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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

| | | | | |
|--|--------------------|--|---|--|
| Name of foundation The Graham Foundation | | | A Employer identification number 23-6805421 | |
| Number and street (or P.O. box number if mail is not delivered to street address) PO Box 1104 | | Room/suite | B Telephone number (see instructions) 717-849-4045 | |
| City or town York | State PA | ZIP code 17405-1104 | | |
| Foreign country name | | Foreign province/state/county | Foreign postal code | |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | | | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 20,626,985 | | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | 110,000 | | | |
| | 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 | 28 | 28 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 1,009,094 | | | |
| | b Gross sales price for all assets on line 6a | 1,009,094 | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 1,009,094 | | |
| | 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) | 227,149 | 194,388 | | | |
| 12 Total. Add lines 1 through 11 | 1,246,271 | 1,203,510 | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) | 3,029 | 3,029 | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 36,685 | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 39,631 | 3,029 | | |
| | 25 Contributions, gifts, grants paid | 781,475 | | | 781,475 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 821,106 | 3,029 | | 781,475 | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | 525,165 | | | | |
| b Net investment income (if negative, enter -0-) | | 1,200,481 | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

9414 8118 9956 1775 2260 14

918 4

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| Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|--|--|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash—non-interest-bearing | 16,586 | 34,647 | 34,647 |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments—U S. and state government obligations (attach schedule) | 272,926 | 35,244 | 46,489 |
| | b Investments—corporate stock (attach schedule) | | | |
| | c Investments—corporate bonds (attach schedule) | | | |
| | 11 Investments—land, buildings, and equipment basis ▶ | | | |
| Liabilities | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments—mortgage loans | | | |
| | 13 Investments—other (attach schedule) | 16,085,839 | 16,830,625 | 20,545,849 |
| | 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) | 16,375,351 | 16,900,516 | 20,626,985 |
| | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| Net Assets or Fund Balances | 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) | | | |
| | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> | | | |
| | 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 | | | |
| Net Assets or Fund Balances | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 16,375,351 | 16,900,516 | |
| | 30 Total net assets or fund balances (see instructions) | 16,375,351 | 16,900,516 | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 16,375,351 | 16,900,516 | |

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 | 16,375,351 |
| 2 Enter amount from Part I, line 27a | 2 | 525,165 |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 16,900,516 |
| 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 | 16,900,516 |

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 ATTACHED STATEMENT 8 | | | |
| 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 | | | 1,009,094 |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

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

| (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 | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|------------------------|--------------------------------------|---|---|
| a | | | 1,009,094 |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|----------|---|----------|-----------|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 1,009,094 |
| 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 | N/A |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2012 | 528,686 | 17,474,167 | 0.030255 |
| 2011 | 1,053,308 | 17,261,267 | 0.061021 |
| 2010 | 1,438,298 | 16,841,432 | 0.085402 |
| 2009 | 2,374,105 | 15,777,840 | 0.150471 |
| 2008 | 1,171,912 | 20,939,281 | 0.055967 |

| | | | |
|----------|--|----------|------------|
| 2 | Total of line 1, column (d) | 2 | 0.383116 |
| 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 | 0.076623 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 19,111,163 |
| 5 | Multiply line 4 by line 3 | 5 | 1,464,355 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 12,005 |
| 7 | Add lines 5 and 6 | 7 | 1,476,360 |
| 8 | Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. | 8 | 781,475 |

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

| | | | | |
|-----------|---|-----------|--------|--|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 24,010 | |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | | |
| 3 | Add lines 1 and 2 | 3 | 24,010 | |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | | |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 24,010 | |
| 6 | Credits/Payments | | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 12,976 | |
| b | Exempt foreign organizations—tax withheld at source | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 18,000 | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 30,976 | |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 28 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 6,938 | |
| 11 | Enter the amount of line 10 to be Credited to 2014 estimated tax 6,938 Refunded | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i> | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i> | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA | | |
| 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | X |

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? Website address ▶ N/A | 13 | X | |
| 14 | The books are in care of ▶ William H. Kerlin, Jr. Located at ▶ 1420 Sixth Avenue York PA | Telephone no ▶ 717-849-4001 ZIP+4 ▶ 17403 | | |
| 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 | N/A | |
| 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ | 16 | Yes | No |
| | | | | X |

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

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

| | | Yes | No |
|-----|---|-----|-----|
| 1a | During the year did the foundation (either directly or indirectly) | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 1b | N/A |
| 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 | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) | 2b | N/A |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 | N/A |
| 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 2013? | 4b | X |

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

| | | | | |
|--|--|-----------|-----|---|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(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)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> | <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | | |
| <p>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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/></p> | | 5b | N/A | |
| <p>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?</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</p> | <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> | | | |
| <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> | <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | | |
| <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p>If "Yes" to 6b, file Form 8870</p> | | 6b | | X |
| <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> | <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | | |
| <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p> | | 7b | N/A | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| Donald C. Graham 1420 Sixth Avenue York, PA 17403 | Trustee 1 00 | | | |
| William H. Kerlin 1420 Sixth Avenue York, PA 17403 | Trustee 3 00 | | | |
| Ingrid A. Graham 1420 Sixth Avenue York, PA 17403 | Trustee 1 00 | | | |
| Kristin Graham 1420 Sixth Avenue York, PA 17403 | Trustee | | | |

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



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 | | |

Part IX-A Summary of Direct Charitable Activities

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

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. | |
| 3 | |
| Total. Add lines 1 through 3 | |

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

| | | | |
|----------|---|-----------|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | 362,981 |
| b | Average of monthly cash balances | 1b | 52,267 |
| c | Fair market value of all other assets (see instructions) | 1c | 18,986,948 |
| d | Total (add lines 1a, b, and c) | 1d | 19,402,196 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 19,402,196 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 291,033 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 19,111,163 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 955,558 |

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 | 955,558 |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 24,010 |
| b | Income tax for 2013 (This does not include the tax from Part VI) | 2b | 6,727 |
| c | Add lines 2a and 2b | 2c | 30,737 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 924,821 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 924,821 |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 924,821 |

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 | 781,475 |
| b | Program-related investments—total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 781,475 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 781,475 |

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 | | | | 924,821 |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008 | 136,974 | | | |
| b From 2009 | 1,590,577 | | | |
| c From 2010 | 609,096 | | | |
| d From 2011 | 204,736 | | | |
| e From 2012 | | | | |
| f Total of lines 3a through e | 2,541,383 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 781,475 | | | | |
| a Applied to 2012, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see instructions) | | | | |
| c Treated as distributions out of corpus (Election required—see instructions) | | | | |
| d Applied to 2013 distributable amount | | | | 781,475 |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) | 143,346 | | | 143,346 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 2,398,037 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | | | |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions | | | | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 2,398,037 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009 | 1,584,205 | | | |
| b Excess from 2010 | 609,096 | | | |
| c Excess from 2011 | 204,736 | | | |
| d Excess from 2012 | | | | |
| e Excess from 2013 | | | | |

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

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Donald C. Graham

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

None

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

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

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

William H. Kerlin, Jr., PO Box 1104, York, PA 17405, (717) 849-4001

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

No Specific Form

- c** Any submission deadlines

None

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

As directed by trustees to any charitable organization in the United States, no individuals

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|------------|
| a <i>Paid during the year</i> See Attached Schedule | | | | 781,475 |
| Total | | | 3a | 781,475 |
| b <i>Approved for future payment</i> See Attached Schedule | | | | 42,640,000 |
| Total | | | 3b | 42,640,000 |

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

The Graham Foundation

Employer identification number

23-6805421

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

| | |
|--|---|
| Name of organization The Graham Foundation | Employer identification number 23-6805421 |
|--|---|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|---|
| 1 | Graham Architectural Products Corporation 1551 Mt Rose Avenue York PA 17403 Foreign State or Province _____ Foreign Country _____ | \$ 55,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 2 | Graham Engineering Corporation 1203 Eden Road York PA 17402 Foreign State or Province _____ Foreign Country _____ | \$ 55,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | _____ _____ _____ Foreign State or Province _____ Foreign Country _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | _____ _____ _____ Foreign State or Province _____ Foreign Country _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | _____ _____ _____ Foreign State or Province _____ Foreign Country _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | _____ _____ _____ Foreign State or Province _____ Foreign Country _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | _____ _____ _____ Foreign State or Province _____ Foreign Country _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | _____ _____ _____ Foreign State or Province _____ Foreign Country _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization
The Graham Foundation

Employer identification number
23-6805421

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| ----- | ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- | \$ ----- | ----- |

Name of organization
The Graham Foundation

Employer identification number
23-6805421

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

total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

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

| | | |
|-------------|--|-------------|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT 1 |
|-------------|--|-------------|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| NORTHERN TRUST | 28 | | 28 |
| TOTAL TO FM 990-PF, PART I, LN 4 | 28 | - | 28 |

| | | |
|-------------|--------------|-------------|
| FORM 990-PF | OTHER INCOME | STATEMENT 2 |
|-------------|--------------|-------------|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---|-----------------------------|---------------------------------|-------------------------------|
| INVESTMENT IN GCP I, LP (EIN 20-5065846) | 204,762 | 194,487 | |
| INVESTMENT IN GCHFP I, LP (EIN 20-8043408) | 23,912 | 1,426 | |
| INVESTMENT IN GSC PARTNERS (EIN 13-4107197) | (1,525) | (1,525) | |
| TOTAL TO FM 990-PF, PART I, LN 11 | 227,149 | 194,388 | - |

| | | |
|-------------|-----------------|-------------|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT 3 |
|-------------|-----------------|-------------|

| DESCRIPTION | (A) EXPENSE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------------|-----------------------------|---------------------------------|-------------------------------|-------------------------------|
| TAX PREPARATION FEES | (83) | - | - | - |
| TOTAL TO FM 990-PF, PG I, LN 16B | (83) | - | - | - |

| | | |
|-------------|-------------------------|-------------|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 4 |
|-------------|-------------------------|-------------|

| DESCRIPTION | (A) EXPENSE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------------|-----------------------------|---------------------------------|-------------------------------|-------------------------------|
| INVESTMENT FEES | 2,250 | 2,250 | - | - |
| CASH MANAGEMENT FEES | 779 | 779 | - | - |
| TOTAL TO FM 990-PF, PG I, LN 16C | 3,029 | 3,029 | - | - |

| | | |
|-------------|-------|-------------|
| FORM 990-PF | TAXES | STATEMENT 5 |
|-------------|-------|-------------|

| DESCRIPTION | (A) EXPENSE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---------------------------------|-----------------------------|---------------------------------|-------------------------------|-------------------------------|
| INCOME TAXES | 18,685 | | | |
| EXCISE TAXES | 18,000 | - | - | - |
| TOTAL TO FM 990-PF, PG I, LN 18 | 36,685 | - | - | - |

| | | |
|-------------|---|-------------|
| FORM 990-PF | US AND STAT/CITY GOVERNMENT OBLIGATIONS | STATEMENT 6 |
|-------------|---|-------------|

| DESCRIPTION | US GOVT | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---------|-------------|------------|-------------------|
| MFB NORTHERN INSTL FDS GOVT SELECT PORTFOLIO | X | | 35,244 | 46,489 |
| TOTAL TO FM 990-PF, PART II, LN 10A | | | 35,244 | 46,489 |

| | | |
|-------------|-------------------|-------------|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT 7 |
|-------------|-------------------|-------------|

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|------------------|------------|-------------------|
| INVESTMENT IN GCP I, LP (EIN 20-5065846) | COST | 13,859,936 | 17,408,331 |
| INVESTMENT IN GCHFP I, LP (EIN 20-8043408) | COST | 2,970,689 | 3,137,518 |
| INVESTMENT IN GSC PARTNERS (EIN 13-4107197) | COST | - | - |
| TOTAL TO FM 990-PF, PART II, LN 13 | | 16,830,625 | 20,545,849 |

| | | |
|-------------|---|-------------|
| FORM 990-PF | CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME | STATEMENT 8 |
|-------------|---|-------------|

| DESCRIPTION | HOW ACQUIRED P- PURCHASE D- DONATION | GAIN OR (LOSS) |
|---|--|----------------|
| INVESTMENT IN GCP I, LP (EIN 20-5065846) | P | 975,976 |
| INVESTMENT IN GCHFP I, LP (EIN 20-8043408) | P | 203,898 |
| INVESTMENT IN GSC PARTNERS (EIN 13-4107197) | P | (180,273) |
| GAIN ON REDEMPTION OF GSC PARTNERS (EIN 13-4107197) | P | 9,493 |
| TOTAL TO FM 990-PF, PART IV, LN 2 | | 1,009,094 |

The Graham Foundation
Form 990-PF
Part XV a - Page 11
EIN 23-6805421
Year Ending December 31, 2013

| Part XV - Line 3a Recipient | Purpose of Gift | Amount | Foundation Status of Recipient |
|--|------------------|-----------|--------------------------------|
| African Wildlife Foundation 1400 Sixteenth Street, N W , Suite 120 Washington DC 20036-2249 | General Fund | \$ 25,000 | 501(c)(3) |
| ALS Association 321 Norristown Road, Suite 260 Amber, PA 19002 | General Fund | \$ 1,500 | 501(c)(3) |
| American Cancer Society PO Box 22718 Oklahoma City, OK 73123 | General Fund | \$ 2,000 | 501(c)(3) |
| American Heart Association 610 Community Way Lancaster, PA 17603 | General Fund | \$ 1,500 | 501(c)(3) |
| Angels Giving to Those In Need Inc. 2897 Deer Chase Lane York, PA 17403-9586 | General Fund | \$ 1,000 | 501(c)(3) |
| Arc of York County 497 Hill Street York, PA 17403 | General Fund | \$ 500 | 501(c)(3) |
| Camp Tecumseh 1906 Johnson Road Plymouth Meeting, PA 19462 | Scholarship Fund | \$ 15,000 | 501(c)(3) |
| Children's Aid Society 400 W Market Street York, PA 17401 | General Fund | \$ 1,000 | 501(c)(3) |
| Chocorua Chapel Association P.O Box 356 Holderness, NH 03245-0356 | General Fund | \$ 500 | N/A |
| City of York 101 S George Street, PO Box 509 York, PA 17405 | General Fund | \$ 2,000 | 501(c)(3) |
| Commonwealth Foundation 3544 North Progress Ave., Suite 101 Harrisburg, PA 17110 | General Fund | \$ 250 | 501(c)(3) |
| Cultural Alliance of York County, Inc. 14 West Market Street York, PA 17401 | Annual Campaign | \$ 11,000 | 501(c)(3) |
| Downtown, Inc. 1 East Market Street, Suite 202 York, PA 17401 | General Fund | \$ 2,000 | 501(c)(3) |

The Graham Foundation
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Part XV a - Page 11
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Year Ending December 31, 2013

| Part XV - Line 3a Recipient | Purpose of Gift | Amount | Foundation Status of Recipient |
|--|------------------|-----------|--------------------------------|
| Eaglebrook School 271 Pine Nook Road Deerfield, MA 01342-0701 | Capital Campaign | \$ 40,000 | 501(c)(3) |
| Gretchen Wolf Swartz Scholarship Fund, Inc. 2700 Danielle Drive Dover, PA 17315 | Scholarship Fund | \$ 500 | 501(c)(3) |
| Historic York 465 Prospect Street, P O Box 2312 York, PA 17405 | General Fund | \$ 250 | 501(c)(3) |
| Jewish Family Services 2000 Hollywood Drive York, PA 17403 | General Fund | \$ 500 | 501(c)(3) |
| Leg Up Farm 4880 N Sherman Street Mt Wolf, PA 17347 | Capital Campaign | \$ 20,000 | 501(c)(3) |
| LSS Foundation 1050 Pennsylvania Avenue York, PA 17404 | General Fund | \$ 1,000 | 501(c)(3) |
| Make-a-Wish Foundation 2057 Whiteford Road, Suite 304 York, PA 17402 | General Found | \$ 1,500 | 501(c)(3) |
| Memorial Hospital 325 South Belmont Street, PO Box 15118 York, PA 17405 | General Fund | \$ 125 | 501(c)(3) |
| NAMI PA York County 140 Roosevelt Avenue, Suite 200 York, PA 17401 | General Fund | \$ 500 | 501(c)(3) |
| New Birth of Freedom Council 2139 White Street York, PA 17404 | General Fund | \$ 3,000 | 501(c)(3) |
| Olivia's House 830 South George Street York, PA 17403 | General Fund | \$ 250 | 501(c)(3) |
| Our Daily Bread 331 South George Street York, PA 17403 | General Fund | \$ 200 | 501(c)(3) |
| Pennsylvania Partnerships for Children 20 North Market Square, Suite 300 Harrisburg, PA 17101 | General Fund | \$ 500 | 501(c)(3) |

The Graham Foundation
Form 990-PF
Part XV a - Page 11
EIN 23-6805421
Year Ending December 31, 2013

| Part XV - Line 3a Recipient | Purpose of Gift | Amount | Foundation Status of Recipient |
|---|--------------------------|------------|--------------------------------|
| Penn-Mar Human Services 310 Old Freeland Road, PO Box 36 Maryland Line, MD 21105 | General Fund | \$ 500 | 501(c)(3) |
| Pennsylvania State University - York 1031 Edgecomb Avenue York, PA 17403-3398 | Capital Campaign | \$ 139,000 | 501(c)(3) |
| Planned Parenthood of Central PA P O Box 1469 York, PA 17405-1469 | General Fund | \$ 500 | 501(c)(3) |
| Salvation Army 50 East King Street York, PA 17403 | General Fund | \$ 2,000 | 501(c)(3) |
| Squam Lakes Conservation Society P O Box 696 Holderness, NH 03245-0696 | Conservation Fund | \$ 500 | 501(c)(3) |
| Squam Lakes Natural Science Center P.O. Box 173 Holderness, NH 03245 | General Fund | \$ 1,000 | 501(c)(3) |
| Strand Capitol Performing Arts Center 50 North George Street York, PA 17401 | Capital Campaign | \$ 90,000 | 501(c)(3) |
| Susquehanna Gateway Heritage Area 1706 Long Level Road Wrightsville, PA 17368 | General Fund | \$ 1,000 | 501(c)(3) |
| Tennis for Kids 2315 Freysville Road Red Lion, PA 17356 | General Fund | \$ 500 | 501(c)(3) |
| The HACC Foundation 1 HACC Drive, M-260 Harrisburg, PA 17110-2999 | Capital Campaign | \$ 20,000 | 501(c)(3) |
| United Way of York County 800 East King Street P O Box 1663 York, PA 17405-1663 | General Fund | \$ 20,000 | 501(c)(3) |
| University of Pennsylvania 3260 South Street Philadelphia, PA 19104 | Director's Discretionary | \$ 50,000 | 501(c)(3) |
| Wellington Youth Sports & Recreation P O Box 491 York, PA 17405 | General Fund | \$ 2,000 | 501(c)(3) |

The Graham Foundation
Form 990-PF
Part XV a - Page 11
EIN 23-6805421
Year Ending December 31, 2013

| Part XV - Line 3a Recipient | Purpose of Gift | Amount | Foundation Status of Recipient |
|--|------------------------------------|------------|--------------------------------|
| YMCA of York 90 North Newberry Street York, PA 17401 | Capital Campaign & General Fund | \$ 275,000 | 501(c)(3) |
| York Arts 10 North Beaver Street York, PA 17401 | General Fund | \$ 1,500 | 501(c)(3) |
| York Benevolent Association 301 Kings Mill Road York, PA 17401 | General Fund | \$ 200 | 501(c)(3) |
| York County Children's Advocacy Center 28 South Queen Street York, PA 17403 | Capital Campaign | \$ 1,000 | 501(c)(3) |
| York County Community Foundation 14 West Market Street York, PA 17401 | Capital Campaign | \$ 1,000 | 501(c)(3) |
| York County Honors Choir 50 North George Street York, PA 17401 | General Fund | \$ 500 | 501(c)(3) |
| York County Literacy Council 800 East King Street York, PA 17403 | General Fund | \$ 500 | 501(c)(3) |
| York County Rail Trail P O Box 335 Seven Valleys, PA 17360 | Capital Campaign | \$ 500 | 501(c)(3) |
| York County Youth Development Center 3564 Heindel Road York, PA 17402 | General Fund | \$ 1,000 | 501(c)(3) |
| York Day Nursery 450 East Philadelphia Street York, PA 17403 | Capital Campaign | \$ 6,000 | 501(c)(3) |
| York Habitat for Humanity 33 S Seward Street York, PA 17404 | General Fund | \$ 1,000 | 501(c)(3) |
| York Health Foundation 45 Monument Road, Suite 200 York, PA 17403 | General Fund | \$ 2,500 | 501(c)(3) |
| York Little Theater 27 Belmont Street York, PA 17403 | Operating Campaign | \$ 6,000 | 501(c)(3) |

The Graham Foundation
Form 990-PF
Part XV a - Page 11
EIN 23-6805421
Year Ending December 31, 2013

| Part XV - Line 3a Recipient | Purpose of Gift | Amount | Foundation Status of Recipient |
|---|------------------|-------------------|--------------------------------|
| SCORE, York Chapter 441 221 Pennsylvania Avenue York, PA 17404 | General Fund | \$ 500 | 501(c)(3) |
| York YMCA Aquatic Club 90 North Newberry Street York, PA 17401 | General Fund | \$ 1,000 | 501(c)(3) |
| Young Life PO Box 1171 York, PA 17405 | General Fund | \$ 3,500 | 501(c)(3) |
| YWCA of York 320 East Market Street York, PA 17403 | Capital Campaign | \$ 21,200 | 501(c)(3) |
| TOTAL CONTRIBUTIONS | | <u>\$ 781,475</u> | |

The Graham Foundation
Form 990-PF
Part XV b - Page 11
EIN 23-6805421
Year Ending December 31, 2013

| Part XV - Line 3a Recipient | Purpose of Gift | Amount | Foundation Status of Recipient |
|--|----------------------|---------------|--------------------------------|
| Burke Mountain Academy PO Box 78, East Burke, VT 05832 | Capital Campaign | \$ 220,000 | 501(c)(3) |
| City of York - Penn Park Playground 101 S George Street, PO Box 509 York, PA 17405 | Capital Campaign | \$ 8,000 | 501(c)(3) |
| Cultural Alliance of York County, Inc. 14 West Market Street York, PA 17401 | Annual Campaign | \$ 11,000 | 501(c)(3) |
| HAAC York Campus 1 HACC Drive, M-260 Harrisburg, PA 17110-2999 | Capital Campaign | \$ 10,000 | 501(c)(3) |
| Leg Up Farm 4880 N Sherman Street Mt. Wolf, PA 17347 | Capital Campaign | \$ 40,000 | 501(c)(3) |
| Logos Academy P O Box 1272 York, PA 17405 | Capital Campaign | \$ 15,000 | 501(c)(3) |
| Reid Menzer Memorial Skate Park 415 Norway Street York, PA 17403 | Capital Campaign | \$ 35,000 | 501(c)(3) |
| Squam Lakes Natural Science Center P O Box 173 Holderness, NH 03245 | General Fund | \$ 250,000 | 501(c)(3) |
| Strand Capitol Performing Arts Center 50 North George Street York, PA 17401 | Capital Campaign | \$ 120,000 | 501(c)(3) |
| University of Michigan Gift Administration Office 3003 South State Street - Room 8070 Ann Arbor, MI 48109-1288 | ESI | \$ 38,000,000 | 501(c)(3) |
| University of Pennsylvania 3620 South Street Philadelphia, PA 19104 | Widener Hall Project | \$ 1,500,000 | 501(c)(3) |
| YMCA of York - Newberry St. 90 North Newberry Street York, PA 17401 | Capital Campaign | \$ 6,000 | 501(c)(3) |
| YMCA of York - Graham Aquatic Center 90 North Newberry Street York, PA 17401 | Capital Campaign | \$ 400,000 | 501(c)(3) |

The Graham Foundation
Form 990-PF
Part XV b - Page 11
EIN 23-6805421
Year Ending December 31, 2013

| Part XV - Line 3a Recipient | Purpose of Gift | Amount | Foundation Status of Recipient |
|--|--------------------|-----------------------------|--------------------------------|
| York College of Pennsylvania 441 Country Club Road York, PA 17403 | Capital Campaign | \$ 2,000,000 | 501(c)(3) |
| York County Children's Advocacy Center 28 South Queen Street York, PA 17403 | Capital Campaign | \$ 4,000 | 501(c)(3) |
| York Little Theater 27 Belmont Street York, PA 17403 | Operating Campaign | \$ 6,000 | 501(c)(3) |
| York Day Nursery 450 East Philadelphia Street York, PA 17403 | Capital Campaign | \$ 15,000 | 501(c)(3) |
| TOTAL CONTRIBUTIONS | | <u><u>\$ 42,640,000</u></u> | |

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box. ☒ **X**
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only. ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

| | | | |
|--|--|--|---|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions. | | Employer identification number (EIN) or |
| | The Graham Foundation | | 23-6805421 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. | | Social security number (SSN) |
| | PO Box 1104 | | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. | | |
| | York, PA 17405-1104 | | |

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ► William H. Kerlin, Jr.

Telephone No. ► 717-849-4045

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box. ☐ If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 2013 or

► ☐ tax year beginning, and ending

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

| | | | | |
|----|--|----|----|--------|
| 3a | If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 30,976 |
| b | If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 12,976 |
| c | Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 18,000 |

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

HTA

9407 1118 9956 1882 8444 78

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Enter filer's identifying number, see instructions

| | | | | |
|--|--|--|---|--|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions. | | Employer identification number (EIN) or | |
| | The Graham Foundation | | 23-6805421 | |
| | Number, street, and room or suite no. If a P.O. box, see instructions. | | Social security number (SSN) | |
| | PO Box 1104 | | | |
| City, town or post office, state, and ZIP code. For a foreign address, see instructions. | | | | |
| York, PA 17405-1104 | | | | |

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

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

- The books are in the care of **William H. Kerlin, Jr**
Telephone No **717-849-4045** Fax No _____
- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box. ☐ . If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **11/15/2014**
- 5 For calendar year **2013**, or other tax year beginning _____, and ending _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension _____

| | | | |
|---|-----------|----|---------------|
| 8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ | 30,976 |
| b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ | 30,976 |
| c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ | 0 |

Signature and Verification must be completed for Part II only.

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

Signature  Title **Trustee** Date **8/7/2014**

9407 1118 9956 1392 0088 27