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 4,756 Refunded <input type="checkbox"/>	11	0		

**Part VII-A Statements Regarding Activities**

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

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

<b>11</b>	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) . . . . .	<b>11</b>		X
<b>12</b>	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) . . . . .	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	<b>13</b>	X	

Website address ► N/A

**14** The books are in care of ► William H Kerlin, Jr Telephone no. ► 717-849-4001  
 Located at ► 1420 Sixth Avenue York PA ZIP+4 ► 17403

**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** N/A

<b>16</b>	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? . . . . .	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►		X

**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
<b>1a</b> During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	<b>1b</b> N/A	
Organizations relying on a current notice regarding disaster assistance check here . . . . .		
<b>c</b> 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? . . . . .	<b>1c</b>	X
<b>2</b> 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))		
<b>a</b> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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) . . . . .	<b>2b</b> N/A	
<b>c</b> 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 _____		
<b>3a</b> 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>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012</i> ) . . . . .	<b>3b</b> N/A	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<b>4a</b>	X
<b>b</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? . . . . .	<b>4b</b>	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ 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** N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b** X**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7b** N/A**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
Donald C. Graham 1420 Sixth Avenue York, PA 17403	Trustee 1.00	0	0	0
William H. Kerlin 1420 Sixth Avenue York, PA 17403	Trustee 3.00	0	0	0
Ingrid A. Graham 1420 Sixth Avenue York, PA 17403	Trustee 1.00	0	0	0
Kristin Graham 1420 Sixth Avenue York, PA 17403	Trustee 00	0	0	0

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

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

**Total** number of other employees paid over \$50,000 ☐

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		

**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 N/A	
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	
2	
All other program-related investments See instructions	
3	
<b>Total. Add lines 1 through 3</b>	<b>0</b>



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	511,381
<b>b</b>	Average of monthly cash balances	<b>1b</b>	39,329
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	17,189,561
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	17,740,271
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	17,740,271
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	266,104
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	17,474,167
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	873,708

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	873,708
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	14,496
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	10,778
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	25,274
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	848,434
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	848,434
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	848,434

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	528,686
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	528,686
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	528,686

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				848,434
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2012.				
<b>a</b> From 2007	2,888,454			
<b>b</b> From 2008	136,974			
<b>c</b> From 2009	1,590,577			
<b>d</b> From 2010	609,096			
<b>e</b> From 2011	204,736			
<b>f</b> Total of lines 3a through e	5,429,837			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 528,686				
<b>a</b> Applied to 2011, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b> Applied to 2012 distributable amount				528,686
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	319,748			319,748
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	5,110,089			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions		0		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,568,706			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,541,383			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	136,974			
<b>b</b> Excess from 2009	1,590,577			
<b>c</b> Excess from 2010	609,096			
<b>d</b> Excess from 2011	204,736			
<b>e</b> Excess from 2012				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)**N/A**

**1 a** 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

**2 a** 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>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

Donald C. Graham

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

None

**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 or e-mail of the person to whom applications should be addressed

WILLIAM H. KERLIN, JR.

PO Box 11104, York, PA 17405

717-849-4045

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

No Specific Form

**c** Any submission deadlines

None

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

As directed by trustees to any charitable organization in the United States, no individuals.

**Part XV Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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
<b>a</b> <i>Paid during the year</i>				
African Wildlife Foundation 1400 Sixteenth Street, NW, Suite 120 Washington, DC 20036-2249	None	501(c)(3)	General Fund	50,000
American Cancer Society PO Box 22718 Oklahoma City, OK 73123	None	501(c)(3)	General Fund	1,500
American Diabetes 3544 North Progress Ave, Suite 103 Harrisburg, PA 17110	None	501(c)(3)	General Fund	1,000
American Red Cross 724 South George Street York, PA 17403-3183	None	501(c)(3)	General Fund	5,000
Atkins House 307 East King Street York, PA 17403	None	501(c)(3)	General Fund	500
Byrnes Health Education 515 South George Street York, PA 17403	None	501(c)(3)	General Fund	1,000
Camp Tecumseh 1906 Johnson Road Plymouth Meeting, PA 19462	None	501(c)(3)	Scholarship Fund	5,000
Chocorua Chapel Association 77 Shoehouse Road York, PA 17406-8025	None	N/A	General Fund	500
Crispus Attucks Association 605 South Duke Street York, PA 17403	None	501(c)(3)	Capital Campaign	62,500
Cutural Alliance of York County, Inc. 14 West Market Street York, PA 17401	None	501(c)(3)	Annual Campaign	11,000
Downtown Inc 1 East Market Street, Suite 202 York, PA 17401	None	501(c)(3)	General Fund	5,000
<b>Total</b> See Attached Statement			<b>3a</b>	528,686
<b>b</b> <i>Approved for future payment</i>				
Burke Mountain Academy PO Box 78 East Burke, VT 05832	None	501(c)(3)	Capital Campaign	440,000
Eaglebrook School 271 Pine Nook Road Deerfield, MA 01342	None	501(c)(3)	Capital Campaign	40,000
HACC York Campus 1 HACC Drive, M-260 Harrisburg, PA 17110-2999	None	501(c)(3)	Scholarship Campaign	20,000
Leg Up Farm 4880 N Sherman Street Mt Wolf, PA 17347	None	501(c)(3)	Capital Campaign	60,000
LOGOS Academy PO Box 1272 York, PA 17405	None	501(c)(3)	Capital Campaign	15,000
Penn State York - Edward M Elias Science Building 1031 Edgecomb Avenue York, PA 17403-3398	None	501(c)(3)	Capital Campaign	5,000
<b>Total</b> See Attached Statement			<b>3b</b>	10,738,400

Enter gross amounts unless otherwise indicated.

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

Form **990-PF** (2012)



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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

The Graham Foundation

Employer identification number

23-6805421

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 33 1/3% 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, total 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 total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ .....

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

<b>Name of organization</b> The Graham Foundation	<b>Employer identification number</b> 23-6805421
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**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) Total contributions	(d) Type of contribution
1	Graham Architectural Products Corporation 1551 Mt. Rose Avenue York PA 17403 Foreign State or Province _____ Foreign Country _____	\$ 55,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Graham Engineering Corporation 1203 Eden Road York PA 17402 Foreign State or Province _____ Foreign Country _____	\$ 55,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Steven C. Graham 852 Providence Road Malvern PA 19355 Foreign State or Province _____ Foreign Country _____	\$ 2,328	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization  
The Graham Foundation

Employer identification number  
23-6805421

**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
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----

<b>Name of organization</b> The Graham Foundation	<b>Employer identification number</b> 23-6805421
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**Part III** **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total 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 ) ► \$ \_\_\_\_\_ 0  
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
-----	----- ----- -----	----- ----- -----	----- ----- -----
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	----- ----- -----		----- ----- -----
	For Prov	Country	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	----- ----- -----		----- ----- -----
	For Prov	Country	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	----- ----- -----		----- ----- -----
	For Prov.	Country	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	----- ----- -----		----- ----- -----
	For Prov	Country	

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Gretchen Wolf Swartz Scholarship Fund, Inc.

**Street**

2700 Danielle Drive

**City**

Dover

**State**

PA

**Zip Code**

17315

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Scholarship Fund

**Amount**

1,000

**Name**

Historic York

**Street**

465 Prospect Street, PO Box 2312

**City**

York

**State**

PA

**Zip Code**

17405

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

250

**Name**

HSS Fund, Inc

**Street**

535 East 70th Street

**City**

New York

**State**

NY

**Zip Code**

10021

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

10,000

**Name**

Jewish Community Center

**Street**

2000 Hollywood Drive

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,500

**Name**

Jewish Family Services

**Street**

2000 Hollywood Drive

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

Leg Up Farm

**Street**

4880 N Sherman Street

**City**

Mt. Wolf

**State**

PA

**Zip Code**

17347

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

20,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Leukemia and Lymphoma Society

**Street**

800 Corporate Circle, Suite 100

**City**

Harrisburg

**State**

PA

**Zip Code**

17110

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

Logos Academy

**Street**

PO Box 1272

**City**

York

**State**

PA

**Zip Code**

17405

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

5,000

**Name**

LSS Foundation

**Street**

1050 Pennsylvania Avenue

**City**

York

**State**

PA

**Zip Code**

17404

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,000

**Name**

Make-A-Wish Foundation

**Street**

2057 Whiteford Road, Suite 304

**City**

York

**State**

PA

**Zip Code**

17402

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,500

**Name**

Martin Library Building Fund

**Street**

159 East Market Street

**City**

York

**State**

PA

**Zip Code**

17401

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

NAMI PA York County

**Street**

140 Roosevelt Avenue, Suite 200

**City**

York

**State**

PA

**Zip Code**

17401

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

National MS Society Central PA Chapter

**Street**

2040 Linglestown Road, Suite 104

**City**

Harrisburg

**State**

PA

**Zip Code**

17110

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

250

**Name**

New Birth of Freedom Council

**Street**

2139 White Street

**City**

York

**State**

PA

**Zip Code**

17404

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

2,500

**Name**

Our Daily Bread

**Street**

331 South George Street

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

200

**Name**

PA Partnerships for Children

**Street**

20 North Market Square, Suite 300

**City**

Harrisburg

**State**

PA

**Zip Code**

17101

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

Penn State University - York

**Street**

1031 Edgecomb Road

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

138,000

**Name**

Planned Parenthood of Central PA

**Street**

PO Box 1469

**City**

York

**State**

PA

**Zip Code**

17405-1469

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

SCORE, York Chapter 441

**Street**

221 Pennsylvania Avenue

**City**

York

**State**

PA

**Zip Code**

17404

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

Squam Lakes Conservation Society

**Street**

PO Box 696

**City**

Holderness

**State**

NH

**Zip Code**

02345-0696

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Conservation Fund

**Amount**

500

**Name**

Squam Lakes Natural Science Center

**Street**

PO Box 173

**City**

Holderness

**State**

NH

**Zip Code**

03245

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,000

**Name**

Tennis for Kids

**Street**

2315 Freysville Road

**City**

Red Lion

**State**

PA

**Zip Code**

17356

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

The Angels - Giving to Those in Need

**Street**

2897 Deer Chase Lane

**City**

York

**State**

PA

**Zip Code**

17403-9586

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,000

**Name**

The Arc of York County

**Street**

497 Hill Street

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

The Bobcat Foundation

**Street**

41 Harding Street

**City**

Manchester

**State**

PA

**Zip Code**

17345

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

The Commonwealth Foundation

**Street**

3544 NNorth Progress Avenue, Suite 101

**City**

Harrisburg

**State**

PA

**Zip Code**

17110

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

250

**Name**

HACC York Campus

**Street**

1 HACC Drive, M-260

**City**

Harrisburg

**State**

PA

**Zip Code**

17110-2999

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Scholarship Campaign

**Amount**

10,000

**Name**

United Way of York County

**Street**

800 East King Street, PO Box 1663

**City**

York

**State**

PA

**Zip Code**

17405-1663

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

41,500

**Name**

University of PA Museum of Archaeology and Anthropology

**Street**

3260 South Street

**City**

Philadelphia

**State**

PA

**Zip Code**

19104

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Director's Discretionary Fund

**Amount**

50,000

**Name**

University of PA Museum of Archaeology and Anthropology

**Street**

3260 South Street

**City**

Philadelphia

**State**

PA

**Zip Code**

19104

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Loren Eiseley Society

**Amount**

25,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

VNA Home Health

**Street**

218 East Market Street, PO Box 2404

**City**

York

**State**

PA

**Zip Code**

17405-2404

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

Wellington Youth Sports

**Street**

PO Box 491

**City**

York

**State**

PA

**Zip Code**

17405

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,000

**Name**

Y Community Development

**Street**

90 North Newberry Street

**City**

York

**State**

PA

**Zip Code**

17401

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Newberry Street Project

**Amount**

6,000

**Name**

York Academy Regional Charter School

**Street**

32 W North Street

**City**

York

**State**

PA

**Zip Code**

17401

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

10,000

**Name**

York Arts

**Street**

10 North Beaver Street

**City**

York

**State**

PA

**Zip Code**

17401

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,500

**Name**

York Benevolent Association

**Street**

301 Kings Mill Road

**City**

York

**State**

PA

**Zip Code**

17401

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

100



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

York City Little League

**Street**

PO Box 1062

**City**

York

**State**

PA

**Zip Code**

17405-1062

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

5,000

**Name**

York County Community Foundation

**Street**

14 West Market Street

**City**

York

**State**

PA

**Zip Code**

17401

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,000

**Name**

York County Honors Choir

**Street**

50 N George Street

**City**

York

**State**

PA

**Zip Code**

17401

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

York County Literacy Council

**Street**

800 East King Street

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

York County Rail Trail

**Street**

PO Box 335

**City**

Seven Valleys

**State**

PA

**Zip Code**

17360

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

York County SPCA

**Street**

3159 Susquehanna Trail

**City**

York

**State**

PA

**Zip Code**

17406

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,500

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

York County Youth Development Center

**Street**

3564 Heindel Road

**City**

York

**State**

PA

**Zip Code**

17402

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,800

**Name**

York Day Nursery

**Street**

450 East Philadelphia Street

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Annual Campaign

**Amount**

5,000

**Name**

York Habitat For Humanity

**Street**

33 S Seward Street

**City**

York

**State**

PA

**Zip Code**

17404

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,000

**Name**

York Health Foundation

**Street**

45 Monument Road, Suite 200

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

2,000

**Name**

York Little Theater

**Street**

27 Belmont Street

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Operating Campaign

**Amount**

5,000

**Name**

York Rescue Mission

**Street**

PO Box 1968

**City**

York

**State**

PA

**Zip Code**

17405-1968

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

200

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

York Sports Night

**Street**

PO Box 1509

**City**

York

**State**

PA

**Zip Code**

17405

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

500

**Name**

YMCA of York

**Street**

90 North Newberry Street

**City**

York

**State**

PA

**Zip Code**

17401

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

1,000

**Name**

Young Life

**Street**

PO Box 1171

**City**

York

**State**

PA

**Zip Code**

17405

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

3,500

**Name**

YWCA of York

**Street**

320 East Market Street

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

20,000

**Name**

City of York

**Street**

101 S George Street, PO Box 509

**City**

York

**State**

PA

**Zip Code**

17405

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

2,136

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

**Continuation of Part XV, Line 3b (990-PF) - Grants and Contributions Approved for Future Payment**

Recipient(s) approved for future payments

**Name**

Strand Capital Performing Arts Center

**Street**

50 North George Street

**City**

York

**State**

PA

**Zip Code**

17401

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

180,000

**Name**

University of Michigan (ESI)

**Street**

3003 South State Street, Room 8070

**City**

Ann Arbor

**State**

MI

**Zip Code**

48109-1288

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

4,877,400

**Name**

University of Pennsylvania

**Street**

3620 South Street

**City**

Philadelphia

**State**

PA

**Zip Code**

19104

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

2,050,000

**Name**

YMCA of York - Newberry Street

**Street**

90 North Newberry Street

**City**

York

**State**

PA

**Zip Code**

17401

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

6,000

**Name**

York College of Pennsylvania

**Street**

441 Country Club Road

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

General Fund

**Amount**

3,000,000

**Name**

York Little Theater

**Street**

27 Belmont Street

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Operating Campaign

**Amount**

20,000

**Continuation of Part XV, Line 3b (990-PF) - Grants and Contributions Approved for Future Payment**

Recipient(s) approved for future payments

**Name**

York Day Nursery

**Street**

450 East Philadelphia Street

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

10,000

**Name**

YWCA of York

**Street**

320 East Market Street

**City**

York

**State**

PA

**Zip Code**

17403

**Foreign Country****Relationship**

None

**Foundation Status**

501(c)(3)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

15,000

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	28		28
TOTAL TO FM 990-PF, PART I, LN 4	28	-	28

FORM 990-PF	OTHER INCOME	STATEMENT 2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT IN GCP I, LP	344,098	341,650	
INVESTMENT IN GCHFP I, LP	5,023	(27,368)	
INVESTMENT IN GSC PARTNERS	(253)	(253)	
SECURITIES LITIGATIONS	79	79	
TOTAL TO FM 990-PF, PART I, LN 11	348,947	314,108	-

FORM 990-PF	ACCOUNTING FEES	STATEMENT 3
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DESCRIPTION	(A) EXPENSE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	4,084	4,084	-	-
TOTAL TO FM 990-PF, PG I, LN 16B	4,084	4,084	-	-

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 4
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DESCRIPTION	(A) EXPENSE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	3,000	3,000	-	-
CASH MANAGEMENT FEES	814	814	-	-
TOTAL TO FM. 990-PF, PG I, LN 16C	3,814	3,814	-	-

FORM 990-PF	TAXES	STATEMENT 5
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DESCRIPTION	(A) EXPENSE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAXES	6,479			
EXCISE TAXES	16,900	-	-	-
TOTAL TO FM. 990-PF, PG I, LN 18	23,379	-	-	-

FORM 990-PF	US AND STAT/CITY GOVERNMENT OBLIGATIONS	STATEMENT 6
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DESCRIPTION	US GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MFB NORTHERN INSTL FDS GOVT SELECT PORTFOLIO	X		272,926	504,174
TOTAL TO FM. 990-PF, PART II, LN 10A			272,926	504,174

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN GCP I, LP	COST	13,129,198	15,362,066
INVESTMENT IN GCHFP I, LP	COST	2,742,879	2,689,055
INVESTMENT IN GSC PARTNERS	COST	213,762	-
TOTAL TO FM 990-PF, PART II, LN 13		16,085,839	18,051,121

FORM 990-PF	CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	STATEMENT 8
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DESCRIPTION	HOW ACQUIRED P- PURCHASE D- DONATION	GAIN OR (LOSS)
INVESTMENT IN GCP I, LP	P	293,496
INVESTMENT IN GCHFP I, LP	P	120,966
INVESTMENT IN GSC PARTNERS	P	-
TOTAL TO FM 990-PF, PART IV, LN 2		414,462

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>The Graham Foundation</b>	Employer identification number (EIN) or <b>23-6805421</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>PO Box 1104</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>York PA 17405-1104</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► William H. Kerlin, Jr

Telephone No. ► 717-849-4045

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for ► ☒ calendar year 2012 or

► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	19,305
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	11,305
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	8,000

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev 1-2013)

HTA

7012 0470 0000 5788 5420