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2009 Georgia Storms

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Final return Amended return Address change Name change

| | | |
|--|--|--|
| Use the IRS label. Otherwise, print or type. See Specific Instructions | Name of foundation THE GRAVES FOUNDATION, INC. Number and street (or P.O. box number if mail is not delivered to street address) Room/suite P.O. BOX 53015 City or town, state, and ZIP code ATLANTA, GA 30305 | A Employer identification number 58-1876906 B Telephone number 404 266-9102 |
| 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 | | C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,568,661. (Part I, column (d) must be on cash basis) | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small> | (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 | | | | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 15,532. | 15,532. | | STATEMENT 2 |
| 4 Dividends and interest from securities | 42,080. | 42,080. | | STATEMENT 3 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | -782,163. | | | STATEMENT 1 |
| b Gross sales price for all assets on line 6a | 2,528,040. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | 54,008. | 54,008. | 0. | STATEMENT 4 |
| 12 Total. Add lines 1 through 11 | -670,543. | 111,620. | 0. | |
| 13 Compensation of officers, directors, trustees, etc | 0. | 0. | 0. | 0. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | | | | |
| b Accounting fees STMT 5 | 5,750. | 5,750. | 0. | 0. |
| c Other professional fees STMT 6 | 346. | 346. | 0. | 0. |
| 17 Interest | | | | |
| 18 Taxes STMT 7 | 4,799. | 4,799. | 0. | 0. |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses STMT 8 | 85. | 85. | 0. | 0. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 10,980. | 10,980. | 0. | 0. |
| 25 Contributions, gifts, grants paid | 330,111. | | | 330,111. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 341,091. | 10,980. | 0. | 330,111. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -1,011,634. | | | |
| b Net investment income (if negative, enter -0-) | | 100,640. | | |
| c Adjusted net income (if negative, enter -0-) | | | 0. | |

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Form **990-PF** (2008)

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | |
|---|--|---|-------------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 1,038,646. | 1,073,355. | 1,073,355. |
| | 3 Accounts receivable ▶ 5,000. | | | |
| | Less: allowance for doubtful accounts ▶ | | 5,000. | 5,000. |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock | | | |
| | c Investments - corporate bonds | | | |
| 11 Investments - land, buildings, and equipment basis ▶ | | | | |
| Less: accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other | | | | |
| 14 Land, buildings, and equipment: basis ▶ | | | | |
| Less: accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶ STATEMENT 9) | 4,286,040. | 3,121,392. | 2,490,306. | |
| 16 Total assets (to be completed by all filers) | 5,324,686. | 4,199,747. | 3,568,661. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶ STATEMENT 10) | 14,138. | 2,222. | |
| 23 Total liabilities (add lines 17 through 22) | 14,138. | 2,222. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 5,310,548. | 4,197,525. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| 29 Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 Total net assets or fund balances | 5,310,548. | 4,197,525. | | |
| 31 Total liabilities and net assets/fund balances | 5,324,686. | 4,199,747. | | |

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 | 5,310,548. |
| 2 Enter amount from Part I, line 27a | 2 | -1,011,634. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 4,298,914. |
| 5 Decreases not included in line 2 (itemize) ▶ FAIR MARKET VALUE ADJUSTMENT | 5 | 101,389. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 4,197,525. |

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 | | | | |
| b | SEE ATTACHED STATEMENT | | | |
| 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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | 2,528,040. | 3,193,060. | -782,163. | |
| 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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | -782,163. | |
| 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 -782,163. |
| 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). If (loss), enter -0- in Part I, line 8 | | } } | | 3 N/A |

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 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)) |
|--|--|--|---|
| 2007 | 462,038. | 5,147,265. | .089764 |
| 2006 | 546,100. | 5,415,224. | .100845 |
| 2005 | 632,667. | 5,428,846. | .116538 |
| 2004 | 638,983. | 6,032,604. | .105922 |
| 2003 | 693,781. | 6,199,454. | .111910 |

| | | |
|---|---|------------|
| 2 Total of line 1, column (d) | 2 | .524979 |
| 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 | .104996 |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | 4 | 4,290,796. |
| 5 Multiply line 4 by line 3 | 5 | 450,516. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,006. |
| 7 Add lines 5 and 6 | 7 | 451,522. |
| 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 | 330,111. |

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 letter: _____ (attach copy of ruling 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 | 2,013. |
| 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 | 2,013. |
| 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 | 2,013. |
| 6 | Credits/Payments: | | |
| a | 2008 estimated tax payments and 2007 overpayment credited to 2008 | 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 | 0. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 78. |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 11 | 9 | 2,091. |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | |
| 11 | Enter the amount of line 10 to be: Credited to 2009 estimated tax Refunded | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | | X |
| 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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | 13 | X | |
| 14 | The books are in care of ► WILLIAM GRAVES Telephone no. ► 404 266-9106 Located at ► P.O. BOX 53015 ATLANTA, GEORGIA ZIP+4 ► 30355 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year | 15 | | N/A |

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A | 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 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 2b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2008 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 2008) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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 2008? | 4b | X |

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **N/A** 5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**

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 6b X

If you answered "Yes" to 6b, also 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 **N/A** 7b

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 14 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ **0**

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|-----------|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. | |
| 3 | |
| Total. Add lines 1 through 3 ▶ | 0. |

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 | 4,024,365. |
| b | Average of monthly cash balances | 1b | 291,467. |
| c | Fair market value of all other assets | 1c | 40,306. |
| d | Total (add lines 1a, b, and c) | 1d | 4,356,138. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 4,356,138. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 65,342. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 4,290,796. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 214,540. |

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 | 214,540. |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a | 2,013. |
| b | Income tax for 2008. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 2,013. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 212,527. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 212,527. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 212,527. |

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 | 330,111. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 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 | 330,111. |
| 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 | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 330,111. |

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 2007 | (c) 2007 | (d) 2008 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2008 from Part XI, line 7 | | | | 212,527. |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2008: | | | | |
| a From 2003 | 392,446. | | | |
| b From 2004 | 337,353. | | | |
| c From 2005 | 371,191. | | | |
| d From 2006 | 278,039. | | | |
| e From 2007 | 221,100. | | | |
| f Total of lines 3a through e | 1,600,129. | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ | 330,111. | | | |
| a Applied to 2007, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2008 distributable amount | | | | 212,527. |
| e Remaining amount distributed out of corpus | 117,584. | | | |
| 5 Excess distributions carryover applied to 2008 (if an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | 1,717,713. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 | 392,446. | | | |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a | 1,325,267. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2004 | 337,353. | | | |
| b Excess from 2005 | 371,191. | | | |
| c Excess from 2006 | 278,039. | | | |
| d Excess from 2007 | 221,100. | | | |
| e Excess from 2008 | 117,584. | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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)

| | Tax year | | Prior 3 years | | (e) Total |
|--|----------|----------|---------------|----------|-----------|
| | (a) 2008 | (b) 2007 | (c) 2006 | (d) 2005 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

WILLIAM M. GRAVES

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 of the person to whom applications should be addressed:

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| SEE STATEMENT 15 | | | | |
| Total | | | ▶ 3a | 330,111. |
| b Approved for future payment | | | | |
| NONE | | | | |
| Total | | | ▶ 3b | 0. |

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 K-1 MARLIN FUND II, LP | | VARIOUS | VARIOUS |
| b K-1 MORGAN CREEK | | VARIOUS | VARIOUS |
| c CHARLES SCHWAB - SEE ATTACHED STATEMENT | | VARIOUS | VARIOUS |
| d K-1 COMMON SENSE PARTNERS | | VARIOUS | VARIOUS |
| e K-1 MARLIN FUND II, LP | | VARIOUS | VARIOUS |
| f K-1 MORGAN CREEK | | VARIOUS | VARIOUS |
| g K-1 COMMON SENSE PARTNERS | | VARIOUS | VARIOUS |
| h TETON INVESTMENT | P | VARIOUS | VARIOUS |
| i COMMON SENSE 1256 | | VARIOUS | VARIOUS |
| j LIQUIDATION OF MARLIN FUND LP | P | VARIOUS | VARIOUS |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| (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 | | | -419,352. |
| b | | | 357. |
| c 117,749. | | 143,319. | -25,570. |
| d | | | 253,633. |
| e | | | -29,445. |
| f | | | 4,522. |
| g | | | 71,444. |
| h 459,136. | | 529,596. | -70,460. |
| i | | | 1,698. |
| j 1,951,155. | | 2,520,145. | -568,990. |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

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

| (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 | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | -419,352. |
| b | | | 357. |
| c | | | -25,570. |
| d | | | 253,633. |
| e | | | -29,445. |
| f | | | 4,522. |
| g | | | 71,444. |
| h | | | -70,460. |
| i | | | 1,698. |
| j | | | -568,990. |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| | | |
|---|---|-----------|
| 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 | -782,163. |
| 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). If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| K-1 MARLIN FUND II, LP | 0. | 0. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | | | | | | |
| | 0. | 0. | 0. | 0. | -419,352. | |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| K-1 MORGAN CREEK | 0. | 0. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | | | | | | |
| | 0. | 0. | 0. | 0. | 357. | |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|---|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| CHARLES SCHWAB - SEE ATTACHED STATEMENT | 117,749. | 143,319. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | | | | | | |
| | 117,749. | 143,319. | 0. | 0. | -25,570. | |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| K-1 COMMON SENSE PARTNERS | 0. | 0. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | 0. | 0. | 0. | 0. | 253,633. | |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| K-1 MARLIN FUND II, LP | 0. | 0. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | 0. | 0. | 0. | 0. | -29,445. | |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| K-1 MORGAN CREEK | 0. | 0. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | 0. | 0. | 0. | 0. | 4,522. | |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED DEPREC. | (F) DATE ACQUIRED GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| K-1 COMMON SENSE PARTNERS | 0. | 0. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | 0. | 0. | 0. | 0. | 71,444. | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| CHARLES SCHWAB | 11,926. | 0. | 11,926. |
| FIDELITY | 1,595. | 0. | 1,595. |
| K-1 COMMON SENSE PARTNERS | 2,462. | 0. | 2,462. |
| K-1 MARLIN FUND II, LP | 23,580. | 0. | 23,580. |
| K-1 MORGAN CREEK | 2,431. | 0. | 2,431. |
| NBC | 86. | 0. | 86. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 42,080. | 0. | 42,080. |

FORM 990-PF OTHER INCOME STATEMENT 4

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| ORDINARY INC - COMMON SENSE | 4,628. | 4,628. | 4,628. |
| OTHER INCOME - MARLIN FUND | 70,271. | 70,271. | 70,271. |
| ORDINARY INC - MORGAN CREEK | -27,706. | -27,706. | -27,706. |
| LITIGATION INCOME | 6,815. | 6,815. | 6,815. |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 54,008. | 54,008. | 54,008. |

FORM 990-PF ACCOUNTING FEES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 5,750. | 5,750. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 5,750. | 5,750. | 0. | 0. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED | (F) DATE ACQUIRED | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------|-------------------------|-----------|
| TETON INVESTMENT | 459,136. | 529,596. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | | | | DEPREC. | GAIN OR LOSS | |
| | | | | | | -70,460. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED | (F) DATE ACQUIRED | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------|-------------------------|-----------|
| COMMON SENSE 1256 | 0. | 0. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | | | | DEPREC. | GAIN OR LOSS | |
| | | | | | | 1,698. |

| (A) DESCRIPTION OF PROPERTY | (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) MANNER ACQUIRED | (F) DATE ACQUIRED | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|---------------------------|-------------------------|-----------|
| LIQUIDATION OF MARLIN FUND LP | 1,951,155. | 2,520,145. | 0. | PURCHASED | VARIOUS | VARIOUS |
| | | | | DEPREC. | GAIN OR LOSS | |
| | | | | | | -568,990. |

| | | | | | | |
|---------------------------------------|--|--|--|--|--|-----------|
| CAPITAL GAINS DIVIDENDS FROM PART IV | | | | | | 0. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | | | | | | -782,163. |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

| SOURCE | AMOUNT |
|--|---------|
| FIDELITY INTEREST | 55. |
| K-1 COMMON SENSE PARTNERS | 2,985. |
| K-1 MARLIN FUND II, LP | 10,611. |
| K-1 MORGAN CREEK | 1,881. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 15,532. |

| FORM 990-PF | OTHER PROFESSIONAL FEES | | | STATEMENT 6 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| PORTFOLIO MANAGEMENT FEES | 346. | 346. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 346. | 346. | 0. | 0. |

| FORM 990-PF | TAXES | | | STATEMENT 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| FOREIGN TAXES | 128. | 128. | 0. | 0. |
| IRS | 4,671. | 4,671. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 4,799. | 4,799. | 0. | 0. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT 8 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| MISC. EXPENSES | 85. | 85. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 85. | 85. | 0. | 0. |

| FORM 990-PF | OTHER ASSETS | | | STATEMENT 9 |
|--|-------------------------------|---------------------------|----------------------|-------------|
| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE | |
| COMMON SENSE PARTNERS II, LP | 920,237. | 789,332. | 789,332. | |
| MARLIN FUND II, LP | 2,481,131. | 50,000. | 50,000. | |
| DUE FROM HIGHGATE PARTNERS | 35,306. | 35,306. | 35,306. | |
| TETON INVESTMENT PARTNERS | 529,591. | 0. | 0. | |
| MORGAN CREEK PARTNERS II | 319,775. | 98,178. | 98,179. | |
| CHARLES SCHWAB INVESTMENTS | 0. | 298,576. | 274,800. | |
| TIGER SELECT ABSOLUTE OFFSHORE FUND | 0. | 750,000. | 354,989. | |

| | | | |
|----------------------------------|------------|------------|------------|
| FEDERAL STREET OFFSHORE FUND | 0. | 700,000. | 526,907. |
| INFINITY OCEAN FUND | 0. | 400,000. | 360,793. |
| TO FORM 990-PF, PART II, LINE 15 | 4,286,040. | 3,121,392. | 2,490,306. |

FORM 990-PF OTHER LIABILITIES STATEMENT 10

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|--|------------|------------|
| FEDERAL TAX LIABILITY | 14,138. | 2,222. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 14,138. | 2,222. |

FORM 990-PF INTEREST AND PENALTIES STATEMENT 11

| | |
|-----------------------------------|--------|
| TAX DUE FROM FORM 990-PF, PART VI | 2,013. |
| UNDERPAYMENT PENALTY | 78. |
| LATE PAYMENT INTEREST | 48. |
| LATE PAYMENT PENALTY | 81. |
| TOTAL AMOUNT DUE | 2,220. |

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 12

| DESCRIPTION | DATE | AMOUNT | BALANCE | MONTHS | PENALTY |
|----------------------------|----------|--------|---------|--------|---------|
| TAX DUE | 05/15/09 | 2,013. | 2,013. | 8 | 81. |
| DATE FILED | 12/17/09 | | 2,013. | | |
| TOTAL LATE PAYMENT PENALTY | | | | | 81. |

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 13

| DESCRIPTION | DATE | AMOUNT | BALANCE | RATE | DAYS | INTEREST |
|-----------------------------|----------|--------|---------|-------|------|----------|
| TAX DUE | 05/15/09 | 2,013. | 2,013. | .0400 | 216 | 48. |
| DATE FILED | 12/17/09 | | 2,061. | | | |
| TOTAL LATE PAYMENT INTEREST | | | | | | 48. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|------------------------------------|-------------------|---------------------------------|--------------------|
| WILLIAM M. GRAVES P.O. BOX 53015 ATLANTA, GA 30305 | PRESIDENT & TREASURER 0.00 | 0. | 0. | 0. |
| FRANCES B. GRAVES P.O. BOX 53015 ATLANTA, GA 30305 | VICE PRESIDENT & SECRETARY 0.00 | 0. | 0. | 0. |
| ROBERT E. TRITT 285 PEACHTREE CENTER AVE, NE SUITE 200 ATLANTA, GA 30303 | ASSISTANT SECRETARY 0.00 | 0. | 0. | 0. |
| JOHN HILL BAILEY, JR. 500 ELMINGTON AVE, #101 NASHVILLE, TN 37205 | TRUSTEE 0.00 | 0. | 0. | 0. |
| ROBERT E. HICKS 285 PEACHTREE CENTER AVE, NE SUITE 200 ATLANTA, GA 30303 | TRUSTEE 0.00 | 0. | 0. | 0. |
| WILLIAM M. GRAVES, JR. 862 VIRGINIA AVE NE ATLANTA, GA 30306 | TRUSTEE 0.00 | 0. | 0. | 0. |
| MARTHA GRAVES MARRIOTT MANOR LODGE SCARCLIFEE CHESTERFIELD DERBYSHIRE S446SZ ENGLAND | TRUSTEE 0.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. | 0. |

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 15

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|---|--|---------------------|---------|
| ACRS FOUNDATION INC. P.O. BOX 53960, LUBBOCK, TX 79453 | NONE UNRESTRICTED | N/A | 6,000. |
| AGNES SCOTT COLLEGE 141 E COLLEGE AVENUE, DECATUR, GA 30030 | NONE UNRESTRICTED | N/A | 13,793. |
| ARTHRITIS FOUNDATION P.O. BOX 7669, ATLANTA, GA 30357 | NONE UNRESTRICTED | N/A | 500. |
| ATLANTA CHILDREN'S SHELTER 607 PEACHTREE ST NE, ATLANTA, GA 30308 | NONE UNRESTRICTED | N/A | 500. |
| ATLANTA DAY SHELTER FOR WOMEN AND CHILDREN 655 ETHEL STREET NORTHWEST, ATLANTA, GA 30318 | NONE UNRESTRICTED | N/A | 500. |
| ATLANTA FOOD BANK 732 JOSEPH E LOWERY BLVD NW, ATLANTA, GA 30318 | NONE UNRESTRICTED | N/A | 2,000. |
| ATLANTA HISTORY CENTER 130 W. PACES FERRY ROAD, ATLANTA, GA 30305 | NONE UNRESTRICTED | N/A | 1,500. |
| ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PARKWAY NW, ATLANTA, GA 30327 | NONE UNRESTRICTED | N/A | 1,000. |
| ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE STREET NE, ATLANTA, GA 30309 | NONE UNRESTRICTED | N/A | 64,500. |

THE GRAVES FOUNDATION, INC.

58-1876906

| | | | |
|--|----------------------|-----|--------|
| ATLANTA UNION MISSION P.O. BOX 1807, ATLANTA, GA 30301 | NONE UNRESTRICTED | N/A | 5,000. |
| ATLANTA WOMEN'S FOUNDATION 50 HURT PLAZA SOUTHEAST, ATLANTA, GA 30303 | NONE UNRESTRICTED | N/A | 1,000. |
| BATES COLLEGE 2 ANDREWS ROAD, LEWISTON, ME 04240 | NONE UNRESTRICTED | N/A | 2,500. |
| BOBBY DODD INSTITUTE 2120 MARIETTA BLVD NW, ATLANTA, GA 30318 | NONE UNRESTRICTED | N/A | 500. |
| BOY SCOUTS OF AMERICA 1325 W. WALNUT HILL LANE, IRVING, TX 75038 | NONE UNRESTRICTED | N/A | 500. |
| BOYS AND GIRLS CLUBS OF METRO ATLANTA 100 EDGEWOOD AVENUE NE STE 700, ATLANTA, GA 30303 | NONE UNRESTRICTED | N/A | 1,000. |
| CARING HANDS FUND 3675 CRESTWOOD PARKWAY, STE 370, DULUTH, GA 30096 | NONE UNRESTRICTED | N/A | 100. |
| COLUMBIA THEOLOGICAL SEMINARY P.O. BOX 520, DECATUR, GA 30031 | NONE UNRESTRICTED | N/A | 1,000. |
| COVENANT NETWORK OF PRESBYTERIANS 2515 FILLMORE ST., SAN FRANCISCO, CA 94115 | NONE UNRESTRICTED | N/A | 1,000. |
| EMORY ALZHEIMER'S DISEASE RESEARCH CENTER 1841 CLIFTON ROAD, ATLANTA, GA 30329 | NONE UNRESTRICTED | N/A | 250. |
| EMPTY STOCKING FUND, INC. 1975 CENTURY BOULEVARD STE 16, ATLANTA, GA 30345 | NONE UNRESTRICTED | N/A | 1,000. |

| | | | |
|--|----------------------|-----|--------|
| FAMILIES FIRST 1105 W. PEACHTREE ST NE, ATLANTA, GA 30309 | NONE UNRESTRICTED | N/A | 1,500. |
| FRIENDS OF HILLSIDE 1 WILLOW STREET FIRST FLOOR, BROOKLYN, NY 11201 | NONE UNRESTRICTED | N/A | 1,000. |
| GENESIS SHELTER 4411 LEMMON AVENUE STE 201, DALLAS, TX 75219 | NONE UNRESTRICTED | N/A | 1,000. |
| GEORGIA CONSERVANCY 817 W. PEACHTREE ST STE 200, ATLANTA, GA 30308 | NONE UNRESTRICTED | N/A | 1,000. |
| GEORGIA TECH FOUNDATION 760 SPRING STREET NW STE 400, ATLANTA, GA 30308 | NONE UNRESTRICTED | N/A | 5,000. |
| GEORGIA TRUST FOR HISTORIC PRESERVATION 1516 PEACHTREE ST NW, ATLANTA, GA 30309 | NONE UNRESTRICTED | N/A | 250. |
| GPTV 260 14TH STREET NW, ATLANTA, GA 30318 | NONE UNRESTRICTED | N/A | 1,000. |
| HABITAT FOR HUMANITY IN ATLANTA 519 MEMORIAL DRIVE, ATLANTA, GA 30312 | NONE UNRESTRICTED | N/A | 1,000. |
| HIGH MUSEUM OF ART 1280 PEACHTREE STREET NE, ATLANTA, GA 30309 | NONE UNRESTRICTED | N/A | 1,500. |
| HIGHLANDS-CASHIERS HOSPITAL FOUNDATION P.O. BOX 190, HIGHLANDS, NC 28741 | NONE UNRESTRICTED | N/A | 1,000. |

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| JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY, 14TH FLOOR, NEW YORK, NY 10004 | NONE UNRESTRICTED | N/A | 50,000. |
| LANDMARK SCHOOL 50 E. BROAD ST., FAIRBURN, GA 30213 | NONE UNRESTRICTED | N/A | 50,000. |
| NORTH ATLANTA SENIOR SERVICES 490 SUN VALLEY DRIVE STE 202, ROSWELL, GA 30076 | NONE UNRESTRICTED | N/A | 500. |
| NORTHWEST GEORGIA GIRL SCOUT COUNCIL 100 EDGEWOOD AVENUE NE STE 1100, ATLANTA, GA 30303 | NONE UNRESTRICTED | N/A | 1,000. |
| OUR HOUSE P.O. BOX 1304, DECATUR, GA 30031 | NONE UNRESTRICTED | N/A | 500. |
| PARK PRIDE ATLANTA 675 PONCE DE LEON AVENUE NE 8TH FLOOR, ATLANTA, GA 30308 | NONE UNRESTRICTED | N/A | 500. |
| PATH FOUNDATION P.O. BOX 14327, ATLANTA, GA 30324 | NONE UNRESTRICTED | N/A | 500. |
| PIEDMONT PARK CONSERVANCY 400 PARK DRIVE NE, ATLANTA, GA 30306 | NONE UNRESTRICTED | N/A | 4,650. |
| PRESBYTERIAN COLLEGE 503 S. BROAD ST., CLINTON, SC 29325 | NONE UNRESTRICTED | N/A | 500. |
| PROCTOR ACADEMY BOX 550 MAIN STREET, ANDOUVER, NH 03216 | NONE UNRESTRICTED | N/A | 500. |
| ST. ANSELM'S FOUNDATION 4501 S. DAKOTA AVENUE NE, WASHINGTON, DC 20017 | NONE UNRESTRICTED | N/A | 9,968. |

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| THE BRIDGE 1559 JOHNSON RD NW, ATLANTA, GA 30318 | NONE UNRESTRICTED | N/A | 1,000. |
| TRINITY PRESBYTERIAN CHURCH 571 E. MAIN STREET, STATESBORO, GA 30461 | NONE UNRESTRICTED | N/A | 86,100. |
| TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY STE 400, SAN FRANCISCO, CA 94105 | NONE UNRESTRICTED | N/A | 500. |
| UNITED WAY OF METROPOLITAN ATLANTA 100 EDGEWOOD AVENUE NE , ATLANTA, GA 30303 | NONE UNRESTRICTED | N/A | 2,000. |
| VISITING NURSE/HOSPICE ATLANTA 6610 BAY CIRCLE STE C, NORCROSS, GA 30071 | NONE UNRESTRICTED | N/A | 1,000. |
| WABE/WPBA 740 BISMARCK ROAD, ATLANTA, GA 30324 | NONE UNRESTRICTED | N/A | 1,000. |
| WESTMINSTER 1424 WEST PACES FERRY ROAD, ATLANTA, GA 30327 | NONE UNRESTRICTED | N/A | 500. |
| WOMENS AUX. PIEDMONT HOSPITAL 1968 PEACHTREE RD NW, ATLANTA, GA 30309 | NONE UNRESTRICTED | N/A | 1,000. |
| TOTAL TO FORM 990-PF, PART XV, LINE 3A | | | 330,111. |

2008 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

| Short-Term | Quantity/Par | Acquired/ Opened | Sold/ Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) |
|--|--------------|---------------------|-----------------|---------------------|---------------------|----------------------------|
| BLACKROCK GLOBAL ALLOCATION INSTL CL: MALOX | 657.8950 | multiple | 10/31/08 | \$9,975.00 | \$13,324.47 | (\$3,349.47) |
| BLACKROCK GLOBAL RESOURCES INSTL CL: SGLSX | 115.4190 | multiple | 12/02/08 | \$3,258.67 | \$9,050.00 | (\$5,791.33) |
| CGM ADVISOR TARGETED EQUITY FUND CLASS Y: NEG YX | 3,228.5440 | multiple | 09/18/08 | \$32,906.15 | \$40,050.00 | (\$7,143.85) |
| FEDERATED PRUDENT BEAR A. BEARX | 2,294.1190 | multiple | 12/15/08 | \$15,990.01 | \$14,628.73 | \$1,361.28 |
| IVY ASSET STRATEGY FUND CL Y: WASYX | 491.4000 | multiple | 10/31/08 | \$10,000.00 | \$13,609.82 | (\$3,609.82) |
| KINETICS PARADIGM FUND CL I: KNPYX | 717.7720 | multiple | 09/09/08 | \$15,643.96 | \$20,050.00 | (\$4,406.04) |
| PERMANENT PORTFOLIO: PRPFX | 324.5700 | multiple | 10/31/08 | \$10,000.00 | \$12,435.80 | (\$2,435.80) |
| PIMCO ALL ASSET ALL AUTHORITY FUND INST CL: PAUIX | 1,100.1100 | multiple | 10/31/08 | \$9,975.00 | \$12,210.87 | (\$2,235.87) |
| PRUDENT BEAR FUND: BEARX | 1,275.5100 | N/A | 10/31/08 | \$10,000.00 | \$7,959.17 | \$2,040.83 |
| Total Short-Term | | | | \$117,748.79 | \$143,318.86 | (\$25,570.07) |

Accounting Method: High Cost

Total Realized Gain or (Loss)

\$117,748.79 **\$143,318.86** **(\$25,570.07)**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Please see "Footnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.