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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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation Philip L. Graham Fund, C/O The Washington Post Company		A Employer identification number 52-6051781
Number and street (or P O box number if mail is not delivered to street address) 1150 15th Street NW	Room/suite	B Telephone number (see instructions) 202-334-6613
City or town, state, and ZIP code Washington, DC 20071		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	357	357		
	4 Dividends and interest from securities	3,103,233	3,103,233		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,052,793			
	b Gross sales price for all assets on line 6a	28,038,828			
	7 Capital gain net income (from Part IV, line 2)		2,052,793		
	8 Net short-term capital gain			0	
	9 Income modifications			77,849	
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	5,156,383	5,156,383	77,849	
	13 Compensation of officers, directors, trustees, etc.	246,600			246,600
	14 Other employee salaries and wages	64,200			64,200
	15 Pension plans, employee benefits	24,229			24,229
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	88,100	83,216		4,884
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	101,614			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,344			1,344
	22 Printing and publications				
	23 Other expenses (attach schedule)	26,739			26,739
	24 Total operating and administrative expenses. Add lines 13 through 23	552,826	83,216		367,996
	25 Contributions, gifts, grants paid	4,232,500			4,232,500
	26 Total expenses and disbursements. Add lines 24 and 25	4,785,326	83,216		4,600,496
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	371,057			
	b Net investment income (if negative, enter -0-)		5,073,167		
	c Adjusted net income (if negative, enter -0-)			77,849	

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	5,382,128	4,324,182	4,324,182
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	67,492,066	63,998,918	81,197,353
	c	Investments—corporate bonds (attach schedule)	8,000,000	13,000,000	12,817,073
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	80,874,194	81,323,100	98,338,608
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)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	80,874,194	81,323,100	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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) . . .	80,874,194	81,323,100	
	31	Total liabilities and net assets/fund balances (see instructions)	80,874,194	81,323,100	

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	80,874,194
2	Enter amount from Part I, line 27a	2	371,057
3	Other increases not included in line 2 (itemize) ▶ Prior year grants returned in 2012	3	77,849
4	Add lines 1, 2, and 3	4	81,323,100
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	81,323,100

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	Publicly traded securities	P		
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 28,038,828		25,986,035	2,052,793	
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	2,052,793
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	(325,210)

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.

(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	4,675,641	93,236,321	0.0501
2010	4,413,645	86,204,328	0.0512
2009	4,701,357	79,434,442	0.0592
2008	5,133,991	87,480,884	0.0587
2007	5,319,888	94,728,870	0.0562
2	Total of line 1, column (d)		2 0.2754
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 0.0551
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4 97,062,869
5	Multiply line 4 by line 3		5 5,348,164
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 50,732
7	Add lines 5 and 6		7 5,398,896
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 4,600,496

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	101,463	
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	101,463	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	101,463	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	100,070	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,498	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	103,568	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,105	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded	11	2,105	

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?		✓
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		✓
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
4b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
8b 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► <u>www.plgrahamfund.com</u>				
14	The books are in care of ► <u>Eileen Daly</u>	Telephone no. ►	<u>202-334-6404</u>	
	Located at ► <u>The Washington Post Company 1150 15th Street NW, Washington, DC</u>	ZIP+4 ►	<u>20071-0001</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	►	<input type="checkbox"/>	
	and enter the amount of tax-exempt interest received or accrued during the year	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 ► <input type="checkbox"/>		
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	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	✓
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> 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	✓
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	✓

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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Donald Graham, 1150 15th Street NW, Washington, DC				
Carol Melamed, 1150 15th Street NW, Washington, DC	Trustee, Trustee	0,0	0,0	0,0
Pinkie Dent Mayfield, 1150 15th St NW, Washington DC				
Martin Cohen, 1150 15th Street NW, Washington, DC	Trustee, Trustee	0,0	0,0	0,0
Daniel Lynch, 1150 15th Street NW, Washington, DC				
Eileen Daly, 1150 15th Street NW, Washington, DC	Asst Trs, Pres, 40h	0, 246,600	0, 7,395	0,0
Theodore Lutz, 1150 15th Street NW, Washington, DC				
Caitlin Duignan, 1150 15th Street NW, Washington, DC	Secretary, Grants Mgr.	0, 64,200	0,0	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

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

Part VII 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		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
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	87,345,162
b Average of monthly cash balances	1b	11,195,822
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	98,540,984
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	98,540,984
4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,478,115
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	97,062,869
6 Minimum investment return. Enter 5% of line 5	6	4,853,143

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	4,853,143
2a Tax on investment income for 2012 from Part VI, line 5	2a	101,463
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	101,463
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,751,680
4 Recoveries of amounts treated as qualifying distributions	4	77,849
5 Add lines 3 and 4	5	4,829,529
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	4,829,529

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	4,600,496
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	4,600,496
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,600,496

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				4,829,529
2. Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3. Excess distributions carryover, if any, to 2012:				
a From 2007	795,105			
b From 2008	924,643			
c From 2009	896,359			
d From 2010	151,401			
e From 2011	179,246			
f Total of lines 3a through e	2,946,754			
4. Qualifying distributions for 2012 from Part XII, line 4: ► \$ 4,600,496				
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				4,600,496
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).)	229,033			229,033
6. Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,717,721			
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				
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)	566,072			
9. Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,151,649			
10. Analysis of line 9:				
a Excess from 2008	924,643			
b Excess from 2009	896,359			
c Excess from 2010	151,401			
d Excess from 2011	179,246			
e Excess from 2012	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the 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).)

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

Eileen Daly, President, 1150 15th Street NW, Washington, DC 20071 202-334-6404

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

See Schedule 4

- c** Any submission deadlines:

See Schedule 4

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

See Schedule 4

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Schedule 5				
Total			▶	3a 4,232,500
b <i>Approved for future payment</i> See Schedule 6				
Total			▶	3b 1,450,000

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

Schedule 1

Philip L. Graham Fund

E.I.N. 52-6051781

Form 990-PF for 2012

Part I, Line 23

Other Expenses

Dues	\$	17,670.00
Gifts		400.00
Insurance		5,608.00
Meals		1,454.00
Office Supplies		1,174.00
Postage, Mail, Courier		433.00
	\$	<u>26,739.00</u>

Schedule 2

Philip L. Graham Fund

E.I.N. 52-6051781

Form 990-PF for 2012

Part II, Line 10

Investments

	Book Value		Market Value
	Beginning of Year	End of Year	End of Year
Common Stock	67,492,066	63,998,918	81,197,353
Fixed Income Securities	8,000,000	13,000,000	12,817,073
	<u>\$ 75,492,066.00</u>	<u>\$ 76,998,918.00</u>	<u>\$ 94,014,426.00</u>

Schedule 3

Philip L. Graham Fund

E.I.N. 52-6051781

Form 990-PF for 2012

Part I, Line 25

2012 Summary of Grants

Arts and Humanities	\$	600,000.00
Community Endeavors		200,000.00
Education		1,395,000.00
Health and Human Services		1,440,000.00
Journalism & Communications		350,000.00
Emergency Assistance		247,500.00
Total:	<u>\$</u>	<u>4,232,500.00</u>

How to Apply

The Philip L. Graham Fund follows a two-step application process. Organizations interested in applying for funding from the Philip L. Graham Fund must first submit a letter of inquiry (LOI) through our online application system prior to one of three deadlines each year. Before submitting an LOI, applicants should review the Fund's Interest Areas, Eligibility, and Frequently Asked Questions webpages to ensure the organization and the request fit within the Fund's giving priorities. Please keep in mind that while consideration is occasionally given to other requests, the Fund remains committed to primarily funding requests for special, one-time needs of organizations (e.g., equipment and capital needs) rather than general operating, staffing or program support. Multiyear grants are awarded rarely.

The Fund is currently accepting letters of inquiry. Applications will be accepted until 5:30 p.m. EDT on July 8, 2013.

If you are entering a new request, please click on the link below to begin the application process. New users will be asked to create an online account using an email address and password. Please be sure to keep a record of the email address and password that is used to create the account as this information will be needed to access the in-process application. Applications are associated with one and only one account. Once the account is created you will be directed to the application form.

To begin a new application click here:

http://www.grantrequest.com/SID_1150/?SA=SNA&FID=35007

If you are a returning applicant and would like to access an in-process application, view a read only version of a past application, or if you have been invited to submit a full proposal, please click on the link below to access the Account Login screen:

http://www.grantrequest.com/SID_1150/?SA=AM

Applicants will be notified of the Fund's interest via e-mail within one month of each LOI deadline. An invitation to submit a full proposal does not guarantee funding

Schedule 5

****PLG - Form 990 Report**

Program Area	Grantee	Paid	Due in Future
Public Charter School Grants			
E	E. L. Haynes Public Charter School 3600 Georgia Avenue, NW Washington, DC 20010 <i>To support the 33,000 square foot addition to their Kansas Avenue Campus to accommodate E L Haynes High School</i>	\$70,000.00	\$0.00
E	Howard University Public Charter Middle School For Mathematics & Science 405 Howard Place, NW Washington, DC 20059 <i>To support needed IT infrastructure upgrades</i>	\$75,000.00	\$0.00
E	KIPP DC 1003 K Street, NW Suite 700 Washington, DC 20001 <i>To support the construction of a soccer field at the KIPP DC Benning Road Campus</i>	\$30,000.00	\$0.00
E	Meridian Public Charter School 2120 13th Street, NW Washington, DC 20009 <i>To support the renovation of the school's new facility</i>	\$25,000.00	\$0.00
E	The Washington Latin Public Charter School 4115 16th St., NW Washington, DC 20011-7003 <i>To support the renovation and modernization of the former Rudolph Elementary School as its new permanent home</i>	\$100,000.00	\$0.00
Total Public Charter School Grants (5 items)		\$300,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
Regular Cash Grants			
C	501Ctech, Inc. 2001 S Street, NW, Suite 630 Washington, DC 20009 <i>To support the implementation of Virtual Desktop Infrastructure (VDI) technology so that area nonprofits can improve regulatory compliance while streamlining IT operations</i>	\$20,000.00	\$0.00
H	ACTS of Prince William County P.O. Box 74 Dumfries, VA 22026 <i>For renovations to the ACTS building to accommodate program expansion and additional staff offices</i>	\$35,000.00	\$0.00
A	Adventure Theatre MTC 7300 MacArthur Boulevard Glen Echo, MD 20812 <i>To upgrade production equipment and IT infrastructure</i>	\$30,000.00	\$0.00
A	Art Enables 2204 Rhode Island Avenue, NE Washington, DC 20018 <i>To help fund upgrades to the studio and gallery</i>	\$20,000.00	\$0.00
H	Ayuda 6925 B Willow Street, NW Washington, DC 20012 <i>To support needed technology upgrades</i>	\$35,000.00	\$0.00
A	BalletNova Center for Dance 3443 Carlin Springs Road Falls Church, VA 22041 <i>To support the build-out of BalletNova's Studio F into a black box-style performance space for dance</i>	\$40,000.00	\$0.00
H	Brainfood 1525 Newton St NW Washington, DC 20010 <i>To support program expansion</i>	\$10,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
A	Building Bridges Across the River 1901 Mississippi Avenue, SE Washington, DC 20020 <i>To upgrade the lighting system in THEARC Theater and reconfigure current office space to add workstations for additional theater staff</i>	\$30,000.00	\$0.00
H	Calvary Women's Services 1217 Good Hope Road, SE Washington, DC 20002 <i>To support renovation efforts and the purchase of equipment and furnishings for their new building that will allow the organization to serve 40% more women</i>	\$100,000.00	\$0.00
H	Carpenter's Shelter 930 North Henry Street Alexandria, VA 22314 <i>For improvements to the facility and IT hardware needed for the creation of the new Homeless Services Assessment Center for Alexandria</i>	\$40,000.00	\$0.00
E	Center for Inspired Teaching 1436 U Street NW, 400 Washington, DC 20009 <i>To support the Teacher Leadership Initiative</i>	\$30,000.00	\$0.00
E	Chess Challenge in DC 5185 MacArthur Blvd, #620 Washington, DC 20016 <i>To purchase new technology and consulting services to help establish more formalized and effective infrastructure</i>	\$15,000.00	\$0.00
A	Children's Chorus of Washington 4626 Wisconsin Avenue, NW, Suite 100 Washington, DC 20016 <i>To support a website upgrade which will enable interactive learning tools for choristers and students participating in community outreach programs</i>	\$20,000.00	\$0.00
A	The Choral Arts Society Of Washington (CASW) 5225 Wisconsin Avenue NW, Suite 603 Washington, DC 20015 <i>For IT upgrades including a new box office and fundraising database</i>	\$25,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Columbia Lighthouse for the Blind 1825 K St. NW Suite 1103 Washington, DC 20006 <i>To support the purchase of equipment and supplies needed for the new Eye Health Mobile Wellness unit</i>	\$50,000.00	\$0.00
H	Community of Hope 1717 Massachusetts Avenue, NW, Suite 805 Washington, DC 20036 <i>For equipment and furnishing of a new 50,000 square foot Health and Resource Center in southeast DC</i>	\$150,000.00	\$0.00
H	Crossway Community, Inc. 3015 Upton Drive Kensington, MD 20895 <i>For a new teaching kitchen/community dining area</i>	\$50,000.00	\$0.00
E	District of Columbia College Access Program 1029 Vermont Avenue, NW Suite 400 Washington, DC 20005 <i>For general operating support</i>	\$400,000.00	\$1,200,000.00
A	Dance Place 3225 8th Street, NE Washington, DC 20017 <i>To support building renovations as part of Dance Place's Moving Forward campaign</i>	\$50,000.00	\$0.00
H	District Alliance for Safe Housing, dba DASH 1835 3rd Street, NE Washington, DC 20002 <i>To fund an overhaul of the Cornerstone Residence plumbing in order to fully occupy the apartment units and provide safe housing for an additional 26 women and children annually</i>	\$50,000 00	\$0.00
E	Educare DC 640 Anacostia Avenue, NE Washington, DC 20019-1509 <i>To support the construction of an Educare School in the Kenilworth-Parkside neighborhood of Washington, D.C.</i>	\$250,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
A	Fairfax Symphony Orchestra 3905 Railroad Avenue, Suite 202N Fairfax, VA 22030 <i>For needed IT infrastructure upgrades</i>	\$25,000.00	\$0.00
E	For Love of Children 1763 Columbia Road, NW Washington, DC 20009 <i>To support IT infrastructure upgrades for the benefit of both students and staff</i>	\$25,000.00	\$0.00
C	Friends of Fort Dupont Ice Arena 3779 Ely Place, SE Washington, DC 20019 <i>To support the purchase of off-the-ice infrastructure upgrades for KOI PLUS team building, academic enrichment, skating instruction, and physical training activities</i>	\$25,000.00	\$0.00
E	Gallaudet University 800 Florida Avenue, NE Washington, DC 20002-3695 <i>for general operating support</i>	\$100,000.00	\$0.00
H	Good Shepherd Housing and Family Services 8305 Richmond Highway, Suite 16B Alexandria, VA 22309 <i>To purchase a new telephone system, replace computers, and migrate computers and file storage</i>	\$20,000 00	\$0.00
H	Greater Baden Medical Services, Inc. 7450 Albert Road, Rm 3-321 Brandywine, MD 20613 <i>For medical equipment needed at a new primary care access point in LaPlata, MD, which will serve residents of both Charles and St. Mary's Counties</i>	\$75,000.00	\$0.00
E	Greenbrier Learning Center 5401 7th Road South Arlington, VA 22204 <i>For support of GLC's Learning ROCKS! Program during the 2013 Fiscal Year, including support to expand the program to a third site</i>	\$30,000.00	\$0 00

Program Area	Grantee	Paid	Due in Future
H	Health Partners, Inc. P.O. Box 1865 Waldorf, MD 20604 <i>For the purchase of Transportable Dental Equipment and new floor covering for the office and clinic areas</i>	\$50,000.00	\$0.00
H	Hospice Caring 518 South Frederick Avenue Gaithersburg, MD 20872 <i>For IT infrastructure upgrades and a new copier</i>	\$25,000 00	\$0.00
C	Human Services Coalition of Prince George's County 8181 Professional Place, Suite 210 Landover, MD 20785 <i>For capacity building efforts in support of Prince George's County nonprofit organizations</i>	\$30,000.00	\$0.00
H	Jewish Council for the Aging of Greater Washington, Inc. 12320 Parklawn Drive Rockville, MD 20852 <i>To support the payoff of the mortgage on the agency's headquarters</i>	\$100,000.00	\$0 00
H	L'Arche DC P.O. Box 21471 Washington, DC 20009 <i>To paint the interior of two of its homes, replace household appliances and furniture, and extend a sidewalk near its parking area</i>	\$30,000.00	\$0.00
E	Liberty's Promise, Inc. 1010 Pendleton Street Alexandria, VA 22314 <i>For the purchase of needed office and program equipment</i>	\$20,000.00	\$0.00
E	Literacy Council of Northern Virginia 2855 Annandale Rd Falls Church, VA 22042 <i>To support a website redesign and the purchase of a new phone system</i>	\$35,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Manna Food Center 9311 Gaither Road Gaithersburg, MD 20877 <i>To purchase a 20 foot truck with refrigeration</i>	\$50,000.00	\$0.00
J	Maryland-Delaware-District of Columbia Press Foundation, Inc. Capital-Gazette Building 2000 Capital Dr. Annapolis, MD 21401 <i>To support the MDDC Press Foundation internship program</i>	\$15,000.00	\$0.00
E	Math For America DC (MfA DC) c/o Carnegie Institution for Science 1530 P Street, NW Washington, DC 20005 <i>To support the 2012 Math for America DC Cohort</i>	\$20,000.00	\$0.00
H	Mentoring Today 4202 Benning Road, NE, #2 Washington, DC 20019 <i>To purchase a vehicle necessary for programming at New Beginnings and to support needed IT upgrades</i>	\$30,000.00	\$0.00
H	MenzFit 1507 Benning Road, NE Washington, DC 20002 <i>To purchase computers and printers for the Career Development Program's Resource Center</i>	\$15,000.00	\$0.00
H	Mobile Medical Care, Inc. 9309 Old Georgetown Road Bethesda, MD 20814 <i>For facility improvements to the Women's/Primary Care Clinic and office used by clinic staff and volunteers, and for repairs to two mobile medical vans</i>	\$30,000.00	\$0.00
H	Montgomery Housing Partnership 12200 Tech Road, Suite 250 Silver Spring, MD 20904 <i>To upgrade and expand MHP's aging computers and network to accommodate increased workload and staff</i>	\$25,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	National Capital Poison Center 3201 New Mexico Avenue Suite 310 Washington, DC 20016 <i>For general operating support</i>	\$50,000.00	\$0.00
A	National Philharmonic 5301 Tuckerman Lane North Bethesda, MD 20852 <i>To acquire software components needed to streamline marketing and customer support efforts</i>	\$15,000.00	\$0.00
H	National Veterans Legal Services Program, Inc. P.O. Box 65762 Washington, DC 20035 <i>To fund outreach efforts aimed at making Washington, D C area veterans aware of benefits they are entitled to as a result of disabilities incurred during military service</i>	\$25,000.00	\$0.00
H	Network for Victim Recovery of DC 5321 First Place, NE Washington, DC 20011 <i>To support website development, informational materials production and IT/accounting and financial systems infrastructure work</i>	\$30,000.00	\$0.00
H	Northern Virginia Therapeutic Riding Program, Inc. 6429 Clifton Rd. Clifton, VA 20124 <i>To fund an accessible playground for children with disabilities and their family members</i>	\$40,000.00	\$0.00
H	Pathway Homes 10201 Fairfax Blvd. Suite 200 Fairfax, VA 22030 <i>For needed upgrades to the agency's information technology equipment and communications systems</i>	\$30,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
E	The PEN/Faulkner Foundation 201 East Capitol Street, SE Washington, DC 20003 <i>To support the development of a web-based scheduling system & database of lesson materials for the PEN/Faulkner Writers in Schools program</i>	\$20,000.00	\$0.00
J	The Poynter Institute 801 Third Street S Saint Petersburg, FL 33701 <i>To provide computers, cameras and other equipment needed for The Write Field program and Poynter staff</i>	\$15,000.00	\$0.00
C	President Lincoln's Cottage AFRH-W 1315 3700 North Capitol Street, NW Washington, DC 20011-8400 <i>For office and technology upgrades</i>	\$25,000.00	\$0.00
J	Prime Movers Media Program 805 21st Street, NW, Suite 400 Washington, DC 20052 <i>To support website upgrades and needed audio/visual and camera equipment</i>	\$20,000.00	\$0.00
H	Prince George's Child Resource Center 9475 Lottsford Road, Suite 202 Largo, MD 20774 <i>For needed IT infrastructure upgrades</i>	\$30,000.00	\$0.00
H	Rachael's Women's Center 1222 11th Street, NW Washington, DC 20001 <i>To fund repair work at the rear entrance of the Day Shelter</i>	\$25,000.00	\$0.00
H	Rebuilding Together Alexandria 700 Princess Street, Mezzanine Suite 2 Alexandria, VA 22314 <i>For general operating support</i>	\$20,000.00	\$0.00
H	Rebuilding Together of Washington, DC 4921 Sherier Place NW Washington, DC 20016 <i>To support home repairs for residents of Ward 7</i>	\$30,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
J	Reporters Committee for Freedom of the Press 1101 Wilson Blvd., Suite 1100 Arlington, VA 22209 <i>For general operating support</i>	\$25,000.00	\$0.00
H	Sasha Bruce Youthwork 741 8th Street, SE Washington, DC 20003 <i>To support the renovation of a single family home in Ward 7 to be used as transitional housing for homeless youth</i>	\$75,000.00	\$0.00
H	Seec Corporation 8905 Fairview Road, Suite 300 Silver Spring, MD 20910 <i>To purchase an upgraded phone system to support community-based delivery of supports to people with developmental disabilities</i>	\$35,000.00	\$0.00
A	The Shakespeare Theatre 516 Eighth Street, SE Washington, DC 20003 <i>To support the annual Free For All program for the next three years (2012 - 2014)</i>	\$150,000.00	\$0.00
A	The Patricia M. Sitar Center for the Arts 1700 Kalorama Road, NW, Suite 101 Washington, DC 20009 <i>To help reduce mortgage debt and redirect resources to help young people from low-income households develop artistic, social and life skills</i>	\$75,000.00	\$0.00
A	The Theatre Lab 733 8th Street, NW Washington, DC 20001 <i>For the purchase of needed sound equipment and additional risers and seating for the main performance space</i>	\$25,000.00	\$0.00
H	The Training Source, Inc. 59 Yost Place Seat Pleasant, MD 20743 <i>To fund needed IT upgrades</i>	\$30,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
E	The Treatment and Learning Centers 2092 Gaither Road, Suite 100 Rockville, MD 20850 <i>For a new HVAC system at TLC's Katherine Thomas School</i>	\$50,000.00	\$0.00
J	UNITY Journalists of Color 7950 Jones Branch Drive McLean, VA 22309 <i>To support the purchase of newsroom equipment for student projects at the UNITY '12 Convention</i>	\$25,000.00	\$0.00
J	Philip Merrill College of Journalism at the University of Maryland 1100 Knight Hall University of Maryland College Park, MD 20742 <i>To support the new Shirley Povich Center for Sports Journalism</i>	\$250,000.00	\$0.00
E	University of the District of Columbia 4200 Connecticut Avenue, NW Bldg. 38, Room 301A Washington, DC 20008 <i>for general operating support</i>	\$50,000.00	\$0.00
H	Visitors' Services Center, Inc. 1422 Massachusetts Avenue, SE Washington, DC 20003 <i>To fund needed modifications and improvements to VSC's building</i>	\$30,000.00	\$0.00
A	The Washington Chorus 2801 Upton Street, NW Washington, DC 20008 <i>To purchase a new patron database system</i>	\$30,000.00	\$0.00
E	Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017 <i>To fund a technology infrastructure upgrade required to support its expansion to the 5th grade in June 2012</i>	\$50,000.00	\$0.00
C	Washington National Cathedral 3101 Wisconsin Avenue, NW Washington, DC 20016 <i>To support restoration work needed as a result of the August 2011 earthquake</i>	\$100,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
A	Washington Stage Guild 4018 Argyle Terrace, NW Washington, DC 20011-5301 <i>To purchase needed computers, software and production equipment</i>	\$15,000.00	\$0.00
H	Wesley Housing Development Corporation of Northern Virginia 5515 Cherokee Avenue, Suite 200 Alexandria, VA 22312 <i>To purchase a web-based database to improve client documentation, outcomes tracking, and performance measurement and for furniture replacement and upgrades for four community resource centers</i>	\$20,000.00	\$0.00
A	World Arts Focus, dba Joe's Movement Emporium 3309 Bunker Hill Road Mount Rainier, MD 20712 <i>To increase technology capacity throughout the building and to increase seating capacity of the 120-seat theater through the purchase of new seats and risers</i>	\$50,000.00	\$0.00
Total Regular Cash Grants (74 items)		\$3,685,000.00	\$1,200,000.00
<u>Year-End Assistance Grants</u>			
H	Alive! 2723 King Street Alexandria, VA 22302 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Arlington Food Assistance Center 2708 South Nelson Street Arlington, VA 22206 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	Arlington Street People's Assistance Network, Inc. 2708-B South Nelson Street Arlington, VA 22206 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	Arlington-Alexandria Coalition for the Homeless 3103 9th Road, North Arlington, VA 22201 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Bethany House of Northern Virginia 6121 Lincolnia Road, Suite #303 Alexandria, VA 22312 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Bread for the City 1525 7th Street, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$11,000.00	\$0.00
H	Capital Area Food Bank 4900 Puerto Rico Avenue, NE Washington, DC 20017 <i>for year-end emergency assistance</i>	\$15,000.00	\$0.00
H	Capitol Hill Group Ministry 1338 G Street, SE Washington, DC 20003 <i>for year-end emergency assistance</i>	\$2,000.00	\$0.00
H	Catholic Charities 924 G Street, NW Washington, DC 20001-4532 <i>for year-end emergency assistance</i>	\$12,000.00	\$0.00
H	Central Union Mission P.O. Box 96763 Washington, DC 20090-6763 <i>for year-end emergency assistance</i>	\$4,000.00	\$0.00
H	Christ House 1717 Columbia Road, NW Washington, DC 20009 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Coalition for the Homeless 1234 Massachusetts Avenue, NW, Suite C-1015 Washington, DC 20187 <i>for year-end emergency assistance</i>	\$7,000.00	\$0.00
H	Community Council for the Homeless at Friendship Place 4713 Wisconsin Avenue, NW Washington, DC 20016 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Community Crisis Services P.O. Box 149 Hyattsville, MD 20781 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	Community Family Life Services, Inc. 305 E Street, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$4,000.00	\$0.00
H	CrisisLink 2503-D N. Harrison St., #114 Arlington, VA 22207 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	DC Central Kitchen, Inc. 425 2nd Street, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$8,000.00	\$0.00
H	Doorways for Women and Families P.O. Box 100185 Arlington, VA 22210 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Downtown Cluster of Congregations 1313 New York Avenue, NW Washington, DC 20005 <i>for year-end emergency assistance</i>	\$6,500.00	\$0.00
H	FACETS 10640 Page Avenue, Suite 300 Fairfax, VA 22030 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	Food for Others 2938 Prosperity Avenue Fairfax, VA 22031-2209 <i>for year-end emergency assistance</i>	\$7,000.00	\$0.00
H	Friends for Neighborhood Progress 100 South Market Street Frederick, MD 21701 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Friends of Falls Church Homeless Shelter P.O. Box 6979 Falls Church, VA 22040 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Georgetown Ministry Center 1041 Wisconsin Avenue, NW Washington, DC 20007 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	The Good Shepherd Alliance 20684 Ashburn Road Ashburn, VA 20147 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Interfaith Works, Inc. 114 West Montgomery Avenue Rockville, MD 20850 <i>for year-end emergency assistance</i>	\$8,000.00	\$0.00
H	Lorton Community Action Center P.O. Box 154 Lorton, VA 22199-0154 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Loudoun Interfaith Relief, Inc. 750 Miller Drive, Suite A-1 Leesburg, VA 20175 <i>for year-end emergency assistance</i>	\$8,000 00	\$0.00
H	Martha's Table 2114 14th Street, NW Washington, DC 20009 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	Mary House, Inc. 4303 13th Street, NE Washington, DC 20017-3828 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20037 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	Mission of Love Charities 6180 Old Central Avenue Capitol Heights, MD 20743 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	My Sister's Place, Inc. P.O. Box 29596 Washington, DC 20017 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	N Street Village 1333 N Street, NW Washington, DC 20005 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	The National Center for Children and Families 6301 Greentree Road Bethesda, MD 20817 <i>for year-end emergency assistance</i>	\$4,500.00	\$0.00
H	Neediest Kids, Inc. 8283 Greensboro Drive McLean, VA 22102 <i>for year-end emergency assistance</i>	\$2,000.00	\$0.00
H	Neighbors' Consejo 3118 16th Street, NW Washington, DC 20010 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	New Hope Housing 8407-E Richmond Highway Alexandria, VA 22309 <i>for year-end emergency assistance</i>	\$5,500.00	\$0.00
H	Northern Virginia Family Service 10455 White Granite Drive, Suite 100 Oakton, VA 22124 <i>for year-end emergency assistance</i>	\$7,000.00	\$0.00
H	Our Daily Bread, Inc. 4080 Chain Bridge Road, 2nd Floor Fairfax, VA 22030 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Reston Interfaith 11150 Sunset Hills Road, Suite 210 Reston, VA 20190 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	S.E.R.V.E., Inc. P.O. Box 1357 Stafford, VA 22555 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	Samaritan Ministry of Greater Washington 1516 Hamilton Street, NW Washington, DC 20011 <i>for year-end emergency assistance</i>	\$6,000.00	\$0.00
H	Shepherd's Table 8210 Dixon Avenue Silver Spring, MD 20910 <i>for year-end emergency assistance</i>	\$6,500.00	\$0.00

Program Area	Grantee	Paid	Due in Future
H	SOME, Inc. 71 O Street, NW Washington, DC 20001-1290 <i>for year-end emergency assistance</i>	\$7,000.00	\$0.00
H	St. Luke's Shelter 3655 Calvert Street, NW Washington, DC 20007 <i>for year-end emergency assistance</i>	\$2,500.00	\$0.00
H	St. Margaret's Episcopal Church Charlie's Place 1830 Connecticut Avenue, NW Washington, DC 20009 <i>for year-end emergency assistance</i>	\$2,000.00	\$0.00
H	Streetlight Community Outreach Ministries 1550 Prince William Parkway Woodbridge, VA 22191 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	Thrive DC 1525 Newton St NW Suite G Washington, DC 20010 <i>for year-end emergency assistance</i>	\$4,500.00	\$0.00
H	United Communities Against Poverty 1400 Doewood Lane Capitol Heights, MD 20731 <i>for year-end emergency assistance</i>	\$7,000.00	\$0.00
H	United Community Ministries 7511 Fordson Road Alexandria, VA 22306 <i>for year-end emergency assistance</i>	\$5,000.00	\$0.00
H	Volunteers of America Bailey's Crossroads Community Shelter 3525 Moncure Avenue Falls Church, VA 22041 <i>for year-end emergency assistance</i>	\$3,000.00	\$0.00
H	The Salvation Army 2626 Pennsylvania Avenue, NW Washington, DC 20037 <i>for year-end emergency assistance</i>	\$8,000.00	\$0.00
Total Year-End Assistance Grants (53 items)		\$250,000.00	\$0.00
Grand Totals (132 items)		\$4,235,000.00	\$1,200,000.00
Grant check voided in 2012; reissued 2013		-2,500.00	
Part I, Line 25 Contributions paid		<u>4,232,500</u>	

Schedule 6

Philip L. Graham Fund

E.I.N. 52-6051781

Form 990-PF for 2012

Part XVb – Outstanding Pledges

<u>Grantee:</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>Total</u>
DC College Access Program	\$ 400,000.00	\$ 400,000.00	\$ 400,000.00	\$1,200,000.00
Howard Theatre Restoration		\$ 100,000.00		\$ 100,000.00
Washington Middle School for Girls	\$ 150,000.00			\$ 150,000.00
Totals:	\$ 550,000.00	\$ 500,000.00	\$ 400,000.00	\$1,450,000.00

Schedule 9

Philip L. Graham Fund

E.I.N. 52-6051781

Form 990-PF for 2012

Part I, Line 16(c)

Other Professional Fees

Mellon Asset Servicing	\$	79,517.00
Mellon Account Analysis Fee	\$	3,699.00
Consulting Fee	\$	4,884.00
	\$	<u>88,100.00</u>

Schedule 10

Philip L. Graham Fund

E.I.N. 52-6051781

Form 990-PF for 2012

Part I, Line 18

Taxes

Estimated payments for 2012 Federal excise taxes	\$	100,070.00
Payment for 2011 additional Federal excise taxes	\$	3,730.00
Less: Tax refund	\$	(2,186.00)
Net tax expense	\$	<u>101,614.00</u>