Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE GRAHAM FOUNDATION
C/O ANDREW M JEFFERSON TRUSTEE

A Employer identification number
22-2720299

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 4476

Room/suite

B Telephone number (see instructions)
(302) 652-5216

City or town, state or province, country, and ZIP or foreign postal code
GREENVILLE, DE 19807

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

H Check type of organization [x] 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)* ▶$ 1,034,143

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

Section	Line	Description	(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 ▶ [x] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	14,544	14,540		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	71,985			
	b	Gross sales price for all assets on line 6a 395,813				
	7	Capital gain net income (from Part IV, line 2)		71,985		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	86,529	86,525		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,700	1,350		1,350
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,006	456		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,787	3,787		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,493	5,593		1,350
	25	Contributions, gifts, grants paid	54,140			54,140
	26	**Total expenses and disbursements.** Add lines 24 and 25	61,633	5,593		55,490
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	24,896			
	b	**Net investment income** (if negative, enter -0-)		80,932		
	c	**Adjusted net income** (if negative, enter -0-)				

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	24,140	29,141	29,141
	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)			
	c	Investments—corporate bonds (attach schedule)	183,241	164,312	167,190
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	443,646	549,385	767,224
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	131,003	64,088	70,588
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	782,030	806,926	1,034,143
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	300,000	300,000	
	29	Retained earnings, accumulated income, endowment, or other funds	482,030	506,926	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	782,030	806,926	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	782,030	806,926	

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	782,030
2	Enter amount from Part I, line 27a	2	24,896
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	806,926
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	806,926

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	71,985
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	

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 page 18 of 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))
2012	50,780	911,240	0 055726
2011	46,100	926,018	0 049783
2010	81,387	913,975	0 089047
2009	75,034	853,954	0 087867
2008	90,704	1,121,983	0 080843

2	**Total** of line 1, column (d).	2	0 363266
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 072653
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	963,191
5	Multiply line 4 by line 3.	5	69,979
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	809
7	Add lines 5 and 6.	7	70,788
8	Enter qualifying distributions from Part XII, line 4.	8	55,490

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,619
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,619
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,619
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	747		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	747
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	872
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶WILMINGTON FAMILY OFFICE Telephone no ▶(302) 651-8160

Located at ▶1100 N MARKET STREET WILMINGTON DE ZIP+4 ▶198901200

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

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

			Yes	No
16	At any time during calendar year 2013, 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		No
	See 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

			Yes	No
	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 ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the 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 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ 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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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?	**6b**		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?	**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
ANDREW M JEFFERSON PO BOX 4476 GREENVILLE, DE 19807	PRESIDENT 5 00	0	0	0
HEATHER D JEFFERSON PO BOX 4476 GREENVILLE, DE 19807	VICE-PRESIDENT 5 00	0	0	0
NAOMI L JEFFERSON PO BOX 4027 GREENVILLE, DE 19807	TRUSTEE 5 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE TRUST ANNUALLY MAKES DISTRIBUTIONS FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, AND/OR EDUCATIONAL PURPOSES	0
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	0
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

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	956,418
b	Average of monthly cash balances	1b	21,441
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	977,859
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	977,859
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,668
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	963,191
6	**Minimum investment return.** Enter 5% of line 5	6	48,160

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	48,160
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,619		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,619
3	Distributable amount before adjustments Subtract line 2c from line 1	3	46,541
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	46,541
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	46,541

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	55,490
b	Program-related investments—total from Part IX-B	1b	0
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	55,490
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	55,490

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					46,541
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	35,989				
b From 2009.	32,520				
c From 2010.	36,838				
d From 2011.	686				
e From 2012.	5,921				
f Total of lines 3a through e.		111,954			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 55,490					
a Applied to 2012, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2013 distributable amount.					46,541
e Remaining amount distributed out of corpus		8,949			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		120,903			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
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.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		35,989			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		84,914			
10 Analysis of line 9					
a Excess from 2009. . . .	32,520				
b Excess from 2010. . . .	36,838				
c Excess from 2011. . . .	686				
d Excess from 2012. . . .	5,921				
e Excess from 2013. . . .	8,949				

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 2013, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
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 organization 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))

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				54,140
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	14,544	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	71,985	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		86,529	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 86,529

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-05-14 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Alison R Quinn				P00210810
Firm's name ▶ WILMINGTON FAMILY OFFICE INC			Firm's EIN ▶ 20-4677514	
Firm's address ▶ 1100 N MARKET STREET WILMINGTON, DE 198901200			Phone no (302)651-8160	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
225 43 SHS JPM INTL CURR INCOME FUND	P	2013-05-24	2013-11-11
602 41 SHS T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND	P	2013-01-01	2013-04-19
450 SHS VANGUARD FTSE EMERGING MARKETS ETF	P	2013-02-05	2013-08-01
10000 CS REN HSCEI 2/20/14	P	2013-02-01	2013-07-09
10000 BARC BREN ASIA BASKET 08/21/13	P	2012-08-03	2013-08-21
10000 BNP BREN EEM 5/8/13	P	2012-04-20	2013-05-08
10000 BNP BREN EAFE 7/10/13	P	2012-06-22	2013-07-10
15000 BNP CONT BUFF EQ SPX 8/28/13	P	2012-08-10	2013-08-28
10000 BNP REN SPX 7/31/13	P	2012-07-13	2013-07-31
10000 CS BREN ASIA BSKT 10/17/13	P	2012-09-28	2013-10-17
10000 DB REN SPX 1/9/13	P	2011-12-22	2013-01-09
305 499 SHS DELAWARE EMERGING MARKETS	P	2010-11-23	2013-08-01
948 317 SHS DF DENT PREMIER GROWTH FUND	P	2012-01-01	2013-02-05
1884 921 SHS FIDELITY ADV HIGH INC ADVA I	P	2008-04-07	2013-11-07
10000 GS BREN EAFE 12/4/13	P	2012-11-16	2013-12-04
10000 GS 95% PP CMIT BASKET 11/18/13	P	2011-11-11	2013-11-18
337 035 SHS HARTFORD CAPITAL APPRECIATION FUND	P	2011-08-23	2013-04-19
10000 SHS HSBC BREN EAFE 5/1/13	P	2012-04-13	2013-05-01
15000 HSBC MARKET PLUS SPX 2/19/13	P	2011-08-11	2013-02-19
339 636 SHS IVY GLOBAL NATURAL RESOURCE	P	2012-01-01	2013-04-19
10000 JPM BREN EAFE 08/14/13	P	2012-07-27	2013-08-14
950 329 SHS JPM INFLATION MGD BOND FD	P	2011-07-22	2013-11-11
344 947 SHS JPM LARGE CAP GROWTH FD	P	2011-01-10	2013-09-27
325 415 SHS JPM MID CAP VALUE FD	P	2012-01-01	2013-04-19
190 024 SHS JPM MID CAP VALUE FD	P	2009-05-13	2013-09-27
848 536 SHS JPM US LARGE CAP CORE PLUS	P	2009-05-14	2013-02-05
247 612 SHS JPM US LARGE CAP CORE PLUS FD	P	2012-01-01	2013-10-18
715 308 SHS MANNING & NAPIER EQUITY SERI	P	2008-06-26	2013-09-27
1530 837 SHS MANNING & NAPIER EQUITY SERI	P	2012-01-01	2013-11-07
10000 UBS MARKET PLUS MXN NOTE 5/30/13	P	2012-05-18	2013-05-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Capital Gains Dividends	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,498		2,509	-11
10,000		8,912	1,088
17,821		20,021	-2,200
7,315		10,000	-2,685
11,400		10,000	1,400
10,378		10,000	378
12,260		10,000	2,260
17,250		15,000	2,250
12,050		10,000	2,050
11,290		10,000	1,290
12,500		10,000	2,500
4,500		4,582	-82
20,000		13,392	6,608
19,000		17,209	1,791
11,674		10,000	1,674
9,500		10,271	-771
12,767		9,683	3,084
11,800		10,000	1,800
19,405		15,000	4,405
15,551		19,100	-3,549
12,150		10,000	2,150
9,921		10,121	-200
10,000		7,306	2,694
10,000		5,163	4,837
6,400		2,829	3,571
20,000		11,956	8,044
7,000		3,442	3,558
15,000		12,067	2,933
32,653		25,265	7,388
10,915		10,000	915

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,815			12,815

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-11
			1,088
			-2,200
			-2,685
			1,400
			378
			2,260
			2,250
			2,050
			1,290
			2,500
			-82
			6,608
			1,791
			1,674
			-771
			3,084
			1,800
			4,405
			-3,549
			2,150
			-200
			2,694
			4,837
			3,571
			8,044
			3,558
			2,933
			7,388
			915

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			12,815

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
J WOOD PLATT TRUST 1974 SPROUL ROAD SUITE 400 BROOMALL,PA 19008		PUBLIC	GIFT	800
CHRIST CHURCH BOX 3510 GREENVILLE,DE 198070510		PUBLIC	GIFT	21,850
DELAWARE MUSEUM OF NATURAL HISTORY 4840 KENNETT PIKE WILMINGTON,DE 198070937		PUBLIC	GIFT	2,000
EMMANUEL EPISCOPAL CHURCH PO BOX 38 GREENWOOD,VA 22943		PUBLIC	GIFT	2,000
EVAN DAVID FOUNDATION PO BOX 4156 WILMINGTON,DE 19807		PUBLIC	GIFT	1,500
HAGLEY FUND PO BOX 3630 WILMINGTON,DE 198070630		PUBLIC	GIFT	1,000
MISERICORDIA UNIVERSITY 301 LAKE STREET DALLAS,PA 18612		PUBLIC	GIFT	1,000
PILOT SCHOOL 100 GARDEN OF EDEN ROAD WILMINGTON,DE 19803		PUBLIC	GIFT	8,250
THE BACHELORS COMMITTEE 400 MARKET AVENUE NORTH SUITE 200 CANTON,OH 447022107		PUBLIC	GIFT	200
THE HOLLY BALL FOUNDATION PO BOX 4122 GREENVILLE,DE 19807		PUBLIC	GIFT	600
THOMAS JEFFERSON FOUNDATION PO BOX 316 CHARLOTTESVILLE,VA 22904		PUBLIC	GIFT	5,000
UVA ATHLETICS FOUNDATION PO BOX 400833 CHARLOTTESVILLE,VA 22904		PUBLIC	GIFT	6,200
RONALD MCDONALD HOUSE ONE KROC DRIVE OAK BROOK,IL 60523		PUBLIC	GIFT	90
MICHAEL J FOX FOUNDATION GRAND CENTRAL STATION PO BOX 4777 NEW YORK,NY 101634777		PUBLIC	GIFT	350
WILMINGTON LIBRARY 10 EAST 10TH STREET WILMINGTON,DE 19801		PUBLIC	GIFT	500
Total . . . . ▶ 3a				54,140

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN PHILOSOPHICAL SOCIETY 105 S 5TH STREET PHILADELPHIA, PA 19106		PUBLIC	GIFT	300
CHILDREN'S BEACH HOUSE 1800 BAY AVE LEWES, DE 19958		PUBLIC	GIFT	500
SANFORD SCHOOL 6900 LANCASTER PIKE HOCKESSIN, DE 19707		PUBLIC	GIFT	1,000
FRIENDSHIP HOUSE 1509 MAPLE STREET SCRANTON, PA 18505		PUBLIC	GIFT	1,000
Total . . . . ▶ **3a**				54,140

TY 2013 Accounting Fees Schedule

Name: THE GRAHAM FOUNDATION

C/O ANDREW M JEFFERSON TRUSTEE

EIN: 22-2720299

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,700	1,350		1,350

TY 2013 Investments Corporate Bonds Schedule

Name: THE GRAHAM FOUNDATION
C/O ANDREW M JEFFERSON TRUSTEE

EIN: 22-2720299

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JPM SHORT DURATION BOND FUND	55,477	55,512
FIDELITY ADVISOR HIGH INCOME	9,714	10,736
JPMORGAN STRATEGIC INCOME	17,509	18,213
JPM INTERNATIONAL CURRENCY	16,666	16,873
EATON VANCE MUT FDS TR	36,647	38,268
JPM TR I INFL MANAGED BOND	0	0
GS 95% PP CMIT BASKET 11/18/13	0	0
BARC 100% PP CNY REN 5/1/14	10,299	10,294
UBS MARKET PLUS MXN NOTE 5/30/13	0	0
DOUBLELINE FUNDS TR TTL RTN BD I	18,000	17,294

TY 2013 Investments - Other Schedule

Name: THE GRAHAM FOUNDATION
C/O ANDREW M JEFFERSON TRUSTEE

EIN: 22-2720299

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DODGE COX INTERNATIONAL STOCK	AT COST	70,657	95,646
T ROWE PRICE NEW ASIA FUNDS INC	AT COST	59,487	69,066
MANNING & NAPIER FUND - EQUITY SERIES	AT COST	0	0
FMI FDS INC	AT COST	10,704	19,621
DF DENT PREMIER GROWTH FUND	AT COST	9,868	23,705
JPM US LARGE CAP CORE PLUS	AT COST	39,602	87,188
JPM MID CAP VALUE FUND	AT COST	23,646	55,183
MANNING & NAPIER FUND - WORLD OPPORTUNITIES FUND	AT COST	63,576	79,771
SPDR S&P 500 ETF TRUST	AT COST	102,105	130,206
ISHARES RUSSELL MIDCAP INDEX FUND	AT COST	18,211	29,996
DELAWARE EMERGING MARKETS FUND	AT COST	12,718	13,794
JPM LARGE CAP GROWTH FUND	AT COST	21,794	32,701
IVY GLOBAL NATURAL RESOURCE	AT COST	0	0
HARTFORD CAPL APPRECIATION FUND	AT COST	0	0
ISHARES MSCI EAFE INDEX FUND	AT COST	59,593	64,411
VANGUARD FTSE EUROPE ETF	AT COST	10,074	10,584
JPM CHINA REGION FD	AT COST	7,350	8,554
JPM GLOBAL RES ENH INDEX FD	AT COST	40,000	46,798

TY 2013 Other Assets Schedule

Name: THE GRAHAM FOUNDATION
C/O ANDREW M JEFFERSON TRUSTEE

EIN: 22-2720299

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	1,003	1,088	1,088
HSBC MARKET PLUS SPX 2/19/13	15,000	0	0
DB REN SPX 1/9/13	10,000	0	0
HSBC BREN EAFE 5/1/13	10,000	0	0
BNP BREN EEM 5/8/13	10,000	0	0
BNP BREN EAFE 7/10/13	10,000	0	0
BNP REN SPX 7/31/13	10,000	0	0
JPM BREN EAFE 8/14/13	10,000	0	0
BARC BREN ASIA BASKET 8/21/13	10,000	0	0
BNO CONT BUFF EQ SPX 8/28/13	15,000	0	0
DB MARKET PLUS SX5E 3/19/14	10,000	10,000	12,009
CS BREN ASIA BASKET 10/17/13	10,000	0	0
GS BREN EAFE 12/4/13	10,000	0	0
SG CONT BUFF EQ SPX 1/23/14 80%	0	15,000	17,208
SG MARKET PLUS MXEA 5/14/14 5%	0	10,000	10,857
SG REN SPX 10/16/14	0	15,000	16,009
JPM REN MXEA 10/16/14	0	13,000	13,417

TY 2013 Other Expenses Schedule

Name: THE GRAHAM FOUNDATION
C/O ANDREW M JEFFERSON TRUSTEE

EIN: 22-2720299

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	3,788	3,788		0
MISCELLANEOUS EXPENSE	-1	-1		0

TY 2013 Taxes Schedule

Name: THE GRAHAM FOUNDATION
C/O ANDREW M JEFFERSON TRUSTEE

EIN: 22-2720299

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	456	456		0
FEDERAL EXCISE TAX	550	0		0