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**Return of Private Foundation**

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

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

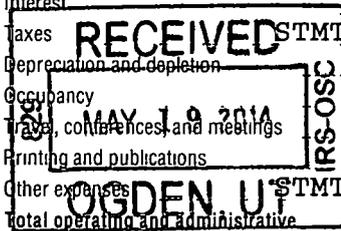
, and ending

Name of foundation <b>GRAHAM FAMILY FOUNDATION</b>		A Employer identification number <b>56-2152871</b>
Number and street (or P O box number if mail is not delivered to street address) <b>100 EUROPA DRIVE</b>	Room/suite <b>190</b>	B Telephone number <b>919-968-4017</b>
City or town, state or province, country, and ZIP or foreign postal code <b>CHAPEL HILL, NC 27514-2394</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>283,288.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	355.	355.		STATEMENT 1
4 Dividends and interest from securities	5,804.	5,721.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-6.			
b Gross sales price for all assets on line 6a	7,010.			
7 Capital gain net income (from Part IV, line 2)		0.		
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)				
11 Other income	-206.	6.		STATEMENT 3
12 Total. Add lines 1 through 11	5,947.	6,082.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	1,500.	0.		1,500.
c Other professional fees				
17 Interest				
18 Taxes	81.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	22.	22.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	1,603.	22.		1,500.
25 Contributions, gifts, grants paid	9,600.			9,600.
26 Total expenses and disbursements. Add lines 24 and 25	11,203.	22.		11,100.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-5,256.			
b Net investment income (if negative, enter -0-)		6,060.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		12,665.	15,561.	15,561.
	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				
	7	Other notes and loans receivable ▶				
		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 STMT 8		7,001.	0.	0.
	b	Investments - corporate stock STMT 9		163,406.	163,834.	268,677.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 10)		-2,154.	-3,784.	-950.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)		180,918.	175,611.	283,288.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		180,918.	175,611.		
30	<b>Total net assets or fund balances</b>		180,918.	175,611.		
31	<b>Total liabilities and net assets/fund balances</b>		180,918.	175,611.		

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	180,918.
2	Enter amount from Part I, line 27a	2	-5,256.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	175,662.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	51.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	175,611.

**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	FEDERAL HOME LOAN MTG	P	11/27/06	11/15/13
b	FEDERAL HOME LOAN MTG	P	05/06/07	11/15/13
c	CAPITAL GAINS DIVIDENDS			
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 4,000.		4,017.	-17.
b 3,000.		2,999.	1.
c 10.			10.
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			-17.
b			1.
c			10.
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	-6.
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). 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.

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	11,831.	222,949.	.053066
2011	7,500.	218,098.	.034388
2010	9,827.	209,189.	.046977
2009	12,478.	193,674.	.064428
2008	14,224.	244,631.	.058145

2 Total of line 1, column (d)	2	.257004
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	.051401
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	252,399.
5 Multiply line 4 by line 3	5	12,974.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	61.
7 Add lines 5 and 6	7	13,035.
8 Enter qualifying distributions from Part XII, line 4	8	11,100.

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

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

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	121.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	121.
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	121.
6	Credits/Payments:		
6a	2013 estimated tax payments and 2012 overpayment credited to 2013		
6b	Exempt foreign organizations - tax withheld at source		
6c	Tax paid with application for extension of time to file (Form 8868)		
6d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	121.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

**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 <b>▶ N/A</b>	13	X	
14	The books are in care of <b>▶ STEVEN R. ARMSTRONG</b> Telephone no. <b>▶ 919-967-0618</b> Located at <b>▶ 100 EUROPA DRIVE, SUITE 525, CHAPEL HILL, NC</b> ZIP+4 <b>▶ 27515</b>			
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 <b>▶ 15</b> <b>N/A</b>			
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 <b>▶</b>	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 <b>N/A</b> <b>▶</b> <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> _____, _____, _____		
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.) <b>N/A</b>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>▶</b> _____, _____, _____		
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) <b>N/A</b>	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

**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)?  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  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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) N/A

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  
 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.

(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
JOHN P. GRAHAM 100 EUROPA DRIVE, SUITE CHAPEL HILL, NC	DIRECTOR, PRE	& TREAS		
MARGARET GRAHAM CAMPBELL 108 69TH STREET VIRGINIA BEACH, VA	DIRECTOR, SECRETARY			
LAURA GRAHAM WHEDON 4520 TOWN AND COUNTRY DRIVE CHARLOTTE, NC	DIRECTOR, VICE-PRESIDENT			

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

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

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

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

**3** Five highest-paid independent contractors for professional services. 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

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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**Part X**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	241,538.
b	Average of monthly cash balances	1b	14,705.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	256,243.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	256,243.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,844.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	252,399.
6	Minimum investment return. Enter 5% of line 5	6	12,620.

**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	12,620.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	121.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	121.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,499.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,499.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,499.

**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	11,100.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,100.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,100.

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				12,499.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			9,595.	
b Total for prior years:		0.		
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: ▶ \$ 11,100.				
a Applied to 2012, but not more than line 2a			9,595.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,505.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				10,994.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
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) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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				(e) Total
	(a) 2013	(b) 2012	Prior 3 years		
			(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
3 Subtract line 2d from line 2c					
Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SCHEDULE	NONE	PUBLIC	ANNUAL BUDGET	9,600.
<b>Total</b>				▶ 3a 9,600.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				▶ 3b 0.





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**FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1**


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SOURCE	AMOUNT
FROM NUSTAR ENERGY, LP	10.
FROM SUNOCO LOGISTICS PARTNERS, LP	2.
WELLS FARGO #4711-5789	343.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	355.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM NUSTAR ENERGY, LP	0.	0.	0.
FROM SUNOCO LOGISTICS PTR. LP, K-1	190.	0.	190.
WELLS FARGO #4711-5789	5,624.	10.	5,614.
TOTAL TO FM 990-PF, PART I, LN 4	5,814.	10.	5,804.

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**FORM 990-PF OTHER INCOME STATEMENT 3**


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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM NUSTAR ENERGY LP	6.	6.	
FROM SUNOCO K-1	121.	0.	
FROM NUSTAR K-1	-333.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-206.	6.	

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FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STEVEN R. ARMSTRONG, CPA	1,500.	0.		1,500.
TO FORM 990-PF, PG 1, LN 16B	1,500.	0.		1,500.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	69.	0.		0.
FROM NUSTAR ENERGY, LP	12.	0.		0.
TO FORM 990-PF, PG 1, LN 18	81.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM NUSTAR ENERGY, LP	5.	5.		0.
FROM SUNOCO	17.	17.		0.
TO FORM 990-PF, PG 1, LN 23	22.	22.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES		STATEMENT 7
DESCRIPTION			AMOUNT
COST BASIS ADJUSTMENT			35.
BOOK TAX DIFFERNCE			14.
ROUNDING			2.
TOTAL TO FORM 990-PF, PART III, LINE 5			51.

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES - SCH	148,372.	253,063.
MUTUAL FUNDS	15,462.	15,614.
TOTAL TO FORM 990-PF, PART II, LINE 10B	163,834.	268,677.

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FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OUTSTANDING CHECKS	-500.	-950.	-950.
SUNOCO LOGISTICS PARTNERSHIP LP BASIS ADJ.	-759.	-1,167.	0.
NUSTAR ENERGY LP BASIS ADJUSTMENT	-895.	-1,667.	0.
TO FORM 990-PF, PART II, LINE 15	-2,154.	-3,784.	-950.

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**Graham Family Foundation**  
**YE 12/31/2013**  
**Employer ID 56-2152871**  
**GRANTS MADE**

<i>Recipient</i>	<i>Fnd Status</i>	<i>Purpose of Grant</i>	<i>Amount</i>
Christ Episcopal Church 1412 Providence Road Charlotte, NC 28207	Public	Annual Operations	\$ 1,700
First Presbyterian Church Of Atlanta 1328 Peachtree Street, NE Atlanta, GA 30309	Public	Annual Operations	2,400
Paralyzed Veterans Of America 7 Mill Brook Road Wilton, NH 03086-0907	Public	Annual Operations	200
St. Stephen's Episcopal Church 82 Kimberly Drive Durham, NC 27707	Public	Annual Operations	1,500
Charlotte Country Day School 1440 Carmel Road Charlotte, NC 28226	Public	Annual Giving	250
United Service Organizations, Inc. PO Box 96860 Washington, DC 20077-7677	Public	Annual Operations	200
St. Matthews Episcopal Church PO Box 628 Hillsborough, NC 27278	Public	Flowers	100
Extraordinary Ventures 200 S. Elliott Road Chapel Hill, NC 27514	Public	Operations	200
Hampton Roads Community Foundation Leadership Partners Fund 101 W Main St., Ste 4500 Norfolk, VA 23510	Public	Leadership Partners Fund	2,100

<i>Recipient</i>	<i>Fnd Status</i>	<i>Purpose of Grant</i>	<i>Amount</i>
Museum of Contemporary Art 2200 Parks Avenue Virginia Beach, VA 23451	Public	Undesignated	300
American Red Cross Central NC Chapter 4737 University Drive Durham, NC 27707	Public	Undesignated	200
St. Catherine's School 6001 Grove Avenue Richmond, VA 23226	Public	Annual Giving	100
Kenan-Flagler Business School Foundation PO Box 309 Chapel Hill, NC 27514-0309	Government	Annual Contribution	100
Good Fellows Club PO Box 34708 Charlotte, NC 28234-4708	Public	Undesignated	150
Pounding the Pavement for Parkinsons C/o Carolina Healthcare Foundation PO Box 32861 Charlotte, NC 28232	Public	Support	100
			<u>\$ 9,600</u>

**GRAHAM FAMILY FOUNDATION  
JOHN P GRAHAM PRESIDENT**

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 4711-5789

**Additional information**

Return of capital	THIS PERIOD 0.00	THIS YEAR 26.26	Gross proceeds	THIS PERIOD 0.00	THIS YEAR 7,000.00
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**Portfolio detail**

**Cash and Sweep Balances**

Sweep Balances - You have the right, in the course of normal business operations, to withdraw balances in the Bank Deposit Sweep or redeem shares of the money market mutual fund used in the sweep, subject to any open commitments in any of your accounts and have the proceeds returned to your accounts or remitted to you. Note, however, that as required by federal banking regulations, the banks in the Bank Deposit Sweep reserve the right to require seven days prior notice before permitting a transfer out of the Bank Deposit Sweep. In addition, the money market mutual funds in the sweep reserve the right to require one or more day's prior notice before permitting withdrawals.

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed \$250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to \$250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Investment Professional.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.02	0.00	51.88	0.00
BANK DEPOSIT SWEEP	5.46	0.01	15,509.28	1.55
Interest Period 12/01/13 - 12/31/13				
<b>Total Cash and Sweep Balances</b>	<b>5.47</b>		<b>\$15,561.16</b>	<b>\$1.55</b>

\* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year.

**Stocks, options & ETFs**

**Stocks and ETFs**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
ADT CORP/THE									
ADT									
Acquired 10/01/09 L nc		75	22.08	1,656.38		3,035.25	1,378.87		
Acquired 11/11/09 L nc		30	22.68	680.69		1,214.10	533.41		
<b>Total</b>	<b>1.49</b>	<b>105</b>		<b>\$2,337.07</b>	<b>40.4700</b>	<b>\$4,249.35</b>	<b>\$1,912.28</b>	<b>\$52.50</b>	<b>1.24</b>



**GRAHAM FAMILY FOUNDATION  
JOHN P GRAHAM PRESIDENT**

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 4711-5789

**Stocks, options & ETFs  
Stocks and ETFs continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
<b>AUTOMATIC DATA</b>									
<b>PROCESSING</b>									
ADP									
Acquired 08/20/09 L nc		30	37.82	1,134.84		2,423.97	1,289.13		
Acquired 08/27/09 L nc		70	38.53	2,697.10		5,655.93	2,958.83		
<b>Total</b>	<b>2.84</b>	<b>100</b>		<b>\$3,831.94</b>	<b>80.7990</b>	<b>\$8,079.90</b>	<b>\$4,247.96</b>	<b>\$192.00</b>	<b>2.38</b>
<b>BRISTOL MYERS SQUIBB</b>									
CO									
BMY									
Acquired 04/29/09 L nc	6.36	340	18.90	6,428.04	53.1500	18,071.00	11,642.96	489.60	2.70
<b>COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A</b>									
CTSH									
Acquired 09/17/07 L nc		165	36.09	5,955.02		16,661.70	10,706.68		
Acquired 11/08/07 L nc		45	33.08	1,488.96		4,544.10	3,055.14		
<b>Total</b>	<b>7.46</b>	<b>210</b>		<b>\$7,443.98</b>	<b>100.9800</b>	<b>\$21,205.80</b>	<b>\$13,761.82</b>	<b>N/A</b>	<b>N/A</b>
<b>EXXON MOBIL CORP</b>									
XOM									
Acquired 03/13/03 L nc		20	34.34	686.92		2,024.00	1,337.08		
Acquired 11/03/03 L nc		20	36.79	735.83		2,024.00	1,288.17		
Acquired 01/27/10 L nc		70	65.64	4,594.80		7,084.00	2,489.20		
<b>Total</b>	<b>3.92</b>	<b>110</b>		<b>\$6,017.55</b>	<b>101.2000</b>	<b>\$11,132.00</b>	<b>\$5,114.45</b>	<b>\$277.20</b>	<b>2.49</b>
<b>HONEYWELL INTERNATIONAL</b>									
INC									
HON									
Acquired 09/16/02 L nc		5	24.16	120.80		456.85	336.05		
Acquired 01/30/03 L nc		40	23.46	938.62		3,654.80	2,716.18		
Acquired 07/24/06 L nc		5	36.58	182.94		456.85	273.91		
Acquired 06/16/08 L nc		90	56.03	5,043.51		8,223.30	3,179.79		
Acquired 01/27/09 L nc		10	33.77	337.77		913.70	575.93		
<b>Total</b>	<b>4.82</b>	<b>150</b>		<b>\$6,623.64</b>	<b>91.3700</b>	<b>\$13,705.50</b>	<b>\$7,081.86</b>	<b>\$270.00</b>	<b>1.97</b>
<b>INTEL CORP</b>									
INTC									
Acquired 07/19/05 L nc		200	28.55	5,710.60		5,191.00	-519.60		
Acquired 07/20/05 L nc		50	27.14	1,357.48		1,297.75	-59.73		
Acquired 03/28/06 L nc		190	19.74	3,751.55		4,931.45	1,179.90		
<b>Total</b>	<b>4.02</b>	<b>440</b>		<b>\$10,819.63</b>	<b>25.9550</b>	<b>\$11,420.20</b>	<b>\$600.57</b>	<b>\$396.00</b>	<b>3.47</b>

**GRAHAM FAMILY FOUNDATION  
JOHN P GRAHAM PRESIDENT**

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 4711-5789

**Stocks, options & ETFs  
Stocks and ETFs continued**

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	MARKET VALUE	CURRENT VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
<b>JOHNSON &amp; JOHNSON</b>									
JNJ									
Acquired 04/15/04 L nc	5	54.49	272.48			457.95	185.47		
Acquired 03/01/07 L nc	20	62.46	1,249.36			1,831.80	582.44		
Acquired 03/23/07 L nc	5	60.41	302.05			457.95	155.90		
Acquired 07/27/07 L nc	5	60.10	300.51			457.95	157.44		
Acquired 09/24/07 L nc	65	65.30	4,244.50			5,953.35	1,708.85		
<b>Total</b>	<b>100</b>		<b>\$6,368.90</b>	<b>91.5900</b>	<b>\$9,159.00</b>	<b>\$2,790.10</b>	<b>\$264.00</b>	<b>2.88</b>	
<b>JPMORGAN CHASE &amp; CO</b>									
JPM									
Acquired 08/16/07 L nc	5	42.93	214.65			292.40	77.75		
Acquired 06/25/08 L nc	150	38.43	5,765.24			8,772.00	3,006.76		
Acquired 01/27/09 L nc	15	24.80	372.14			877.20	505.06		
<b>Total</b>	<b>170</b>		<b>\$6,352.03</b>	<b>58.4800</b>	<b>\$9,941.60</b>	<b>\$3,589.57</b>	<b>\$258.40</b>	<b>2.60</b>	
<b>KIMBERLY-CLARK CORP</b>									
KMB									
Acquired 09/18/08 L nc	100	64.99	6,499.99			10,446.00	3,946.01		
Acquired 10/09/08 L nc	15	61.69	925.46			1,566.90	641.44		
Acquired 01/27/10 L nc	5	60.27	301.35			522.30	220.95		
<b>Total</b>	<b>120</b>		<b>\$7,726.80</b>	<b>104.4600</b>	<b>\$12,535.20</b>	<b>\$4,808.40</b>	<b>\$388.80</b>	<b>3.10</b>	
<b>MEDLEY CAPITAL CORP</b>									
MCC									
Acquired 02/02/12 L	500	11.30	5,654.43	13.8500	6,925.00	1,270.57			10.68
		11.34	5,688.95						
<b>MEDTRONIC INC</b>									
MDT									
Acquired 10/22/08 L nc	140	41.24	5,774.24			8,034.60	2,260.36		
Acquired 01/27/10 L nc	25	43.58	1,089.50			1,434.75	345.25		
<b>Total</b>	<b>165</b>		<b>\$6,863.74</b>	<b>57.3900</b>	<b>\$9,469.35</b>	<b>\$2,605.61</b>	<b>\$184.80</b>	<b>1.95</b>	
<b>MICROSOFT CORP</b>									
MSFT									
Acquired 12/17/03 L nc	40	27.03	1,081.38			1,496.40	415.02		
Acquired 03/10/04 L nc	65	25.67	1,669.04			2,431.65	762.61		
Acquired 12/01/04 L nc	45	27.27	1,227.41			1,683.45	456.04		
Acquired 01/25/05 L nc	40	26.12	1,045.04			1,496.40	451.36		
Acquired 07/19/05 L nc	145	25.94	3,762.56			5,424.45	1,661.89		
<b>Total</b>	<b>335</b>		<b>\$8,785.43</b>	<b>37.4100</b>	<b>\$12,532.35</b>	<b>\$3,746.92</b>	<b>\$375.20</b>	<b>2.99</b>	



**GRAHAM FAMILY FOUNDATION  
JOHN P GRAHAM PRESIDENT**

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 4711-5789

**Stocks, options & ETFs**  
**Stocks and ETFs continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
<b>NEWMONT MINING CORP NEW</b>									
NEM									
Acquired 03/29/10 L nc	0.81	100	50.22	5,022.30	23 0300	2,303.00	-2,719.30	80.00	3.47
<b>NUSTAR ENERGY LP</b>									
NS									
Acquired 02/02/12 L nc	1.79	100	59.60	5,978.95	50 9900	5,099.00	-879.95	438.00	8.58
<b>PENTAIR LTD</b>									
PNR									
Acquired 10/01/09 L nc		35.71429	25.16	898.93		2,773.93	1,875.00		
Acquired 11/11/09 L nc		14.28571	25.85	369.41		1,109.57	740.16		
<b>Total</b>	<b>1.37</b>	<b>50</b>		<b>\$1,268.34</b>	<b>77.6700</b>	<b>\$3,883.50</b>	<b>\$2,615.16</b>	<b>\$50.00</b>	<b>1.29</b>
<b>PEPSICO INCORPORATED</b>									
PEP									
Acquired 07/31/02 L nc		45	42.71	1,922.20		3,732.30	1,810.10		
Acquired 09/05/02 L nc		15	37.32	559.82		1,244.10	684.28		
<b>Total</b>	<b>1.75</b>	<b>60</b>		<b>\$2,482.02</b>	<b>82.9400</b>	<b>\$4,976.40</b>	<b>\$2,494.38</b>	<b>\$136.20</b>	<b>2.74</b>
<b>SEMPRA ENERGY</b>									
SRE									
Acquired 01/06/09 L nc	3.95	125	43.61	5,451.94	89 7600	11,220.00	5,768.06	315.00	2.80
<b>STAPLES INC</b>									
SPLS									
Acquired 08/16/07 L nc		75	23.02	1,726.50		1,191.75	-534.75		
Acquired 09/10/07 L nc		100	22.21	2,221.80		1,589.00	-632.80		
<b>Total</b>	<b>0.98</b>	<b>175</b>		<b>\$3,948.30</b>	<b>15.8900</b>	<b>\$2,780.75</b>	<b>-\$1,167.55</b>	<b>\$84.00</b>	<b>3.02</b>
<b>SUNOCO LOGISTICS PARTNER</b>									
SHIP LP									
SXL									
Acquired 01/11/11 L nc	7.97	300	28.48	8,565.45	75 4800	22,644.00	14,078.55	756.00	3.33
<b>TEXAS INSTRUMENTS INC</b>									
TXN									
Acquired 12/17/01 L nc		65	29.85	1,940.28		2,854.15	913.87		
Acquired 12/20/01 L nc		40	26.21	1,048.69		1,756.40	707.71		
Acquired 07/19/05 L nc		95	31.07	2,951.99		4,171.45	1,219.46		
Acquired 03/03/06 L nc		25	32.70	817.65		1,097.75	280.10		
Acquired 03/28/06 L nc		50	31.38	1,569.00		2,195.50	626.50		
<b>Total</b>	<b>4.25</b>	<b>275</b>		<b>\$8,327.61</b>	<b>43.9100</b>	<b>\$12,075.25</b>	<b>\$3,747.64</b>	<b>\$330.00</b>	<b>2.73</b>

**GRAHAM FAMILY FOUNDATION  
JOHN P GRAHAM PRESIDENT**

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 4711-5789

**Stocks, options & ETFs  
Stocks and ETFs continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
<b>TYCO INTERNATIONAL LTD</b>									
SHS									
TYC									
Acquired 10/01/09 L nc		150	16.88	2,532.74		6,156.00	3,623.26		
Acquired 11/11/09 L nc		60	17.34	1,040.83		2,462.40	1,421.57		
<b>Total</b>	<b>3.03</b>	<b>210</b>		<b>\$3,573.57</b>	<b>41.0400</b>	<b>\$8,618.40</b>	<b>\$5,044.83</b>	<b>\$134.40</b>	<b>1.56</b>
<b>VISA INC CLASS A</b>									
V									
Acquired 06/03/10 L nc	5.48	70	71.92	5,034.40	222.6800	15,587.60	10,553.20	112.00	0.71
<b>WESTERN UNION CO</b>									
WU									
Acquired 04/06/10 L nc		370	17.46	6,463.35		6,382.50	-80.85		
Acquired 06/03/10 L nc		45	15.88	714.88		776.25	61.37		
<b>Total</b>	<b>2.52</b>	<b>415</b>		<b>\$7,178.23</b>	<b>17.2500</b>	<b>\$7,158.75</b>	<b>-\$19.48</b>	<b>\$207.50</b>	<b>2.90</b>
<b>YAHOO INC</b>									
YHOO									
Acquired 03/03/06 L nc		100	31.72	3,172.71		4,044.00	871.29		
Acquired 03/28/06 L nc		50	31.99	1,599.52		2,022.00	422.48		
Acquired 05/19/06 L nc		5	29.06	145.32		202.20	56.88		
Acquired 06/14/06 L nc		5	29.63	148.20		202.20	54.00		
Acquired 08/31/06 L nc		15	29.00	435.00		606.60	171.60		
Acquired 01/10/07 L nc		15	28.43	426.59		606.60	180.01		
Acquired 07/25/07 L nc		5	24.85	124.29		202.20	77.91		
Acquired 07/27/07 L nc		10	23.59	236.00		404.40	168.40		
<b>Total</b>	<b>2.92</b>	<b>205</b>		<b>\$6,287.63</b>	<b>40.4400</b>	<b>\$8,290.20</b>	<b>\$2,002.57</b>	<b>N/A</b>	<b>N/A</b>
<b>Total Stocks and ETFs</b>									
	<b>89.03</b>			<b>\$148,371.92</b>		<b>\$253,063.10</b>	<b>\$104,691.18</b>	<b>\$6,531.60</b>	<b>2.58</b>
				<b>\$148,406.44</b>					
<b>Total Stocks, options &amp; ETFs</b>	<b>89.03</b>			<b>\$148,371.92</b>		<b>\$253,063.10</b>	<b>\$104,691.18</b>	<b>\$6,531.60</b>	<b>2.58</b>

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS



**GRAHAM FAMILY FOUNDATION  
JOHN P GRAHAM PRESIDENT**

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 4711-5789

**Mutual Funds**

If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions.

**Open End Mutual Funds**

Open End Mutual Fund shares are priced at net asset value Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return. ESTIMATED

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
HARTFORD MUT FDS INC FLOATING RATE FD CL C HFLCX									
On Reinvestment Acquired 12/20/12 L Reinvestments S		1,679,731.00 51,350.00	8.93 8.99	15,000.00 461.73		15,151.16 463.19	151.16 1.46		
<b>Total</b>	<b>5.49</b>	<b>1,731,081.00</b>		<b>\$15,461.73</b>	<b>9.0200</b>	<b>\$15,614.35</b>	<b>\$152.62</b>	<b>\$510.66</b>	<b>3.27</b>
Client Investment (Excluding Reinvestments) \$15,000.00									
Gain/Loss on Client Investment (Including Reinvestments) \$614.35									
<b>Total Open End Mutual Funds</b>	<b>5.49</b>			<b>\$15,461.73</b>		<b>\$15,614.35</b>	<b>\$152.62</b>	<b>\$510.66</b>	<b>3.27</b>
<b>Total Mutual Funds</b>	<b>5.49</b>			<b>\$15,461.73</b>		<b>\$15,614.35</b>	<b>\$152.62</b>	<b>\$510.66</b>	<b>3.27</b>