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For calendar year 2014 or tax year beginning DECEMBER 1, 2014, and ending NOVEMBER 30, 2015

Name of foundation

GRAYBAR FOUNDATION

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

Room/suite

34 NORTH MERAMEC AVE.

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

CLAYTON, MO 63105

G Check all that apply

 Initial return Final return Address change Initial return of a former public charity Amended return Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at

J Accounting method

 Cash Accrual

end of year (from Part II, col. (c), line

16) ► \$ 6,025,439

(Part I, column (d) must be on cash basis)

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions gifts grants etc., received (attach schedule)	1,570,149		
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	32,595	32,595	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	5,911		
b Gross sales price for all assets on line 6a	1,059,362		
7 Capital gain net income (from Part IV, line 2)		5,911	
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11	1,608,655	38,506	
13 Compensation of officers, directors, trustees, etc			
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)			
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions)			
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)	36,129	36,129	
24 Total operating and administrative expenses			
Add lines 13 through 23	36,129	36,129	
25 Contributions, gifts, grants paid	338,626		338,626
26 Total expenses and disbursements Add lines 24 and 25	374,755	36,129	338,626
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	1,233,900		
b Net investment income (if negative, enter -0-)		2,377	
c Adjusted net income (if negative, enter -0-)			

Revenue

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Operating and Administrative Expenses

<b>Part II</b> <b>Balance Sheets</b>	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
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	4,876,569	110,557	110,557
	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 . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) . . . . .	NONE	3,950,899	3,950,899
	c Investments - corporate bonds (attach schedule) . . . . .	NONE	1,253,890	1,253,890
	11 Investments - land, buildings, and equipment basis ► . . . . .			
	Less accumulated depreciation ► (attach schedule) . . . . .			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .	NONE	710,093	710,093
	14 Land, buildings, and equipment basis ► . . . . .			
	Less accumulated depreciation ► (attach schedule) . . . . .			
	15 Other assets (describe ► . . . . . )			
	16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	4,876,569	6,025,439	6,025,439
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .			
	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 . . . . .			
<b>Net Assets or Fund Balances</b>	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, . . . ► <input type="checkbox"/> check here 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 . . . . .	4,876,569	6,025,439	
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	4,876,569	6,025,439	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,876,569	6,025,439	

**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	4,876,569
2 Enter amount from Part I, line 27a . . . . .	2	1,233,900
3 Other increases not included in line 2 (itemize) ► . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	6,110,469
5 Decreases not included in line 2 (itemize) ► <b>UNREALIZED LOSSES</b> . . . . .	5	85,030
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	6,025,439

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> PUBLICLY TRADED SECURITIES			P	VAR	VAR
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,059,362		1,053,451	5,911		
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) 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			
a					5,911
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	5,911	
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 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))
2013	711,115	4,763,568	0.1493
2012	472,798	4,917,389	0.0961
2011	167,701	3,944,052	0.0425
2010	242,565	3,033,386	0.0800
2009	263,450	3,022,249	0.0872

- 2 Total of line 1, column (d) . . . . . 2 0.4551
- 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 0.0910
- 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . . . . 4 5,816,557
- 5 Multiply line 4 by line 3 . . . . . 5 529,307
- 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . . 6 24
- 7 Add lines 5 and 6 . . . . . 7 529,331
- 8 Enter qualifying distributions from Part XII, line 4 . . . . . 8 338,626  
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	48
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 . . . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	0
3	Add lines 1 and 2 . . . . .	3	48
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	48
6	<b>Credits/Payments</b>		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . .	6a	
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	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ►	9	48
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ►	10	
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> ► Refunded ►	11	

**Part VII-A Statements Regarding Activities**

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? . . . . .	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .	Yes	No
1b		X	
1c	<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>	Yes	No
1c		X	
2	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	Yes	No
2		X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____	Yes	No
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	Yes	No
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>	Yes	No
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>	Yes	No
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	Yes	No
4a		X	
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	Yes	No
4b		X	
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>	Yes	No
5		X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	Yes	No
6		X	
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>	Yes	No
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>MO</u>	Yes	No
8b	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	Yes	No
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>	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	Yes	No
10		X	

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . .	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	X
14	The books are in care of ► DALE R. SHEFF Telephone no ► 314-573-9200 Located at ► 34 N. MERAMEC AVE. ZIP+4 ► 63105		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ► 15 and enter the amount of tax-exempt interest received or accrued during the year. . . . .		
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? . . . . . 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 ►	16	Yes X 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"/> X 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"/> X No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X 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"/> X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here ►	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? . . . . .	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? . . . . .	4b	X

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

## 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
K.M. MAZZARELLA, DIRECTOR/PRESIDENT	NONE			
R.R. HARWOOD, DIRECTOR/TREASURER	NONE	NONE	NONE	NONE
M.W. GEEKIE, DIRECTOR/SECRETARY	NONE			
R.C. LYONS, DIRECTOR/VP	NONE	NONE	NONE	NONE
J.N. REED, VP	NONE			
S.S. CLIFFORD, DIRECTOR	NONE	NONE	NONE	NONE
B.L. PROPST, DIRECTOR	NONE			
W.P. MANSFIELD, DIRECTOR	NONE	NONE	NONE	NONE

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				

**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	_____	
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
<b>1</b>	_____	
	_____	
<b>2</b>	_____	
	_____	
All other program-related investments. See instructions		
<b>3</b>	_____	
	_____	
<b>Total.</b> 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	2,879,216
b	Average of monthly cash balances	1b	2,647,972
c	Fair market value of all other assets (see instructions)	1c	377,946
d	<b>Total</b> (add lines 1a, b, and c)	1d	5,905,134
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	5,905,134
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88,577
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,816,557
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	290,828

**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	290,828
2a	Tax on investment income for 2014 from Part VI, line 5	2a	48
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	48
3	Distributable amount before adjustments Subtract line 2c from line 1	3	290,780
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	290,780
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	290,780

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	338,626
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	338,626
b	Cash distribution test (attach the required schedule)	5	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	338,626
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)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 . . . . .				290,780
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 . . . . .	112,338			
b From 2010 . . . . .	90,896			
c From 2011 . . . . .	0			
d From 2012 . . . . .	226,929			
e From 2013 . . . . .	472,937			
f Total of lines 3a through e . . . . .	903,100			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 338,626				
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 . . . . .				290,828
e Remaining amount distributed out of corpus . . . . .	47,798			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	950,898			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 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 . . . . .				-48
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) . . . . .	112,338			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	838,560			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2010 . . . . .	90,896			
b Excess from 2011 . . . . .	0			
c Excess from 2012 . . . . .	226,929			
d Excess from 2013 . . . . .	472,937			
e Excess from 2014 . . . . .	47,798			

**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 . . . . .				► N/A	
b Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . . <b>b</b> 85% of line 2a . . . . . <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . . <b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . . <b>3</b> Complete 3a, b or c for the alternative test relied upon <b>a</b> "Assets" alternative test - enter (1) Value of all assets . . . . (2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . <b>b</b> 'Endowment' alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed . . . <b>c</b> "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . . (3) Largest amount of support from an exempt organization. . . . . (4) Gross investment income . . . .	Tax year		Prior 3 years		(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	

**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) )
- 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 or e-mail address of the person to whom applications should be addressed  
M.W. GEEKIE, VP & SECRETARY, GRAYBAR FOUNDATION, P.O. BOX 7231, ST. LOUIS, MO 63177  
b The form in which applications should be submitted and information and materials they should include

ON LETTERHEAD BACKGROUND OF ORGANIZATIONS, PURPOSE OF GRANT, PROPOSED BUDGET, LIST OF OTHER FUNDING

6 Any submission deadlines

NO. APPLICANTS WILL NORMALLY BE NOTIFIED WITHIN 120 DAYS OF REQUEST.

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

SOCIAL WELFARE OR PERFORMING ACTS WHERE COMPANY HAS PRESENCE      MUST BE TAX EXEMPT UNDER IRC 501(C) (3).

**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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
SEE ATTACHED		PC	THE CONTRIBUTIONS WERE MADE TO EXEMPT 501(C) (3) ORGANIZATIONS IN FURTHERANCE OF THE FOUNDATION'S EXEMPT PURPOSE	338,626
<b>Total</b> . . . . .			► 3a	338,626
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 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						
4 Dividends and interest from securities				14	32,595	
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						
8 Gain or (loss) from sales of assets other than inventory				14	5,911	
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)					38,506	
13 Total Add line 12, columns (b), (d), and (e)					13	38,506

(See worksheet in line 13 instructions to verify calculations )

**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)	X
(2)	Other assets . . . . .	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4)	Reimbursement arrangements . . . . .	1b(4)	X
(5)	Loans or loan guarantees . . . . .	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

**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

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

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

**Sign  
Here**

► Matthew W. Keebie | 10 | 13  
Signature of officer on this date Date

Date \_\_\_\_\_

**► VP & SECRETARY**

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

<b>Paid Preparer Use Only</b>	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			

► Attach to Form 990, Form 990-EZ, or Form 990-PF.  
► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**2014**

Name of the organization

GRAYBAR FOUNDATION

Employer identification number

43-1301419

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization GRAYBAR FOUNDATION	Employer identification number 43-1301419
--	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GRAYBAR ELECTRIC COMPANY, INC. 34 N. MERAMEC AVE. CLAYTON, MO 63105	\$ 1,570,149	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions )</small>
		\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions )</small>

Name of organization

GRAYBAR FOUNDATION

Employer identification number

43-1301419

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	-----	\$ -----	-----

---

**Name of organization**

**Employer identification number**

GRAYBAR FOUNDATION

43-1301419

### Part III

**Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ► \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

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

**GRAYBAR FOUNDATION**

**TAX YEAR: 2014**

**43-1301419**

Form 990-PF

**Part I: Analysis of Revenue and Expenses**

Line 1: Contributions, gifts, grants, etc. received

<u>Graybar Electric Company, Inc.</u>	1,570,149
<b>TOTAL</b>	<b>1,570,149</b>

**GRAYBAR FOUNDATION**

**TAX YEAR: 2014**

**43-1301419**

Form 990-PF

**Part I: Analysis of Revenue and Expenses**

Line 23: Other Expenses

<b>Bank/Trust Fees</b>	<b>36,129</b>
<b>TOTAL</b>	<b>36,129</b>

**GRAYBAR FOUNDATION**  
**TAX YEAR: 2014**  
**43-1301419**

Form 990-PF  
Part II: Balance Sheets

Lines 1, 10b, 10c, and 13:

	Line	Beginning of Year	End of Year
Cash and Cash Equivalents	1	4,876,569	110,557
Stock	10b	None	3,950,899
Bonds	10c	None	1,253,890
Real Estate	13	None	358,440
Commodities	13	None	351,653
<b>TOTAL</b>		<b>4,876,569</b>	<b>6,025,439</b>

GRAYBAR FOUNDATION

Contributions  
12/01/14 - 11/30/15

DATE	PAYEE	AMOUNT
Dec 18	Youth Learning Center	1,000 00
Jan 9	Matching Contributions - 4th Quarter 2014	2,355 00
Feb 20	Graybar Family Foundation	300 00
Mar 10	Matching Contributions - 1st Quarter 2015	8,750 00
Mar 6	Cancer Support Community	2,000 00
Mar 6	Fair St Louis	2,500 00
Mar 6	Forest Park Forever	8,000 00
Mar 6	Great Circle	2,000 00
Mar 6	Jewish Family & Children's Service	2,500 00
Mar 6	Make A Wish	5,000 00
Mar 6	Missouri Botanical Gardens	3,000 00
Mar 6	National Blues Museum	2,500 00
Mar 6	Pancreatic Cancer Action Network	5,000 00
Mar 6	Rebuilding Together - St Louis	5,000 00
Mar 6	Ronald McDonald House Charities	2,500.00
Mar 6	St Louis Art Museum	5,000 00
Mar 6	St Louis Zoo	10,000 00
Mar 6	St Patrick Center	2,500 00
Mar 6	United Negro College Fund	3,000 00
Mar 6	Wings of Hope	2,500 00
Mar 30	Opals House	2,500 00
May 13	American Red Cross	2,500 00
May 13	Saint Louis Art Fair	5,000 00
May 13	Teach for America - St Louis	5,000 00
May 15	St Louis Community Foundation	3,500 00
Jun 19	Junior Achievement of Greater St Louis	10,000 00
Aug 26	Matching Contributions - 3rd Quarter 2015	7,528 00
Aug 31	Action For Autism	2,000 00
Aug 31	ASL Association	6,800 00
Aug 31	Arts & Education Council	5,000 00
Aug 31	Boys Hope Girls Hope Of St Louis	7,500 00
Aug 31	Center For Hearing And Speech	1,000 00
Aug 31	Habitat For Humanity	5,000 00
Aug 31	The Joshua Chamberlain Society	3,000 00
Aug 31	Lafayett Industries North Inc	2,500 00
Aug 31	Let's Start	1,000 00
Aug 31	Magdalene St Louis	1,500 00
Aug 31	The Magic House	10,000 00

DATE	PAYEE	AMOUNT
Aug 31	Mers Missouri Goodwill Industries	2,500 00
Aug 31	The OASIS Institute	6,000 00
Aug 31	St Jude Runners	1,000 00
Aug 31	St Louis Symphony Orchestra	8,000 00
Aug 31	St Louis Zoo Association	5,000 00
Aug 31	Missouri Friends Of Injured Marines	10,000 00
Sep 17	American Cancer Society	5,000 00
Oct 16	American Red Cross	2,500 00
Oct 16	Assistance League of St Louis	2,500 00
Oct 16	Greater St Louis Area Council	6,000 00
Oct 16	Salvation Army Tree of Lights	3,000 00
Nov 4	United Way of Greater St Louis	115,500 00
Nov 4	Chrohn's & Colitis Foundation of America	10,000 00
Nov 4	Independence Center	1,000 00
Nov 13	Matching Contributions - 4th Quarter 2015	3,893 00
	TOTAL	<u><u>338,626 00</u></u>