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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▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning January 1, 2015, and ending December 31, 2015

Name of foundation Philip L. Graham Fund, 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.	Room/suite Suite 1700	B Telephone number (see instructions) 703-345-6300
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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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"/>

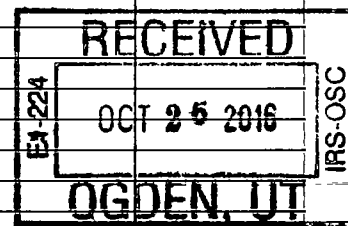
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis 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	1,112	1,112		
	4 Dividends and interest from securities	2,568,551	2,568,551		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,270,011			
	b Gross sales price for all assets on line 6a	9,548,572			
	7 Capital gain net income (from Part IV, line 2)		3,258,445		
	8 Net short-term capital gain			0	
	9 Income modifications			178,550	
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	5,839,674	5,828,108	178,550	
	13 Compensation of officers, directors, trustees, etc.	219,331			219,331
	14 Other employee salaries and wages	74,197			74,197
	15 Pension plans, employee benefits	11,890			11,890
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	13,500			13,500
	c Other professional fees (attach schedule)	570,356	570,356		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	120,511			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,778			3,778
	22 Printing and publications				
	23 Other expenses (attach schedule)	11,822			11,822
	24 Total operating and administrative expenses. Add lines 13 through 23	1,025,384	570,356		334,518
	25 Contributions, gifts, grants paid	5,068,000			5,068,000
	26 Total expenses and disbursements. Add lines 24 and 25	6,093,384	570,356		5,402,518
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	(253,710)			
	b Net investment income (if negative, enter -0-)		5,257,752		
	c Adjusted net income (if negative, enter -0-)			178,550	

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2015)

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Batching Ogden
OCT 27 2016

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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		14,356,648	6,532,885	6,532,885
	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)		62,038,569	69,787,172	88,216,075
	c Investments—corporate bonds (attach schedule)		13,000,000	13,000,000	12,024,390
	11 Investments—land, buildings, and equipment: basis ▶				
Liabilities	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)		89,395,217	89,320,057	106,773,350
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
Net Assets or Fund Balances	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)				
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		89,395,217	89,320,057	
	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				
Net Assets or Fund Balances	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)		89,395,217	89,320,057	
	31 Total liabilities and net assets/fund balances (see instructions)		89,395,217	89,320,057	

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	89,395,217
2 Enter amount from Part I, line 27a	2	(253,710)
3 Other increases not included in line 2 (itemize) ▶ Prior Year Grants Returned in 2015	3	178,550
4 Add lines 1, 2, and 3	4	89,320,057
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	89,320,057

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 9,548,572		6,290,127	3,258,445	
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	3,258,445
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))
2014	5,143,478	114,650,308	.0449
2013	4,486,487	107,566,541	.0417
2012	4,600,496	97,062,870	.0474
2011	4,675,641	93,236,321	.0501
2010	4,413,645	86,204,328	.0512
2 Total of line 1, column (d)			2 .2353
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 .0471
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 114,655,841
5 Multiply line 4 by line 3			5 5,400,290
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 52,578
7 Add lines 5 and 6			7 5,452,868
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 5,402,518

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	105,155	
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	105,155	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	105,155	
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	114,301	
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	114,301	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,146	
11	Enter the amount of line 10 to be. Credited to 2016 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 <i>General Instruction G</i> ? <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 2015 or the taxable year beginning in 2015 (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)

	Yes	No
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)		✓
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)		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	✓	
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.	► <input type="checkbox"/>	
and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2015, 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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	✓

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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<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 2015 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 2015.)	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 2015?	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))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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, Laura O'Shaughnessy 1300 17th Street N, Suite 1700 Arlington, VA 22209	Trustee; Trustee; Trustee	0,0	0,0	0,0
Martin Cohen, Katherine Weymouth, Pinkie Mayfield 1300 17th Street N, Suite 1700 Arlington, VA 22209	Trustee; Trustee; Trustee and Treas.	0,0	0,0	0,0
Daniel Lynch, Theodore Lutz 1300 17th Street N, Suite 1700 Arlington, VA 22209	Asst Treas.; Trustee & 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	219,331; 74,197	2,248; 761	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	92,430,867
b	Average of monthly cash balances	1b	23,971,002
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	116,401,869
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	116,401,869
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	1,746,028
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	114,655,841
6	Minimum investment return. Enter 5% of line 5	6	5,732,792

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	5,732,792
2a	Tax on investment income for 2015 from Part VI, line 5	2a	105,155
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	105,155
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,627,637
4	Recoveries of amounts treated as qualifying distributions	4	178,550
5	Add lines 3 and 4	5	5,806,187
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	5,806,187

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	5,402,518
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	5,402,518
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	5,402,518

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				5,806,187
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015:				
a From 2010	151,401			
b From 2011	179,246			
c From 2012	0			
d From 2013	0			
e From 2014	0			
f Total of lines 3a through e	330,647			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 5,402,518				
a Applied to 2014, 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 2015 distributable amount				5,402,518
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	403,669			403,669
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	(73,022)			
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 2014. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				
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 2010 not applied on line 5 or line 7 (see instructions)	(252,268)			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	179,246			
10 Analysis of line 9:				
a Excess from 2011	179,246			
b Excess from 2012	0			
c Excess from 2013	0			
d Excess from 2014	0			
e Excess from 2015	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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
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 XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
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?		
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	10/18/16 Date	Title

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 2015
Part I, Line 23

Other Expenses

Computer Software	\$	6,477
Dues	\$	750
Insurance	\$	594
Miscellaneous	\$	763
Meals	\$	2,464
Office Supplies	\$	283
Postage	\$	491
	\$	<u>11,822</u>

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

Form 990-PF for 2015
Part II, Line 10

	Investments		
	Book Value		Market Value
	Beginning of Year	End of Year	End of Year
Common Stock	62,038,569	69,787,172	88,216,075
Fixed Income Securities	13,000,000	13,000,000	12,024,390
	75,038,569	82,787,172	100,240,465

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

Form 990-PF for 2015
Part I, Line 25

2015 Summary of Grants

Arts and Humanities	\$	725,000
Community Endeavors	\$	150,000
Education	\$	1,410,000
Health and Human Services	\$	2,465,000
Journalism and Communications	\$	75,000
Emergency Assistance	\$	243,000
Total:	\$	5,068,000

PLG Fund - 2015 Grants Paid

Program Area	Grantee	Paid
Regular Cash Grants		
ARTS AND HUMANITIES	American Youth Philharmonic Orchestras 4026 Hummer Road Annandale, VA 22003 <i>To purchase needed IT and office equipment</i>	\$15,000.00
HEALTH AND HUMAN SERVICES	The Arc of Northern Virginia 2755 Hartland Road, Suite 200 Falls Church, VA 22043 <i>To support needed IT infrastructure and office equipment upgrades</i>	\$30,000.00
ARTS AND HUMANITIES	Art Works Now 3711 Rhode Island Avenue Mt. Rainier, MD 20712 <i>To support the renovation of a new program space for arts education programming for children, youth and families in Prince George's County</i>	\$40,000.00
EDUCATION	BEACON for Adult Literacy 9535 Linton Hall Rd. Bristow, VA 20136 <i>To fund needed IT infrastructure upgrades and website improvements</i>	\$25,000.00
HEALTH AND HUMAN SERVICES	Bridges from School to Work 8720 Georgia Avenue, Suite 904 Silver Spring, MD 20910 <i>For program support in the Washington, DC metropolitan area</i>	\$75,000.00
COMMUNITY ENDEAVORS	Building Bridges Across the River 1901 Mississippi Avenue, SE Washington, DC 20020 <i>For capital support of the Phase III expansion of THEARC</i>	\$150,000.00
EDUCATION	Businesses United In Investing Lending and Development (BUILD) 1763 Columbia Road, NW, First Floor Washington, DC 20009 <i>To provide capital support for the creation of School-Based Innovation LaunchPads at five BUILD partner schools</i>	\$30,000.00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Catholic Charities of the Diocese of Arlington, Inc. 200 North Glebe Road, Suite 506 Arlington, VA 22203 <i>To support the purchase of a refrigerated delivery van, produce bins for vegetables, and food tracking software for their healthy eating initiative</i>	\$40,000.00
EDUCATION	Center for Alexandria's Children, Inc. 1900 North Beauregard Street, Suite 200 Alexandria, VA 22311 <i>To support curriculum development and for general operating support</i>	\$25,000.00
EDUCATION	Center for Inspired Teaching 1436 U Street, NW, Suite 400 Washington DC, DC 20009 <i>To develop an online platform for Center for Inspired Teaching's stakeholders</i>	\$35,000.00
HEALTH AND HUMAN SERVICES	Central Union Mission 65 Massachusetts Avenue, NW Washington, DC 20001 <i>To purchase a new heat exchanger needed to provide hot water to the Mission at the Gales School facility</i>	\$50,000.00
HEALTH AND HUMAN SERVICES	Charlie's Place 1830 Connecticut Avenue, NW Washington, DC 20009 <i>To partially underwrite the expansion of meal and case management services and to support capital repairs at Charlie's Place</i>	\$20,000.00
HEALTH AND HUMAN SERVICES	The Children's Inn at NIH 7 West Drive Bethesda, MD 20814 <i>To fund the renovation of The Inn's Family Exercise Studio</i>	\$40,000.00
JOURNALISM AND COMMUNICA TIONS	Columbia University Graduate School of Journalism Pulitzer Hall, MC 3801 2950 Broadway New York, NY 10027 <i>To fund scholarships for students at the Graduate School of Journalism</i>	\$25,000.00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Common Good City Farm P.O. Box 26030 Washington, DC 20001 <i>To support capital improvements to the Common Good City Farm needed to extend the growing season from 7 to 12 months and better meet year-round needs for healthy food and effective education</i>	\$15,000.00
HEALTH AND HUMAN SERVICES	Community Advocates for Family & Youth 9201 Basil Court, Suite 160 Largo, MD 20774 <i>For needed security upgrades, computers and office furniture as well as general operating support</i>	\$30,000.00
HEALTH AND HUMAN SERVICES	Community Living Alternatives 9401 Lee Highway, #406 Fairfax, VA 22031 <i>For needed repairs to group homes</i>	\$50,000.00
HEALTH AND HUMAN SERVICES	Community Lodgings 3912 Elbert Avenue, Suite 108 Alexandria, VA 22305 <i>To support the renovation of 28 bathrooms and 6 kitchens in its affordable housing units</i>	\$35,000.00
HEALTH AND HUMAN SERVICES	Culmore Clinic PO Box 8332 Falls Church, VA 22041 <i>For costs associated with the implementation of an electronic medical records database for the Clinic</i>	\$40,000.00
HEALTH AND HUMAN SERVICES	DC Central Kitchen, Inc. 425 Second Street NW Washington, DC 20001 <i>To purchase two new delivery vehicles</i>	\$75,000.00
EDUCATION	District of Columbia College Access Program 1400 L Street, NW #400 Washington, DC 20005 <i>For general operating support</i>	\$400,000.00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	DC Diaper Bank 1532 A Street, NE Washington, DC 20002 <i>For needed equipment, supplies and IT upgrades in the DCDB warehouse</i>	\$30,000.00
HEALTH AND HUMAN SERVICES	DC SAFE PO Box 7412 Washington, DC 20044 <i>To upgrade the DC SAFE client database</i>	\$25,000.00
EDUCATION	DC Scores 1224 M Street, NW, Suite 200 Washington, DC 20005 <i>For needed IT upgrades</i>	\$35,000.00
HEALTH AND HUMAN SERVICES	DC Volunteer Lawyers Project 5335 Wisconsin Avenue, NW, Suite 440 Washington, DC 20015 <i>To support the full implementation of new legal and case management software and the purchase of four new laptops</i>	\$25,000.00
ARTS AND HUMANITIES	Dance Place 3225 8th Street, NE Washington, DC 20017 <i>To complete the final phase of the capital improvements to the Dance Place facility</i>	\$50,000.00
EDUCATION	Don Bosco Cristo Rey High School 1010 Larch Avenue Takoma Park, MD 20912 <i>For the purchase of computers for the Library Technology and Research Center and laptops to be used in classrooms</i>	\$75,000.00
HEALTH AND HUMAN SERVICES	The Downtown Cluster's Geriatric Day Care Center, Inc. 926 11th Street, NW Washington, DC 20001 <i>To purchase needed equipment and furniture for the adult day center</i>	\$40,000.00
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

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	The Fenwick Foundation 23 N. Fenwick Street Arlington, VA 22201 <i>To support a pilot program designed to provide dental care to low-income Medicaid individuals living in Northern Virginia long-term care residences who currently only receive emergency care</i>	\$15,000.00
EDUCATION	Generation Hope 415 Michigan Avenue, NE, Suite 250 Washington, DC 20017 <i>To support IT infrastructure upgrades and for general operating support</i>	\$25,000.00
HEALTH AND HUMAN SERVICES	Great and Small 17320 Moore Road Boys, MD 20841 <i>To support the replacement of approximately 9,000 linear feet of fencing</i>	\$25,000.00
JOURNALISM AND COMMUNICA TIONS	The Greater Washington Educational Telecommunications Association (WETA) 3939 Campbell Avenue Arlington, VA 22206 <i>For general operating support in honor of Boisfeuillet Jones, Jr</i>	\$50,000.00
HEALTH AND HUMAN SERVICES	Green Door 1221 Taylor Street, NW Washington, DC 20011 <i>To support the renovation of existing office space into an area that will house an integrated healthcare facility</i>	\$50,000.00
EDUCATION	Heart of America Foundation 2270 Beaver Road Landover, MD 20785 <i>To fund library revitalization projects in Prince George's and Prince William Counties</i>	\$35,000.00
HEALTH AND HUMAN SERVICES	Herndon-Reston FISH, Inc. 336 Victory Drive Herndon, VA 20170 <i>To fund needed IT infrastructure upgrades</i>	\$30,000.00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Hero Dogs, Inc. P.O. Box 64 Brookeville, MD 20833-0064 <i>To purchase a cargo/passenger van to transport service dogs and veteran clients</i>	\$50,000.00
ARTS AND HUMANITIES	Historical Society of Washington, DC 801 K Street, NW Washington, DC 20001 <i>For needed IT upgrades</i>	\$20,000.00
HEALTH AND HUMAN SERVICES	Homestretch, Inc. 303 S. Maple Avenue Falls Church, VA 22046 <i>To purchase a passenger van for program use</i>	\$30,000.00
ARTS AND HUMANITIES	Imagination Stage, Inc. 4908 Auburn Avenue Bethesda, MD 20814 <i>To support the conversion to Tessitura integrated ticketing, fundraising and customer relationship software</i>	\$30,000.00
HEALTH AND HUMAN SERVICES	Interfaith Works, Inc. 114 W. Montgomery Avenue Rockville, MD 20850 <i>To purchase and implement Interfaith Works' first organization-wide case management software</i>	\$50,000.00
EDUCATION	Ivymount School, Inc. 11614 Seven Locks Road Rockville, MD 20854 <i>To build a model accessible playground to serve students with disabilities</i>	\$75,000.00
HEALTH AND HUMAN SERVICES	Jewish Council for the Aging of Greater Washington, Inc. 12320 Parklawn Drive Rockville, MD 20852 <i>To purchase two new buses needed to transport vulnerable seniors across the community</i>	\$65,000.00
HEALTH AND HUMAN SERVICES	Jewish Foundation for Group Homes 1500 East Jefferson Street Rockville, MD 20852 <i>To remodel a bathroom and make necessary plumbing repairs at two group homes in Montgomery County, MD</i>	\$25,000.00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Joseph's House, Inc. 1730 Lanier Place, NW Washington, DC 20009 <i>To support the construction of a fully accessible, healing garden for use by residents, visitors, staff, and volunteers</i>	\$40,000.00
HEALTH AND HUMAN SERVICES	Kids Smiles, Inc. 3751 Island Avenue, 2nd Floor Philadelphia, PA 19153 <i>To provide equipment and supplies for a second Washington, DC Kids Smiles dental center</i>	\$50,000.00
HEALTH AND HUMAN SERVICES	Kirstin's Haven, Inc. 5517 Auth Road Suitland, MD 20746 <i>To purchase furnishings, computers and a van for a new 5 unit transitional housing facility for homeless veterans in Prince George's County</i>	\$30,000.00
HEALTH AND HUMAN SERVICES	The Lamb Center 3220 Old Lee Highway Fairfax, VA 22030 <i>For the build out of a new facility</i>	\$35,000.00
HEALTH AND HUMAN SERVICES	Latin American Youth Center 1419 Columbia Road, NW Washington, DC 20009 <i>For future capital improvements as part of LAYC's Futuro Fund, a \$5,000,000 three year effort to ensure LAYC's future sustainability and success</i>	\$150,000.00
ARTS AND HUMANITIES	Levine Music, Inc. 2801 Upton Street, NW Washington, DC 20008 <i>For technological upgrades to the Northwest Washington campus</i>	\$30,000.00
EDUCATION	Life Pieces to Masterpieces, Inc. 5600 Eads Street, NE Washington, DC 20019 <i>To support IT infrastructure upgrades</i>	\$35,000.00
EDUCATION	Literacy Council of Northern Virginia 2855 Annandale Road Falls Church, VA 22042 <i>To modernize the Literacy Council of Northern Virginia's Resource Library</i>	\$35,000.00

Program Area	Grantee	Paid
EDUCATION	Literacy Lab 623 Florida Avenue, NW Washington, DC 20001 <i>For needed IT infrastructure upgrades</i>	\$30,000.00
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>	\$300,000.00
HEALTH AND HUMAN SERVICES	Mary's Center for Maternal and Child Care, Inc. 2333 Ontario Road, NW Washington, DC 20009 <i>To purchase a new HVAC system at the Mary's Center Adelphi, Maryland clinic</i>	\$45,000.00
ARTS AND HUMANITIES	The Metropolitan Center for the Visual Arts, Inc. 155 Gibbs Street, Suite 300 Rockville, MD 20850 <i>To fund needed IT upgrades and staff training</i>	\$25,000.00
HEALTH AND HUMAN SERVICES	Mi Casa, Inc. 6230 3rd Street, NW Washington, DC 20011 <i>To purchase furniture, furnishings and computer equipment for an intergenerational affordable housing program serving low-income seniors and teenage mothers aging out of foster care and their children</i>	\$40,000.00
HEALTH AND HUMAN SERVICES	Montgomery Hospice 1355 Piccard Drive, Suite 100 Rockville, MD 20850 <i>To support the purchase of an automated medication dispensing cabinet for the inpatient facility of Montgomery Hospice</i>	\$50,000.00
HEALTH AND HUMAN SERVICES	Muslim Community Center, Inc. 15200 New Hampshire Avenue Silver Spring, MD 20905 <i>For needed IT infrastructure upgrades and patient portal education efforts at the MCC Medical Clinic</i>	\$25,000.00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	McClendon Center 1313 New York Avenue, NW Washington, DC 20005 <i>To purchase a new phone system needed for improved customer service</i>	\$30,000.00
HEALTH AND HUMAN SERVICES	Northern Virginia Dental Clinic, Inc. 5827 Columbia Pike, Suite 405 Falls Church, VA 22041 <i>To support the purchase of dental equipment and technology in conjunction with the relocation and expansion of the Northern Virginia Dental Clinic</i>	\$100,000.00
HEALTH AND HUMAN SERVICES	Nourish Now Foundation, Inc. 1111 Taft Street Rockville, MD 20850 <i>To purchase a refrigerated truck in order to better secure, store, and distribute unused fresh food to those in need</i>	\$35,000.00
HEALTH AND HUMAN SERVICES	Our Daily Bread, Inc. 4080 Chain Bridge Road Fairfax, VA 22030 <i>For needed IT infrastructure upgrades</i>	\$20,000.00
HEALTH AND HUMAN SERVICES	Project Mend-A-House, Inc. 9500 Technology Drive, Suite 101 Manassas, VA 20110 <i>To purchase a new truck used to transport project materials and durable medical equipment</i>	\$25,000.00
HEALTH AND HUMAN SERVICES	PRS, Inc. 1761 Old Meadow Road McLean, VA 22102 <i>To upgrade systems and improve facilities in the PRS CrisisLink Call Center</i>	\$40,000.00
EDUCATION	Quest Arts for Everyone 7414 Newburg Drive Lanham, MD 20706 <i>To support arts integration programming in 41 Prince George's County Public Schools in the 2015-2016 school year</i>	\$25,000.00

Program Area	Grantee	Paid
EDUCATION	Reading Connection, Inc. 4001 9th Street North, Suite 226 Arlington, VA 22203-1900 <i>To purchase furnishings and computers related to the much needed move to larger office space</i>	\$30,000.00
EDUCATION	Reading Partners 1224 M Street, NW, Suite 301 Washington, DC 20005 <i>To support a needed technology upgrade that will support program growth to serve 1,000 students across Washington, DC by the 2016-2017 school year</i>	\$20,000.00
EDUCATION	REAL School Gardens 5520 Connecticut Avenue, NW, Suite 200 Washington, DC 20015 <i>To support the garden construction and teacher training partnership with Mary Harris "Mother" Jones Elementary School in Prince George's County, MD</i>	\$25,000.00
HEALTH AND HUMAN SERVICES	Rebuilding Together of Montgomery County 18225-A Flower Hill Way Gaithersburg, MD 20879 <i>For needed IT infrastructure upgrades</i>	\$30,000.00
ARTS AND HUMANITIES	Sandy Spring Museum, Inc. 17901 Bentley Road Sandy Spring, MD 20860 <i>To convert a 19th century barn into income-generating, artist studios</i>	\$25,000.00
HEALTH AND HUMAN SERVICES	The Senior Connection of Montgomery County, Inc. 3950 Ferrara Drive Silver Spring, MD 20906 <i>For needed IT upgrades</i>	\$20,000.00
ARTS AND HUMANITIES	Shakespeare Theatre 516 Eighth Street, SE Washington, DC 20003 <i>To support the Free for All program for the next three years (2015 - 2017)</i>	\$150,000.00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Shelter House 12310 Pinecrest Road, Suite 304 Reston, VA 20191 <i>To purchase two passenger vans to transport residents to court, job and housing interviews, and other meetings vital to their safety and stabilization</i>	\$55,000.00
HEALTH AND HUMAN SERVICES	Shepherd's Table 8210 Dixon Avenue Silver Spring, MD 20910 <i>To purchase needed IT and program equipment and for general operating support</i>	\$25,000.00
HEALTH AND HUMAN SERVICES	SOME, Inc. 71 O Street, NW Washington, DC 20001 <i>To complete the renovation of Freedom House</i>	\$100,000.00
HEALTH AND HUMAN SERVICES	St. Ann's Center for Children, Youth and Families 4901 Eastern Avenue Hyattsville, MD 20782 <i>For entrance renovation and security updates to all building doors</i>	\$80,000.00
ARTS AND HUMANITIES	Step Afrika! 1333 H Street, NE Washington, DC 20002 <i>To purchase a minivan needed to bring performances and arts education programs to students across DC, MD and VA</i>	\$30,000.00
ARTS AND HUMANITIES	The Strathmore Hall Foundation, Inc. 5103 Tuckerman Lane North Bethesda, MD 20852 <i>To upgrade and enhance the public spaces located in Strathmore's education center</i>	\$75,000.00
ARTS AND HUMANITIES	Studio Theatre, Inc. 1501 14th Street, NW Washington, DC 20005 <i>To support renovations to the Corcoran Street property for visiting artists in honor of Gerald Rosberg</i>	\$200,000.00

Program Area	Grantee	Paid
HEALTH AND HUMAN SERVICES	Suited for Change 1010 Vermont Avenue, NW, Suite 450 Washington, DC 20005 <i>For needed website updates</i>	\$20,000.00
EDUCATION	Two Rivers Public Charter School, Inc. 1227 4th Street, NE Washington, DC 20002 <i>To support the final phase of the renovation of the Community Room at the Two Rivers PCS Charles E. Young Campus</i>	\$50,000.00
HEALTH AND HUMAN SERVICES	United Community Ministries, Inc. 7511 Fordson Road Alexandria, VA 22306 <i>For needed IT upgrades</i>	\$50,000 00
EDUCATION	Virginia Foundation For Community College Education Virginia Community College System 300 Arboretum Place, Suite 200 Richmond, VA 23236 <i>To support expansion of the Great Expectations Program at Northern Virginia Community College</i>	\$25,000.00
EDUCATION	Washington English Center 2200 California Street, NW WASHINGTON, DC 20008 <i>To upgrade computers in Washington English Center's ESL Language Lab and Computer classroom</i>	\$35,000.00
EDUCATION	Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017 <i>To purchase two school vans for daily use by teachers, coaches, and alumni mentors to transport students and graduates</i>	\$50,000.00
EDUCATION	The Washington Latin Public Charter School 5200 2nd Street NW Washington, DC 20011 <i>To build a gymnasium and community space at the 2nd St, NW school site to serve Washington Latin students and the Ward 4 community</i>	\$50,000.00

Program Area	Grantee	Paid
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
EDUCATION	Washington Tennis & Education Foundation 1600 Kennedy Street, NW Washington, DC 20011 <i>To purchase 30 new computers for use by children and adults in the Center for Excellence at WTEF's East Capitol Campus</i>	\$25,000.00
HEALTH AND HUMAN SERVICES	Wendt Center for Loss and Healing 4201 Connecticut Avenue, NW, Suite 300 Washington, DC 20008 <i>To furnish and equip newly expanded office and conference/training room space and improve technology infrastructure to accommodate organizational growth</i>	\$35,000.00
HEALTH AND HUMAN SERVICES	Whitman-Walker Health 1701 14th Street, NW Washington, DC 20009 <i>To purchase needed equipment and furnishings for the dental suites and services at the new Whitman-Walker Health located at 1525 14th Street, NW</i>	\$75,000.00
ARTS AND HUMANITIES	World Arts Focus 3309 Bunker Hill Road Mount Rainier, MD 20712-1922 <i>To support the final phase of capital improvements for the black box theater</i>	\$35,000.00
Total Regular Cash Grants (92 items)		\$4,675,000.00
<u>University Grants</u>		
	Howard University c/o Bank of America Lockbox Services Howard University Operating Account 417853 MA5-527-02-07 2 Morrissey Boulevard Dorchester, MA 02125 <i>For unrestricted use</i>	\$100,000.00

Program Area	Grantee	Paid
	Marymount University 2807 North Glebe Road Arlington, VA 22207 <i>For unrestricted use</i>	\$50,000.00
Total University Grants (2 items)		\$150,000.00
<u>Year-End Assistance Grants</u>		
	ACTS of Prince William County P.O. Box 74 Dumfries, VA 22026 <i>for year-end emergency assistance</i>	\$8,000.00
	Alive! 2723 King Street Alexandria, VA 22302 <i>for year-end emergency assistance</i>	\$3,000.00
	Arlington Food Assistance Center 2708 South Nelson Street Arlington, VA 22206 <i>for year-end emergency assistance</i>	\$5,000.00
	Arlington Street People's Assistance Network, Inc. P.O. Box 100731 Arlington, VA 22210 <i>for year-end emergency assistance</i>	\$5,000.00
	Bethany House of Northern Virginia, Inc. 6121 Lincolnia Road, Suite 303 Alexandria, VA 22312 <i>for year-end emergency assistance</i>	\$3,000.00
	Bread for the City 1525 7th Street, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$12,000.00
	Bridges to Independence 3103 9Th Rd N Arlington, VA 22201-2125 <i>for year-end emergency assistance</i>	\$3,000.00
	Calvary Women's Services 1217 Good Hope Road, SE Washington, DC 20002 <i>for year-end emergency assistance</i>	\$5,000.00

Program Area	Grantee	Paid
	Capital Area Food Bank 4900 Puerto Rico Avenue, NE Washington, DC 20017 <i>for year-end emergency assistance</i>	\$18,000.00
	Capitol Hill Group Ministry 421 Seward Square, SE Washington, DC 20003 <i>for year-end emergency assistance</i>	\$2,500.00
	Carpenter's Shelter 930 North Henry Street Alexandria, VA 22314 <i>for year-end emergency assistance</i>	\$5,000.00
	Catholic Charities of the Archdiocese of Washington 924 G Street, NW Washington, DC 20001-4532 <i>for year-end emergency assistance</i>	\$14,000.00
	Christ House 1717 Columbia Road, NW Washington, DC 20009 <i>for year-end emergency assistance</i>	\$3,000.00
	Coalition for the Homeless 1234 Massachusetts Avenue, NW Suite C-1015 Washington, DC 20005 <i>for year-end emergency assistance</i>	\$8,000.00
	Columbia Baptist Spend Yourself Food Pantry 3245 Glen Carlyn Road Falls Church, VA 22041 <i>For year-end emergency assistance</i>	\$2,000.00
	Community Crisis Services P.O. Box 149 Hyattsville, MD 20781 <i>for year-end emergency assistance</i>	\$3,000.00
	Community Family Life Services, Inc. 305 E Street, NW Washington, DC 20001 <i>for year-end emergency assistance</i>	\$4,000.00

VOIDED Cash went out in 2016

Program Area	Grantee	Paid
	Community of Hope 4 Atlantic Street, SW Washington, DC 20032 <i>For year-end emergency assistance</i>	\$3,000.00
	Cornerstones, Inc. 11150 Sunset Hills Road, Suite 210 Reston, VA 20190 <i>for year-end emergency assistance</i>	\$3,500.00
	Doorways for Women & Families, Inc. P.O. Box 100185 Arlington, VA 22210 <i>for year-end emergency assistance</i>	\$3,000.00
	Downtown Cluster of Congregations 1313 New York Avenue, NW Washington, DC 20005 <i>for year-end emergency assistance</i>	\$6,500.00
	ECHO, Inc. 7205 Old Keene Mill Road Springfield, VA 22150 <i>for year-end emergency assistance</i>	\$3,500.00
	FACETS 10640 Page Avenue, Suite 300 Fairfax, VA 22030 <i>for year-end emergency assistance</i>	\$4,500.00
	Food for Others 2938 Prosperity Avenue Fairfax, VA 22031 <i>for year-end emergency assistance</i>	\$7,000.00
	Friends of Falls Church Homeless Shelter P.O. Box 6979 Falls Church, VA 22040 <i>for year-end emergency assistance</i>	\$3,000.00
	Friendship Place 4713 Wisconsin Avenue, NW Washington, DC 20016 <i>for year-end emergency assistance</i>	\$3,500.00
	Georgetown Ministry Center 1041 Wisconsin Avenue, NW Washington, DC 20007 <i>for year-end emergency assistance</i>	\$2,500.00

Program Area	Grantee	Paid
	The Good Shepherd Alliance 20684 Ashburn Road Ashburn, VA 20147 <i>for year-end emergency assistance</i>	\$3,000.00
	Koinonia Foundation, Inc. 6037 Koinonia Road Alexandria, VA 22310 <i>for year-end emergency assistance</i>	\$2,500.00
	Lorton Community Action Center P.O. Box 154 Lorton, VA 22199-0154 <i>for year-end emergency assistance</i>	\$3,500.00
	Loudoun Interfaith Relief, Inc. 750 Miller Drive, Suite A-1 Leesburg, VA 20175 <i>for year-end emergency assistance</i>	\$9,000.00
	Manna Food Center 9311 Gaither Road Gaithersburg, MD 20877 <i>for year-end emergency assistance</i>	\$8,000.00
	Mary House, Inc. 4303 13th Street, NE Washington, DC 20017-3828 <i>for year-end emergency assistance</i>	\$3,000.00
	Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20037 <i>for year-end emergency assistance</i>	\$4,000.00
	Mission of Love Charities 6180 Old Central Avenue Capitol Heights, MD 20743 <i>for year-end emergency assistance</i>	\$3,000.00
	My Sister's Place, Inc. P.O. Box 29596 Washington, DC 20017 <i>for year-end emergency assistance</i>	\$3,000.00
	N Street Village 1226 Vermont Ave NW Washington, DC 20005 <i>for year-end emergency assistance</i>	\$5,000.00

Program Area	Grantee	Paid
	The National Center for Children and Families 6301 Greentree Road Bethesda, MD 20817 <i>for year-end emergency assistance</i>	\$5,000.00
	Neighbors' Consejo 3118 16th Street, NW Washington, DC 20010 <i>for year-end emergency assistance</i>	\$3,000.00
	New Hope Housing 8407-E Richmond Highway Alexandria, VA 22309 <i>for year-end emergency assistance</i>	\$6,000.00
	Northern Virginia Family Service 10455 White Granite Drive Oakton, VA 22124 <i>for year-end emergency assistance</i>	\$7,500.00
	Samaritan Ministry of Greater Washington 1516 Hamilton Street, NW Washington, DC 20011 <i>for year-end emergency assistance</i>	\$6,000.00
	St. Luke's Shelter 3401 Nebraska Avenue, NW Washington, DC 20016 <i>for year-end emergency assistance</i>	\$3,000.00
	Streetlight Community Outreach Ministries 1550 Prince William Parkway, Suite B Woodbridge, VA 22191 <i>for year-end emergency assistance</i>	\$3,000.00
	Thrive DC 1525 Newton Street, NW, Suite G Washington, DC 20010 <i>for year-end emergency assistance</i>	\$4,500.00
	United Communities Against Poverty 1400 Doewood Lane Capitol Heights, MD 20731 <i>for year-end emergency assistance</i>	\$7,000.00

Program Area	Grantee	Paid
	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
	The Salvation Army 2626 Pennsylvania Avenue, NW Washington, DC 20037 <i>for year-end emergency assistance</i>	\$9,000.00
<i>Total Year-End Assistance Grants (48 items)</i>		\$245,000.00
Grand Totals (142 items)		\$5,070,000.00
		(2,000.00) pg 15 ✓
		<u>5,068,000 ✓</u>

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

Form 990-PF for 2015
Part XV3b - Outstanding Pledges

<u>Grantee:</u>	<u>2016</u>	<u>Total</u>
Martha's Table	\$ 300,000	\$ 300,000
Totals:	\$ 300,000	\$ 300,000

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

Form 990-PF for 2015
Part I, Line 16c

Other Professional Fees

Mellon Asset Servicing	\$	75,181
Consulting Fee	\$	495,175
	<u>\$</u>	<u>570,356</u>

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

Form 990-PF for 2015
Part I, Line 18

Taxes

Estimated payments for 2015 Federal excise taxes	\$	114,301
Payment for 2014 additional Federal excise taxes	\$	6,210
Less: Tax refund	\$	-
Net tax expense	\$	<u>120,511</u>

Schedule 9
Philip L. Graham Fund
E.I.N 52-6051781

Form 990-PF for 2015
Part I, Line 16b

Accounting Fees

PWC Audit Fees

\$	13,500
\$	13,500