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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation JOHN GRAHAM FOUNDATION		A Employer identification number 91-6339306
Number and street (or P O box number if mail is not delivered to street address) 1201 THIRD AVE SUITE 4900	Room/suite	B Telephone number (see instructions) (206) 359-8555
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 981013099		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) ▶ \$ 1,719,296	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	3,295			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	41,251	40,855		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,136			
	b Gross sales price for all assets on line 6a 266,270				
	7 Capital gain net income (from Part IV, line 2)		9,136		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	53,682	49,991			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,209	4,688		521
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	1,015	914	0	102
	b Accounting fees (attach schedule)	1,041	937	0	104
	c Other professional fees (attach schedule)	12,935	12,935		0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	1,140	508		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	25			25
	24 Total operating and administrative expenses. Add lines 13 through 23	21,365	19,982	0	752
	25 Contributions, gifts, grants paid	300,000			300,000
26 Total expenses and disbursements. Add lines 24 and 25	321,365	19,982	0	300,752	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-267,683				
b Net investment income (if negative, enter -0-)		30,009			
c Adjusted net income (if negative, enter -0-)			0		

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	190	250	250		
	2	Savings and temporary cash investments	299,343	124,081	124,081		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	122,293 <input type="checkbox"/>	96,732	104,311		
	b	Investments—corporate stock (attach schedule)	335,589 <input type="checkbox"/>	343,667	617,535		
	c	Investments—corporate bonds (attach schedule)	337,490 <input type="checkbox"/>	306,012	332,342		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	480,464 <input type="checkbox"/>	436,656	540,777		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,575,369	1,307,398	1,719,296			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)		0				
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	1,575,369	1,307,398			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	1,575,369	1,307,398				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,575,369	1,307,398				

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	1,575,369
2	Enter amount from Part I, line 27a	2	-267,683
3	Other increases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	3	318
4	Add lines 1, 2, and 3	4	1,308,004
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	606
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,307,398

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	9,136
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	215,579	1,664,746	0.129497
2011	200,918	1,688,728	0.118976
2010	200,415	1,657,645	0.120903
2009	250,279	1,582,406	0.158164
2008	280,278	1,944,554	0.144135

2 Total of line 1, column (d)	2	0.671675
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.134335
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,611,847
5 Multiply line 4 by line 3	5	216,527
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	300
7 Add lines 5 and 6	7	216,827
8 Enter qualifying distributions from Part XII, line 4	8	300,752

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, Credits/Payments, and Tax due. Values range from 0 to 460.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL, political expenditures, and substantial contributors. Columns for Yes/No.

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		No		
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>THOMAS C GORES</u> Telephone no ▶ <u>(206) 359-8555</u> Located at ▶ <u>1201 THIRD AVENUE SEATTLE WA</u> ZIP +4 ▶ <u>98101</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1" style="display: inline-table;"><tr><td>15</td><td></td></tr></table>	15				
15						
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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		

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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PERKINS COIE TRUST COMPANY 1201 THIRD AVE SUITE 4900 SEATTLE, WA 98101	AGENT 3	5,209		
THOMAS C GORES 1201 THIRD AVE SUITE 4900 SEATTLE, WA 98101	TRUSTEE 1	0		
J KEVIN CALLAGHAN 1201 THIRD AVE SUITE 4900 SEATTLE, WA 98101	TRUSTEE 1	0		
STANLEY D SAVAGE 1201 THIRD AVE SUITE 4900 SEATTLE, WA 98101	TRUSTEE 1	0		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,636,393
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,636,393
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	1,636,393
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	24,546
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,611,847
6	Minimum investment return. Enter 5% of line 5.	6	80,592

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	80,592
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	300
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	300
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	80,292
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	80,292
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	80,292

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	300,752
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	300,752
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	300
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	300,452

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				80,292
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	184,012			
b From 2009.	171,821			
c From 2010.	118,339			
d From 2011.	117,235			
e From 2012.	133,686			
f Total of lines 3a through e.	725,093			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>300,752</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				80,292
e Remaining amount distributed out of corpus	220,460			
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	945,553			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	184,012			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	761,541			
10 Analysis of line 9				
a Excess from 2009.	171,821			
b Excess from 2010.	118,339			
c Excess from 2011.	117,235			
d Excess from 2012.	133,686			
e Excess from 2013.	220,460			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. _____

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient	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)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 300,000
b <i>Approved for future payment</i>				
Total				3b

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
110 TEVA PHARMACEUTICAL SP ADR		2009-08-05	2013-01-15
67 ALBEMARLE CORP		2006-08-31	2013-02-04
18 EBAY INC		2012-03-14	2013-02-04
35 EBAY INC		2011-07-26	2013-02-04
46 MCDONALD'S CORP		2007-02-08	2013-02-04
24 BAKER HUGHES INC COM		2010-04-27	2013-02-06
11 FEDEX CORP COM		2012-03-14	2013-02-06
20 HESS CORPORATION		2011-01-04	2013-02-06
1 JOHNSON & JOHNSON		2011-07-01	2013-02-06
14 JOHNSON & JOHNSON		2011-11-23	2013-02-06
10000 PEPSI INC 4 65%		2011-07-20	2013-02-15
12 CATERPILLAR INC DEL COM		2011-08-30	2013-03-20
54 CATERPILLAR INC DEL COM		2011-11-23	2013-03-20
87 POTASH CORPORATION SASKATCHE WAN INC		2011-03-28	2013-03-20
65 BAKER HUGHES INC COM		2010-04-27	2013-04-04
115 FIRSTENERGY CORP		2007-11-06	2013-04-04
111 IPATH DJ-UBS COMMDTY ETN		2008-08-26	2013-04-11
55 IPATH DJ-UBS COMMDTY ETN		2008-09-24	2013-04-11
40 BARCLAYS IPATH DOW JONES UBS PRECIOUS METALS		2011-10-07	2013-04-11
20 ISHARES MSCI EAFE INDEX FUND		2012-12-21	2013-04-11
73 ISHARES CORE S&P MIDCAP ETF		2010-03-15	2013-04-11
40 CEF ISHARES S&P SMALLCAP 600 GROWTH INDEX FUND		2010-03-15	2013-04-11
55 CEF ISHARES S&P SMALLCAP 600 GROWTH INDEX FUND		2010-07-14	2013-04-11
198 ELEMENTS ROGERS TOTAL RETURN		2008-08-26	2013-04-11
733 ELEMENTS ROGERS TOTAL RETURN		2008-09-24	2013-04-11
10000 APACHE CORP 5 25% DUE 4/15/2 013		2011-07-01	2013-04-15
7 BLACKROCK, INC		2010-05-27	2013-06-12
7 LINKEDIN CORP		2012-12-03	2013-06-12
5 LINKEDIN CORP		2012-02-17	2013-06-12
54 MICROSOFT CORP		2008-12-08	2013-06-12

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
260 BARCLAYS IPATH DOW JONES UBS PRECIOUS METALS		2011-10-07	2013-07-01
372 ISHARES MCSI PACIFIC EX-JAPA N		2005-09-20	2013-07-12
18 ISHARES MCSI PACIFIC EX-JAPA N		2009-01-06	2013-07-12
65 SPDR S&P EMERGING ASIA PACIF IC ETF		2012-01-20	2013-07-12
130 SPDR EMERGIN LATIN AMER ETF		2012-01-20	2013-07-12
8 MALLINCKRODT PLC		2009-06-08	2013-07-12
163 FRESENIUS MEDICAL CARE - ADR		2010-07-08	2013-08-02
25000 US TREASURY NT 4 25% DUE 8/15/2013		2005-05-11	2013-08-15
10000 CBJOHNSON CONTROLS INC 4 875% DUE 9/15/2013		2004-09-29	2013-09-15
72 SPDR BARCLAYS HGIHYIELD BOND ETF		2012-12-21	2013-09-16
88 SPDR BARCLAYS HGIHYIELD BOND ETF		2012-09-13	2013-09-16
55 LULULEMON ATHLETICA INC		2012-02-17	2013-10-17
110 YUM! BRANDS INC		2009-05-19	2013-10-17
106 CENTURYTEL INC		2011-12-05	2013-10-24
95 PACCAR INC		2010-09-14	2013-10-24
17 ROPER INDUSTRIES INC		2011-08-25	2013-10-24
113 ISHARES HIGH DIVIDEND EQUITY FUND		2012-09-13	2013-11-05
87 ISHARES HIGH DIVIDEND EQUITY FUND		2012-12-21	2013-11-05
213 POWERSHARES S&P 500 LOW VOLA TILITY		2012-09-13	2013-11-05
172 POWERSHARES S&P 500 LOW VOLA TILITY		2012-12-21	2013-11-05
51 DEERE & CO		2009-09-15	2013-11-15
40 ISHARES MSCI EAFE INDEX FUND		2013-07-12	2013-12-20
46 ISHARES MSCI EAFE INDEX FUND		2012-12-21	2013-12-20
113 ISHARES MSCI EAFE INDEX FUND		2012-04-09	2013-12-20
135 ETF VANGUARD EMERGING MKTS		2013-07-12	2013-12-20
65 ETF VANGUARD EMERGING MKTS		2009-01-06	2013-12-20
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,175		5,761	-1,586
4,101		1,845	2,256
1,018		679	339
1,979		1,198	781
4,362		2,041	2,321
1,064		1,276	-212
1,154		1,016	138
1,321		1,548	-227
75		67	8
1,043		873	170
10,000		10,629	-629
1,043		1,082	-39
4,693		4,752	-59
3,476		5,012	-1,536
2,897		3,456	-559
4,860		7,868	-3,008
4,409		6,602	-2,193
2,185		3,010	-825
3,279		3,611	-332
1,205		1,129	76
8,395		5,682	2,713
3,729		2,432	1,297
5,128		3,302	1,826
1,643		2,352	-709
6,084		7,953	-1,869
10,000		10,773	-773
1,917		1,187	730
1,180		758	422
843		459	384
1,896		1,123	773

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
16,221		23,473	-7,252
16,424		12,735	3,689
795		490	305
4,757		4,701	56
7,713		9,964	-2,251
335		281	54
5,159		4,393	766
25,000		25,018	-18
10,000		10,258	-258
2,860		2,948	-88
3,495		3,575	-80
4,011		3,584	427
7,330		3,798	3,532
3,523		3,858	-335
5,514		4,330	1,184
2,247		1,194	1,053
7,878		6,884	994
6,066		5,157	909
6,933		5,967	966
5,599		4,804	795
4,231		2,301	1,930
2,597		2,402	195
2,987		2,596	391
7,337		5,980	1,357
5,382		5,299	83
2,592		1,668	924
			130

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

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	
			-1,586
			2,256
			339
			781
			2,321
			-212
			138
			-227
			8
			170
			-629
			-39
			-59
			-1,536
			-559
			-3,008
			-2,193
			-825
			-332
			76
			2,713
			1,297
			1,826
			-709
			-1,869
			-773
			730
			422
			384
			773

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

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

(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

(i) F M V as of 12/31/69

(j) Adjusted basis as of 12/31/69

(k) Excess of col (i) over col (j), if any

-7,252

3,689

305

56

-2,251

54

766

-18

-258

-88

-80

427

3,532

-335

1,184

1,053

994

909

966

795

1,930

195

391

1,357

83

924

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
BROADWAY BOUND CHILDREN'S THEATRE 717 N 36TH STREET SEATTLE,WA 981038804	NONE	PC	PROGRAM SERVICE SUPPORT	50,000
PACIFIC NORTHWEST BALLET 301 MERCER STREET SEATTLE,WA 98109	NONE	PC	PROGRAM SERVICE SUPPORT	25,000
SEATTLE SYMPHONY ORCHESTRA PO BOX 21906 SEATTLE,WA 981113906	NONE	PC	PROGRAM SERVICE SUPPORT	50,000
SEATTLE OPERA ASSOCIATION PO BOX 9248 SEATTLE,WA 981090248	NONE	PC	PROGRAM SERVICE SUPPORT	50,000
SEATTLE REPERTORY THEATRE 155 MERCER STREET SEATTLE,WA 981084639	NONE	PC	PROGRAM SERVICE SUPPORT	100,000
ACT THEATRE 700 UNION STREET SEATTLE,WA 98101	NONE	PC	PROGRAM SERVICE SUPPORT	25,000
Total			3a	300,000

TY 2013 Accounting Fees Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE & REVIEW	1,041	937		104

**TY 2013 Investments Corporate
Bonds Schedule****Name:** JOHN GRAHAM FOUNDATION**EIN:** 91-6339306

Name of Bond	End of Year Book Value	End of Year Fair Market Value
EMERSON ELEC 4.875% 10/15/19	11,028	11,188
GE 5.625% 09/15/17	24,635	28,440
HP NOTE 6.125% 03/01/14	20,250	20,169
HONEYWELL INTL 5.3% 03/01/18	24,527	28,260
SYSCO CORP 2/18 5.25%	23,950	27,994
DEERE JOHN 5.35% 04/03/18	24,828	28,323
CISCO SYS 5.5% 02/22/16	19,589	22,003
COSTCO NOTE 5.5% 03/15/17	20,207	22,466
UNITED TECH 4.875% 05/01/15	20,059	21,136
CATERPILLAR 5.45% 04/15/15	19,641	22,734
BOEING CO 5% 03/15/14	11,235	10,092
COCA COLA 5.35% 11/15/17	11,629	11,386
PFIZER 6.2% 03/15/19	10,865	11,854
BECTON DICKINSON 5% 05/15/19	10,714	11,213
CONOCOPHILLIPS 5.2% 05/15/18	10,927	11,284
MCDONALD 5% 02/01/19	10,931	11,268
OCCIDENTAL PETRO 4.1% 02/01/21	9,980	10,497
ORACLE 5.75% 04/15/18	11,351	11,556
WALMART 3.625% 07/08/20	9,666	10,479

**TY 2013 Investments Corporate
Stock Schedule****Name:** JOHN GRAHAM FOUNDATION**EIN:** 91-6339306

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COSTCO WHOLESALE	2,401	12,735
ECOLAB INC	1,909	11,574
MICROSOFT CORP	5,096	9,165
PEPSICO INC	5,019	8,875
CHEVRON CORPORATION	6,000	9,618
EXXON MOBIL	6,242	9,310
GOOGLE INC	3,654	14,569
JP MORGAN CHASE & CO	6,720	8,947
JOHNSON & JOHNSON	7,550	11,540
COGNIZANT TECHNOLOGY	2,851	11,411
GENERAL MILLS	4,722	8,984
QUALCOMM INC	5,859	12,623
STERICYCLE INC	2,048	6,506
TIME WARNER INC	3,716	10,109
UNITED TECHNOLOGIES	6,233	11,608
BOEING CO	4,178	10,919
MARATHON OIL CORP	3,837	4,871
METLIFE INC	7,565	11,054
VERIZON COMMUNICATIONS	4,267	5,651
AMAZON.COM	1,358	6,779
APPLE INC	1,550	17,392
MARSH & MCLENNAN COS	3,960	7,157
NATIONAL OILWELL VARCO INC	5,048	5,567
ORACLE CORP	3,329	6,313
AMERICAN TOWER CORP	3,927	8,541
FIDELITY NATIONAL INFO	4,591	10,092
GENERAL ELECTRIC CO	5,890	13,286
INTEL CORP	3,204	4,386
KRAFT FOODS INC	3,671	5,607
THERMO FISHER SCIENTIFIC	3,696	11,469

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BLACKROCK, INC	5,087	9,494
EMC CORP	6,017	6,665
HOME DEPOT INC	3,358	8,481
OCCIDENTAL PETROLEUM	6,834	7,988
PFIZER INC	6,337	10,077
WELLS FARGO & CO	7,247	10,033
WISCONSIN ENERGY	3,458	5,044
ACCENTURE PLC	5,986	8,715
BERKSHIRE HATHAWAY CL B	7,633	11,026
DISCOVER FINANCIAL SERVICES	5,665	12,924
EBAY INC	4,278	6,858
HESS CORPORATION	3,870	4,150
HONEYWELL INTL INC	6,389	9,411
MARRIOTT INTERNATIONAL INC	4,527	6,613
NEXTERA ENERGY INC	4,817	7,106
PRICELINE.COM INC	4,385	10,462
ROPER INDUSTRIES INC	4,075	8,043
US BANCORP	4,921	7,999
UNION PACIFIC CORP	5,088	9,072
AT&T	4,586	4,747
ALLERGAN INC	6,130	7,331
CERNER CORPORATION	6,400	9,141
CISCO SYSTEMS INC	6,337	7,649
EOG RESOURCES INC	5,566	8,896
FEDEX CORP	5,655	8,914
LINKEDIN CORP	4,043	9,541
MONDELEZ INTERNATIONAL INC	2,866	6,213
PRAXAIR INC	1,853	8,842
STARBUCKS CORP	5,940	9,485
VF CORPORATION	4,756	8,977

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VISA INC	6,461	12,025
CELGENE CORP	4,311	7,435
CITIGROUP INC	7,956	9,067
COLGATE PALMOLIVE CO	7,482	7,825
DANAHER	4,249	4,400
DISNEY WALT CO	5,790	6,494
FORD MOTOR CO	7,417	8,286
GILEAD SCIENCES	5,113	6,233
WHOLE FOODS MARKET	4,197	3,875
ACTAVIS PLC	6,461	15,288
MALLINCKRODT PLC	35	52

**TY 2013 Investments Government
Obligations Schedule**

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

**US Government Securities - End of
Year Book Value:**

96,732

**US Government Securities - End of
Year Fair Market Value:**

104,311

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Other Schedule**Name:** JOHN GRAHAM FOUNDATION**EIN:** 91-6339306

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES MSCI PACIFIC JPN	AT COST	13,005	22,524
ISHARES MSCI EAFE INDEX	AT COST	73,166	96,818
ETF POWERSHARES	AT COST	24,847	41,926
ELEMENTS ROGERS TOTAL RETURN	AT COST	34,055	35,678
ANHEUSER-BUSCH ADR	AT COST	2,296	3,939
RIO TINTO PLC SPONSORED ADR	AT COST	6,506	5,699
SCHLUMBERGER LTD	AT COST	3,732	8,200
ALP ALERIAN MLF ETF	AT COST	5,820	6,404
IPATH S&P 500 DYMANIC ETF	AT COST	10,343	6,375
ISHARES CORE S&P MIDCAP ETF	AT COST	29,167	52,186
ISHARES 3-7 YR BD ETF	AT COST	24,694	24,006
SPDR S&P EMERGING ASIA	AT COST	10,271	10,955
SPDR BARCLAYS ST ETF	AT COST	6,397	6,448
VANGUARD DIVIDEND APP ETF	AT COST	10,462	13,167
VANGUARD FTSE US	AT COST	17,917	22,441
VANGUARD EMERGING MARKETS	AT COST	12,060	19,336
VANGUARD S-T CORPORATE BOND	AT COST	21,692	21,541
VANGUARD LARGE CAP ETF	AT COST	12,788	16,536
WISDOMTREE TRUST ETF	AT COST	7,952	8,091
COVIDIEN PLC	AT COST	3,181	4,835
IPATH COMMODITY ETF	AT COST	23,999	20,396
ISHARES RUSSELL	AT COST	17,039	19,384
CEF ISHARES S&P SCAP	AT COST	3,442	7,117
POWERSHARES ETF 1000	AT COST	13,913	14,597
VANGUARD FTSE EURO	AT COST	19,105	19,757
VANGUARD GROWTH ETF	AT COST	12,486	13,213
VANGUARD SMALL CAP	AT COST	10,982	13,194
EATON CORP PLC	AT COST	5,339	6,014

TY 2013 Legal Fees Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NON-ALLOCABLE LEGAL FEES	1,015	914		102

TY 2013 Other Decreases Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Description	Amount
2013 RIC INCOME POSTED IN 2014	202
ROUNDING ADJUSTMENTS	8
CUMULATIVE COST BASIS ADJUSTMENTS-ROC & AMORTIZATION	396

TY 2013 Other Expenses Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WA STATE RENEWAL FEE	25	0		25

TY 2013 Other Increases Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Description	Amount
2012 RIC INCOME POSTED IN 2013	318

TY 2013 Other Professional Fees Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES	12,935	12,935		

TY 2013 Taxes Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	508	508		0
2013 990-PF ESTIMATE	632	0		0