



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



## Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury  
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

GRAEBER FOUNDATION

A Employer identification number

64-6023660

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

Room/suite

P O BOX 40

B Telephone number

662-326-2481

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

MARKS, MS 38646

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col (c), line 16)

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

\$ 8,010,431. (Part I, column (d) must be on cash basis)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(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

5,000.

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

23.

23.

Statement 1

4 Dividends and interest from securities

145,807.

145,807.

Statement 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

418,186.

b Gross sales price for all assets on line 6a 2,920,020.

7 Capital gain net income (from Part IV, line 2)

418,186.

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

12 Total. Add lines 1 through 11

569,016.

564,016.

13 Compensation of officers, directors, trustees, etc

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees Stmt 3

22,000.

22,000.

c Other professional fees Stmt 4

47,065.

47,065.

17 Interest

18 Taxes Stmt 5

1,051.

0.

19 Depreciation and depletion

5,693.

0.

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses Stmt 6

6,881.

6,881.

24 Total operating and administrative expenses Add lines 13 through 23

82,690.

75,946.

25 Contributions, gifts, grants paid

353,108.

26 Total expenses and disbursements. Add lines 24 and 25

435,798.

75,946.

27 Subtract line 26 from line 12:

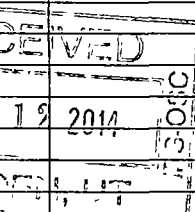
133,218.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

488,070.

c Adjusted net income (if negative, enter -0-)



Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	257,841.	79,492.	79,492.
	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			
	b Investments - corporate stock Stmt 7	6,211,782.	6,529,042.	7,792,792.
	c Investments - corporate bonds Stmt 8	91,500.	91,500.	66,258.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
Liabilities	14 Land, buildings, and equipment: basis ▶ 114,024. Less accumulated depreciation Stmt 9 ▶ 42,135.	77,582.	71,889.	71,889.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	6,638,705.	6,771,923.	8,010,431.
	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 Total liabilities (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	6,638,705.	6,771,923.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	6,638,705.	6,771,923.	
	31 Total liabilities and net assets/fund balances	6,638,705.	6,771,923.	

## 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	6,638,705.
2 Enter amount from Part I, line 27a	2	133,218.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,771,923.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,771,923.

**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.)
<b>1a SEE ATTACHED SCHEDULE</b>	<b>P</b>	<b>Various</b>	<b>Various</b>
<b>b Capital Gains Dividends</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a 2,909,087.</b>		<b>2,501,834.</b>	<b>407,253.</b>
<b>b 10,933.</b>			<b>10,933.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>407,253.</b>
<b>b</b>			<b>10,933.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>418,186.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	<b>3</b>	<b>N/A</b>

**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	355,853.	7,135,400.	.049871
2011	337,209.	7,241,648.	.046565
2010	293,255.	6,993,960.	.041930
2009	347,861.	5,930,486.	.058656
2008	483,257.	7,058,132.	.068468

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.265490</b>
<b>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</b>	<b>3</b>	<b>.053098</b>
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>	<b>4</b>	<b>7,630,596.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>405,169.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>4,881.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>410,050.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>353,108.</b>

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	9,761.
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	9,761.
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	9,761.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,680.	
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	3,680.	
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	6,081.	
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 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. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ► MS		
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

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WILLIAM M GRAEBER</u> Telephone no. ► <u>662-326-2481</u> Located at ► <u>P.O. BOX 40, MARKS, MS</u> ZIP+4 ► <u>38646</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> <u>N/A</u>	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? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <u>N/A</u>	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. ► _____, _____, _____		
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.) <u>N/A</u>	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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 C GRAEBER MARKS MS 38646	TRUSTEE	0.00	0.	0.
WILLIAM M GRAEBER MARKS MS 38646	TRUSTEE	0.00	0.	0.
JAMES P GRAEBER JR CLARKSDALE MS 38614	TRUSTEE	0.00	0.	0.

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 NONE	
	0.
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	
2	
All other program-related investments See instructions.	
3 NONE	
	0.
	0.
<b>Total.</b> Add lines 1 through 3	0.

Form 990-PF (2013)

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	7,665,006.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	81,792.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	7,746,798.
<b>e</b>	Reduction claimed for mortgage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	7,746,798.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	116,202.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	7,630,596.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	381,530.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	381,530.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	9,761.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	9,761.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	371,769.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	371,769.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	371,769.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	353,108.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	353,108.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	353,108.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				371,769.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			353,108.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 353,108.				
<b>a</b> Applied to 2012, but not more than line 2a			353,108.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				0.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				371,769.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 3 Complete 3a, b, or c for the alternative test relied upon:
  - a "Assets" alternative test - enter:
    - (1) Value of all assets
    - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
  - b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
  - c "Support" alternative test - enter:
    - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
    - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
    - (3) Largest amount of support from an exempt organization
    - (4) Gross investment income

Form **990-PF** (2013)

**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
<b>a Paid during the year</b>				
ALZHEIMER'S ASSOCIATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
AMERICAN PARKINSON DISEASE ASSOC	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
BADDOUR CENTER	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	2,000.
BELEN CEMETERY ASSOCIATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	250.
BELHAVEN COLLEGE	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	10,000.
<b>Total</b>	<b>See continuation sheet(s)</b>			<b>3a</b> 353,108.
<b>b Approved for future payment</b>				
None				
<b>Total</b>			<b>3b</b>	0.



## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  | Yes          | No       |
|----------|--|--------------|----------|
| <b>1</b> | 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?  |              |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |          |
|          | (1) Cash   | <b>1a(1)</b> | <b>X</b> |
|          | (2) Other assets   | <b>1a(2)</b> | <b>X</b> |
| <b>b</b> | Other transactions:  |              |          |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | <b>X</b> |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | <b>X</b> |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | <b>X</b> |
| <b>d</b> | 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
N/A		

**Sign  
Here**

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

Signature of officer or trustee

05-07-14  
Date

Trustee

May the IRS discuss this return with the preparer shown below (see instr )?

☒ Yes ☐ No**Paid  
Preparer  
Use Only**

Print/Type preparer's name

JEFF R TARVER

Preparer's Signature

parer's signature

Date \_\_\_\_\_

5-05-14

Check ☐ self-employed

PTIN	
------	--

P01360959

Firm's name ▶ **TARVER TARVER ~~KIRBY~~ & JACKSON**

Firm's EIN ► 64-0325883

Firm's address ► 405 WASHINGTON AVENUE  
GREENVILLE , MS 38701-3617

Phone no. **662-378-8113**

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BETHANY CHRISTIAN CENTER	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,500.
BOY SCOUTS OF AMERICA	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,000.
CARE STATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
CHRISTIAN RECORD BRAILLE FOUNDATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
COMMUNITY FOUNDATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
CONCORD PRESBYTERIAN	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
CYSTIC FIBROSIS FOUNDATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,000.
DELTA CHRISTIAN COUNSELING CENTER	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	7,000.
FAIRLAND CORP	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	750.
FIRST MARKS CEMETARY	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	750.
<b>Total from continuation sheets</b>				<b>339,858.</b>

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
FIRST UNITED METHODIST	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	5,000.
FRENCH CAMP ACADEMY	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	16,500.
GIDEONS INTERNATIONAL	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
HOPE MINISTRIES	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
KIPP DELTA SCHOOL	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,000.
LAUDERDALE CEMETERY	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
LULA RICH EDUCATIONAL FOUNDATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,000.
MARKS PRESBYTERIAN CHURCH	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	87,602.
MARKS VOLUNTEER FIRE DEPT	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	750.
MCCALLIE SCHOOL	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	2,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
MD ANDERSON CANCER CENTER	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,000.
MISSION TO THE WORLD	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,000.
MISSISSIPPI CHILDRENS HOMES	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	2,500.
MISSISSIPPI PUBLIC BROADCASTING	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	250.
MS CENTER	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
MS STATE TROOPERS	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	100.
MULTIPLE SCLEROSIS OF MS	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
NORTHWEST MS COMMUNITY COLLEGE SCHL FD	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	22,000.
OLE MS LOYALTY FOUNDATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	5,000.
ORGAN LUTEHRAN CHURCH	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
PALMER HOME FOR CHILDREN	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	2,500.
PCA MINISTERIAL RELIEF FUND	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	2,500.
QUITMAN CO. EDUCATIONAL FOUNDATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	73,156.
REFORMED UNIVERSITY MINISTRIES	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	3,000.
ROTARY INTERNATIONAL FOUNDATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,000.
SMILE	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
ST JUDE CHILDREN'S RESEARCH HOSPITAL	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	15,500.
ST MARYS SCHOOL	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	12,000.
TEACH FOR AMERICA	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	4,000.
THE HERITAGE FOUNDATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	250.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE NATURE CONSERVATORY	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
THE SALVATION ARMY	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	10,000.
WOUNDED WARRIOR PROJECT	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	500.
UNIVERSITY OF MS	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	25,500.
DELTA STATE UNIVERSITY FOUNDATION	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	25,000.
BAPTIST MEMORIAL HOSPITAL	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	1,000.
CAMPUS CRUSADE	N/A	PUBLIC	SUPPORT OF CHARITABLE OPERATIONS	250.
<b>Total from continuation sheets</b>				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CITIZENS BANK & TRUST	23.	23.	23.
Total to Part I, line 3	23.	23.	23.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
GOLDMAN SACHS	156,740.	10,933.	145,807.	145,807.	145,807.
To Part I, line 4	156,740.	10,933.	145,807.	145,807.	145,807.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	22,000.	22,000.	0.	0.
To Form 990-PF, Pg 1, ln 16b	22,000.	22,000.	0.	0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MANAGEMENT FEES	47,065.	47,065.	0.	0.
To Form 990-PF, Pg 1, ln 16c	47,065.	47,065.	0.	0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ESTIMATED TAX	1,051.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 18	1,051.	0.	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	
OFFICE EXPENSE	4,119.	4,119.	0.	0.	
INSURANCE	349.	349.	0.	0.	
UTILITIES	1,453.	1,453.	0.	0.	
MAINTENANCE	960.	960.	0.	0.	
To Form 990-PF, Pg 1, ln 23	6,881.	6,881.	0.	0.	

Form 990-PF	Corporate Stock		Statement	7
Description	Book Value	Fair Market Value		
SEE SCHEDULE ATTACHED	222,203.	500,305.		
SEE SCHEDULE ATTACHED	5,984,437.	6,850,403.		
LONGLEAF PARTNERS FUND	300,258.	401,232.		
SEE SCHEDULE ATTACHED	2,144.	20,852.		
SEE SCHEDULE ATTACHED	20,000.	20,000.		
Total to Form 990-PF, Part II, line 10b	6,529,042.	7,792,792.		

Form 990-PF	Corporate Bonds	Statement	8
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED	91,500.	66,258.
Total to Form 990-PF, Part II, line 10c	91,500.	66,258.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	9
-------------	--	-----------	---

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
BUILDING AND IMPROVEMENTS	17,732.	7,170.	10,562.
LAND	1,000.	0.	1,000.
BUILDING IMPROVEMENTS	51,839.	19,440.	32,399.
FURNITURE & FIXTURES	7,903.	7,903.	0.
OFFICE EQUIPMENT	4,444.	4,444.	0.
BUILDING AND IMPROVEMENTS	16,900.	2,113.	14,787.
BUILDING AND IMPROVEMENTS	14,206.	1,065.	13,141.
Total To Fm 990-PF, Part II, ln 14	114,024.	42,135.	71,889.

GRAEBER FOUNDATION  
SCHEDULE OF SECURITIES AS OF 12/31/13  
028-35090-8

DESCRIPTION	DATE ACQUIRED	BOOK VALUE	FAIR MARKET VALUE
<u>CORPORATE STOCKS</u>			
74,106 000 GZ MEZZANINE PARTNERS V LP	12/03/07	156,700 00	356,190 00
30,621 420 GS PERRY PRIVATE OPPORTUNITIES FUND	09/27/07	65,503 46	144,114 96
		222,203 46	500,304 96
<u>US EQUITY</u>			
545 000 ORACLE CORPORATION	12/23/13	2,143 88	20,851 70
<u>CORPORATE BONDS</u>			
100,000 000 BARCLAYS 4 1875% EXP USD PERPETUAL FRN	09/01/88	91,500 00	66,258 49
<u>OTHER ALTERNATIVE INVESTMENTS</u>			
20,000 000 BROADSTREET REAL ESTATE CREDIT PARTNERS.II	12/05/13	20,000 00	20,000 00
GRAND TOTALS		335,847.34	607,415.15

GRAEBER FOUNDATION  
SCHEDULE OF SECURITIES AS OF 12/31/13  
003-51223-3

DESCRIPTION	DATE ACQUIRED	BOOK VALUE	FAIR MARKET VALUE
<u>CORPORATE STOCKS</u>			
82,322 626 GS CORE FIXED INC A MUTUAL FUND CL A	VARIOUS	765,703 60	877,969 82
1,100 000 ISHARES FLTG RATE BOND ETF	01/09/13	55,758 67	55,812 48
		<u>821,462 27</u>	<u>933,782 30</u>
27,913 746 GS HIGH YIELD FUND INSTITUTIONAL SHARES	VARIOUS	172,892 00	199,304 15
1,770 000 IBOX USD LIQUID HIGH YIELD INDEX FUND	VARIOUS	153,614 94	165,224 66
30,944 106 GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	VARIOUS	579,281 05	582,014 74
5,767 442 GS STRATEGIC INCOME FUND	05/08/13	62,000 00	61,480 93
		<u>967,787 99</u>	<u>1,008,024.48</u>
1,900 000 BANK OF AMERICA	07/01/09	54,722 74	29,583 00
500 000 CHEVRON CORPORATION	07/01/09	15,759 51	62,455 00
150 000 CITIGROUP INC	07/01/09	31,680 68	7,816 50
1,600 000 COCA-COLA COMPANY	07/01/09	42,025 42	66,096 00
3,300 000 CSX CORPORATION	07/01/09	23,615 62	94,941 00
900 000 DOVER CORPORATION	07/01/09	19,729 31	86,886 00
800 000 EXXON MOBILE	07/01/09	20,700 00	80,960 00
600 000 FEDEX CORP	07/01/09	17,936 25	86,412 00
3,400 000 GENERAL ELECTRIC	07/01/09	140,302 02	96,050 00
500 000 INTL BUSINESS MACHINES CORP	07/01/09	22,639 05	93,785 00
1,862 000 MERCK & CO	07/01/09	43,726 04	58,669 38
400 000 NORFOLK SOUTHERN CORPORATION	07/01/09	14,250 00	37,132 00
1,000 000 PEPSICO INC	07/01/09	27,491 98	83,677 75
4,200 000 PFIZER INC	07/01/09	78,036 19	128,646 00
600 000 PROCTER & GAMBLE	07/01/09	27,164 99	48,846 00
4,015 000 REGIONS FINANCIAL CORPORATION	07/01/09	131,001 75	39,828 80
500 000 SUNTRUST BANKS INC	07/01/09	25,925 71	18,405 00
		<u>736,707 26</u>	<u>1,120,189.43</u>
75,000 000 CREDIT SUISSE AG LINKED TO S&P 500	12/17/12	75,000 00	83,940 00
75,000 000 CREDIT SUISSEAG LINKED TO RUSSELL 2000 INDEX	01/09/13	75,000 00	80,595 00
75,000 000 CREDIT SUISSEAG LINKED TO RUSSELL 2000 INDEX	03/07/13	75,000 00	87,540 00
175 000 RABOBANK NEDERLAND LINKED TO S&P 500	09/19/11	175,000 00	296,844 98
125,000 000 BARCLAYS BANK PLC LINKED TO RUSSELL 2000 INDEX	08/06/13	125,000 00	130,825 00
87,000 000 BNP PARIBAS LINKED TO RUSSELL 2000 INDEX	10/09/13	87,000 00	91,741 50
25,000 000 BNP PARIBAS LINKED TO RUSSELL 2000 INDEX	12/12/13	25,000 00	25,160 00
		<u>637,000 00</u>	<u>796,646.48</u>
100 000 GS GROUP LNKD TO MSCI EAFE & SP 500	07/05/11	100,000 00	132,272 80
35 000 GS GROUP LNKD TO MSC EAFE & SP 500	07/27/11	35,000 00	47,358 33
		<u>135,000 00</u>	<u>179,631.13</u>
67,914 422 GS INTL EQUITY DIV & PREM FUND CL A	VARIOUS	501,407 20	535,844 79
2,000 000 FTSE/XINHUA CHINA 25 INDEX FUND	03/02/10	82,220 00	76,740 00
125 000 RABOBANK NEDERLAND LINKED TO STSA CHINA 25	11/27/12	125,000 00	132,500 63
75,000 000 CREDIT SUISSE AG LINKED TO MSCI EAFE UPSIDE	12/17/12	75,000 00	87,262 50
10 000 BNP PARIBAS LINKED TO MSCI EAFE UPSIDE	10/02/12	10,000 00	13,548 44
2,100 000 SPDR EURO STOXX 50	08/29/13	75,012 00	89,015 18
2,000 000 ISHARES MSCI EMERGING MKTS ETF	08/30/13	75,840 00	83,590 00
25 000 BANK OF NOVA SCOTIA MINKED TO MSCI EAFE	03/15/13	25,000 00	28,047 00
75,000 000 BNP PARIBAS LINKED TO FTSE CHINA 25 INDX	01/16/13	75,000 00	68,587 50
75,000 000 BNP PARIBAS LNKD TO CHINA LARGE CAP ETF	08/20/13	75,000 00	77,197 50
37,000 000 BARCLAYS BANK PLC LINKED TO MSCI EAFE	09/13/13	37,000 00	38,135 90
15,000 000 CREDIT SUISSE AG LINKED TO EURO STOXX 50	09/13/13	15,000 00	15,915 00
125,000 000 CREDIT SUISE AG LINKED TO EURO STOXX 50	10/01/13	125,000 00	128,500 00
175 000 GS GROUP INC LNKD TO MSCI EMERGING MKT	11/26/13	175,000 00	174,574 58
		<u>1,471,479 20</u>	<u>1,548,459.02</u>
100,000 000 CREDIT SUISSE AG LNKD TO SPDR S&P METALS & MINI	02/04/13	100,000 00	104,330 00
100 000 BANK OF NOVA SCOTIA LINKED TO EURO STOXX 50	05/21/13	100,000 00	107,627 40
150,000 000 ROYAL BANK OF CANADA LINKED TO XLB	06/12/13	150,000 00	157,725 00
350 000 BANK OF NOVA SCOTIA LINKED TO MSCI EAFE	07/18/13	350,000 00	362,952 80
175 000 GS GROUP LINKED TO MSCI EAFE	11/26/13	175,000 00	184,337 83
37,000 000 BARCLAYS BANK PLC LINKED TO S&P 500	09/13/13	37,000 00	37,580 90
88,000 000 BARCLAYS BANK PLC LINKED TO MSCI EAFE	10/09/13	88,000 00	89,900 80
65,000 000 BARCLAYS BANK PLC LINKED TO EURO STOXX 50	10/31/13	65,000 00	64,779 00
75,000 000 BNP PARIBAS LNKD TO MSCI EMERGING MKT	12/03/13	75,000 00	74,242 50
75 000 GS GROUP LINKED TO S&P 500	03/21/13	75,000 00	79,194 00
		<u>1,215,000 00</u>	<u>1,262,670 23</u>
<b>GRAND TOTALS</b>		<u><b>5,984,436 72</b></u>	<u><b>6,850,403 07</b></u>

GRAEBER FOUNDATION  
SALE OF SECURITIES 2013  
003-51223-3

SHARES	DESCRIPTION	DATE ACQ	DATE SOLD	SALES PROCEEDS	COST	GAIN OR (LOSS)
500 00	ISHARES IBOXX INVSTMNT GRADE CORP BOND	09/24/09	01/09/13	60,383 64	53,310 00	7,073 64
25 00	EKSPORTFINANS ASA LINKED TO MSCI EAFE 0%	08/29/11	03/07/13	30,632 25	25,000 00	5,632 25
25 00	EKSPORTFINANS ASA LINKED TO S&P 500	08/30/11	03/21/13	29,575 00	25,000 00	4,575 00
75 00	ROYAL BANK OF CANADA LNKD TO RUSSELL 2000 INDEX	02/06/12	03/27/13	82,687 50	75,000 00	7,687 50
100 00	GS GROUP INC LINKED TO MXWD 0%	11/17/10	04/09/13	115,394 00	100,000 00	15,394 00
900 00	MICROSOFT CORPORATION	02/15/00	04/15/13	25,937 77	44,325 00	(18,387 23)
600 00	KIMBERLY CLARK CORP	06/02/97	05/08/13	62,409 82	29,742 93	32,666 89
175 00	ROYAL BANK OF CANADA LINKED TO MSCI EAFE	02/22/12	05/09/13	194,250 00	175,000 00	19,250 00
61 00	BANK OF NOVA SCOTIA LINKED TO MSCI EAFE	04/17/12	05/10/13	69,471 07	61,000 00	8,471 07
151 00	ROYAL BANK OF CANADA LINKED TO MSCI AC WORLD	03/07/12	06/14/13	170,919 84	151,000 00	19,919 84
361 00	ROYAL BANK OF CANADA LINKED TO MSCI EAFE 0%	01/18/12	07/25/13	440,600 50	361,000 00	79,600 50
103 00	RABOBANK NEDERLAND UTRECHT LINKED TO S&P 500	09/07/11	08/01/13	135,964 12	103,000 00	32,964 12
61 00	RABOBANK NEDERLAND UTRECHT LNKD TO FTSE CHINA 25	04/17/12	08/06/13	66,368 00	61,000 00	5,368 00
8,500 00	POWERSHARES	VARIOUS	08/08/13	117,722 93	116,934 65	788 28
3,500 00	ISHARES MSCI UNITED KINGDOM	03/02/10	08/28/13	65,378 85	53,900 00	11,478 85
4,000 00	ISHARES MSCI AUSTRALIA	VARIOUS	08/29/13	93,678 36	93,685 00	(6 64)
500 00	ISHARES INTL SELECT DIVIDEND	10/19/11	08/30/13	16,989 70	15,325 00	1,664 70
37 00	RABOBANK NEDERLAND UTRECHT LINKED TO MSCIEA	05/07/12	09/16/13	41,533 24	37,000 00	4,533 24
15 00	RABOBANK NEDERLAND UTRECHT LINKED TO S&P 500	05/29/12	09/16/13	16,573 50	15,000 00	1,573 50
37 00	RABOBANK NEDERLAND UTRECHT LINKED TO S&P 500	05/07/12	09/16/13	40,090 61	37,000 00	3,090 61
100 00	BNP PARIBAS LINKED TO EURO STOXX 50	04/08/13	09/19/13	105,410 00	100,000 00	5,410 00
75 00	BNP PARIBAS LINKED TO MSCIEA	08/28/12	10/09/13	82,408 50	75,000 00	7,408 50
100 00	BANK OF NOVA SCOTIA LINKED TO MSCIEA	08/07/12	10/10/13	108,763 00	100,000 00	8,763 00
65 00	BNP PARIBAS LINKED TO MSCI EAFE	10/31/12	11/01/13	71,198 40	65,000 00	6,198 40
175 00	BNP PARIBAS LNKD TO MSCI EMERGING MKTS	10/24/12	11/15/13	184,546 25	175,000 00	9,546 25
75,000 00	BNP PARIBAS LINKED TO MSCI EAFE	11/14/12	12/03/13	83,061 90	75,000 00	8,061 90
1,200 00	COCA - COLA COMPANY	10/28/97	12/11/13	48,263 15	31,519 06	16,744 09
300 00	EXXON MOBIL CORPORATION	04/10/97	12/11/13	28,367 50	7,762 50	20,605 00
400 00	FED EX CORP	06/16/98	12/12/13	54,726 08	11,957 50	42,768 58
700 00	MERCK & CO INC	12/23/09	12/11/13	34,212 18	26,340 99	7,871 19
300 00	PEPSICO INC	12/10/96	12/13/13	24,896 56	8,247 59	16,648 97
800 00	PFIZER INC	12/23/09	12/13/13	24,503 57	14,864 04	9,639 53
4,000 00	THE FINANCIAL SELECT SECTOR SPDR FUND	08/30/13	12/13/13	84,558 52	77,920 00	6,638 52
25 00	BNP PARIBAS LINKED TO S&P 500	09/14/12	12/13/13	28,329 25	25,000 00	3,329 25
8,169 94	GS LOCAL EMERGING MKTS DEBT FUND	06/13/13	12/13/13	69,281 05	75,000 00	(5,718 95)
TOTALS				2,909,086 61	2,501,834 26	407,252 35