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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation THE GRAFF CHARITABLE FOUNDATION, INC.		A Employer identification number 47-0816806						
C/O P. MARK GRAFF		B Telephone number (see instructions) (308) 345-4240						
Number and street (or P O box number if mail is not delivered to street address) 220 NORRIS AVENUE								
Room/suite								
City or town, state or province, country, and ZIP or foreign postal code MCCOOK, NE 69001								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: <table border="0"> <tr> <td>☒ Section 501(c)(3) exempt private foundation</td> </tr> <tr> <td>☐ Section 4947(a)(1) nonexempt charitable trust</td> </tr> <tr> <td>☐ Other taxable private foundation</td> </tr> </table>		☒ Section 501(c)(3) exempt private foundation	☐ Section 4947(a)(1) nonexempt charitable trust	☐ Other taxable private foundation				
☒ Section 501(c)(3) exempt private foundation								
☐ Section 4947(a)(1) nonexempt charitable trust								
☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 3,019,755.		J Accounting method: <table border="0"> <tr> <td>☒ Cash</td> <td>☐ Accrual</td> </tr> <tr> <td colspan="2">☐ Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis)	☒ Cash	☐ Accrual	☐ Other (specify) _____			
☒ Cash	☐ Accrual							
☐ 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)	200,000.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	40,982.	40,982.		
	4 Dividends and interest from securities	108,174.	108,174.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	46,710.			
	b Gross sales price for all assets on line 6a	610,082.			
	7 Capital gain net income (from Part IV, line 2)		46,710.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 1	-3,632.	-3,632.			
12 Total. Add lines 1 through 11	392,234.	192,234.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,305.	1,383.		922.
	c Other professional fees (attach schedule) *	4,081.	4,081.		
	17 Interest. ATCH 3	127.	127.		
	18 Taxes (attach schedule) (see instructions) ATCH 4	1,189.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	331.	196.	7.	128.
	24 Total operating and administrative expenses. Add lines 13 through 23	8,033.	5,787.	7.	1,050.
	25 Contributions, gifts, grants paid	106,204.			106,204.
26 Total expenses and disbursements. Add lines 24 and 25	114,237.	5,787.	7.	107,254.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	277,997.				
b Net investment income (if negative, enter -0-)		186,447.			
c Adjusted net income (if negative, enter -0-)					

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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				
	2	Savings and temporary cash investments		67,752.	180,507.	180,507.
	3	Accounts receivable ☐ 40.				
		Less allowance for doubtful accounts ☐		40.	40.	40.
	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) ☐ *			* 481,889.	ATCH 6
		Less allowance for doubtful accounts ☐		624,332.	481,889.	481,889.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7		172,431.	53,207.	70,320.
	c	Investments - corporate bonds (attach schedule) ATCH 8		198,005.	98,315.	112,750.
	Liabilities	11	Investments - land, buildings, and equipment basis ☐ Less accumulated depreciation (attach schedule) ☐			
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 9		1,230,672.	1,757,271.	2,174,249.
14		Land, buildings, and equipment basis ☐ Less accumulated depreciation (attach schedule) ☐				
15		Other assets (describe ☐)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		2,293,232.	2,571,229.	3,019,755.
17		Accounts payable and accrued expenses				
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe ☐)					
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		175,000.	175,000.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		2,118,232.	2,396,229.	
30	Total net assets or fund balances (see instructions)		2,293,232.	2,571,229.		
31	Total liabilities and net assets/fund balances (see instructions)		2,293,232.	2,571,229.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,293,232.
2	Enter amount from Part I, line 27a	2	277,997.
3	Other increases not included in line 2 (itemize) ☐	3	
4	Add lines 1, 2, and 3	4	2,571,229.
5	Decreases not included in line 2 (itemize) ☐	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,571,229.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	46,710.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	100,587.	2,165,676.	0.046446
2011	81,983.	2,010,432.	0.040779
2010	60,000.	1,782,800.	0.033655
2009	70,058.	1,540,653.	0.045473
2008	18,000.	1,450,670.	0.012408
2 Total of line 1, column (d)			0.178761
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			0.035752
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			2,541,968.
5 Multiply line 4 by line 3			90,880.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,864.
7 Add lines 5 and 6			92,744.
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			107,254.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	1,864.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,864.
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	1,864.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,040.	
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	1,040.	
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	824.	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NE, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ P. MARK GRAFF	Telephone no	☐ 308-345-4240	
	Located at ☐ 220 NORRIS AVE. MCCOOK, NE	ZIP+4	☐ 69001	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ☐ 15			
16	At any time during calendar year 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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
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? ☐ Yes ☒ No If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	1,821,715.
b	Average of monthly cash balances	1b	203,602.
c	Fair market value of all other assets (see instructions)	1c	555,361.
d	Total (add lines 1a, b, and c)	1d	2,580,678.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,580,678.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	38,710.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,541,968.
6	Minimum investment return. Enter 5% of line 5	6	127,098.

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	127,098.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,864.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,864.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	125,234.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	125,234.
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	125,234.

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	107,254.
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	107,254.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,864.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	105,390.

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				125,234.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			105,319.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>107,254.</u>				
a Applied to 2012, but not more than line 2a			105,319.	
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				1,935.
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 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				123,299.
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	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

NOT APPLICABLE

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)

	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)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

PETER M. & DOLORES O. GRAFF

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

N/A

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

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

a The name, address, and telephone number or e-mail address 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 <i>Paid during the year</i> SEE EXHIBIT 2				106,204.
Total			▶ 3a	106,204.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
▼	

[illegible]

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

- | | | | |
|----------|--|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

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

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

**Sign
Here**

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JASON W BOMBECK

Preparer's signature

Date _____

Check	
-------	--

--	--	--

PTIN

self-employed

P00393463

Firm's name ► BKD, LLP

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

Firm's EIN ▶ 44-0160260

68508-1461

Phone no 402-473-7600

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ 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 GRAFF CHARITABLE FOUNDATION, INC.
C/O P. MARK GRAFF**Employer identification number**

47-0816806

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

JSA

3E1251 1 000

01349X K923 5/14/2014 11:14:05 AM V 13-4.7F

60860

Name of organization **THE GRAFF CHARITABLE FOUNDATION, INC.**
C/O P. MARK GRAFF

Employer identification number
47-0816806

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PETER M. AND DOLORES O. GRAFF MCCOOK, NE 69001	\$ 200,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE GRAFF CHARITABLE FOUNDATION, INC.
C/O P. MARK GRAFF

Employer identification number
47-0816806

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 GRAFF CHARITABLE FOUNDATION, INC.
C/O P. MARK GRAFF

Employer identification number
47-0816806

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					1,627.	
149,204.		SEE EXHIBIT 1 PROPERTY TYPE: SECURITIES 144,451.				P	VARIOUS	VARIOUS
		ADVISORS DISCIPLINED TR UNIT 716 PROPERTY TYPE: SECURITIES 100,004.				P	VARIOUS	02/01/2013
103,089.		ADVISORS DISCIPLINED TR UNIT 708 PROPERTY TYPE: SECURITIES 99,998.				P	VARIOUS	05/15/2013
111,090.		ALCOA INC NOTES PROPERTY TYPE: SECURITIES 99,695.				P	VARIOUS	10/17/2013
107,070.		CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 52,579.				P	06/04/2012	10/17/2013
70,999.		MFS INTER HIGH INCOME FD SH BEN PROPERTY TYPE: SECURITIES 66,645.				D	VARIOUS	01/04/2013
66,519.		ENERGY TRANSFER PARTNERS LP (PASSTHROUGH PROPERTY TYPE: OTHER				P	07/12/2012	VARIOUS
484.							484.	
TOTAL GAIN(LOSS)							<u>46,710.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME - ENERGY TRANSFER PARTNERS	-3,632.	-3,632.
TOTALS	-3,632.	-3,632.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PORTFOLIO SERVICE FEES	4,081.	4,081.
TOTALS	<u>4,081.</u>	<u>4,081.</u>

ATTACHMENT 3

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE	127.	127.
TOTALS	<u>127.</u>	<u>127.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	1,189.
TOTALS	<u>1,189.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SAFE DEPOSIT BOX RENT	36.	22.		14.
EXPENSES FROM PASSTHROUGH	8.	1.	7.	
MISCELLANEOUS EXPENSE	264.	159.		105.
CORPORATE FILING FEES	23.	14.		9.
TOTALS	<u>331.</u>	<u>196.</u>	<u>7.</u>	<u>128.</u>

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

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

BEGINNING BALANCE DUE 161,484.

ENDING BALANCE DUE 159,048.

ENDING FAIR MARKET VALUE 159,048.

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

BEGINNING BALANCE DUE 164,848.

ENDING BALANCE DUE 162,841.

ENDING FAIR MARKET VALUE 162,841.

ATTACHMENT 6 (CONT'D)

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

BEGINNING BALANCE DUE 298,000.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

BORROWER: TODD & SHARIEL THIESZEN
ORIGINAL AMOUNT: 160,000.
INTEREST RATE: 5.000000
DATE OF NOTE: 02/04/2013
MATURITY DATE: 10/01/2018
REPAYMENT TERMS: SEMI-ANNUAL PMTS OF \$5,641.
SECURITY PROVIDED: DEED OF TRUST ON REAL ESTATE
PURPOSE OF LOAN: PURCHASE OF REAL ESTATE
DESCRIPTION AND FMV N/A
OF CONSIDERATION:

BEGINNING BALANCE DUE

ENDING BALANCE DUE 160,000.

ENDING FAIR MARKET VALUE 160,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 624,332.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 481,889.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 481,889.

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AT&T COMMON STOCK	53,207.	70,320.
TOTALS	<u>53,207.</u>	<u>70,320.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CHESAPEAKE ENERGY CORP	98,315.	112,750.
TOTALS	<u>98,315.</u>	<u>112,750.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT FUND	226,662.	262,140.
MUTUAL FUNDS	778,959.	800,889.
ENERGY TRANSFER PARTNERS LP	35,150.	57,250.
REAL ESTATE INVESTMENT TRUSTS	716,500.	716,500.
IRA		337,470.
TOTALS	<u>1,757,271.</u>	<u>2,174,249.</u>

THE GRAFF CHARITABLE FOUNDATION, INC.

47-0816806

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PETER M. GRAFF 220 NORRIS AVENUE MCCOOK, NE 69001	FORMER CHAIRMAN/PRESIDENT .25	0	0	0
DOLORES O. GRAFF 220 NORRIS AVENUE MCCOOK, NE 69001	VICE-CHAIR .25	0	0	0
P. MARK GRAFF 220 NORRIS AVENUE MCCOOK, NE 69001	CHAIRMAN/PRESIDENT 3.00	0	0	0
MARY CHRISTINE GRAFF 220 NORRIS AVENUE MCCOOK, NE 69001	SECRETARY/TREASURER .25	0	0	0
SCOTT THOMAS 220 NORRIS AVENUE MCCOOK, NE 69001	DIRECTOR .25	0	0	0
GRAND TOTALS		0	0	0

THE GRAFF CHARITABLE FOUNDATION, INC.

47-0816806

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

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INCOME - ENERGY TRANSFER PARTNERS			14	-3,632.	
TOTALS				<u>-3,632.</u>	

Statement for the Period May 1, 2013 to May 31, 2013
 THE GRAFF CHARITABLE FOUNDATION - Corporation
 Account Number: WWA-121266
 Separate Acc't Manager SECURITIES AMERICA ADVISORS, INC
 Investment Discipline MUTUAL FUND



Activity

Securities Sold	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
05/10/13 CASH	DFA INTERNATIONAL CORE EQUITY UNSOUGHT @ 11.67 LT Gain \$5.05	(47.129)	\$550.00	\$544.95	\$5.05
05/10/13 CASH	DFA US VECTOR EQUITY PRIF INSTL CL UNSOUGHT @ 13.86 LT Gain \$431.29	(116.667)	\$1,617.00	\$1,185.71	\$431.29
05/10/13 CASH	DFA US LARGE CAP VALUE PRIF INSTL UNSOUGHT @ 26.93 LT Gain \$361.53	(58.411)	\$1,573.00	\$1,211.47	\$361.53

SECURITIES AMERICA INC.

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

MN_CEBDDSFBBDDHPKF_BBBB 20130531

EXHIBIT I

SECURITIES AMERICA INC. AND ITS AFFILIATES ARE
NOT PROVIDING ANY INVESTMENT OR FINANCIAL
ADVICE. THE INFORMATION IS FOR INFORMATIONAL PURPOSES ONLY.

TRADING continued

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
05/29/13	CASH	YOU SOLD	OFA US CORE EQUITY II UNSOLICITED @ 14.44 LT Gain \$1,943.48	(488.92)	\$7,080.00	\$5,116.52	\$1,943.48
Total Securities Sold					\$10,800.00		

SECURITIES AMERICA INC.
MN_CEBBDSDFBBDHPKE_BBBB 20130531
MI 0765403145116 04307 0704070000 00

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

Statement for the Period July 1, 2013 to July 31, 2013

THE GRAFF CHARITABLE FOUNDATION - Corporation
Account Number: WWA-121266

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



Securities America Advisors, Inc. Member FINRA, SIPC
100 West 17th Street, Suite 1000
New York, NY 10011-3603
Tel: 212-850-6000
www.securitiesamerica.com

Securities Sold	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
07/26/13 CASH	DFA ONE YEAR FIXED INCOME PRIF INSTL UNSOLICITED @ 10.32 LT Gain \$420.48	(4,623.934)	\$47,719.00	\$47,298.52	\$420.48
07/26/13 CASH	DFA INV'T TWO YEAR GLOBAL FIXED INCOME UNSOLICITED @ 10.04 LT Loss \$268.17	(1,834.96)	\$18,423.00	\$18,691.17	(\$268.17)
07/26/13 CASH	DFA FIVE YEAR GBL FIXED INC PRIF INSTL UNSOLICITED @ 11.03 LT Gain \$743.50	(2,394.923)	\$26,416.00	\$25,672.50	\$743.50

SECURITIES AMERICA INC.

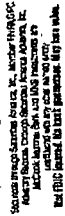
MIN: CEBBFZHBBDKHHR BBBB 20130731
NL1903HG3213124 003756 000004/000007 00

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



EXHIBIT 1

Separate Acct Manager: SECURITIES AMERICA ADVISORS, INC
Investment Discipline: MUTUAL FUND



Securities Sold	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
08/05/13	CASH				
	YOU SOLD				
	DFA INTL REAL ESTATE SEC PORTFOLIO UNSOLICITED @ 5 11	(1,528.559)	\$7,810.94	\$8,482.22	(\$671.28)
	LT Loss \$347.08				
	ST Loss \$324.20				
08/05/13	CASH				
	YOU SOLD				
	DFA INTERNATIONAL CORE EQUITY UNSOLICITED @ 11 65	(900.172)	\$10,487.00	\$10,424.67	\$62.33
	LT Gain \$62.33				

Statement for the Period August 1, 2013 to August 31, 2013

THE GRAFF CHARITABLE FOUNDATION - Corporation
Account Number: WWA-121266

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



SECURITIES AMERICA, INC. NYSE, SIPC
Member
100 Wall Street, Suite 2000, New York, NY 10038
Call 800-441-1000 or 212-410-1000
MNB Fund is not insured by FDIC.

TRADING continued

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
08/05/13	CASH	YOU SOLD	DFA INTERNATIONAL SMALL COMPANY PORT UNSOLICITED @ 17 68 LT Loss \$33.06 ST Loss \$25.71	(226 626)	\$4,006.75	\$4,065.52	(\$58.77)
08/05/13	CASH	YOU SOLD	DFA INT'L SMALL CAP VALUE UNSOLICITED @ 18 25 LT Gain \$144.01 ST Gain \$104.02	(659 877)	\$12,042.76	\$11,794.73	\$248.03
08/05/13	CASH	YOU SOLD	DFA REAL ESTATE SEC PRFTF INSTL UNSOLICITED @ 27 59 LT Gain \$845.79 ST Gain \$690.38	(416 777)	\$11,498.88	\$9,962.71	\$1,536.17
Total Securities Sold					\$45,846.33		

SECURITIES AMERICA, INC.
MN CBBFGCQBBDHPOC_BBBB 20130830
NL1312H33243110 006854 000004/000006 00

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

EXHIBIT 1

The Graff Charitable Foundation
Exhibit 1 Summary

	Proceeds	Cost Basis	ST Gain (Loss)	LT Gain (Loss)
May				
5/10/2013 DFA International Core Equity	550 00	544 95	-	5 05
5/10/2013 DFA US Vector Equity	1,617 00	1,185 71		431 29
5/10/2013 DFA US Large Cap Value PRTF	1,573 00	1,211 47		361 53
5/29/2013 DFA US Core Equity II	7,060 00	5,116 52		1,943 48
July				
7/26/2013 DFA One Year Fixed Income PRTF	47,719 00	47,298 52	-	420 48
7/26/2013 DFA INTL Core Equity	18,423 00	18,691 17		(268 17)
7/26/2013 DFA INTL Small Company	26,416 00	25,672 50		743 50
August				
8/5/2013 DFA INTL Real Estate SEC	7,810 94	8,482 22	(324 20)	(347 08)
8/5/2013 DFA INTL Core Equity	10,487 00	10,424 67		62 33
8/5/2013 DFA INTL Small Company	4,006 75	4,065 52	(25 71)	(33 06)
8/5/2013 DFA INTL Small Cap Value	12,042 76	11,794 73	104 02	144 01
8/5/2013 DFA Real Estate SEC PRTF INSTL	11,498 88	9,962 71	690 38	845 79
Total	149,204.33	144,450.69	444.49	4,309.15

Graff Charitable Foundation, Inc
Charitable Distributions
2013

<u>Date</u>	<u>Date</u>	<u>Num</u>	<u>Organization</u>	<u>Status of Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Charitable Donations						
Check	04/12/2013	214	McCook Education Foundation, Inc	PC	Grant to Provide for Scholarship Funds	\$ 500.00
Check	04/22/2013	215	McCook Legion Baseball Boosters, Inc	PC	Help fund the general operations of the organization which on or after the Legion baseball program for the area	\$ 1,000.00
Check	05/22/2013	216	YMCA of McCook	PC	Help fund the Y's Partners with Youth Program assisting needy families fund YMCA family memberships	\$ 200.00
Check	07/05/2013	219	MCC Indians Boosters, Inc	PC	Help fund book scholarships for athletes at the McCook Community College	\$ 500.00
Check	07/15/2013	220	Community Hospital Health Foundation	PC	3rd Year of 3 Year Restricted Pledge to Fund Construction of Healing Garden at Community Hospital	\$ 2,500.00
Check	07/15/2013	221	MNB CC - Boy Scout Troop #132	PC	Provide the transportation costs of troop travel to Boy Scout Camp	\$ 3,000.78
Check	08/23/2013	222	Hillcrest Nursing Home Foundation	PC	Provide support for the activities and building needs of the Hillcrest Nursing Home in McCook	\$ 1,000.00
Check	10/11/2013	223	MNB CC - Nebraska Community Foundation fbo MCFF	PC	Restricted donation to the Unrestricted Endowment Fund of the Organization fbo McCook Community Foundation Fund	\$ 3,750.00
Check	10/11/2013	223	MNB CC - Nebraska Community Foundation fbo MCFF	PC	Help fund the general operations of the MCF Fund which financial support to McCook area charitable organizations & projects	\$ 1,250.00
Check	12/19/2013	226	MNB CC - St. Labre Indian School	PC	Help fund the general operations of the organization which provides educational programs to Native American children	\$ 1,000.00
Check	12/19/2013	226	MNB CC - St. Joseph Indian School	PC	Help fund the general operations of the organization which provides educational programs to Native American children	\$ 1,000.00
Check	12/19/2013	226	MNB CC - St. Francis Mission Foundation	PC	Help fund the general operations of the organization which provides educational programs to Native American children	\$ 1,000.00
Check	12/19/2013	226	MNB CC - Red Cloud Indian School	PC	Help fund the general operations of the organization which provides educational programs to Native American children	\$ 1,000.00
Check	12/19/2013	226	St. Joseph Catholic Church	PC	Restricted donation to help fund the maintenance & general upkeep of the parish cemetery	\$ 2,000.00
Check	12/19/2013	226	MNB CC - St. Patrick Church	PC	Help fund the general operations of St. Patrick's Parochial Elementary School in McCook	\$ 25,000.00
Check	12/19/2013	226	MNB CC - Catholic Social Services	PC	Help fund the general operations at CSS with desire to see the organization continue providing services in the McCook area	\$ 12,000.00
Check	12/19/2013	226	MNB CC - St. Patrick Church	PC	Restricted donation to Angel Book Program - Program Books Fees to Students with Financial Needs at St. Pat's	\$ 10,000.00
Check	12/19/2013	226	MNB CC - McCook Pantry, Inc	PC	Help fund the purchase and distribution of food to residents of need in Southwest Nebraska	\$ 10,000.00
Check	12/19/2013	226	MNB CC - Teammates Mentoring Program	PC	Restricted donation to fund scholarships for youth participating in the Teammates program in the McCook area	\$ 5,000.00
Check	12/19/2013	226	MNB CC - Family Resources, Inc	PC	Help fund the general operations of the org which provides assistance to families with children of disabilities in the McCook area	\$ 6,000.00
Check	12/19/2013	226	MNB CC - Community Hospital Health Foundation	PC	Restricted for funding of Radiation Treatment Center at Community Hospital	\$ 5,000.00
Check	12/19/2013	226	MNB CC - McCook College Foundation	PC	Help fund the general operations of the organization which provides financial assistance to MCC & MCC students	\$ 1,000.00
Check	12/19/2013	226	MNB CC - St. John's Catholic Church of Beardsley, KS	PC	Restricted for Maintenance at Parish Cemetery	\$ 1,000.00
Check	12/19/2013	226	MNB CC - Lakeview Lodge, Inc	PC	Help fund the general operations of the Lodge which provides recreational and meeting facilities to Stratton area residents	\$ 1,000.00
Check	12/19/2013	226	MNB CC - Nebraska Community Foundation fbo MCFF	PC	Restricted donation to The Toy Box Account to help fund Christmas gifts for area children of need	\$ 1,000.00
Check	12/19/2013	226	MNB CC - McCook Area Crimestoppers	PC	Help fund the general operations of the organization including rewards for tips to solve outstanding crimes	\$ 1,000.00
Check	12/19/2013	226	MNB CC - Alliance for EVPA (Fox Theater)	PC	Help fund restorations at the Historic Fox Theater	\$ 1,000.00
Check	12/19/2013	226	MNB CC - George W. Norris Foundation	PC	Help fund the general operations of the organization which provides educational material on George Norris	\$ 1,000.00
Check	12/19/2013	226	MNB CC - Nebraska Community Foundation fbo MCFF	PC	Restricted donation for the Community Chest Account	\$ 2,000.00
Check	12/19/2013	226	MNB CC - Notre Dame Catholic Church - Clarendon Hills, IL	PC	Help fund the food pantry program of the parish to provide food assistance to those in need in the Chicago area	\$ 1,000.00
Check	12/19/2013	226	MNB CC - St. Vincent de Paul Center - Chicago, IL	PC	Help fund the charitable works to the Chicago area's residents of need	\$ 1,000.00
Check	12/19/2013	226	MNB CC - Ed Thomas YMCA	PC	Help fund the general operations of the organization which provides physical fitness resources to the McCook area	\$ 1,000.00
Check	12/19/2013	226	MNB CC - Ed Thomas YMCA	PC	Restricted donation for the Partners in Youth Program	\$ 1,000.00
Check	12/19/2013	226	MNB CC - McCook Education Foundation, Inc	PC	Help fund the general operations of the organization which provides for the area youth	\$ 500.00
						\$ 106,203.78