



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



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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 05/01, 2012, and ending 04/30, 2013

Name of foundation
HENRY GRAFF T/CHAR

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1100 WEHRLE DRIVE, 2ND FLOOR

City or town, state, and ZIP code
AMHERST, NY 14221

A Employer identification number
52-6611473

B Telephone number (see instructions)
716- 842-5506

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,144,152.

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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				
4	Dividends and interest from securities	58,631.	58,588.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	113,242.			
b	Gross sales price for all assets on line 6a	908,917.			
7	Capital gain net income (from Part IV, line 2)		113,242.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	1,568.	1,568.		STMT 2
12	Total. Add lines 1 through 11	173,441.	173,398.		
13	Compensation of officers, directors, trustees, etc.	28,070.	28,070.		
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	2,975.	1,931.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	2,005.	2,005.		
24	Total operating and administrative expenses. Add lines 13 through 23	33,050.	32,006.	NONE	
25	Contributions, gifts, grants paid	142,800.			142,800.
26	Total expenses and disbursements Add lines 24 and 25	175,850.	32,006.	NONE	142,800.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-2,409.			
b	Net investment income (if negative, enter -0-)		141,392.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED SEP 26 2013

P-M

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		-11,387.	112,624.	112,624.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)	STMT 5	2,696,698.	2,612,546.	3,031,528.
	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)		2,685,311.	2,725,170.	3,144,152.	
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)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		2,685,311.	2,725,170.	
	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)		2,685,311.	2,725,170.		
31	Total liabilities and net assets/fund balances (see instructions)		2,685,311.	2,725,170.		

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 2,685,311.
2	Enter amount from Part I, line 27a	2 -2,409.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3 42,268.
4	Add lines 1, 2, and 3	4 2,725,170.
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 2,725,170.

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						
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 908,917.		795,675.	113,242.			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			113,242.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	113,242.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

Table with 11 rows for excise tax calculations. Includes sub-sections 1a through 11. Values include 2,828, NONE, 2,088, and 740.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Includes questions 1a through 10 regarding political activities and reporting.

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 SEE STATEMENT 10 Telephone no
Located at ZIP+4
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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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 X 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 X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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? Yes No **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
M AND T 1100 WEHRLE DRIVE 2ND FLOOR, AMHERST, NY 14221	TRUSTEE 1	28,070.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
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	

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	2,886,268.
b	Average of monthly cash balances	1b	91,222.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,977,490.
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	NONE
3	Subtract line 2 from line 1d	3	2,977,490.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,662.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,932,828.
6	Minimum investment return. Enter 5% of line 5	6	146,641.

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	146,641.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,828.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,828.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	143,813.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	143,813.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	143,813.

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	142,800.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	142,800.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	142,800.

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				143,813.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			142,531.	
b Total for prior years. 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>142,800.</u>				
a Applied to 2011, but not more than line 2a			142,531.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				269.
e Remaining amount distributed out of corpus	NONE			
f Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				143,544.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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).)

N/A

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

N/A

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

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

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

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
<p><i>a Paid during the year</i></p> <p>FAHRNEY-KEEDY HOME ATTN: RICHARD BOWMAN 8507 MAPLEVILLE ROAD BOONSBORO MD 21713-1884</p>	NONE	MEDICAL	ASSISTANCE FOR INDIGENT PATIENTS	142,800.
Total				▶ 3a 142,800.
<i>b Approved for future payment</i>				
Total				▶ 3b

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... Yes No

Table with 3 columns: (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: Diane M. Bimer, Date: 06/10/2013, Title: Asst. V.P.

Paid Preparer Use Only Print/Type preparer's name: MICHELE L DORE, EA, Preparer's signature: Michele L Dore, Date: 06/10/2013, Firm's name: THOMSON REUTERS (TAX & ACCOUNTING), Firm's address: 9711 FARRAR COURT, SUITE 110 RICHMOND, VA 23236, Phone no: 804-727-3150

HENRY GRAFF T/CHAR

52-6611473

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS	58,631.	58,588.
TOTAL	58,631.	58,588.

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TOTALS	1,568. =====	1,568. =====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		4.
FEDERAL ESTIMATES - PRINCIPAL	1,044.	
FOREIGN TAXES ON QUALIFIED FOR	1,127.	1,127.
FOREIGN TAXES ON NONQUALIFIED	800.	800.
TOTALS	2,975.	1,931.

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSES - 2%	2,005.	2,005.
TOTALS	----- 2,005. =====	----- 2,005. =====

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART II - OTHER INVESTMENTS

COST/
FMV
C OR F

ENDING
FMV

ENDING
BOOK VALUE

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
GNMA 7.5% DUE 10/15/2023	C	233.	267.
COCA COLA	C	4,841.	8,466.
BRISTOL MYERS SQUIBB	C	4,884.	10,168.
MAINSTAY EPOCH GLOBAL EQUITY	C		
PFIZER	C	4,190.	7,093.
ARTIO GLOBAL HIGH INCOME	C	75,486.	77,757.
ARM HOLDINGS	C		
ALEXION	C	4,000.	7,840.
EXPRESS SCRIPTS	C		
IBM	C		
INTEL	C	2,612.	9,317.
OCCIDENTAL PETE	C	6,928.	7,904.
VERIZON	C		
HARBOR INTL	C	3,721.	7,493.
THE HERSHEY CO	C	432,129.	482,406.
CUMMINS INC	C	1,583.	3,031.
LSV VALUE EQUITY	C	9,453.	8,937.
WELLS FARGO	C	61,833.	84,610.
PRICELINE	C	8,055.	12,078.
MICROSOFT	C	9,322.	12,528.
CATAMARAN	C	4,234.	5,561.
ALTRIA GROUP	C	6,781.	7,043.
VISA INC	C	8,470.	9,639.
PERRIGO	C	12,302.	24,258.
CAMERON INTL	C		
CITRIX SYSTEMS	C	6,959.	7,755.
FASTENAL	C	11,997.	10,692.
GUINNESS ATKINSON GLOBAL	C	7,855.	8,437.
LAZARD EMERGING MARKETS	C		
		144,835.	157,741.

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART II - OTHER INVESTMENTS

COST/
FMV
C OR F

ENDING
FMV

ENDING
BOOK VALUE

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
BLACKROCK	C	11,508.	11,726.
CHIPOTLE MEXICAN GRILL	C	4,026.	5,811.
JOHNSON CONTROLS	C		
MORGAN STANLEY FOCUS	C	40,049.	47,447.
STARBUCKS	C	9,915.	11,195.
STARWOOD HOTELS	C		
RS GLOBAL NAT RES	C		
RIDGEWORTH SEIX	C	58,286.	62,270.
ENERGIZER HLDGS	C	6,848.	9,273.
MFS EMERGING MARKETS DEBT FUND	C	114,679.	124,803.
EATON VANCE	C	7,986.	12,044.
ALBEMARLE CORP	C	8,910.	12,863.
FREEMPORT-MCMORAN COPPER & GOLD	C		
MONSANTO	C	9,865.	14,528.
NEWMARKET	C	5,356.	15,047.
POTASH CORP	C		
AFFILIATED MANAGERS	C	7,492.	10,275.
ALEXANDER & BALDWIN	C		
EXPEDITORS INTL	C		
FEDEX	C	4,343.	5,265.
UNION PACIFIC	C		
AMAZON	C	4,227.	11,168.
LOWES COMPANIES	C	6,885.	9,528.
SERVICE CORP	C		
MICHAEL KORS HOLDINGS	C	5,278.	5,466.
CANADIAN PACIFIC RAILWAY	C	7,345.	7,477.
BROWN-FORMAN	C	1,978.	4,089.
CRM MID CAP VALUE	C		
PHILIP MORRIS	C	5,218.	5,544.

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART II - OTHER INVESTMENTS

COST/
FMV
C OR F

ENDING
FMV

ENDING
BOOK VALUE

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
WALMART	C	5,398.	8,394.
CHEVRON	C	7,726.	12,689.
CONOCOPHILLIPS	C	7,884.	9,672.
KINDER MORGAN MANAGEMENT LLC	C	1,779.	4,060.
SCHLUMBERGER	C	8,941.	10,271.
BERKSHIRE HATHAWAY	C	10,320.	15,097.
CBRE GROUP	C		
LULULEMON ATHLETICA	C	5,061.	6,699.
TRACTOR SUPPLY	C	8,261.	9,002.
WHITE MOUNTAINS INS GROUP	C	5,784.	10,410.
ALLERGAN	C	5,437.	10,901.
CISCO SYSTEMS	C	6,848.	8,954.
J B HUNT TRANSPORT	C	9,498.	9,523.
JOHNSON & JOHNSON	C		
MEADWESTVACO	C	5,501.	7,655.
ACTIVISION BLIZZARD	C		
APPLE	C	7,254.	16,826.
COGNIZANT TECH	C	6,433.	10,498.
DELL	C		
EMC CORP MASS	C	19,434.	19,066.
GOOGLE	C	8,114.	8,246.
JUNIPER NETWORKS	C		
ILLUMINA	C		
QUALCOMM	C	7,359.	10,842.
DUKE ENERGY	C	3,898.	6,242.
HATTERAS FINANCIAL	C		
UDR INC REAL ESTATE	C		
LITMAN GREGORY MASTER SELECT	C	238,937.	287,945.
ALPINE GLOBAL	C		

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
GENERAL DYNAMICS	C	9,467.	9,763.
GUINNESS ATKINSON CHINA	C	16,469.	16,076.
CARMAX	C	8,773.	12,891.
WILMINGTON BROAD MARKET	C	165,755.	171,125.
WILMINGTON SHORT TERM CORP	C	153,421.	155,653.
CATERPILLAR	C		
POLYPORE INTL	C		
T ROWE PRICE INST LARGE CAP	C	29,221.	47,252.
TIAA CREF MID CAP VALUE	C	210,248.	219,660.
WILMINGTON MID CAP GROWTH	C	170,980.	219,628.
WILMINGTON SMALL CAP GROWTH	C	98,743.	104,360.
CBRE CLARION GLOBAL	C		
BIOGEN IDEC	C	6,866.	11,384.
CELGENE	C	9,375.	9,446.
CERNER	C	8,807.	11,032.
VERTEX	C	2,952.	5,838.
CORNING	C	8,703.	8,816.
EBAY	C	9,145.	9,640.
LINKEDIN CORP	C	6,101.	6,147.
TERADATA CORP	C	9,143.	6,537.
DOMINION RESOURCES	C	5,306.	6,291.
WILMINGTON MULTI-MGR REAL	C	150,307.	160,157.
TOTALS		2,612,546.	3,031,528.

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

=====

DESCRIPTION -----	AMOUNT -----
ADJ FOR PRIOR YEAR ROC & PENDING SALES	42,264.
ROUNDING	4.

TOTAL	42,268.
	=====

HENRY GRAFF T/CHAR

52-6611473

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: M & T BANK
ATTN: DIANE RIMER
ADDRESS: 1100 WEHRLE DRIVE 2ND FLOOR
AMHERST, NY 14221

TELEPHONE NUMBER: (716)842-5506

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	3,006,353.	80,802.	
FEBRUARY	3,010,981.	69,089.	
MARCH	3,054,628.	57,939.	
APRIL	3,031,523.	112,624.	
MAY	2,699,454.	101,355.	
JUNE	2,759,227.	108,996.	
JULY	2,777,310.	98,204.	
AUGUST	2,822,046.	87,570.	
SEPTEMBER	2,859,853.	105,302.	
OCTOBER	2,830,250.	94,039.	
NOVEMBER	2,872,262.	85,562.	
DECEMBER	2,911,329.	93,179.	
TOTAL	34,635,216.	1,094,661.	
AVERAGE FMV	2,886,268.	91,222.	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust

HENRY GRAFF T/CHAR

Employer identification number

52-6611473

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					2,346.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 9,460.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 11,806.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					17,440.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 83,920.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 76.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 101,436.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		11,806.
14	Net long-term gain or (loss):			
a	Total for year	14a		101,436.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		76.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		113,242.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

HENRY GRAFF T/CHAR

Employer identification number

52-6611473

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

(a) Description of property (Example, 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a .0323 KINDER MORGAN MANAGE	08/15/2011	05/21/2012	2.00	2.00	
.1751 ACCO BRANDS CORP	08/15/2011	06/18/2012	2.00	2.00	
10. AFFILIATED MANAGERS GR	04/27/2012	09/21/2012	1,244.00	1,135.00	109.00
46. ALTRIA GROUP INC	04/27/2012	09/21/2012	1,566.00	1,476.00	90.00
10. AMAZON.COM INCORPORATE	04/27/2012	09/21/2012	2,582.00	2,218.00	364.00
12. ARM HOLDINGS PLC	04/27/2012	09/21/2012	338.00	314.00	24.00
10. BAIDU INC-SPON ADR	04/27/2012	09/21/2012	1,108.00	1,337.00	-229.00
8. BIOGEN IDEC INC	04/27/2012	09/21/2012	1,241.00	1,056.00	185.00
24. BRISTOL MYERS SQUIBB C	04/27/2012	09/21/2012	807.00	802.00	5.00
190. BROADCOM CORPORATION	04/27/2012	09/21/2012	6,877.00	6,916.00	-39.00
14. CARMAX INC	04/27/2012	09/21/2012	411.00	439.00	-28.00
16. CATERPILLAR INCORPORAT	04/27/2012	09/21/2012	1,472.00	1,677.00	-205.00
20. CISCO SYSTEMS INCORPOR	04/27/2012	09/21/2012	378.00	396.00	-18.00
76. DOLLAR TREE INC	04/27/2012	09/21/2012	3,690.00	3,835.00	-145.00
14. DOMINION RESOURCES INC NEW	04/27/2012	09/21/2012	737.00	728.00	9.00
72. E M C CORPORATION MASS	04/27/2012	09/21/2012	2,018.00	2,054.00	-36.00
78. EATON VANCE CORPORATIO	04/27/2012	09/21/2012	2,280.00	2,063.00	217.00
22. ENERGIZER HOLDINGS INC	04/27/2012	09/21/2012	1,667.00	1,569.00	98.00
6. LULULEMON ATHLETICA INC	04/27/2012	09/21/2012	450.00	441.00	9.00
337.762 MFS EMERGING MARKE - I	04/27/2012	09/21/2012	5,418.00	5,151.00	267.00
10. PHILIP MORRIS INTL INC	04/27/2012	09/21/2012	924.00	900.00	24.00
14. UNION PACIFIC CORPORAT	04/27/2012	09/21/2012	1,683.00	1,597.00	86.00
14. VERTEX PHARMACEUTICALS	04/27/2012	09/21/2012	830.00	544.00	286.00
26. VISA INC	04/27/2012	09/21/2012	3,525.00	3,210.00	315.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
2F1221 2 000

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust: **HENRY GRAFF T/CHAR** Employer identification number: **52-6611473**

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 343.939 CRM MID-CAP VALUE	04/27/2012	09/21/2012	10,497.00	10,273.00	224.00
2. WHITE MOUNTAINS INSURAN	04/27/2012	09/21/2012	1,051.00	1,052.00	-1.00
314. ACCO BRANDS CORP	09/21/2012	04/25/2013	2,163.00	1,976.00	187.00
12. AFFILIATED MANAGERS GR	04/27/2012	04/25/2013	1,780.00	1,362.00	418.00
56. ALTRIA GROUP INC	04/27/2012	04/25/2013	2,003.00	1,797.00	206.00
52. BAIDU INC-SPON ADR	04/27/2012	04/25/2013	4,740.00	6,954.00	-2,214.00
30. BIOGEN IDEC INC	04/27/2012	04/25/2013	6,398.00	3,961.00	2,437.00
104. BRISTOL MYERS SQUIBB	04/27/2012	04/25/2013	4,183.00	3,475.00	708.00
82. CARMAX INC	04/27/2012	04/25/2013	3,698.00	2,569.00	1,129.00
26. CATERPILLAR INCORPORAT	04/27/2012	04/25/2013	2,201.00	2,724.00	-523.00
2. CHIPOTLE MEXICAN GRILL-	09/21/2012	04/25/2013	727.00	676.00	51.00
216. CORNING INCORPORATED	04/27/2012	04/25/2013	3,026.00	3,094.00	-68.00
222. DELL INC	09/21/2012	04/25/2013	2,954.00	2,318.00	636.00
164. DOLLAR TREE INC	04/27/2012	04/25/2013	7,963.00	8,275.00	-312.00
34. DOMINION RESOURCES INC NEW	04/27/2012	04/25/2013	2,067.00	1,769.00	298.00
108. E M C CORPORATION MAS	04/27/2012	04/25/2013	2,437.00	3,082.00	-645.00
66. EATON VANCE CORPORATIO	04/27/2012	04/25/2013	2,598.00	1,745.00	853.00
56. EBAY INCORPORATED	09/21/2012	04/25/2013	2,954.00	2,783.00	171.00
44. ENERGIZER HOLDINGS INC	04/27/2012	04/25/2013	4,250.00	3,139.00	1,111.00
56. INTEL CORPORATION	09/21/2012	04/25/2013	1,324.00	1,296.00	28.00
24. MATSON INC	09/21/2012	04/25/2013	537.00	487.00	50.00
82. MEAD JOHNSON NUTRITION	09/21/2012	04/25/2013	6,452.00	6,985.00	-533.00
5.723 MORGAN STANLEY FOCUS CL-I	09/21/2012	04/25/2013	246.00	231.00	15.00
8. PHILIP MORRIS INTL INC	04/27/2012	04/25/2013	755.00	720.00	35.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
2F1221 2.000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

HENRY GRAFF T/CHAR

52-6611473

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3.41 GNMA POOL #354677 10/15/23	11/09/1994	05/15/2012	3.00	3.00	
3003. ALPINE GBL PREMIER FUND	06/03/2009	06/15/2012	19,429.00	13,440.00	5,989.00
29.27 GNMA POOL #354677 10/15/23	11/09/1994	06/15/2012	29.00	29.00	
2.16 GNMA POOL #354677 10/15/23	11/09/1994	07/15/2012	2.00	2.00	
.3212 DUKE ENERGY HOLDING	10/14/2009	07/24/2012	23.00	15.00	8.00
1.99 GNMA POOL #354677 10/15/23	11/09/1994	08/15/2012	2.00	2.00	
.8284 KINDER MORGAN MANAGE	08/15/2011	08/30/2012	61.00	48.00	13.00
31.9 GNMA POOL #354677 10/15/23	11/09/1994	09/15/2012	32.00	32.00	
1944.447 LSV VALUE EQUITY STRATEGY	11/11/2010	09/21/2012	29,847.00	25,803.00	4,044.00
38. ALEXANDER & BALDWIN IN	10/14/2009	09/21/2012	1,123.00	628.00	495.00
24. ALEXION PHARMACEUTICAL	03/08/2011	09/21/2012	2,735.00	1,200.00	1,535.00
22. ALLERGAN INCORPORATED	10/14/2009	09/21/2012	2,014.00	1,268.00	746.00
718. ALPINE GBL PREMIER P FUND	06/03/2009	09/21/2012	5,225.00	3,158.00	2,067.00
6. AMAZON.COM INCORPORATED	08/15/2011	09/21/2012	1,549.00	1,203.00	346.00
4. APPLE COMPUTER INCORPORATED	10/14/2009	09/21/2012	2,805.00	765.00	2,040.00
280. ARM HOLDINGS PLC	03/08/2011	09/21/2012	7,890.00	8,036.00	-146.00
30. ARM HOLDINGS PLC	08/15/2011	09/21/2012	845.00	770.00	75.00
223.54 ARTIO GLOBAL HIGH I CLASS I	11/11/2010	09/21/2012	2,215.00	2,387.00	-172.00
24. BERKSHIRE HATHAWAY INC	10/14/2009	09/21/2012	2,155.00	1,601.00	554.00
2. BERKSHIRE HATHAWAY INC	08/15/2011	09/21/2012	180.00	144.00	36.00
10. BROWN-FORMAN CORP CL B	10/14/2009	09/21/2012	646.00	328.00	318.00
912. CBRE CLARION GBL REA INCOME	06/03/2009	09/21/2012	8,096.00	4,770.00	3,326.00
12. CAMERON INTERNATIONAL	03/08/2011	09/21/2012	693.00	734.00	-41.00
14. CHEVRONTEXACO CORPORAT	11/18/2010	09/21/2012	1,653.00	1,088.00	565.00
12. CHEVRONTEXACO CORPORAT	08/15/2011	09/21/2012	1,417.00	1,182.00	235.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

HENRY GRAFF T/CHAR

52-6611473

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 20. CISCO SYSTEMS INCORPOR	08/15/2011	09/21/2012	378.00	320.00	58.00
4. CITRIX SYSTEMS INCORPOR	03/08/2011	09/21/2012	325.00	292.00	33.00
24. COCA COLA COMPANY	10/14/2009	09/21/2012	917.00	657.00	260.00
48. COGNIZANT TECHNOLOGY S CORP	10/14/2009	09/21/2012	3,305.00	1,908.00	1,397.00
12. COGNIZANT TECHNOLOGY S CORP	08/15/2011	09/21/2012	826.00	760.00	66.00
30. CONOCOPHILLIPS	10/14/2009	09/21/2012	1,716.00	1,164.00	552.00
8. DUKE ENERGY HOLDING COR	10/14/2009	09/21/2012	510.00	378.00	132.00
24. EXPRESS SCRIPTS HOLDIN	03/08/2011	09/21/2012	1,519.00	1,311.00	208.00
4. FEDEX CORPORATION	10/14/2009	09/21/2012	338.00	320.00	18.00
14. GOOGLE INC CL A	10/14/2009	09/21/2012	10,249.00	7,354.00	2,895.00
253.153 GUINNESS ATKINSON ENERGY FUND	03/08/2011	09/21/2012	7,083.00	8,450.00	-1,367.00
16. HATTERAS FINANCIAL COR	10/14/2009	09/21/2012	471.00	454.00	17.00
8. HERSHEY FOODS CORPORATI	11/18/2010	09/21/2012	573.00	373.00	200.00
43.358 T ROWE PRICE LRG CA INST	08/15/2011	09/21/2012	841.00	691.00	150.00
4. INTERNATIONAL BUSINESS CORP	10/14/2009	09/21/2012	829.00	512.00	317.00
18. KINDER MORGAN MANEGEME	08/15/2011	09/21/2012	1,357.00	867.00	490.00
619.347 LAZARD EMRG MARKET CL-I	08/15/2011	09/21/2012	12,226.00	12,611.00	-385.00
6. LOWES COMPANIES INCORPO	11/18/2010	09/21/2012	179.00	131.00	48.00
10. LULULEMON ATHLETICA IN	08/15/2011	09/21/2012	750.00	575.00	175.00
1892.536 MAINSTAY EPOCH GL FD CL-I	11/11/2010	09/21/2012	31,378.00	27,972.00	3,406.00
98. MEADWESTVACO CORPORATI	08/15/2011	09/21/2012	3,006.00	2,428.00	578.00
26. MICROSOFT CORPORATION	11/18/2010	09/21/2012	808.00	675.00	133.00
12. NEWMARKET CORPORATION	11/18/2010	09/21/2012	3,040.00	1,492.00	1,548.00
2. OCCIDENTAL PETROLEUM CO	08/15/2011	09/21/2012	175.00	178.00	-3.00
104. OCCIDENTAL PETROLEUM	03/08/2011	09/21/2012	9,075.00	10,645.00	-1,570.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

HENRY GRAFF T/CHAR

52-6611473

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 18. PERRIGO COMPANY	03/08/2011	09/21/2012	2,096.00	1,385.00	711.00
26. PFIZER INCORPORATED	10/15/2002	09/21/2012	638.00	828.00	-190.00
18. PFIZER INCORPORATED	08/15/2011	09/21/2012	442.00	330.00	112.00
10. PRICELINE.COM INCORPORATED	03/08/2011	09/21/2012	6,382.00	4,634.00	1,748.00
24. QUALCOMM INCORPORATED	10/14/2009	09/21/2012	1,542.00	1,014.00	528.00
1663.458 RS GLOBAL NATURAL FUND	08/15/2011	09/21/2012	64,908.00	62,231.00	2,677.00
75.768 RIDGEWORTH SEIX FLT FD I	09/26/2008	09/21/2012	677.00	662.00	15.00
12. SCHLUMBERGER LIMITED	08/15/2011	09/21/2012	898.00	959.00	-61.00
78. STARWOOD HOTELS & RESORTS WORLDWIDE	03/08/2011	09/21/2012	4,592.00	4,572.00	20.00
12. UDR INC COM	10/14/2009	09/21/2012	302.00	185.00	117.00
10. UNION PACIFIC CORPORATION	10/14/2009	09/21/2012	1,202.00	624.00	578.00
44. VERIZON COMMUNICATIONS	11/18/2010	09/21/2012	2,012.00	1,439.00	573.00
1066.22 CRM MID-CAP VALUE	08/15/2011	09/21/2012	32,541.00	28,617.00	3,924.00
44. WAL MART STORES INCORPORATED	10/14/2009	09/21/2012	3,280.00	2,213.00	1,067.00
50. WELLS FARGO & COMPANY	11/18/2010	09/21/2012	1,746.00	1,381.00	365.00
294.77 WILMINGTON SMALL CAP FUND -I	09/25/2007	09/21/2012	5,017.00	6,190.00	-1,173.00
3441.947 WILMINGTON BROAD FUND -I	04/21/2004	09/21/2012	35,142.00	34,592.00	550.00
2. WHITE MOUNTAINS INSURANCE	10/13/2009	09/21/2012	1,051.00	651.00	400.00
2.17 GNMA POOL #354677 10/15/23	11/09/1994	10/15/2012	2.00	2.00	
1.83 GNMA POOL #354677 10/15/23	11/09/1994	11/15/2012	2.00	2.00	
.6997 KINDER MORGAN MANAGEMENT	10/14/2009	11/21/2012	50.00	28.00	22.00
9.52 GNMA POOL #354677 10/15/23	11/09/1994	12/15/2012	10.00	10.00	
1.78 GNMA POOL #354677 10/15/23	11/09/1994	01/15/2013	2.00	2.00	
1.79 GNMA POOL #354677 10/15/23	11/09/1994	02/15/2013	2.00	2.00	
.6336 KINDER MORGAN MANAGEMENT	10/14/2009	02/21/2013	52.00	25.00	27.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

JSA

2F1222 2 000

JX3821 U255 06/10/2013 08:23:58

69462

36

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.

Employer identification number

HENRY GRAFF T/CHAR

52-6611473

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

(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2.53 GNMA POOL #354677 10/15/23	11/09/1994	03/15/2013	3.00	3.00	
2.2 GNMA POOL #354677 7 10/15/23	11/09/1994	04/15/2013	2.00	2.00	
110. ACCO BRANDS CORP	08/15/2011	04/25/2013	758.00	1,028.00	-270.00
510.145 LSV VALUE EQUITY F	11/11/2010	04/25/2013	9,024.00	6,770.00	2,254.00
92. ALBEMARLE CORPORATION	08/15/2011	04/25/2013	5,459.00	5,436.00	23.00
146. ALEXANDER & BALDWIN I	10/14/2009	04/25/2013	4,834.00	2,358.00	2,476.00
52. ALEXION PHARMACEUTICAL	03/08/2011	04/25/2013	4,778.00	2,600.00	2,178.00
46. ALLERGAN INCORPORATED	10/14/2009	04/25/2013	5,100.00	2,647.00	2,453.00
12. AMAZON.COM INCORPORATE	10/14/2009	04/25/2013	3,271.00	1,165.00	2,106.00
2. AMAZON.COM INCORPORATED	08/15/2011	04/25/2013	545.00	401.00	144.00
2. APPLE COMPUTER INCORPOR	10/14/2009	04/25/2013	818.00	383.00	435.00
560.165 ARTIO GLOBAL HIGH CLASS I	11/11/2010	04/25/2013	5,730.00	5,980.00	-250.00
10. BRISTOL MYERS SQUIBB C	10/14/2009	04/25/2013	402.00	229.00	173.00
92. CAMERON INTERNATIONAL	03/08/2011	04/25/2013	5,538.00	5,625.00	-87.00
76. CATERPILLAR INCORPORAT	08/15/2011	04/25/2013	6,432.00	6,918.00	-486.00
18. CHEVRONTEXACO CORPORAT	10/14/2009	04/25/2013	2,139.00	1,357.00	782.00
4. CHIPOTLE MEXICAN GRILL-	03/08/2011	04/25/2013	1,454.00	1,006.00	448.00
4. CHIPOTLE MEXICAN GRILL-	08/15/2011	04/25/2013	1,454.00	1,269.00	185.00
250. CISCO SYSTEMS INCORPO	08/15/2011	04/25/2013	5,129.00	4,000.00	1,129.00
52. COCA COLA COMPANY	10/14/2009	04/25/2013	2,199.00	1,423.00	776.00
14. COGNIZANT TECHNOLOGY S CORP	10/14/2009	04/25/2013	880.00	556.00	324.00
452. DELL INC	11/18/2010	04/25/2013	6,015.00	6,787.00	-772.00
46. DELL INC	08/15/2011	04/25/2013	612.00	710.00	-98.00
30. DUKE ENERGY HOLDING CO	10/14/2009	04/25/2013	2,250.00	1,417.00	833.00
14. EXPRESS SCRIPTS HOLDIN	08/15/2011	04/25/2013	796.00	672.00	124.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.

Employer identification number

HENRY GRAFF T/CHAR

52-6611473

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 136. EXPRESS SCRIPTS HOLDI	03/08/2011	04/25/2013	7,730.00	7,428.00	302.00
16. FEDEX CORPORATION	10/14/2009	04/25/2013	1,492.00	1,281.00	211.00
1424.716 GUINNESS ATKINSON KONG FD	08/15/2011	04/25/2013	39,678.00	46,752.00	-7,074.00
862.806 GUINNESS ATKINSON ENERGY FUND	08/15/2011	04/25/2013	23,123.00	27,006.00	-3,883.00
36. HATTERAS FINANCIAL COR	08/15/2011	04/25/2013	962.00	1,011.00	-49.00
162. HATTERAS FINANCIAL CO	10/14/2009	04/25/2013	4,330.00	4,550.00	-220.00
16. HERSHEY FOODS CORPORAT	11/18/2010	04/25/2013	1,438.00	745.00	693.00
32.355 T ROWE PRICE LRG CA INST	10/05/2009	04/25/2013	666.00	413.00	253.00
128. INTEL CORPORATION	11/18/2010	04/25/2013	3,026.00	3,636.00	-610.00
4. INTERNATIONAL BUSINESS CORP	10/14/2009	04/25/2013	775.00	512.00	263.00
124. KINDER MORGAN MANAGEM	10/14/2009	04/25/2013	11,021.00	4,728.00	6,293.00
32. LULULEMON ATHLETICA IN	08/15/2011	04/25/2013	2,442.00	1,840.00	602.00
184. MATSON INC	10/14/2009	04/25/2013	4,117.00	2,952.00	1,165.00
14. MEADWESTVACO CORPORATI	08/15/2011	04/25/2013	489.00	347.00	142.00
182. MICROSOFT CORPORATION	10/14/2009	04/25/2013	5,949.00	4,700.00	1,249.00
50. MICROSOFT CORPORATION	08/15/2011	04/25/2013	1,634.00	1,271.00	363.00
22. MONSANTO COMPANY NEW	10/14/2009	04/25/2013	2,309.00	1,709.00	600.00
18.652 MORGAN STANLEY FOCU CL-I	08/15/2011	04/25/2013	803.00	718.00	85.00
16. NEWMARKET CORPORATION	11/18/2010	04/25/2013	4,211.00	1,935.00	2,276.00
100. PERRIGO COMPANY	03/08/2011	04/25/2013	11,782.00	7,695.00	4,087.00
52. PFIZER INCORPORATED	08/15/2011	04/25/2013	1,571.00	954.00	617.00
52. PHILLIPS 66	10/14/2009	04/25/2013	3,246.00	1,271.00	1,975.00
32. QUALCOMM INCORPORATED	10/14/2009	04/25/2013	1,986.00	1,352.00	634.00
775.234 RS GLOBAL NATURAL FUND	12/15/2011	04/25/2013	29,474.00	27,951.00	1,523.00
30. SCHLUMBERGER LIMITED	08/15/2011	04/25/2013	2,196.00	2,397.00	-201.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

