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 , 2012, and ending , 20

Name of foundation: GRAHAM FOUNDATION FOR ADVANCED STUDIES IN THE FINE ARTS

A Employer identification number: 36-2356089

Number and street (or P O box number if mail is not delivered to street address): 4 WEST BURTON

Room/suite:

B Telephone number (see instructions): (312) 787-4071

City or town, state, and ZIP code: CHICAGO, IL 60610-1416

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 42,354,623.

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

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

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)	300.			
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	232.	232.		
	4 Dividends and interest from securities	385,228.	411,162.		ATCH 1
	5a Gross rents	4,125.	4,125.		
	b Net rental income or (loss) 4,125.				
	6a Net gain or (loss) from sale of assets not on line 10	562,041.			
	b Gross sales price for all assets on line 6a 5,825,882.				
	7 Capital gain net income (from Part IV, line 2)		777,756.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 14,668.				
	b Less Cost of goods sold 5,761.				
	c Gross profit or (loss) (attach schedule)	8,907.			
	11 Other income (attach schedule) ATCH 2	244.	44,393.		
	12 **Total.** Add lines 1 through 11	961,077.	1,237,668.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	161,662.			161,662.
	14 Other employee salaries and wages	326,746.			326,746.
	15 Pension plans, employee benefits	113,845.			113,845.
	16a Legal fees (attach schedule) ATCH 3	6,645.			6,645.
	b Accounting fees (attach schedule) ATCH 4	92,670.			92,670.
	c Other professional fees (attach schedule)*	305,458.	171,693.		17,857.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	47,413.	5,260.		35,813.
	19 Depreciation (attach schedule) and depletion	87,925.			
	20 Occupancy	53,123.			53,123.
	21 Travel, conferences, and meetings	41,221.			41,221.
	22 Printing and publications	10,642.			10,642.
	23 Other expenses (attach schedule) ATCH 7	188,580.	143,271.		188,580.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,435,930.	320,224.		1,048,804.
	25 Contributions, gifts, grants paid	887,274.			932,771.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,323,204.	320,224.	0	1,981,575.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,362,127.			
	b **Net investment income** (if negative, enter -0-)		917,444.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	62,085.	1,295,913.	1,295,913.
2	Savings and temporary cash investments	1,066,103.	5,085.	5,085.
3	Accounts receivable ▶ 74,402. Less allowance for doubtful accounts ▶	15,587.	74,402.	74,402.
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	10,211.	18,553.	18,553.
9	Prepaid expenses and deferred charges	17,516.	26,992.	26,992.
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 8	8,410,461.	9,782,213.	9,782,213.
c	Investments - corporate bonds (attach schedule) ATCH 9	14,000,466.	14,734,442.	14,734,442.
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	15,406,353.	15,141,120.	15,141,120.
14	Land, buildings, and equipment basis ▶ 2,552,472. Less accumulated depreciation (attach schedule) ▶ 1,276,569.	1,343,788.	1,275,903.	1,275,903.
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	40,332,570.	42,354,623.	42,354,623.
Liabilities 17	Accounts payable and accrued expenses	43,553.	18,469.	
18	Grants payable	25,000.	5,000.	
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)	68,553.	23,469.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	37,697,966.	39,628,512.	
25	Temporarily restricted	1,516,051.	1,652,642.	
26	Permanently restricted	1,050,000.	1,050,000.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
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			
30	**Total net assets or fund balances** (see instructions)	40,264,017.	42,331,154.	
31	**Total liabilities and net assets/fund balances** (see instructions)	40,332,570.	42,354,623.	

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	40,264,017.
2	Enter amount from Part I, line 27a	2	-1,362,127.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	3,429,264.
4	Add lines 1, 2, and 3	4	42,331,154.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,331,154.

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	777,756.
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	0

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	2,082,974.	40,522,276.	0.051403
2010	1,989,994.	39,014,240.	0.051007
2009	1,700,109.	34,301,029.	0.049564
2008	2,556,661.	40,434,424.	0.063230
2007	1,299,329.	43,932,314.	0.029576

2	**Total** of line 1, column (d)	2	0.244780
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	0.048956
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	39,682,121.
5	Multiply line 4 by line 3	5	1,942,678.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,174.
7	Add lines 5 and 6	7	1,951,852.
8	Enter qualifying distributions from Part XII, line 4	8	1,981,575.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	9,174.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	9,174.
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	9,174.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a 17,082.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 500.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	17,582.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	8,408.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 8,408. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ WWW.GRAHAMFOUNDATION.ORG

14 The books are in care of ▶ SARAH HERDA Telephone no ▶ 312-787-4071

Located at ▶ 4 WEST BURTON, CHICAGO, IL ZIP+4 ▶ 60610-1416

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

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

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
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		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ 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
ATCH 12		149,687.	11,975.	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
ATCH 13		196,153.	15,735.	0

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		0
Total number of others receiving over $50,000 for professional services ▶		

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 NOT APPLICABLE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	39,872,952.
b	Average of monthly cash balances	1b	413,465.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	40,286,417.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	40,286,417.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	604,296.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,682,121.
6	**Minimum investment return.** Enter 5% of line 5	6	1,984,106.

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	1,984,106.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,174.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,174.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,974,932.
4	Recoveries of amounts treated as qualifying distributions			4	20,497.
5	Add lines 3 and 4			5	1,995,429.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,995,429.

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	1,981,575.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,981,575.
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	9,174.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,972,401.

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				1,995,429.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011 9,250.				
f	Total of lines 3a through e	9,250.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,981,575.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				1,981,575.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	9,250.			9,250.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				4,604.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

ATCH 14

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

SEE ATTACHED STATEMENT

c Any submission deadlines

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT				882,274.
Total ▶ **3a**				882,274.
b *Approved for future payment*				
SEE ATTACHED STATEMENT				5,000.
Total ▶ **3b**				5,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	232.	
4 Dividends and interest from securities	525990	8,383.	14	376,845.	
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			16	4,125.	
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	922.	18	561,119.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					8,907.
11 Other revenue a					
b ATCH 15					244.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		9,305.		942,321.	9,151.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 960,777.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
10	RELATES TO INCOME FROM SALES OF BOOKS/PERIODICALS RELATED
	TO ARTS/ARCHITECTURE.
11B	GRAHAM FOUNDATION OFFICE IS LOCATED AT THE MADLENER HOUSE,
	A HISTORIC AND ARCHITECTURALLY SIGNIFICANT BUILDING. THE
	MISCELLANEOUS REVENUE IS DERIVED FROM ACTIVITIES SUCH AS
	FEES FOR THE USE OF MADLENER HOUSE BY OTHER CHARITABLE
	ORGANIZATIONS AND THE SALE OF POSTCARDS OF MADLENER HOUSE.

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 11/13/13 — Title Director

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NICOLE BENCIK		2013.11.12 12:43:06 -06'00'		P00756195

Firm's name ▶ CROWE HORWATH LLP — Firm's EIN ▶ 35-0921680

Firm's address ▶ 70 WEST MADISON ST, STE 700 CHICAGO, IL 60602-4903 — Phone no 312-899-8411

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		GAIN FROM SALE OF SECURITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
5,091,030.		5,048,126.					42,904.	
		GAINS FROM PARTNERSHIP INVESTMENTS PROPERTY TYPE: SECURITIES				P	VAR	VAR
734,819.							734,819.	
		SECURITIES LITIGATION PROPERTY TYPE: SECURITIES				P	VAR	VAR
33.							33.	
TOTAL GAIN(LOSS)							777,756.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST FROM SECURITIES	385,228.	170,690.
DIVIDENDS AND INTEREST FROM K-1S		240,472.
TOTAL	385,228.	411,162.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
GRAHAM FOUNDATION FOR ADVANCED	36-2356089

DESCRIPTION OF PROPERTY
FACILITY RENTAL

	Yes		No	Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY.
REAL RENTAL INCOME

OTHER INCOME:		
RENTAL INCOME	4,125.	
TOTAL GROSS INCOME		4,125.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		4,125.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		4,125.
Deductible Rental Loss (If Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
2E7000 1 000

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

RENTAL INCOME	4,125.
	4,125.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
FACILITY RENTAL	4,125.			4,125.
TOTALS	4,125.			4,125.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME FROM FORMS K-1			44,149.
MISCELLANEOUS INCOME		244.	244.
	TOTALS	244.	44,393.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	6,645.			6,645.
TOTALS	6,645.			6,645.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		92,670.			92,670.
	TOTALS	92,670.			92,670.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	188,987.	73,079.	
CUSTODIAL FEES	98,614.	98,614.	
IT & GRAPHIC DESIGN FEES	12,221.		12,221.
CONSULTANT FEES	3,807.		3,807.
PAYROLL SERVICES	1,829.		1,829.
TOTALS	305,458.	171,693.	17,857.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAX	35,544.		35,544.
FOREIGN TAXES PAID		5,260.	
FEDERAL EXCISE TAX	11,600.		
OTHER STATE TAXES	55.		55.
SALES TAX	214.		214.
TOTALS	47,413.	5,260.	35,813.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
WEBSITE/INTERNET	10,137.		10,137.
STIPENDS/ HONORARIA SPEAKERS	11,120.		11,120.
INSURANCE	29,412.		29,412.
POSTAGE & SHIPPING	35,147.		35,147.
SUPPLIES	8,110.		8,110.
GRANT MAKING DATABASE FEES	13,126.		13,126.
PRODUCTION	24,069.		24,069.
DUES & SUBSCRIPTIONS	7,117.		7,117.
BANK AND CREDIT CARD FEES	4,432.		4,432.
MAINTENANCE	5,639.		5,639.
ADVERTISING & PROMOTIONS	4,928.		4,928.
RECEPTION & HOSPITALITY	12,461.		12,461.
A/V & DOCUMENTATION	9,709.		9,709.
TRAINING	1,575.		1,575.
REGISTRATION & LICENSES	1,610.		1,610.
PLANNING & RESEARCH	1,026.		1,026.
SOFTWARE EXPENSES	2,461.		2,461.
MISCELLANEOUS EXPENSES	6,501.		6,501.
OTHER EXPENSES FROM K-1'S		143,271.	
TOTALS	188,580.	143,271.	188,580.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LARGE & SMALL CAP EQUITY	8,410,461.	9,782,213.	9,782,213.
TOTALS	8,410,461.	9,782,213.	9,782,213.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ABSOLUTE RETURN & FIXED INCOME	14,000,466.	14,734,442.	14,734,442.
TOTALS	14,000,466.	14,734,442.	14,734,442.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
INTERNATIONAL EQUITY	5,067,671.	5,991,540.	5,991,540.
HEDGED EQUITY	5,374,495.	3,861,009.	3,861,009.
PRIVATE EQUITY	4,964,187.	5,288,571.	5,288,571.
TOTALS	15,406,353.	15,141,120.	15,141,120.

ATTACHMENT 11

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		3,429,264.
	TOTAL	3,429,264.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HAMZA WALKER 4 WEST BURTON CHICAGO, IL 60610-1416	PRESIDENT 3.00	0	0	0
ROSS WIMER 4 WEST BURTON CHICAGO, IL 60610-1416	VICE PRESIDENT 3.00	0	0	0
RENA CONTI 4 WEST BURTON CHICAGO, IL 60610-1416	TREASURER 3.00	0	0	0
ELIZABETH SMITH 4 WEST BURTON CHICAGO, IL 60610-1416	SECRETARY 3.00	0	0	0
SAMUEL ASSEFA 4 WEST BURTON CHICAGO, IL 60610-1416	TRUSTEE 1.00	0	0	0
CHANDRA GOLDSMITH 4 WEST BURTON CHICAGO, IL 60610-1416	TRUSTEE 1.00	0	0	0

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

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JEANNE GANG 4 WEST BURTON CHICAGO, IL 60610-1416	TRUSTEE 1.00	0	0	0
BRUCE SAGAN 4 WEST BURTON CHICAGO, IL 60610-1416	TRUSTEE 1.00	0	0	0
SEAN KELLER 4 WEST BURTON CHICAGO, IL 60610-1416	TRUSTEE 1.00	0	0	0
RANDALL KROSZNER 4 WEST BURTON CHICAGO, IL 60610-1416	TRUSTEE 1.00	0	0	0
JOHN SYVERTSEN 4 WEST BURTON CHICAGO, IL 60610-1416	TRUSTEE 1.00	0	0	0
SARAH HERDA 4 WEST BURTON CHICAGO, IL 60610-1416	EXECUTIVE DIRECTOR 40.00	149,687.	11,975.	0
	GRAND TOTALS	149,687.	11,975.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CAROLYN KELLY 4 WEST BURTON CHICAGO, IL 60610-1416	GRANTS MANAGER 40.00	60,100.	4,808.	0
RONALD KONOW 4 WEST BURTON CHICAGO, IL 60610-1416	FACILITIES MANAGER 40.00	56,253.	4,500.	0
STEPHANIE WHITLOCK 4 WEST BURTON CHICAGO, IL 60610-1416	PROGRAM OFFICER 40.00	79,800.	6,427.	0
	TOTAL COMPENSATION	196,153.	15,735.	0

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SARAH HERDA, GRAHAM FOUNDATION
4 WEST BURTON
CHICAGO, IL 60610-1416
312-787-4071

GRAHAM FOUNDATION FOR ADVANCED 36-2356089

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER MISCELLANEOUS INCOME					244.
TOTALS					244.

SCHEDULE D (Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
GRAHAM FOUNDATION FOR ADVANCED STUDIES IN THE FINE ARTS	36-2356089

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	777,756.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	777,756.

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

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

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	

For Paperwork Reduction Act Notice, see the Instructions for Form 1041 **Schedule D (Form 1041) 2012**

Part III Summary of Parts I and II **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			777,756.
14 **Net long-term gain or (loss):**				
a Total for year	14a			
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			777,756.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) or b $3,000 . . . 16 ( )

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20 Add lines 18 and 19	20				
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21				
22 Subtract line 21 from line 20 If zero or less, enter -0-			22		
23 Subtract line 22 from line 17 If zero or less, enter -0-			23		
24 Enter the **smaller** of the amount on line 17 or $2,400			24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25		
26 Subtract line 25 from line 24			26		
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29 Subtract line 28 from line 27			29		
30 Multiply line 29 by 15% (15)				30	
31 Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32 Add lines 30 and 31				32	
33 Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

Graham Foundation for Advanced Studies in the Fine Arts
36-2356089
12/31/12

Federal footnotes

Form 990PF, Part VII-B, 5C

Founded in 1956, the Graham Foundation for Advanced Studies in the Fine Arts makes project-based grants to individuals and organizations and produces public programs to foster the development and exchange of diverse and challenging ideas about architecture and its role in the arts, culture, and society.

The Graham Foundation offers the following types of grants: (1) Production and Presentation Grants to individuals and organization; (2) Research and Development Grants to individuals. The grant period of a Production and Presentation Grant is two years, and the grant period of a Research and Development Grant is one year. Within the grant period, grantees are expected to plan, implement, and close out their project by submitting progress reports, and acknowledge Graham Foundation support in all media. (3) Carter Manny Award for students enrolled in doctoral programs in the U.S. and Canada.

All grantees must agree to and sign a grant agreement before grant funds are issued. The grant agreement stipulates:

A) Grant funds must be used only for the specific purpose of the grant, as stated in the grantee's application, and will be used only for the charitable, scientific, literary or educational purposes of the grantee. The grant purpose is subject to modification only with the written approval of the foundation.

B) Any extension of the project terms must be requested in writing to the Graham Foundation for approval.

C) Any funds not expended in accordance with the purpose of the grant must be returned to the foundation. Grantees acknowledge grant funds, up to an including the full amount of the grant, will be returned to the Graham Foundation if failure to comply with the grant agreement conditions occurs. Any unused grant funds must also be returned to the foundation.

D) Grantees agree to furnish written progress reports to the foundation at least once a year.

E) Upon project completion, grantees submit a final summary report and final project products, such as publications, exhibition catalogues, conference proceedings, new media (films, dvds, Podcasts), project images, and other printed media such as press releases, reviews, and announcements.

F) The foundation retains the right to monitor and conduct evaluations of grants, which may include a visit by foundation personnel to observe grantees' programs, discussion of the project with grantees, and review of grantees' financial and other records and materials connected with the activities financed by this grant.

Federal footnotes

The interim and final reports outline the manner in which the grant funds were spent and the progress made in accomplishing the grant's purposes, including but not limited to: a current project budget that accounts for how Graham Foundation grant funds were expended for the grant's purposes; a description of the progress to date toward the project's objectives, e.g. major activities and their outcomes or factors that hindered or accelerated the project progress; a description of any collateral research or activity which has resulted from the award; a description of the current work plan and schedule.

Reporting requirements are monitored by foundation staff and tracked in a grant management database. Interim reports, final reports, and final products are reviewed by the foundation's program officer and executive director and are maintained in each grantee's record.

Graham Foundation for Advanced Studies in the Fine Arts
36-2356089
12/31/12

How to Apply For a Grant

Founded in 1956, the Graham Foundation for Advanced Studies in the Fine Arts makes project-based grants to individuals and organizations and produces public programs to foster the development and exchange of diverse and challenging ideas about architecture and its role in the arts, culture, and society.

The Graham Foundation's application for Grants to Organizations and for Grants to Individuals is a two-stage process and is open submission. There are two application deadlines a year: February 25 for Grants to Organizations and September 15 for Grants to Individuals. Grant decisions are announced approximately 150 days after the application deadline. The Graham Foundation also offers the Carter Manny Award for doctoral dissertations; the application deadline is March 15 and grant decisions are announced approximately 150 days after the application deadline.

Tax-exempt organizations must provide a copy of the IRS determination letter that indicates the particular paragraph of the Internal Revenue Code that governs their exempt activities.

The Graham Foundation's grantmaking focus and priorities, grant guidelines, and application forms are available on its website: www.grahamfoundation.org.

Information on funded projects (grantee names, project titles, and relevent project information) is also available on the foundation website.

General Restrictions:
Ineligible costs include:

- Endowment
- General operating expenses
- Capital projects
- Scholarship aid or work in pursuit of an academic degree (advanced doctoral candidates are eligible to apply for the Carter Manny Award)
- Work focused on K-12 curriculum or learning and/or intended for K-12 audiences
- Debt or expenses incurred prior to the date of grant request

For more information please see the Graham Foundation website, www.grahamfoundation.org, or contact foundation staff at:

Graham Foundation for Advanced Studies in the Fine Arts
4 West Burton Place
Chicago, IL 60610
grantprograms@grahamfoundation.org
312-787-4071

Graham Foundation for Advanced Studies in the Fine Arts
FEIN: 36-2356086
12/31/12

Part XV, Grants and Contributions Paid During the Year

Grantee Name	Grantee City	Grantee State/Country	Status of the Recipient	Purpose of Grant	Amount Paid
Anthony Acciavatti/Justin Fowler/Dan Handel	New York	NY	Individual	Manifest A Journal of American Architecture and Urbanism	5,000
Aggregate Architectural History Collaborative	Brooklyn	NY	Pending Nonprofit Status	Aggregate Online Workshop and Publication Platform	7,500
Miroslav Ambroz/Anne Jamison	Salt Lake City	UT	Individual	Stolen Houses	5,000
Anyone Corporation	New York	NY	509(a)(1) under 170(b)(1)(A)(vi)	Log Observations on Architecture and the Contemporary City	10,000
Margaret Arbanas/Igor Martinovic	New York	NY	Individual	Castro's Dream	10,000
Archeworks	Chicago	IL	509(a)(1) under 170(b)(1)(A)(ii)	Archeworks New Practice Program	5,000
Architectural League of New York	New York	NY	509(a)(2) under 170(b)(1)(A)(vii)	Form, Idea, Resonance Thirty Years of Architectural League Emerging Voices	10,000
The Architecture Foundation	London	United Kingdom	Non-U S Nonprofit/Charity	Akihisa Hirata Tangling	7,500
Art Institute of Chicago	Chicago	IL	509(a)(1) under 170(b)(1)(A)(vi)	Building Inside Studio Gang Architects	20,000
Artists Space	New York	NY	509(a)(1) under 170(b)(1)(A)(vi)	Bernadette Corporation 2000 Wasted Years	15,000
Association of Architecture Organizations	Chicago	IL	509(a)(1) under 170(b)(1)(A)(vi)	Association of Architecture Organizations 2012 Conference Connecting People and Place	5,000
Stephanie Lynn Barczewski, Fiscal Agent Clemson University	Clemson	SC	509 (a)(1) under 170 (b)(1)(a)(i), (ii), (iii), (iv), or (v)	British Country Houses and Empire, 1700-1945	8,000
Christopher Barker/Anthony Schuman	New York	NY	Individual	The Architects' Resistance	10,000
Ute Meta Bauer, Fiscal Agent Neuer Berliner Kunstverein	Berlin	Germany	Non-U S Nonprofit/Charity	The Future Archive	10,000
Martin Beck	New York	NY	Individual	The Aspen Complex	5,000
Bidoun Projects, Inc	New York	NY	509(a)(1) under 170(b)(1)(A)(vi)	The Middle East Modernities Project	10,000
George Alexander Bremner, Fiscal Sponsor The University of Edinburgh	Edinburgh	United Kingdom	Non-U S Nonprofit/Charity	Imperial Gothic Religious Architecture and High Anglican Culture in the British Empire, c 1840-70	2,500
Cal Poly Pomona Foundation, Inc -Neutra VDL Studio and Residence	Pomona	CA	509(a)(3) under 170(b)(1)(A)(viii)	Art, Preservation, and the House Museum	10,000
Barnabas William Luke Calder, Fiscal Sponsor· University of Strathclyde	Glasgow	Scotland	Non-U S Nonprofit/Charity	Lasdun Online	10,000
American Friends of the Canadian Centre for Architecture, Inc	Montreal	Canada	Private Nonoperating Foundation	Archaeology of the Digital	20,000
Juan William Chavez	Saint Louis	MO	Individual	Pruitt-Igoe Bee Sanctuary Living Proposal	5,000
City of Chicago-Department of Cultural Affairs and Special Events	Chicago	IL	Governmental unit under Section 115(1) and Section 170(c)(1)	Venice Biennale Study Trip	5,000
Joseph Clarke	New Haven	CT	Individual	German Architecture and Modern Acoustical Science	15,000
McLain Clutter, Fiscal Agent Regents of the University of Michigan	Ann Arbor	MI	509(a)(1) under 170(b)(1)(A)(ii)	Imaginary Apparatus Film Production and Urban Planning in New York City, 1966-1975	3,500
Saskia Coenen Snyder	Columbia	SC	Individual	Building a Public Judaism Synagogues and Jewish Identity in Nineteenth-Century Europe	5,000
Jean-Louis Cohen	New York	NY	Individual	Modern Architectures in History France	10,000
College of Charleston-School of the Arts	Charleston	SC	509(a)(1) under 170(b)(1)(A)(iv)	Pulse Dome Project Art and Design by Don ZanFagna	5,000
Columbia College Chicago-Museum of Contemporary Photography	Chicago	IL	509(a)(1) under 170(b)(1)(A)(ii)	David Hartt Stray Light	7,500

Graham Foundation for Advanced Studies in the Fine Arts
FEIN: 36-2356086
12/31/12

Part XV, Grants and Contributions Paid During the Year

Grantee Name	Grantee City	Grantee State/Country	Status of the Recipient	Purpose of Grant	Amount Paid
The Cooper Union for the Advancement of Science and Art-Irwin S Chanin School of Architecture	New York	NY	509(a)(1) under 170(b)(1)(A)(ii)	On Drawing and Architecture Part One Massimo Scolari The Representation of Architecture, 1967-2012 Part Two Drawing from the Archive The Analysis of Architecture, 1992-2012	15,000
CriticalProductive, Inc	Ithaca	NY	509(a)(2) under 170(b)(1)(A)(vii)	CriticalProductive V2 1 Post-Capitalist City? (2012) CriticalProductive V3 1 Curating Identity, Curating Space (2013)	7,500
Jacob Hiram Culbertson	Davis	CA	Individual	Assembling Maori Architecture Appropriations, Translations and Cultural Difference in an Emerging Field	15,000
de_sitio	Mexico City	Mexico	Pending Nonprofit Status	Félix Candela Forms and Minds, A Project by David Bestué	5,000
Neil Martin Denari	Los Angeles	CA	Individual	FACTICITY	10,000
Sony Devabhaktuni	Paris	France	Individual	Merce Cunningham's Diagrams of Space	5,000
Felipe Dulzaides	San Francisco	CA	Individual	Broken Glass A Conversation with Ricardo Porro	10,000
Keller Easterling	New York	NY	Individual	Extrastatecraft The Powers of Matrix Space	10,000
Ken Ehrlich	Los Angeles	CA	Individual	La Huelga	7,500
Ronit Ziona Eisenbach/Terri Sarris/Hannah Smotrich	College Park	MD	Individual	The Radiant Sun Designer Ruth Adler Schnee	4,500
Peter Eisenman	New York	NY	Individual	The Piranesi Variations A Field of Diagrams	5,000
Alexander Eisenschmidt, Fiscal Agent Board of Trustees of the University of Illinois	Chicago	IL	509(a)(1) under 170(b)(1)(A)(ii)	City Works	5,000
Eric Ellingsen	Brooklyn	NY	Individual	Twisted Futures	7,500
Elizabeth Ellsworth/Jamie Kruse	Brooklyn	NY	Individual	Repository A Typological Guide to America's Ephemeral Nuclear Infrastructure	7,500
Film and Video Umbrella	London	United Kingdom	Non-U S Nonprofit/Charity	Everything Made Bronze	5,000
Gasworks, Fiscal Agent Triangle Arts Trust	London	United Kingdom	Non-U S Nonprofit/Charity	Jonathas de Andrade	2,500
Mariam Ghani	Brooklyn	NY	Individual	A Brief History of Collapses	5,000
Joseph Benjamin Giovannini	New York	NY	Individual	Architecture Unbound The Deconstructivist Turn, A History	10,000
Marcelyn Grace Gow/Ulrika Karlsson	Los Angeles	CA	Individual	Aqueotrope The Well T(a)mpered Environment	10,000
Fritz Haeg, Fiscal Agent Blood Mountain Foundation	Budapest	Hungary	Non-U S Nonprofit/Charity	Edible Estate #12 Budapest, Hungary	10,000
Armand Hammer Museum of Art and Cultural Center Inc	Los Angeles	CA	509(a)(3) under 170(b)(1)(A)(viii)	A Quincy Jones Building for Better Living	10,000
Samantha Isabel Hardingham	London	United Kingdom	Individual	Cedric Price Works, 1958-2003 A Forward-Minded Retrospective	8,000
Harvard University-Department of Visual and Environmental Studies	Cambridge	MA	509(a)(1) under 170(b)(1)(A)(ii)	Brute	15,000
Florian Hecker, Fiscal Agent Primary Information	New York	NY	509(a)(1) under 170(b)(1)(A)(vi)	Chimerizations	5,000
Richard Lloyd Hindle, Fiscal Agent Board of Trustees of the University of Illinois	Urbana	IL	509(a)(1)under 170(b)(1)(A)(ii)	Reconstructing the 'Vegetation-Bearing Architectonic Structure and System (1938)'	5,000
Jeffrey Inaba	New York	NY	Individual	The Motives and Artifacts of Architectural Research	10,000
Indiana University-Department of Apparel Merchandising and Interior Design	Bloomington	IN	509(a)(2) under 170(b)(1)(A)(vii)	Creative Syncretism The Early Architectural Works of Harry Weese, Columbus, Indiana	5,000
Institute for Urban Design	New York	NY	509(a)(1) under 170(b)(1)(A)(vi)	Spontaneous Interventions Design Actions for the Common Good	25,000
Justina M Barnicke Gallery/Hart House	Toronto	Canada	Non-U S Nonprofit/Charity	Architecture as Social Form	5,000

Graham Foundation for Advanced Studies in the Fine Arts
FEIN: 36-2356086
12/31/12

Part XV, Grants and Contributions Paid During the Year

Grantee Name	Grantee City	Grantee State/Country	Status of the Recipient	Purpose of Grant	Amount Paid
Minata Kone	Abidjan	Ivory Coast	Individual	Prison Architecture Dilemma in Ngugi's Prison Trilogy	5,000
Sophie Krier/Jonathan Muecke	Minneapolis	MN	Individual	Field Essays Issue One Every Object contains an Image / Every Image contains an Object	5,000
Zak Kyes	London	United Kingdom	Individual	Zak Kyes Working With .	5,000
Peter Land	Chicago	IL	Individual	The UN Experimental Housing Project, Lima, Peru (PREVI)	10,000
Peter Laurence	Clemson	SC	Individual	Jane Jacobs and the City	8,000
Sylvia Lavin	Venice	CA	Individual	The Flash in the Pan and Other Forms of Architectural Contemporaneity	15,000
LIGA-Space for Architecture-Mexico City	Mexico City	Mexico	Non-U S Nonprofit/Charity	LIGA-Exhibitions Program, 2012-2013	5,000
MAK Center for Art and Architecture	West Hollywood	CA	509(a)(1) under 170(b)(1)(A)(vi)	Schindler Lab	10,000
Michael Maltzan/Jessica Varner	Los Angeles	CA	Individual	Seven Sides The Pittman Dowell Residence	10,000
Caroline Maniaque-Benton/Simon James Sadler	Davis	CA	Individual	Alternative Architecture A Documentary History	7,500
MAS Context	Chicago	IL	509(a)(1) under 170(b)(1)(A)(vi)	MAS Context	5,000
Justin McGuirk	London	United Kingdom	Individual	The Activist Continent	10,000
Karen M'Closkey	Philadelphia	PA	Individual	Unearthed The Landscapes of Hargreaves Associates	5,000
Vincent Michael, Fiscal Agent Board of Trustees of the University of Illinois	Urbana	IL	509(a)(1) under 170(b)(1)(A)(ii)	The Architecture of Barry Byrne Taking the Prairie School to Europe	5,000
Luke Morgan, Fiscal Agent Monash University	Clayton	Australia	Non-U S Nonprofit/Charity	The Monster in the Garden Reframing Renaissance Landscape Design	5,000
Museum of Contemporary Art, Chicago	Chicago	IL	509(a)(1) under 170(b)(1)(A)(vi)	Ronan and Erwan Bouroullec Bivouac	15,000
The Museum of Contemporary Art, Los Angeles	Los Angeles	CA	509(a)(1) under 170(b)(1)(A)(vi)	A New Sculpturalism Contemporary Architecture from Southern California	15,000
Museum of Modern Art in Warsaw	Warsaw	Poland	Non-U S Nonprofit/Charity	Oskar Hansen Opening Modernism	10,000
Daniel Joseph Naegele	Ames	IA	Individual	The Letters of Colin Rowe	10,000
Northwest Architectural League	Seattle	WA	509(a)(2) under 170(b)(1)(A)(vii)	Art Moves, Cities Follow	5,000
Yetunde Olaiya	Brooklyn	NY	Individual	Expert, Artifact, Fact The Techno-Politics of Architectural Production in French Black Africa, 1945-1975	15,000
PLAND (Practice Liberating Art through Necessary Dislocation), Fiscal Agent Fractured Atlas	New York	NY	509(a)(2) under 170(b)(1)(A)(vii)	Boundary Maintenance Internal Improvement	5,000
Leon Ransmeier	New York	NY	Individual	On Robotic Morphology	5,000
Nina Rappaport/Erica Stoller, Fiscal Agent· Yale University Press	New Haven	CT	509(a)(1)under 170(b)(i)(A)(vi)	Ezra Stoller, Photographer	7,500
Joseph Martinez	Phoenix	AZ	Individual	The Exhibition of a Necessary Incompleteness	7,500
Rhode Island School of Design-Museum of Art	Providence	RI	509(a)(1) under 170(b)(1)(A)(ii)	Drawing Ambiance Alvin Boyarsky and the Architectural Association	10,000
Francois Marie Roche/Camille Lacadee	Bangkok	Thailand	Individual	Loophole / BKK	15,000
Osvaldo Romberg	Chicago	IL	Individual	Translocations Mies and Melnikov	7,500
David Bijan Sadighian	New York	NY	Individual	Curating the Postwar City Thomas P F Hoving's Public Programs, c 1966	5,000
Eduard Sancho Pou	Barcelona	Spain	Individual	Architectural Strategies (marketing, icon, politics, masses, developer, the Nº1)	6,000
Felicity Dale Scott	New York	NY	Individual	Cartographies of Drift Bernard Rudofsky's Encounters with Modernity	15,000

Graham Foundation for Advanced Studies in the Fine Arts					
FEIN: 36-2356086					
12/31/12					
Part XV, Grants and Contributions Paid During the Year					
Grantee Name	**Grantee City**	**Grantee State/Country**	**Status of the Recipient**	**Purpose of Grant**	**Amount Paid**
Scottsdale Cultural Council-Scottsdale Museum of Contemporary Art	Scottsdale	AZ	509(a)(1) under 170(b)(1)(A)(vi)	Soleri Mesa City to Arcosanti	10,000
Serpentine Gallery	London	United Kingdom	Non-U S Nonprofit/Charity	Serpentine Gallery Pavilion 2012 by Herzog & de Meuron and Ai Weiwei	15,000
Shifter Magazine	Chicago	IL	Pending Nonprofit Status	Other Spaces	5,000
David Smiley	New York	NY	Individual	Pedestrian Modern Shopping and American Architecture, 1925-1956	5,000
Southern California Institute of Architecture	Los Angeles	CA	509(a)(1) under 170(b)(1)(A)(ii)	A Confederacy of Heretics The Architecture Gallery, Venice, 1979	10,000
Storefront for Art and Architecture	New York	NY	509(a)(2) under 170(b)(1)(A)(vii)	Critical History Project	15,000
Beth Stryker	New York	NY	Individual	The Arab Street Art in Public Spaces in the Middle East	5,000
Paulo Tavares	London	United Kingdom	Individual	Amazon Frontiers	7,500
Edit Toth	McVeytown	PA	Individual	Breuer's Furniture, Moholy-Nagy's Photographic Paradigm, and Complex Gender Expressivity at the Haus am Horn	125
University of Chicago-Film Studies Center	Chicago	IL	509(a)(1) under 170(b)(1)(A)(ii)	Phenomenologies of Projection, Aesthetics of Transition Anthony McCall 1970-1979, 2001-	3,000
Regents of the University of Michigan	Ann Arbor	MI	509(a)(1) under 170(b)(1)(A)(iv)	Florencia Pita/FP mod	7,500
University of Minnesota-University of Minnesota Press	Minneapolis	MN	Governmental unit under 170(b)(1)(A)(v)	Vers une architecture de la jouissance	5,000
Lawrence Vale, Fiscal Agent University of Chicago Press	Chicago	IL	509(a)(1) under 170(b)(1)(A)(ii)	Purging the Poorest Public Housing and the Design Politics of Twice-Cleared Communities	5,000
Gennifer Stacy Weisenfeld	Durham	NC	Individual	Imaging Disaster Tokyo and the Visual Culture of Japan's Great Earthquake of 1923	5,000
June Williamson	New York	NY	Individual	Designing Suburban Futures New Models from Build a Better Burb	5,000
Andrew Witt	Los Angeles	CA	Individual	A Mathematical History of Architectural Design, 1800-2000	5,000
Yale University-Yale School of Architecture	New Haven	CT	509(a)(1) under 170(b)(1)(A)(vi)	Palladio Virtuel Inventing the Palladian Project	15,000
Yale University-Yale University Press	New Haven	CT	509(a)(1) under 170(b)(1)(A)(vi)	Building Seagram	10,000
Stephen Zacks	Brooklyn	NY	Individual	A Beautiful Ruin The Cultural Movements that Transformed New York City, 1967-1985	7,500
Zagreb Society of Architects	Zagreb	Croatia	Non-U S Nonprofit/Charity	Think Space The Competitive Hypothesis	10,000
Donors Forum of Chicago	Chicago	IL	509(a)(1) under 170(b)(1)(A)(vi)	Contribution	1,646
				Grants Paid	902,771
				Grants Cancelled/Returned	(20,497)
				Total Grants Paid	**882,274**
Grants Approved in 2012 and Paid in 2013					
Grantee Name	**Grantee City**	**Grantee State/Country**	**Status of the Recipient**	**Purpose of Grant**	**Amount Paid**
InfraNet Lab	Toronto	Canada	Pending Nonprofit Status	Bracket 3 [at Extremes]	5,000
				Total Grants Paid	**5,000**

Grantee Name	Grantee Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Date of Report	Date of Verification
306090 Inc	400 Degraw Street Brooklyn, NY 11231	7/28/2010	$ 5,000	Production and Presentation\Publication 306090 Books	$ 5,000	No	10/25/2013	10/25/2013
Aggregate Architectural History Collaborative	c/o Jonathan Massey Syracuse University School of Architecture 201 Slocum Hall Syracuse, NY 13244-1250	6/29/2012	$ 7,500	Production and Presentation\Film/Video/New Media/Web Aggregate Online Workshop and Publication Platform	$ 350	No	2/15/2013	3/17/2013
Ankur Society for Alternatives in Education	76, 2nd Floor, National Park Lajpat Nagar IV New Delhi 110024 India	7/30/2009	$ 15,000	Production and Presentation\Publication Cybermohalla Hub	$ 15,000	No	08/08/2012	8/31/2012
Archinect	2797 E Foothill Blvd , Suite 130 Pasadena, CA 91107	7/28/2010	$ 5,000	Production and Presentation\Publication Bracket 2 [Goes Soft]	$ 5,000	No	10/24/2013	10/24/2013
Architectural Association-School of Architecture	Unit 2 49-59 Old Street London EC1V 9HX United Kingdom	8/8/2011	$ 15,000	Production and Presentation Grant for the Publication Architectural Doppelgangers	$ 15,000	No	10/23/2013	10/23/2013
Barbican Centre	Silk Street London, England EC2Y 8DS United Kingdom	8/8/2011	$ 10,000	Production and Presentation\Exhibition OMA/PROGRESS	$ 10,000	No	4/5/2012	09/04/2012
Canadian Centre for Architecture	1920, rue Baile Montreal, PQ H3H 2S6 Canada	6/1/2011	$ 25,000	Production and Presentation\Publication Imperfect Health The Medicalization of Architecture	$ 25,000	No	5/23/2012	10/30/2012
Canadian Centre for Architecture	1920, rue Baile Montreal, PQ H3H 2S6 Canada	6/29/2012	$ 20,000	Production and Presentation\Publication Archaeology of the Digital	$ 20,000	No	6/26/13	8/23/2013
Cubitt Artists Ltd	Gallery and Studios 8 Angel Mews London N1 9HH United Kingdom	7/28/2010	$ 5,000	Production and Presentation\Exhibition Design Research Unit	$ 5,000	No	4/17/2012	05/14/2012
de_sitio	Ángel Urraza 523 (816) Col del Valle Del Benito Juárez Mexico City 03100 Mexico	6/29/2012	$ 5,000	Production and Presentation\Publication Félix Candela Forms and Minds, A Project by David Bestué	$ -	No	2/10/2013	05/02/2013
ETH Zurich	ETH Studio Basel Spitalstrasse 8 Basel 4056 Switzerland	7/29/2008	$ 15,000	Production and Presentation\Publication Nairobi on the Ground	$ 15,000	No	10/31/2013	10/31/2013
Film and Video Umbrella	8 Vine Yard London SE1 1QL United Kingdom	6/29/2012	$ 5,000	Production and Presentation\Film/Video/New Media/Web Everything Made Bronze	$ 3,109	No	2/14/2013	3/29/2013

Grantee Name	Grantee Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Date of Report	Date of Verification
Fourthwall Books	Shop no 4, Arts on Main Unit S14A 44 Stanley Avenue Milpark 2022 Johannesburg 2094 South Africa	7/29/2008	$ 15,000	Production and Presentation\Publication Possible Futures The Gas Works and Industrial Architecture in Johannesburg	$ 14,797	No	10/30/2013	10/30/2013
Gasworks	155 Vauxhall St London SE11 5RH United Kingdom	6/29/2012	$ 2,500	Production and Presentation\Exhibition Jonathas de Andrade	$ -	No	1/28/2013	2/9/2013
IE University	Campus Santa Cruz la Real Cardenal Zúñiga, 12 Segovia 40003 Spain	8/8/2011	$ 7,500	Production and Presentation\Publication International Architectural Education Summit 2011 Publication	$ 5,700	No	10/25/2013	10/25/2013
InfraNet Lab	242 Concord Avenue Toronto, ON M6H 2P5 Canada	6/29/2012	$ 5,000	Production and Presentation\Publication Bracket 3 [at Extremes]	$ -	No	2/13/2013	2/23/2013
Justina M Barnicke Gallery / Hart House	7 Hart House Circle Toronto, ON M5S 3H3 Canada	6/29/2012	$ 5,000	Production and Presentation\Exhibition Architecture as Social Form	$ 3,459	No	1/26/2013	10/17/2013
Kunstverein	Gerard Doustraat 132 Amsterdam 1073 VX The Netherlands	8/8/2011	$ 5,000	Production and Presentation\Publication Mierle Laderman Ukeles The Ballet Book	$ 600	No	10/23/2013	10/23/2013
LIGA-Space for Architecture-Mexico City	LIGA, Espacio para Arquitectura, DF Av Insurgentes Sur 348, (piso 9) Colonia Roma Sur, Delegación Cuauhtémoc Mexico City, Distrito Federal Mexico 06700	6/29/2012	$ 5,000	Production and Presentation\Exhibition LIGA-Exhibitions Program, 2012-2013	$ 5,000	No	2/13/2013	2/18/2013
Museum for Contemporary Art Leipzig	Karl-Tauchnitz-Straße 9-11 Leipzig D-04107 Germany	8/8/2011	$ 15,000	Production and Presentation\Exhibition Zak Kyes, INFORM Award for Conceptual Design	$ 15,000	No	10/25/2012	10/31/2012
Museum of Modern Art in Warsaw	Panska 3 Warsaw 00-124 Poland	6/29/2012	$ 10,000	Production and Presentation\Conference/Lecture Oskar Hansen Opening Modernism	$ -	No	2/15/2013	5/20/2013
Robert R Taylor Network, Inc	c/o MIT School of Architecture and Planning 77 Massachusetts Avenue, Room 10-303 Cambridge, MA 02139	8/8/2011	$ 10,000	Production and Presentation Grant for the New Media project Digital Archive of Black Architects	$ 10,000	No	10/25/2013	10/25/2013
Serpentine Gallery	Kensington Gardens London W2 3XA United Kingdom	6/20/2012	$ 15,000	Production and Presentation\Exhibition Serpentine Gallery Pavilion 2012 by Herzog & de Meuron and Ai Weiwei	$ 15,000	No	1/29/2013	1/29/2013
Shifter Magazine	4405 N Winchester, Unit #1 Chicago, IL 60640	6/29/2012	$ 5,000	Production and Presentation\Publication Other Spaces	$ -	No	2/15/2013	6/3/2013

Grantee Name	Grantee Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended by Grantee	Any Diversion by Grantee?	Date of Report	Date of Verification
The Society for Moving Images about the Built Environment	2351 Edgewater Terrace Los Angeles, CA 90039	7/25/2011	$ 2,000	Production and Presentation\Film/Video/New Media/Web Building Revolution 2011 SMIBE Short Film Competition	$ 1,300	No	10/22/2013	10/22/2013
The Architecture Foundation	Ground Floor East 136-148 Tooley Street London SE1 2TU United Kingdom	8/8/2011	$ 10,000	Production and Presentation\Conference/Lecture Architecture + Art If You Build It, Will They Come?	$ 6,532	No	10/24/2013	10/24/2013
University of Arts and Design Karlsruhe	Lorenzstr 15 Karlsruhe, BW 76135 Germany	8/8/2011	$ 10,000	Production and Presentation\Publication The Archive as a Productive Space of Conflict	$ 10,000	No	10/30/2012	10/31/2012
WhiteWalls	PO Box 8204 Chicago, IL 60680	7/29/2008	$ 10,000	Production and Presentation\Publication Gaylen Gerber	$ 6,000	No	3/27/2012	4/23/2012
Zagreb Society of Architects	Zagreb Society of Architects (ZSA) / Drustvo arhitekata Zagreba (DAZ) Think Space Program Trg bana Jelacica 3/I Zagreb 10000 Croatia	6/29/2012	$ 10,000	Production and Presentation\Exhibition Think Space The Competitive Hypothesis	$ 10,000	Yes	2/15/2013	6/9/2013

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- 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* 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 GRAHAM FOUNDATION FOR ADVANCED STUDIES IN THE FINE ARTS	Employer identification number (EIN) or 36-2356089
	Number, street, and room or suite no If a P O box, see instructions 4 WEST BURTON	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60610-1416	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

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 ▶ SARAH HERDA

Telephone No ▶ 312 787-4071 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 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, 20___, and ending ______, 20___

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**	$ 17,582.
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**	$ 17,082.
c	**Balance due.** 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**	$ 500.

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)

JSA

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• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions GRAHAM FOUNDATION FOR ADVANCED STUDIES IN THE FINE ARTS	Employer identification number (EIN) or 36-2356089
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 4 WEST BURTON	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60610-1416	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ SARAH HERDA

Telephone No. ▶ 312 -787-4071 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.

4 I request an additional 3-month extension of time until 11/15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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	**8a**	$ 17,582.
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 and any amount paid previously with Form 8868.	**8b**	$ 17,582.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Laura Forbes Title ▶ CPA Date ▶ 7/18/13