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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 separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning January 1, 2014, and ending December 31, 2014

Name of foundation Philip L. Graham, C/O Graham Holdings Company		A Employer identification number 52-6051781
Number and street (or P O box number if mail is not delivered to street address) 1300 17th Street N.		B Telephone number (see instructions) 703-345-6300
Room/suite Suite 1700		
City or town, state or province, country, and ZIP or foreign postal code Arlington, VA 22209		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) ► \$	J Accounting method: <input checked="" 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	3,276	3,276		
	4 Dividends and interest from securities	2,485,292	2,485,292		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,481,672			
	b Gross sales price for all assets on line 6a 23,314,266				
	7 Capital gain net income (from Part IV, line 2)		8,841,270		
	8 Net short-term capital gain			0	
	9 Income modifications			10,000	
	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	10,970,240	11,329,838	10,000		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	213,583			213,583
	14 Other employee salaries and wages	68,201			68,201
	15 Pension plans, employee benefits	14,528			14,528
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	271,520	271,520		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	213,685			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,378			2,378
	22 Printing and publications				
	23 Other expenses (attach schedule)	19,788			19,788
	24 Total operating and administrative expenses. Add lines 13 through 23	803,683	271,520		318,478
	25 Contributions, gifts, grants paid	4,825,000			4,825,000
	26 Total expenses and disbursements. Add lines 24 and 25	5,628,683	271,520		5,143,478
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	5,341,557				
b Net investment income (if negative, enter -0-)		11,058,318			
c Adjusted net income (if negative, enter -0-)			10,000		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		17,481,416	14,356,648	14,356,648
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	53,562,244	62,038,569	90,618,496	
	c	Investments—corporate bonds (attach schedule)	13,000,000	13,000,000	12,243,902	
	11	Investments—land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
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)	84,043,660	89,395,217	117,219,046		
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)				
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	84,043,660	89,395,217		
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	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 instructions)	84,043,660	89,395,217		
	31	Total liabilities and net assets/fund balances (see instructions)	84,043,660	89,395,217		

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	84,043,660
2	Enter amount from Part I, line 27a	2	5,341,557
3	Other increases not included in line 2 (itemize) ▶ Prior years grant returned in 2014	3	10,000
4	Add lines 1, 2, and 3	4	89,395,217
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	89,395,217

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 Publicly traded securities		P		
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 23,314,266		14,185,725	8,841,270	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
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	8,841,270
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.

(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))
2013	4,486,487	107,566,541	0.0417
2012	4,600,496	97,062,870	0.0474
2011	4,675,641	93,236,321	0.0501
2010	4,413,645	86,204,328	0.0512
2009	4,701,357	79,434,442	0.0592
2 Total of line 1, column (d)			2 0.2496
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 0.0499
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 114,650,308
5 Multiply line 4 by line 3			5 5,721,050
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 110,583
7 Add lines 5 and 6			7 5,831,633
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 5,143,478

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	221,166	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	221,166	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	221,166	
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	214,956	
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	214,956	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	6,210	
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 2015 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ (2) On foundation managers. ▶ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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? <i>If "Yes," attach the statement required by General Instruction T</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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? <i>If "No," attach explanation</i>	✓	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► <u>www.plggrahamfund.com</u>				
14	The books are in care of ► <u>Eileen Daly</u>	Telephone no ►	<u>703-345-6443</u>	
	Located at ► <u>Graham Holdings Company 1300 17th St N, Suite 1700 Arlington VA</u>	ZIP+4 ►	<u>22209</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		► <input type="checkbox"/>
16	At any time during calendar year 2014, 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►			✓

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)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 2014?	1c	✓
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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	✓
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 2014 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 2014.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2014?	4b	✓

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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 type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	✓
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		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
Donald Graham, Carol Melamed, Pinkie Dent Mayfield 1300 17th Street N, Suite 1700 Arlington, VA 22209	Trustee; Trustee; Trustee and Treas.	0,0	0,0	0,0
Martin Cohen, Laura O'Shaughnessy 1300 17th Street N, Suite 1700 Arlington, VA 22209	Trustee; Trustee	0,0	0,0	0,0
Katherine Weymouth, Daniel Lynch, Theodore Lutz 1300 17th Street N, Suite 1700 Arlington, VA 22209	Trustee; Asst Treas.; Secretary	0,0	0,0	0,0
Eileen Daly, Caitlin Orth 1300 17th Street N, Suite 1700 Arlington, VA 22209	President, Grants Manager both 40hr	213,583; 68,201	2,390; 684	0,0

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	89,322,103
b	Average of monthly cash balances	1b	27,074,149
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	116,396,252
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	116,396,252
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,745,944
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	114,650,308
6	Minimum investment return. Enter 5% of line 5	6	5,732,515

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	5,732,515
2a	Tax on investment income for 2014 from Part VI, line 5	2a	221,166
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	221,166
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,511,349
4	Recoveries of amounts treated as qualifying distributions	4	10,000
5	Add lines 3 and 4	5	5,521,349
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,521,349

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	5,143,478
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,143,478
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,143,478

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				5,521,349
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009	896,359			
b From 2010	151,401			
c From 2011	179,246			
d From 2012	0			
e From 2013	0			
f Total of lines 3a through e	1,227,006			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 5,143,478				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				5,143,478
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	377,871			377,871
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	849,135			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	518,488			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	330,647			
10 Analysis of line 9:				
a Excess from 2010	151,401			
b Excess from 2011	179,246			
c Excess from 2012	0			
d Excess from 2013	0			
e Excess from 2014	0			

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 2014, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

Eileen Daly, President, 1300 17th Street N, Arlington, VA 22209 703-345-6443

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

See Schedule 4

c Any submission deadlines:

See Schedule 4

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

See Schedule 4

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 Schedule 5				
Total			▶ 3a	
b <i>Approved for future payment</i>				
See Schedule 6				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	3,276	
4	Dividends and interest from securities			14	2,485,292	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			18	8,481,672	
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				10,970,240	
13	Total. Add line 12, columns (b), (d), and (e)				13	10,970,240

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]


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

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

[illegible]

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

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

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	<div style="display: flex; justify-content: space-between;"> <div style="text-align: center;"> Date 10/7/2015 </div> <div style="text-align: center;"> Title Assistant Treasurer </div> </div>

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Schedule 1
Philip L. Graham Fund
E.I.N 52-6051781

Form 990-PF for 2014
Part I, Line 23

Other Expenses

Dues	\$	11,225
Gifts	\$	166
Insurance	\$	5,822
Meals	\$	1,590
Miscellaneous	\$	86
Office Supplies	\$	530
Postage	\$	369
	<u>\$</u>	<u>19,788</u>

Schedule 2
Philip L. Graham Fund
E.I.N 52-6051781

Form 990-PF for 2014
Part II, Line 10

	Investments		
	Book Value		Market Value
	Beginning of Year	End of Year	End of Year
Common Stock	53,562,244	62,038,569	90,618,496
Fixed Income Securities	13,000,000	13,000,000	12,243,902
	\$66,562,244	\$75,038,569	\$102,862,398

Schedule 3
Philip L. Graham Fund
E.I.N 52-6051781

Form 990-PF for 2014
Part I, Line 25

2014 Summary of Grants

Arts and Humanities	\$	295,000
Community Endeavors	\$	65,000
Education	\$	1,805,000
Health and Human Services	\$	2,640,000
Journalism and Communications	\$	20,000
Total:	\$	<u>4,825,000</u>

How to Apply

The Philip L. Graham Fund follows a two-step application process. Organizations interested in applying for funding from the Philip L. Graham Fund must first submit a letter of inquiry (LOI) through our online application system prior to one of three deadlines each year. Before submitting an LOI, applicants should review the Fund's Interest Areas, Eligibility, and Frequently Asked Questions webpages to ensure the organization and the request fit within the Fund's giving priorities. Please keep in mind that while consideration is occasionally given to other requests, the Fund remains committed to primarily funding requests for special, one-time needs of organizations (e.g., equipment and capital needs) rather than general operating, staffing or program support. Multiyear grants are awarded rarely.

The Fund is currently accepting letters of inquiry. Applications will be accepted until 5:30 p.m. EDT on June 29, 2015.

If you are entering a new request, please click on the link below to begin the application process. New users will be asked to create an online account using an email address and password.

To begin a new application click here:

http://www.grantrequest.com/SID_1150/?SA=SNA&FID=35007

If you are a returning applicant and would like to access an in-process application, view a read only version of a past application, or if you have been invited to submit a full proposal, please click on the link below to access the Account Login screen:

http://www.grantrequest.com/SID_1150/?SA=AM

Applicants will be notified of the Fund's interest via e-mail within one month of each LOI deadline. An invitation to submit a full proposal does not guarantee funding.

2014 Grants Paid

Program Area	Grantee	Paid
<u>Public Charter School Grants</u>		
EDUCATION	DC Preparatory Academy 707 Edgewood Street, NE Washington, DC 20017 <i>To support the opening of four new schools and the addition of 1,400 additional students in the next five years</i>	\$150,000 00
<i>Total Public Charter School Grants (1 item)</i>		\$150,000 00
<u>Regular Cash Grants</u>		
HEALTH AND HUMAN SERVICES	A Wider Circle, Inc. 4808 Moorland Lane, Suite 802 Bethesda, MD 20814 <i>To undertake a much-needed IT and infrastructure overhaul that will enable the organization to continue to meet the ever-increasing demand for services</i>	\$100,000 00
EDUCATION	ACCESS Youth, Inc. 3259 Prospect Street, NW Washington, DC 20007 <i>For general operating funds to support their work of juvenile diversion, truancy intervention, and mediation for disadvantaged juveniles in DC</i>	\$30,000 00
EDUCATION	Alice Ferguson Foundation, Inc. 2001 Bryan Point Rd Accokeek, MD 20607 <i>To support the build-out of educational dashboards, point-of-use water and energy feedback technologies, and the purchase of iPads for use in their new Living Buildings</i>	\$30,000 00
HEALTH AND HUMAN SERVICES	All Shades of Pink, Inc. 4719 Marlboro Pike, Suite 106 Capitol Heights, MD 20743 <i>To purchase an energy efficient vehicle needed to support programming</i>	\$25,000 00
ARTS AND HUMANITIES	American Dance Institute 1570 East Jefferson Street Rockville, MD 21217 <i>To replace and add seating in its onsite black-box theater, improving accessibility, increasing audience capacity and providing a more comfortable audience experience</i>	\$25,000 00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Anacostia Community Outreach Center 711 24th Street, NE, Unit 119 Washington, DC 20002 <i>To purchase food to be distributed by the ACOC Food Pantry Program</i>	\$25,000 00
HEALTH AND HUMAN SERVICES	Arcadia Center for Sustainable Food & Agriculture 9000 Richmond Highway Alexandria, VA 22309 <i>To purchase and outfit a vehicle that will be used to support and expand the Mobile Market Program</i>	\$30,000 00
HEALTH AND HUMAN SERVICES	Arlington Street People's Assistance Network, Inc. 2708-B South Nelson Arlington, VA 22206 <i>To make IT upgrades needed to support the organization's move and expansion of programming in early 2015</i>	\$50,000 00
HEALTH AND HUMAN SERVICES	Arts for the Aging 12320 Parklawn Drive Rockville, MD 20852 <i>To support needed IT upgrades</i>	\$35,000 00
ARTS AND HUMANITIES	Arts on the Block 4218 Howard Avenue, Suite 3A Kensington, MD 20895 <i>To purchase needed furniture and computer equipment</i>	\$20,000 00
HEALTH AND HUMAN SERVICES	Bethany House of Northern Virginia, Inc. 6121 Lincolnia Road, Suite 303 Alexandria, VA 22312 <i>To support the expansion and renovation of an emergency shelter serving victims of domestic violence in the DC metro region</i>	\$75,000 00
HEALTH AND HUMAN SERVICES	Borromeo Housing, Inc. 3304 Washington Boulevard Arlington, VA 22201 <i>For needed renovations at the BHI residential program home located in Arlington, Virginia</i>	\$30,000 00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Boys Town Washington DC, Inc 4801 Sargent Road, NE Washington, DC 20017-2841 <i>To purchase a twelve passenger van to safely transport Boys Town youth and staff</i>	\$30,000 00
HEALTH AND HUMAN SERVICES	Brain Injury Services 8136 Old Keene Mill Road, Suite B102 Springfield, VA 22152 <i>To purchase needed technology equipment for case managers working in the field</i>	\$25,000.00
EDUCATION	Byte Back 815 Monroe Street, NE Washington, DC 20017 <i>To purchase a new van to be used for the daily pick up and delivery of computers for refurbishment and for the transportation of program participants</i>	\$35,000 00
COMMUNITY ENDEAVORS	Catalogue for Philanthropy: Greater Washington 1899 L Street, NW, Suite 900 Washington, DC 20036 <i>For general operating support</i>	\$30,000 00
EDUCATION	City Blossoms, Inc. 1288 Upshur Street, NW Washington, DC 20011 <i>To support greenhouse repairs, greenhouse equipment and increased staffing for the Teen Garden-Based Entrepreneurship project at Eastern Senior High School</i>	\$20,000 00
ARTS AND HUMANITIES	CityDance 1111 16th Street, NW, Suite 300 Washington, DC 20036 <i>To fund IT infrastructure upgrades needed to support programmatic and organizational growth</i>	\$25,000 00
HEALTH AND HUMAN SERVICES	Community Family Life Services, Inc. 305 E Street, NW Washington, DC 20001 <i>To replace the air conditioning systems, heating units, and water heaters at Milestone Housing Development, serving formerly homeless men and women</i>	\$50,000 00

Program Area	Grantee	Paid
COMMUNITY ENDEAVORS	Council for Court Excellence 1111 14th Street, NW, Suite 500 Washington, DC 20005 <i>To support needed technology purchases and a new social media initiative</i>	\$15,000 00
HEALTH AND HUMAN SERVICES	CASA for Children of DC 515 M Street, SE Building 74, Suite 200 Washington, DC 20003 <i>For program support</i>	\$25,000 00
ARTS AND HUMANITIES	CulturalDC 916 G Street, NW Washington, DC 20001 <i>To support renovations and technical upgrades to Source</i>	\$40,000 00
EDUCATION	DanceMakers, Inc. 9901 Business Parkway, Suite L Lanham, MD 20706 <i>To purchase a bus needed to transport participants from their schools to the DanceMakers site for after-school programming</i>	\$30,000 00
EDUCATION	District of Columbia College Access Program 1400 L Street, NW #400 Washington, DC 20005 <i>For general operating support</i>	\$400,000 00
HEALTH AND HUMAN SERVICES	DC Greens, Inc. 1712 N Street, NW, Suite 302 Washington, DC 20036 <i>To purchase materials to expand DC Greens' School Garden Market Program and to install cooking carts at 40 DCPS sites</i>	\$20,000 00
EDUCATION	DC Public Education Fund 3407 14th Street, NW Washington, DC 20010 <i>To provide three DC Public Schools (DCPS) schools with the technology they need to implement blended learning to accelerate student achievement</i>	\$175,000 00

Program Area	Grantee	Paid
ARTS AND HUMANITIES	DC Youth Orchestra Program 1700 E Capitol Street, NE Washington, DC 20003 <i>To support DCYOP's transition to a new database that will integrate classroom management and donor management needs</i>	\$25,000 00
EDUCATION	Edu-Futuro Syphax Education Center, 2nd Floor, 2110 Washington Boulevard Arlington, VA 22204 <i>To support rebranding efforts with a new website and logo, a database to track program results, and a fundraising database to track donors</i>	\$25,000 00
EDUCATION	Esperanza Education Fund, Inc. P O Box 27507 Washington, DC 20038 <i>To support scholarships, mentorship programming, and operations for the Esperanza Education Fund</i>	\$25,000 00
EDUCATION	The Fishing School 4737 Meade Street, NE Washington, DC 20019 <i>To support the completion of physical plant repairs and improvements at their main program site</i>	\$35,000 00
HEALTH AND HUMAN SERVICES	Food & Friends, Inc. 219 Riggs Road, NE Washington, DC 20011 <i>For the purchase of a new refrigerated delivery van</i>	\$40,000 00
EDUCATION	The Foundation Schools 6000 Executive Boulevard, Suite 605 Rockville, MD 20852 <i>To purchase instruments, stands, and other equipment needed to begin a music enrichment program, Music in the Key of Me, at The Foundation School of Montgomery County</i>	\$30,000 00
HEALTH AND HUMAN SERVICES	Foundry United Methodist Church 1500 16th Street, NW Washington, DC 20036 <i>To purchase essential kitchen equipment</i>	\$35,000.00

Program Area	Grantee	Paid
EDUCATION	Girl Scout Council of the Nation's Capital 4301 Connecticut Avenue, NW, Suite M-2 Washington, DC 20008 <i>For renovation projects at Camp Potomac Woods in Loudoun County, VA</i>	\$50,000 00
HEALTH AND HUMAN SERVICES	Girls on the Run of NOVA 10560 Main Street, Suite 514 Fairfax, VA 22030 <i>To support a much needed IT equipment and infrastructure upgrade</i>	\$20,000 00
HEALTH AND HUMAN SERVICES	Goodwill of Greater Washington 2200 South Dakota Avenue, NE Washington, DC 20018 <i>To purchase and implement CaseWorthy software</i>	\$50,000 00
HEALTH AND HUMAN SERVICES	Greater Prince William Area Community Health Center, Inc. 4379 Ridgewood Center Drive, Suite 102 Woodbridge, VA 22192 <i>For the purchase of equipment and supplies needed to open a 15,000 square foot Community Health Center in Manassas</i>	\$60,000 00
HEALTH AND HUMAN SERVICES	Habitat for Humanity Metro Maryland 9110 Gaither Road Gaithersburg, MD 20877 <i>To fund weatherization and repair services to low income homeowners in Prince George's and Montgomery Counties</i>	\$50,000 00
EDUCATION	Higher Achievement Program, Inc. 317 8th Street, NE Washington, DC 20002 <i>To support renovations to Higher Achievement's headquarters needed to accommodate and prepare for strategic growth in programming and staffing</i>	\$50,000 00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	HomeAid Northern Virginia 3684 Centerview Drive, Suite 110B Chantilly, VA 20151 <i>To support the Shelter Care Program which delivers professional pro bono construction management, labor and materials to complete renovations of homeless shelters and transitional housing facilities</i>	\$30,000.00
HEALTH AND HUMAN SERVICES	Hope and a Home 1439 R Street, NW Washington, DC 20009 <i>To support the rehabilitation of a transitional housing property located on Chapin Street NW</i>	\$30,000 00
HEALTH AND HUMAN SERVICES	Hope Connections for Cancer Support, Inc. Beaumont House at FASEB 9650 Rockville Pike Bethesda, MD 20814 <i>To purchase needed equipment and support IT upgrades</i>	\$25,000 00
HEALTH AND HUMAN SERVICES	Hope House P O Box 60682 Washington, DC 20039 <i>To purchase a new 15-passenger van to transport children involved in Hope House summer camps, video-teleconferencing program, and peer support activities</i>	\$40,000 00
EDUCATION	House, Inc. 14001 Crown Court Woodbridge, VA 22193 <i>To purchase a high-occupancy vehicle to provide transportation for more students to attend programming</i>	\$35,000 00
HEALTH AND HUMAN SERVICES	Insight Memory Care Center 3954 Pender Drive, Suite 100 Fairfax, VA 22030 <i>To furnish the day center portion of their new facility, creating a home-like and therapeutic environment for individuals with dementia</i>	\$50,000 00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Jewish Social Service Agency 200 Wood Hill Road Rockville, MD 20850 <i>To purchase technology for programing serving individuals with Autism Spectrum Disorders</i>	\$50,000 00
HEALTH AND HUMAN SERVICES	Jill's House, Inc. 9011 Leesburg Pike Vienna, VA 22182 <i>To fund the necessary replacement of the industrial rooftop packaged air conditioning systems at Jill's House</i>	\$75,000 00
HEALTH AND HUMAN SERVICES	Just Neighbors Ministry, Inc. 5827 Columbia Pike, Suite 320 Falls Church, VA 22041 <i>To support IT infrastructure and telephone system upgrades</i>	\$30,000 00
EDUCATION	Kingsbury Center 5000 14th Street, NW Washington, DC 20010-2970 <i>To purchase equipment/electronic resources for new Innovations Labs</i>	\$35,000 00
EDUCATION	KIPP DC 1003 K St NW, Suite 700 Washington, DC 20001 <i>To support the relocation and expansion of the KIPP DC high school</i>	\$250,000 00
HEALTH AND HUMAN SERVICES	Korean Community Service Center of Greater Washington 7700 Little River Turnpike, 406 Annandale, VA 22003 <i>To purchase an energy-efficient passenger van for program use</i>	\$40,000 00
EDUCATION	The Latino Student Fund National Cathedral School, Carriage House 2nd Floor 3480 Woodley Rd , NW Washington, DC 20016 <i>To support the purchase of equipment needed for the expansion of the LISTO College Prep Program</i>	\$35,000 00

Program Area	Grantee	Paid
COMMUNITY ENDEAVORS	Leadership Fairfax, Inc. 8230 Old Courthouse Road, Suite 100 Vienna, VA 22182 <i>For needed IT upgrades and office equipment</i>	\$20,000 00
EDUCATION	Little Lights Urban Ministries 760 7th Street, SE Washington, DC 20003 <i>To replace the HVAC system and water heater, add insulation, and complete air- sealing work in the main building</i>	\$25,000 00
HEALTH AND HUMAN SERVICES	Martha's Table 2114 14th Street, NW Washington, DC 20009 <i>To support the planning and implementation of the Healthy Eating Collaborative in Wards 7 and 8 over the next three years</i>	\$400,000 00
EDUCATION	Mentors of Minorities in Education, dba M.O.M.I.E's TLC 2616 Georgia Avenue NW Washington, DC 20001 <i>To purchase a 15-passenger van</i>	\$25,000.00
HEALTH AND HUMAN SERVICES	Metro TeenAids 651 Pennsylvania Avenue, SE Washington, DC 20003 <i>To support the build out and implementation of a new performance management system</i>	\$35,000 00
EDUCATION	New Futures 805 15th Street, NW, Suite 100 Washington, DC 20005 <i>To make needed enhancements to the New Futures and Career Navigator websites and support the full implementation of Efforts to Outcomes</i>	\$25,000 00
HEALTH AND HUMAN SERVICES	New Hope Housing 8407-E Richmond Highway Alexandria, VA 22309 <i>To purchase a new truck for donation pick up, resident moves, furniture delivery, and food pick up for shelters</i>	\$45,000 00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Northern Virginia Family Service 10455 White Granite Drive Oakton, VA 22124 <i>To help retire the \$1.5 million debt on the SERVE campus in the City Manassas</i>	\$75,000 00
HEALTH AND HUMAN SERVICES	NOVA ScriptsCentral, Inc. PO Box 4145 Falls Church, VA 22044 <i>To support IT infrastructure enhancements and the establishment of a mail order pharmacy operation</i>	\$50,000 00
HEALTH AND HUMAN SERVICES	Operation Warm, Inc. 6 Dickinson Drive, Suite 314 Chadds Ford, PA 19317 <i>To support the provision of 10,000 coats to impoverished children in the Washington, D.C. metro area</i>	\$25,000 00
HEALTH AND HUMAN SERVICES	Parkinson Foundation of the National Capital Area, Inc. 7700 Leesburg Pike #208 Falls Church, VA 22043 <i>To fund data management and technology upgrades to support increased programmatic and organizational capacity</i>	\$20,000 00
HEALTH AND HUMAN SERVICES	Peace Lutheran Church 401 E Smallwood Drive Waldorf, MD 20602 <i>To purchase needed equipment and supplies for the food pantry and kitchen at the new Community Ministry Center</i>	\$25,000 00
EDUCATION	Posse D.C. 1319 F Street, NW, Suite 604 Washington, DC 20004 <i>For general operating support</i>	\$25,000.00
ARTS AND HUMANITIES	Project Create 2401 Virginia Avenue NW Washington, DC 20037 <i>To support the renovation of new program space for visual and performing arts education programming for children, youth and families east of the Anacostia River</i>	\$30,000 00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Project Healing Waters Fly Fishing, Inc. PO Box 695 La Plata, MD 20646 <i>To purchase a passenger van to transport PHWFF participants, volunteers, and equipment to events and outings</i>	\$35,000 00
ARTS AND HUMANITIES	Signature Theatre, Inc. 3400 Campbell Avenue Arlington, VA 22206 <i>To purchase energy efficient LED lighting to be used in its MAX and ARK Theatres</i>	\$75,000 00
HEALTH AND HUMAN SERVICES	Society of St. Andrew 3383 Sweet Hollow Road Big Island, VA 24526-3054 <i>To support their Gleaning Network program that provides healthy food to those in need in the Washington, DC area</i>	\$20,000 00
JOURNALISM AND COMMUNICA TIONS	Student Press Law Center 1608 Rhode Island Avenue, NW, Suite 211 Washington, DC 20036 <i>To purchase IT equipment and furniture for their new office space</i>	\$20,000 00
HEALTH AND HUMAN SERVICES	Tahirih Justice Center 6402 Arlington Boulevard, Suite 300 Falls Church, VA 22042 <i>For needed IT upgrades</i>	\$30,000 00
EDUCATION	Teach For America - D.C. Region 1805 7th Street, NW, 7th Floor Washington, DC 20001 <i>For program support in the Washington, D.C region</i>	\$50,000.00
HEALTH AND HUMAN SERVICES	Transitional Housing Barn, Inc. 9541 Linton Hall Road Bristow, VA 20136 <i>To renovate the bathrooms in the BARN facility and to replace/expand emergency exit lighting systems</i>	\$25,000 00
EDUCATION	Turning the Page 1625 K Street, NW, Suite 102 Washington, DC 20006 <i>To support needed technology upgrades</i>	\$25,000 00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Urban Ed 2041 MLK Jr Avenue, SE Suite M-2 Washington, DC 20020 <i>To purchase furniture, computers, and technical training tools to equip a new computer lab and training space</i>	\$30,000 00
HEALTH AND HUMAN SERVICES	The Salvation Army 2626 Pennsylvania Avenue, NW Washington, DC 20037 <i>To replace the HVAC system of the gymnasium at the Prince George's County Boys and Girls Club and the Turning Point Center for Women and Children in Washington, D C.</i>	\$200,000 00
HEALTH AND HUMAN SERVICES	Washington Legal Clinic for the Homeless 1200 U Street, NW Washington, DC 20009 <i>For needed IT upgrades</i>	\$35,000 00
EDUCATION	The Washington Nationals Dream Foundation 1500 South Capitol Street, SE Washington, DC 20003 <i>To support the launch of the Washington Nationals Youth Baseball Academy</i>	\$40,000 00
ARTS AND HUMANITIES	Washington Performing Arts Society 2000 L Street, NW, Suite 510 Washington, DC 20036 <i>For needed IT upgrades</i>	\$25,000.00
HEALTH AND HUMAN SERVICES	Women's Collective 1331 Rhode Island Avenue, NE Washington, DC 20018 <i>To purchase a passenger van needed to transport low-income women living with HIV/AIDS in Wards 5-8 in D C. to vital primary medical care and support services that will improve their health outcomes</i>	\$45,000 00
ARTS AND HUMANITIES	Young Playwrights' Theater 2229 Newton Street, NE Washington, DC 20018 <i>To support arts education programming at Maya Angelou Academy</i>	\$30,000 00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Young Women's Christian Association of the National Capital Area 2303 14th Street NW, Suite 100 Washington, DC 20009 <i>To purchase a performance management software system</i>	\$30,000 00
HEALTH AND HUMAN SERVICES	Youth for Tomorrow 11835 Hazel Circle Drive Bristow, VA 20136 <i>To support Youth for Tomorrow's Girls on a Journey program which addresses the trauma experienced by girls victimized by sex trafficking</i>	\$75,000 00
Total Regular Cash Grants (83 items)		\$4,230,000.00
<u>University Grants</u>		
EDUCATION	Northern Virginia Community College Educational Foundation, Inc. 7630 Little River Turnpike Annandale, VA 22003 <i>For unrestricted use</i>	\$50,000 00
EDUCATION	Trinity Washington University 125 Michigan Avenue, NE Washington, DC 20017 <i>For unrestricted use</i>	\$100,000 00
Total University Grants (2 items)		\$150,000 00
<u>Year-End Assistance Grants</u>		
HEALTH AND HUMAN SERVICES	ACTS of Prince William County P O Box 74 Dumfries, VA 22026 <i>for year-end emergency assistance</i>	\$8,000.00
HEALTH AND HUMAN SERVICES	Alive! 2723 King Street Alexandria, VA 22302 <i>for year-end emergency assistance</i>	\$3,000.00
HEALTH AND HUMAN SERVICES	Arlington Food Assistance Center 2708 South Nelson Street Arlington, VA 22206 <i>for year-end emergency assistance</i>	\$5,000 00
HEALTH AND HUMAN SERVICES	Arlington-Alexandria Coalition for the Homeless 3103 9th Road, North Arlington, VA 22201 <i>for year-end emergency assistance</i>	\$3,000.00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Bread for the City 1525 7th Street, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$12,000 00
HEALTH AND HUMAN SERVICES	Calvary Women's Services 1217 Good Hope Road, SE Washington, DC 20002 <i>for year-end emergency assistance</i>	\$5,000.00
HEALTH AND HUMAN SERVICES	Capital Area Food Bank 4900 Puerto Rico Avenue, NE Washington, DC 20017 <i>for year-end emergency assistance</i>	\$15,000 00
HEALTH AND HUMAN SERVICES	Capitol Hill Group Ministry 421 Seward Square, SE Washington, DC 20003 <i>for year-end emergency assistance</i>	\$2,500.00
HEALTH AND HUMAN SERVICES	Carpenter's Shelter 930 North Henry Street Alexandria, VA 22314 <i>for year-end emergency assistance</i>	\$5,000 00
HEALTH AND HUMAN SERVICES	Catholic Charities 924 G Street, NW Washington, DC 20001-4532 <i>for year-end emergency assistance</i>	\$14,000 00
HEALTH AND HUMAN SERVICES	Central Union Mission 65 Massachusetts Avenue, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$4,000.00
HEALTH AND HUMAN SERVICES	Charlie's Place 1830 Connecticut Avenue, NW Washington, DC 20009 <i>for year-end emergency assistance</i>	\$2,500 00
HEALTH AND HUMAN SERVICES	Christ House 1717 Columbia Road, NW Washington, DC 20009 <i>for year-end emergency assistance</i>	\$3,000 00
HEALTH AND HUMAN SERVICES	Coalition for the Homeless 1234 Massachusetts Avenue, NW Suite C-1015 Washington, DC 20005 <i>for year-end emergency assistance</i>	\$8,000 00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Community Crisis Services P O Box 149 Hyattsville, MD 20781 <i>for year-end emergency assistance</i>	\$3,000.00
HEALTH AND HUMAN SERVICES	Cornerstones, Inc. 11150 Sunset Hills Road, Suite 210 Reston, VA 20190 <i>for year-end emergency assistance</i>	\$3,500 00
HEALTH AND HUMAN SERVICES	DC Central Kitchen, Inc. 425 Second Street NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$9,000 00
HEALTH AND HUMAN SERVICES	Doorways for Women & Families, Inc. P O Box 100185 Arlington, VA 22210 <i>for year-end emergency assistance</i>	\$3,000 00
HEALTH AND HUMAN SERVICES	Downtown Cluster of Congregations 1313 New York Avenue, NW Washington, DC 20005 <i>for year-end emergency assistance</i>	\$6,500.00
HEALTH AND HUMAN SERVICES	ECHO, Inc. 7205 Old Keene Mill Road Springfield, VA 22150 <i>for year-end emergency assistance</i>	\$2,500 00
HEALTH AND HUMAN SERVICES	FACETS 10640 Page Avenue, Suite 300 Fairfax, VA 22030 <i>for year-end emergency assistance</i>	\$5,000 00
HEALTH AND HUMAN SERVICES	Food for Others 2938 Prosperity Avenue Fairfax, VA 22031 <i>for year-end emergency assistance</i>	\$7,000 00
HEALTH AND HUMAN SERVICES	Friends of Falls Church Homeless Shelter P O Box 6979 Falls Church, VA 22040 <i>for year-end emergency assistance</i>	\$3,000 00
HEALTH AND HUMAN SERVICES	Friendship Place 4713 Wisconsin Avenue, NW Washington, DC 20016 <i>for year-end emergency assistance</i>	\$3,500.00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Georgetown Ministry Center 1041 Wisconsin Avenue, NW Washington, DC 20007 <i>for year-end emergency assistance</i>	\$2,500.00
HEALTH AND HUMAN SERVICES	The Good Shepherd Alliance 20684 Ashburn Road Ashburn, VA 20147 <i>for year-end emergency assistance</i>	\$3,000.00
HEALTH AND HUMAN SERVICES	Herndon-Reston FISH, Inc. 336 Victory Drive Herndon, VA 20170 <i>for year-end emergency assistance</i>	\$2,500.00
HEALTH AND HUMAN SERVICES	Interfaith Works, Inc. 114 West Montgomery Avenue Rockville, MD 20850 <i>for year-end emergency assistance</i>	\$8,000.00
HEALTH AND HUMAN SERVICES	Koinonia Foundation, Inc. P O. Box 30878 Alexandria, VA 22310 <i>for year-end emergency assistance</i>	\$2,500.00
HEALTH AND HUMAN SERVICES	Lorton Community Action Center P O Box 154 Lorton, VA 22199-0154 <i>for year-end emergency assistance</i>	\$3,500.00
HEALTH AND HUMAN SERVICES	Loudoun Interfaith Relief, Inc. 750 Miller Drive, Suite A-1 Leesburg, VA 20175 <i>for year-end emergency assistance</i>	\$9,000.00
HEALTH AND HUMAN SERVICES	Manna Food Center 9311 Gaither Road Gaithersburg, MD 20877 <i>for year-end emergency assistance</i>	\$8,000.00
HEALTH AND HUMAN SERVICES	Mary House, Inc. 4303 13th Street, NE Washington, DC 20017-3828 <i>for year-end emergency assistance</i>	\$3,000.00
HEALTH AND HUMAN SERVICES	Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20037 <i>for year-end emergency assistance</i>	\$3,000.00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Mission of Love Charities 6180 Old Central Avenue Capitol Heights, MD 20743 <i>for year-end emergency assistance</i>	\$3,000 00
HEALTH AND HUMAN SERVICES	My Sister's Place, Inc. P O Box 29596 Washington, DC 20017 <i>for year-end emergency assistance</i>	\$3,000.00
HEALTH AND HUMAN SERVICES	N Street Village 1226 Vermont Ave NW Washington, DC 20005 <i>for year-end emergency assistance</i>	\$5,000 00
HEALTH AND HUMAN SERVICES	The National Center for Children and Families 6301 Greentree Road Bethesda, MD 20817 <i>for year-end emergency assistance</i>	\$5,000.00
HEALTH AND HUMAN SERVICES	Neighbors' Consejo 3118 16th Street, NW Washington, DC 20010 <i>for year-end emergency assistance</i>	\$3,000.00
HEALTH AND HUMAN SERVICES	Our Daily Bread, Inc. 4080 Chain Bridge Road Fairfax, VA 22030 <i>for year-end emergency assistance</i>	\$3,000 00
HEALTH AND HUMAN SERVICES	Samaritan Ministry of Greater Washington 1516 Hamilton Street, NW Washington, DC 20011 <i>for year-end emergency assistance</i>	\$6,000 00
HEALTH AND HUMAN SERVICES	Shepherd's Table 8210 Dixon Ave Silver Spring, MD 20910 <i>for year-end emergency assistance</i>	\$6,000.00
HEALTH AND HUMAN SERVICES	SOME, Inc. 71 O Street, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$8,000 00
HEALTH AND HUMAN SERVICES	St. Luke's Shelter 3401 Nebraska Avenue, NW Washington, DC 20016 <i>for year-end emergency assistance</i>	\$3,000 00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Streetlight Community Outreach Ministries 1550 Prince William Parkway, Suite B Woodbridge, VA 22191 <i>for year-end emergency assistance</i>	\$3,000 00
HEALTH AND HUMAN SERVICES	Thrive DC 1525 Newton Street, NW, Suite G Washington, DC 20010 <i>for year-end emergency assistance</i>	\$4,500 00
HEALTH AND HUMAN SERVICES	United Communities Against Poverty 1400 Doewood Lane Capitol Heights, MD 20731 <i>for year-end emergency assistance</i>	\$7,000 00
HEALTH AND HUMAN SERVICES	United Community Ministries 7511 Fordson Road Alexandria, VA 22306 <i>for year-end emergency assistance</i>	\$6,000 00
HEALTH AND HUMAN SERVICES	Volunteers of America Bailey's Crossroads Community Shelter 3525 Moncure Avenue Falls Church, VA 22041 <i>for year-end emergency assistance</i>	\$3,500 00
Total Year-End Assistance Grants (49 items)		\$250,000 00
Grand Totals (135 items)		\$4,780,000 00
Voided in 2013, Reissued in 2014		45,000.00 -
		<u>4,825,000.00</u> ✓

Schedule 6
Philip L. Graham Fund
E.I.N 52-6051781

Form 990-PF for 2014
Part XV3b - Outstanding Pledges

<u>Grantee:</u>	<u>2015</u>	<u>2016</u>	<u>Total</u>
DC College Access Program	\$ 400,000		\$ 400,000
Esperanza Education Fund	\$ 25,000		\$ 25,000
Martha's Table	\$ 300,000	\$ 300,000	\$ 600,000
Washington Nationals Dream Foundation	\$ 40,000		\$ 40,000
Totals:	\$ 765,000	\$ 300,000	\$ 1,065,000

Schedule 7
Philip L. Graham Fund
E.I.N 52-6051781

Form 990-PF for 2014
Part I, Line 16c

Other Professional Fees

Mellon Asset Servicing	\$	118,637
Consulting Fee	\$	152,883
	<u>\$</u>	<u>271,520</u>

Schedule 8
Philip L. Graham Fund
E.I.N 52-6051781

Form 990-PF for 2014
Part I, Line 18

Taxes

Estimated payments for 2014 Federal excise taxes	\$ 214,956
Payment for 2013 additional Federal excise taxes	
Less: Tax refund	<u>\$ (1,271)</u>
Net tax expense	<u><u>\$ 213,685</u></u>