



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 THE GRAFF CHARITABLE FOUNDATION, INC. C/O PETER M. GRAFF		A Employer identification number 47-0816806
Number and street (or P O box number if mail is not delivered to street address) 220 NORRIS AVENUE		B Telephone number (see instructions) (308) 345-4240
City or town, state, and ZIP code MCCOOK, NE 69001		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 ☒ 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) \$ 2,324,109.	J Accounting method ☒ Cash ☐ 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)
1 Contributions, gifts, grants, etc., received (attach schedule)		216,645.			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		40,992.	40,992.		
4 Dividends and interest from securities		68,583.	68,583.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,575.			
b Gross sales price for all assets on line 6a 422,639.					
7 Capital gain net income (from Part IV, line 2)			1,575.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1		-2,655.	-2,655.		
12 Total. Add lines 1 through 11		325,140.	108,495.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		2,240.	1,344.		896.
c Other professional fees (attach schedule) *		4,040.	4,040.		
17 Interest. ATCH. 3		132.	132.		
18 Taxes (attach schedule) (see instructions) ATCH. 4		362.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH. 5		99.	58.	3.	38.
24 Total operating and administrative expenses. Add lines 13 through 23		6,873.	5,574.	3.	934.
25 Contributions, gifts, grants paid		100,682.			100,682.
26 Total expenses and disbursements. Add lines 24 and 25		107,555.	5,574.	3.	101,616.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		217,585.			
b Net investment income (if negative, enter -0-)			102,921.		
c Adjusted net income (if negative, enter -0-)					

RECEIVED

MAY 20 2013

OGDEN, UT

703

IRS-OSC

2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		351,017.	67,752.	67,752.
	3	Accounts receivable ▶ 40.			40.	40.
		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) ▶ *			624,332.	ATCH 6
		Less allowance for doubtful accounts ▶		590,234.	624,332.	624,332.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule) ATCH 7		53,207.	172,431.	191,839.
	c	Investments - corporate bonds (attach schedule) ATCH 8		292,772.	198,005.	216,754.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9		788,417.	1,230,672.	1,223,392.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,075,647.	2,293,232.	2,324,109.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		175,000.	175,000.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds . .		1,900,647.	2,118,232.		
30	Total net assets or fund balances (see instructions)		2,075,647.	2,293,232.		
31	Total liabilities and net assets/fund balances (see instructions)		2,075,647.	2,293,232.		

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	2,075,647.
2	Enter amount from Part I, line 27a	2	217,585.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,293,232.
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	2,293,232.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	1,575.	
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	81,983.	2,010,432.	0.040779
2010	60,000.	1,782,800.	0.033655
2009	70,058.	1,540,653.	0.045473
2008	18,000.	1,450,670.	0.012408
2007	71,817.	1,344,397.	0.053419
2 Total of line 1, column (d)			2 0.185734
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 0.037147
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,165,676.
5 Multiply line 4 by line 3			5 80,448.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,029.
7 Add lines 5 and 6			7 81,477.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 101,616.

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 ☒ and enter 1% of Part I, line 27b		1	1,029.
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	1,029.
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	1,029.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	880.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	880.	
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	149.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 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?		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 ☐ \$ _____ (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		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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NE, _____		
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

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ P. MARK GRAFF Telephone no ☐ 308-345-4240			
Located at ☐ 220 NORRIS AVE. MCCOOK, NE ZIP+4 ☐ 69001				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	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 ☐				

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	
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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

Form 990-PF (2012)

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)?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?

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?**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 10		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 ☐ 0

Form 990-PF (2012)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2012)

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	1,204,400.
b	Average of monthly cash balances	1b	338,709.
c	Fair market value of all other assets (see instructions)	1c	655,547.
d	Total (add lines 1a, b, and c)	1d	2,198,656.
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	2,198,656.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	32,980.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,165,676.
6	Minimum investment return. Enter 5% of line 5	6	108,284.

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	108,284.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,029.
2b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
2c	Add lines 2a and 2b	2c	1,029.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	107,255.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	107,255.
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	107,255.

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	101,616.
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	101,616.
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	1,029.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	100,587.

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.

Form 990-PF (2012)

Page 9

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				107,255.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			99,680.	
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				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 101,616.				
a Applied to 2011, but not more than line 2a			99,680.	
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				1,936.
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))				
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				105,319.
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				

Form 990-PF (2012)

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

NOT APPLICABLE

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					
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))

PETER M. & DOLORES O. GRAFF

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 11				
Total			▶ 3a	100,682.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

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

[illegible]

- 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 _____

► Secretary/Treasurer

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JASON W. BOMBECK

Preparer's signature, _____

~~Grand 11/5/2006~~

Date

5-112-13

Check		if
-------	--	----

self-employed

P00393463

Firm's name ▶ BKD, LLP

Firm's EIN ▶ 44-0160260

Firm's address ► 1248 O STREET, USTE 1040
LINCOLN, NE

68508-1461

Phone no 402-473-7600

Schedule of Contributors

OMB No 1545-0047

2012

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

Name of the organization

THE GRAFF CHARITABLE FOUNDATION, INC.
C/O PETER M. GRAFF

Employer identification number

47-0816806

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).

Name of organization THE GRAFF CHARITABLE FOUNDATION, INC.
C/O PETER M. GRAFF

Employer identification number
47-0816806

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	PETER M. AND DOLORES O. GRAFF MCCOOK, NE 69001	\$ 150,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	PETER M. AND DOLORES O. GRAFF MCCOOK, NE 69001	\$ 66,645.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number	47-0816806
--------------------------------	------------

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	21,638 SHS MFS INTERMEDIATE HIGH INCOME FUND STOCK	\$ 66,645.	12/31/2012
(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
		\$	

Name of organization THE GRAFF CHARITABLE FOUNDATION, INC.
C/O PETER M. GRAFF

Employer identification number
47-0816806

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that 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.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS	13.	13.
OTHER INCOME - ENERGY TRANSFER PARTNERS	-2,668.	-2,668.
TOTALS	<u>-2,655.</u>	<u>-2,655.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PORTFOLIO SERVICE FEES	4,040.	4,040.
TOTALS	<u>4,040.</u>	<u>4,040.</u>

ATTACHMENT 3

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE	132.	132.
TOTALS	<u>132.</u>	<u>132.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	362.
TOTALS	<u>362.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SAFE DEPOSIT BOX RENT	36.	22.		14.
SUPPLIES	52.	31.		21.
POSTAGE	7.	4.		3.
EXPENSES FROM PASSTHROUGH	4.	1.	3.	
TOTALS	99.	58.	3.	38.

ATTACHMENT 6FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: BRIAN & MARY ESCH
ORIGINAL AMOUNT: 150,000.
INTEREST RATE: 5.250000
DATE OF NOTE: 08/20/2004
MATURITY DATE: 08/01/2034
REPAYMENT TERMS: EQUAL MONTHLY PMT OF \$900.
SECURITY PROVIDED: DEED OF TRUST ON PROPERTY PURCHASED
PURPOSE OF LOAN: PURCHASE OF PRINCIPAL RESIDENCE
DESCRIPTION AND FMV N/A
OF CONSIDERATION:

BEGINNING BALANCE DUE 75,516.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

BORROWER: TODD & SHARIEL THIESZEN
ORIGINAL AMOUNT: 167,000.
INTEREST RATE: 5.000000
DATE OF NOTE: 02/04/2013
MATURITY DATE: 04/01/2019
REPAYMENT TERMS: SEMI-ANNUAL PMTS OF \$5,641.
SECURITY PROVIDED: AGRICULTURAL REAL ESTATE
PURPOSE OF LOAN: TO PURCHASE AGRICULTURAL REAL ESTATE
DESCRIPTION AND FMV N/A
OF CONSIDERATION:

BEGINNING BALANCE DUE

ENDING BALANCE DUE 161,484.

ENDING FAIR MARKET VALUE 161,484.

ATTACHMENT 6 (CONT'D)

BORROWER: TODD & SHARIEL THIESZEN
ORIGINAL AMOUNT: 168,000.
INTEREST RATE: 5.000000
DATE OF NOTE: 03/28/2011
MATURITY DATE: 04/01/2016
REPAYMENT TERMS: MONTHLY PMTS OF \$900.
SECURITY PROVIDED: DEED OF TRUST ON FARM REAL ESTATE
PURPOSE OF LOAN: PURCHASE OF FARM REAL ESTATE
DESCRIPTION AND FMV N/A
OF CONSIDERATION:

BEGINNING BALANCE DUE 166,706.

ENDING BALANCE DUE 164,848.

ENDING FAIR MARKET VALUE 164,848.

BORROWER: HANCHERA FARMS
ORIGINAL AMOUNT: 308,000.
INTEREST RATE: 5.500000
DATE OF NOTE: 03/01/2011
MATURITY DATE: 03/01/2016
REPAYMENT TERMS: ANNUAL PRINCIPAL PMTS OF \$10,000 PLUS INTEREST
SECURITY PROVIDED: SECURITY AGRMT ON FARM EQUIP AND FARM REAL ESTATE
PURPOSE OF LOAN: PURCHASE FARM EQUIPMENT
DESCRIPTION AND FMV N/A
OF CONSIDERATION:

BEGINNING BALANCE DUE 308,000.

ENDING BALANCE DUE 298,000.

ENDING FAIR MARKET VALUE 298,000.

ATTACHMENT 6 (CONT'D)

BORROWER: TODD & SHARIEL THIESZEN
ORIGINAL AMOUNT: 145,000.
INTEREST RATE: 5.250000
DATE OF NOTE: 02/15/2005
MATURITY DATE: 04/01/2015
REPAYMENT TERMS: SEMI-ANNUAL PMTS OF \$6,000.
SECURITY PROVIDED: DEED OF TRUST ON PROPERTY PURCHASED
PURPOSE OF LOAN: PURCHASE OF FARMGROUND
DESCRIPTION AND FMV N/A
OF CONSIDERATION:

BEGINNING BALANCE DUE 40,012.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 590,234.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 624,332.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 624,332.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AT&T COMMON STOCK	53,207.	67,420.
CONOCO PHILLIPS STOCK	52,579.	57,990.
MFS INTER HIGH INCOME FUND	66,645.	66,429.
TOTALS	<u>172,431.</u>	<u>191,839.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALCOA INC	99,690.	108,254.
CHESAPEAKE ENERGY CORP	98,315.	108,500.
TOTALS	<u>198,005.</u>	<u>216,754.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT FUND	221,714.	231,827.
MUTUAL FUNDS	867,918.	848,635.
ENERGY TRANSFER PARTNERS LP	41,040.	42,930.
REAL ESTATE INVESTMENT TRUSTS	100,000.	100,000.
TOTALS	<u>1,230,672.</u>	<u>1,223,392.</u>

THE GRAFF CHARITABLE FOUNDATION, INC.

47-0816806

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PETER M. GRAFF 220 NORRIS AVENUE MCCOOK, NE 69001	CHAIRMAN/PRESIDENT .25	0	0	0
DOLORES O. GRAFF 220 NORRIS AVENUE MCCOOK, NE 69001	VICE-CHAIR .25	0	0	0
P. MARK GRAFF 220 NORRIS AVENUE MCCOOK, NE 69001	SECRETARY/TREASURER 1.00	0	0	0
MARY CHRISTINE GRAFF 220 NORRIS AVENUE MCCOOK, NE 69001	DIRECTOR .25	0	0	0
GRAND TOTALS		0	0	0

THE GRAFF CHARITABLE FOUNDATION, INC

47-0616606

FORM 990BFE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST PATRICK'S CHURCH MCCOOK, NE	NONE	GENERAL OPERATIONS	35,000
CATHOLIC SOCIAL SERVICES LINCOLN, NE	NONE	GENERAL OPERATIONS	12,460
HILLCREST NURSING HOME FOUNDATION, INC. MCCOOK, NE	NONE	GENERAL OPERATIONS	1,000
LAKEVIEW LODGE STRATTON, NE	NONE	GENERAL OPERATIONS	1,000
NEBRASKA COMMUNITY FOUNDATION LINCOLN, NE	NONE	GENERAL OPERATIONS	6,000
MCCOOK AREA CRINESTOPPERS MCCOOK, NE	NONE	GENERAL OPERATIONS	1,000

ATTACHMENT 11

THE GRAFF CHARITABLE FOUNDATION, INC.

47-0816806

FORM 990DP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST JOSEPH'S CATHOLIC CHURCH STOUX RAPIDS, IA	NONE		CEMETERY MAINTENANCE	2,000
FAMILY RESOURCES, INC MCCOOK, NE	NONE		GENERAL OPERATIONS	5,000
MCCOOK PANTRY, INC MCCOOK, NE	NONE		GENERAL OPERATIONS	8,000.
ST JOSEPH INDIAN SCHOOL CHAMBERLAIN, SD	NONE		GENERAL OPERATIONS	1,000
ALLIANCE FOR THE ENCOURAGEMENT OF PERFORMING ARTS MCCOOK, NE	NONE		HISTORIC FOX THEATER RESTORATIONS	1,000
YMCA OF MCCOOK MCCOOK, NE	NONE		PARTNERS WITH YOUTH PROGRAM	200

ATTACHMENT 11

60860

V 12-4 6F

1 51:56 PM

01349X K923 5/10/2013

THE GRAFF CHARITABLE FOUNDATION, INC

47-0816806

FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MCC INDIANS BOOSTERS, INC MCCOOK, NE	NONE	GENERAL OPERATIONS	500
COMMUNITY HOSPITAL HEALTH FOUNDATION MCCOOK, NE	NONE	CONSTRUCTION OF HEALING GARDEN	2,500
MCCOOK LEGION BASEBALL BOOSTERS, INC MCCOOK, NE	NONE	GENERAL OPERATIONS	1,000
GEORGE W NORRIS FOUNDATION, INC MCCOOK, NE	NONE	GENERAL OPERATIONS	1,000.
TEAMMATES MENTORING PROGRAM MCCOOK, NE	NONE	SCHOLARSHIP PROGRAM	5,000
NOTRE DAME CATHOLIC CHURCH CLARENDON HILLS, IL	NONE	FOOD PANTRY PROGRAM	1,000

THE GRAFF CHARITABLE FOUNDATION, INC

47-0816806

FORM 990-EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
RED CLOUD INDIAN SCHOOL PINE RIDGE, SD	NONE	GENERAL OPERATIONS	1,000
MCCOOK COLLEGE FOUNDATION MCCOOK, NE	NONE	GENERAL OPERATIONS	1,000
NATIONAL COUNCIL OF CATHOLIC WOMEN ARLINGTON, VA	NONE	GENERAL OPERATIONS	1,000
MCCOOK EDUCATION FOUNDATION, INC MCCOOK, NE	NONE	SCHOLARSHIP FUNDS	500.
ST LABRE INDIAN SCHOOL ASHLAND, MT	NONE	GENERAL OPERATIONS	1,000
ST FRANCIS MISSION FOUNDATION ST FRANCIS, SD	NONE	GENERAL OPERATIONS	1,000.

THE GRAFF CHARITABLE FOUNDATION, INC

47-0816806

FORM 990PF, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOY SCOUT TROOP #132 MCCOOK, NE	NONE		HELP FUND TRANSPORTATION TO BOY SCOUT CAMP	1,722
MAGNIFICAT KEARNEY, NE	NONE		HELP FUND A SPEAKER AT THE ORGANIZATION'S CONVENTION	600.
BISHOP'S LAY COMMITTEE FOR VOCATIONS LINCOLN, NE	NONE		SUPPORT OF SEMINARIANS	1,000
SOARING EAGLE BILLINGS, MT	NONE		GENERAL OPERATIONS	1,000
EDMUNDITE MISSIONS SELMA, AL	NONE		GENERAL OPERATIONS	1,000
MCCOOK ROTARY CLUB MCCOOK, NE	NONE		GENERAL OPERATIONS	200

ATTACHMENT 11

THE GRAFF CHARITABLE FOUNDATION, INC.

47-0816806

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALVARY CATHOLIC CEMETERY MCCOOK, NE	NONE	HELP FUND THE CONSTRUCTION OF A MEMORIAL SCULPTURE	1,000
MCCOOK UNITED WAY MCCOOK, NE	NONE	GENERAL OPERATIONS	2,000.
ST VINCENT DE PAUL CENTER CHICAGO, IL	NONE	GENERAL OPERATIONS	1,000
ED THOMAS YNCA MCCOOK, NE	NONE	GENERAL OPERATIONS	1,000.

TOTAL CONTRIBUTIONS PAID

100,632.

ATTACHMENT 11

60860

V 12-4 6F

1:51 56 PM

01343X K923 5/10/2013

THE GRAFF CHARITABLE FOUNDATION, INC.

47-0816806

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

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>	
				<u>AMOUNT</u>	
MISCELLANEOUS INCOME			01	13.	
OTHER INCOME - ENERGY TRANSFER PARTNERS			14	-2,668.	
TOTALS				<u>-2,655.</u>	

Statement for the Period January 1, 2012 to January 31, 2012

THE GRAFF CHARITABLE FOUNDATION - Corporation

Account Number:

Separate Acc't Manager: SECURITIES AMERICA ADVISORS, INC

Investment Discipline: MUTUAL FUND



Securities America Advisors, Inc. Member (NYSE)
 10001 Avenue of the Americas, Suite 2000, New York, NY 10020
 SECURITIES AMERICA ADVISORS, INC.
 MEMBER NYSE, SIPC
 NOT FINANCIAL ADVICE

Activity

NFS-provided cost basis, realized gain (loss) and holding period information may not reflect all adjustments necessary for your tax reporting purposes. Please refer to Footnotes and Cost Basis Information at the end of this statement for more information.

TRADING

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
Securities Sold							
01/19/12	CASH	YOU SOLD	DFA INTL REAL ESTATE SEC PORTFOLIO UNSOLICITED @ 4.52 LT Loss \$411.57	(304.867)	\$1,378.00	\$1,789.57	(\$411.57)
01/19/12	CASH	YOU SOLD	DFA INTERNATIONAL CORE EQUITY UNSOLICITED @ 9.65 LT Loss \$973.59	(491.71)	\$4,745.00	\$5,718.59	(\$973.59)
01/19/12	CASH	YOU SOLD	DIMENSIONAL US VECTOR EQUITY PORT UNSOLICITED @ 10.81 LT Gain \$1,077.20	(1,607.771)	\$17,380.00	\$16,302.80	\$1,077.20
01/19/12	CASH	YOU SOLD	DFA US CORE EQUITY II UNSOLICITED @ 11.13 LT Gain \$1,657.05	(2,333.872)	\$25,976.00	\$24,318.95	\$1,657.05
01/19/12	CASH	YOU SOLD	DFA EMERGING MKTS CORE EQU PORTF UNSOLICITED @ 18.99 LT Gain \$371.78	(121.893)	\$2,266.00	\$1,894.22	\$371.78
01/19/12	CASH	YOU SOLD	DIMENSIONAL ADVISOR EMERGING MKTS VALUE UNSOLICITED @ 28.33 LT Loss \$72.54	(50.018)	\$1,417.00	\$1,489.54	(\$72.54)
01/19/12	CASH	YOU SOLD	DIMENSIONAL ADVISOR ONE YR FIXED INCOME PORT UNSOLICITED @ 10.32 LT Gain \$528.69	(5,286.919)	\$54,561.00	\$54,032.31	\$528.69
01/19/12	CASH	YOU SOLD	DFA INTERNATIONAL SMALL COMPANY PORT UNSOLICITED @ 14.52 LT Loss \$264.47	(68.871)	\$1,000.00	\$1,264.47	(\$264.47)
01/19/12	CASH	YOU SOLD	DFA INV'T TWO YEAR GLOBAL FIXED INCOME UNSOLICITED @ 10.09 LT Loss \$227.30	(2,272.944)	\$22,834.00	\$23,161.30	(\$227.30)

SECURITIES AMERICA INC.

120131 280 001614800

Account earned with National Financial Services LLC, Member
 NYSE, SIPC

EXHIBIT A

Statement for the Period January 1, 2012 to January 31, 2012

THE GRAFF CHARITABLE FOUNDATION - Corporation
Account Number

Separate Acc't Manager SECURITIES AMERICA ADVISORS, INC
Investment Discipline MUTUAL FUND



SECURITIES AMERICA ADVISORS, INC.
A Member of the National Financial Services LLC, Member
NYSE, SIPC
10000 Avenue of the Americas, Suite 1000
New York, NY 10020-1000
Tel: (212) 850-1000
Fax: (212) 850-1001
www.mnb.com

TRADING continued

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Cost Basis	Realized Gain (Loss)
01/19/12	CASH	YOU SOLD	DFA INT'L SMALL CAP VALUE UNSOLICITED @ 14.38	(146.592)	\$2,108.00	\$2,618.13	(\$510.13)
01/19/12	CASH	YOU SOLD	LT Loss \$510.13 DIMENSIONAL ADVISOR US LARGE CAPITAL VAL UNSOLICITED @ 20.15	(329.173)	\$6,646.00	\$6,817.17	(\$171.17)
01/19/12	CASH	YOU SOLD	LT Loss \$171.17 DIMENSIONAL ADVISOR REAL ESTATE SECS PORTFOLIO UNSOLICITED @ 23.60	(187.827)	\$4,428.00	\$3,775.06	\$652.94
01/19/12	CASH	YOU SOLD	LT Gain \$652.94 DIMENSIONAL ADV GBL FIX INC PORT UNSOLICITED @ 10.95	(3,221.918)	\$35,280.00	\$34,506.74	\$773.26
			LT Gain \$773.26				
Total Securities Sold					\$180,119.00	\$177,688.85	

SECURITIES AMERICA INC.

120131 280 001614800

Account earned with National Financial Services LLC, Member
NYSE, SIPC

EXHIBIT A

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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					986.	
		SEE EXHIBIT A				P	VARIOUS	VARIOUS
180,119.		PROPERTY TYPE: SECURITIES						
		177,689.					2,430.	
		105,000 PRUDENTIAL BOND				P	VARIOUS	09/17/2012
105,000.		PROPERTY TYPE: SECURITIES						
		94,767.					10,233.	
		19,604 SHS ADVISORS DISC TR UNIT #577				P	VARIOUS	06/29/2012
135,289.		PROPERTY TYPE: SECURITIES						
		147,501.					-12,212.	
		200.903 SHS DFA US CORE EQUITY II				P	VARIOUS	05/25/2012
2,226.		PROPERTY TYPE: SECURITIES						
		2,093.					133.	
		ENERGY TRANSFER PARTNERS LP (PASSTHROUGH				P	07/12/2012	VARIOUS
5.		PROPERTY TYPE: OTHER						
							5.	
TOTAL GAIN(LOSS)							<u>1,575.</u>	