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

# 2010

Department of the Treasury  
Internal Revenue Service

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

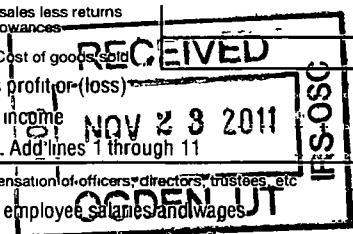
For calendar year 2010, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**G** Check all that apply:  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

Name of foundation <b>THE GRAVES FOUNDATION, INC.</b>		A Employer identification number <b>58-1876906</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. BOX 53015</b>	Room/suite	B Telephone number <b>404 266-9102</b>
City or town, state, and ZIP code <b>ATLANTA, GA 30355</b>		C If exemption application is pending, check here <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		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) \$ <b>3,667,883.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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"/>

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	501.	501.		STATEMENT 1
4 Dividends and interest from securities	16,917.	16,903.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	171,387.			
b Gross sales price for all assets on line 6a	917,410.			
7 Capital gain net income (from Part IV, line 2)		171,387.		
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	343.	343.	0.	STATEMENT 3
12 Total. Add lines 1 through 11	189,148.	189,134.	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	5,450.	5,450.	0.	0.
c Other professional fees				
17 Interest				
18 Taxes	3,395.	142.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	194.	194.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23	9,039.	5,786.	0.	0.
25 Contributions, gifts, grants paid	238,660.			238,660.
26 Total expenses and disbursements. Add lines 24 and 25	247,699.	5,786.	0.	238,660.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-58,551.			
b Net investment income (if negative, enter -0-)		183,348.		
c Adjusted net income (if negative, enter -0-)			0.	

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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		157,024.	78,616.	78,616.
	3	Accounts receivable ▶ 56,153.				
		Less: allowance for doubtful accounts ▶		5,000.	56,153.	56,153.
	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 7 )		3,762,099.	3,754,525.	3,533,114.	
16	<b>Total assets (to be completed by all filers)</b>		<b>3,924,123.</b>	<b>3,889,294.</b>	<b>3,667,883.</b>	
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 8 )		1,849.	3,718.	
23	<b>Total liabilities (add lines 17 through 22)</b>		<b>1,849.</b>	<b>3,718.</b>		
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		3,922,274.	3,885,576.	
	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	<b>Total net assets or fund balances</b>		<b>3,922,274.</b>	<b>3,885,576.</b>		
31	<b>Total liabilities and net assets/fund balances</b>		<b>3,924,123.</b>	<b>3,889,294.</b>		

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	3,922,274.
2	Enter amount from Part I, line 27a	2	-58,551.
3	Other increases not included in line 2 (itemize) ▶ FAIR MARKET VALUE ADJUSTMENT	3	21,853.
4	Add lines 1, 2, and 3	4	3,885,576.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,885,576.

**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	917,410.	758,378.	171,387.

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			171,387.

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	171,387.
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))
2009	283,495.	3,561,333.	.079604
2008	330,111.	4,290,796.	.076935
2007	462,038.	5,147,265.	.089764
2006	546,100.	5,415,224.	.100845
2005	632,667.	5,428,846.	.116538

2 Total of line 1, column (d)	2	.463686
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	.092737
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,509,121.
5 Multiply line 4 by line 3	5	325,425.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,833.
7 Add lines 5 and 6	7	327,258.
8 Enter qualifying distributions from Part XII, line 4	8	238,660.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	}	1	3,667.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	3,667.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,667.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	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	51.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 9	9	3,718.	
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 2011 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**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 Located at ► P.O. BOX 53015 ATLANTA, GEORGIA	Telephone no. ►	404 266-9106	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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

**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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 2010 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 2010.) <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 2010?	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**

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

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 **N/A**

**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 12		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		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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	
3 All other program-related investments. See instructions.	
<b>Total. Add lines 1 through 3</b>	

**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	3,491,087.
b	Average of monthly cash balances	1b	71,472.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,562,559.
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	3,562,559.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	53,438.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,509,121.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	175,456.

**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	175,456.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,667.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,667.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	171,789.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	171,789.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	171,789.

**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	238,660.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	238,660.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	238,660.

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				171,789.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	371,191.			
b From 2006	278,039.			
c From 2007	221,100.			
d From 2008	117,584.			
e From 2009	107,260.			
f Total of lines 3a through e	1,095,174.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	238,660.			
a Applied to 2009, 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 2010 distributable amount				171,789.
e Remaining amount distributed out of corpus	66,871.			
5 Excess distributions carryover applied to 2010 (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:	1,162,045.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	371,191.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	790,854.			
10 Analysis of line 9:				
a Excess from 2006	278,039.			
b Excess from 2007	221,100.			
c Excess from 2008	117,584.			
d Excess from 2009	107,260.			
e Excess from 2010	66,871.			

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 2010, 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)

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

Table with 5 columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows correspond to items 2a through 3c.

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 [X] 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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
SEE STATEMENT 13				
<b>Total</b>			▶ 3a	238,660.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 501), 4 Dividends and interest from securities (14, 16,917), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income (14, 343), 8 Gain or (loss) from sales of assets other than inventory (18, 171,387), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 189,148, 0), 13 Total (13, 189,148).

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

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

Table with 2 columns: Line No. (with a downward arrow), and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).



**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	(c) Date acquired	(d) Date sold
		P - Purchase D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a	CHARLES SCHWAB - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS	P	VARIOUS	VARIOUS
c	K-1 MORGAN CREEK	P	VARIOUS	VARIOUS
d	K-1 MORGAN CREEK	P	VARIOUS	VARIOUS
e	LITIGATION PROCEEDS	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
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	645,107.		629,663.	15,444.
b	146,099.		128,715.	17,384.
c				320.
d				12,035.
e	121,488.			121,488.
f	4,716.			4,716.
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			15,444.
b			17,384.
c			320.
d			12,035.
e			121,488.
f			4,716.
g			
h			
i			
j			
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	171,387.
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

**2010 Year-End Schwab Gain/Loss Report**

**Realized Gain or (Loss)** Accounting Method: Tax Lot Optimizer

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BLACKROCK GLOBAL ALLOCATION INSTL CL: MALOX	80 9220	12/18/09	01/25/10	\$1,443.01	\$1,441.22	\$1.79
<b>Security Subtotal</b>				<b>\$1,443.01</b>	<b>\$1,441.22</b>	<b>\$1.79</b>
CGM FOCUS FUND CGMFX	1.3380	12/31/09	05/26/10	\$35.52	\$39.83	(\$4.31)
<b>Security Subtotal</b>				<b>\$35.52</b>	<b>\$39.83</b>	<b>(\$4.31)</b>
FEDERATED PRUDENT BEAR INSTL PBRX	5,477 0600	02/12/09	01/25/10	\$30,044.06	\$38,695.72	(\$8,651.66)
<b>Security Subtotal</b>				<b>\$30,044.06</b>	<b>\$38,695.72</b>	<b>(\$8,651.66)</b>
INTREPID SMALL CAP FD INST CL SHRS. ICMZX	2,330 1130	05/26/10	09/21/10	\$36,883.99	\$35,000.00	\$1,883.99
<b>Security Subtotal</b>				<b>\$36,883.99</b>	<b>\$35,000.00</b>	<b>\$1,883.99</b>
IVY ASSET STRATEGY FUND CL I: IVAEX	1,100 0000	multiple	01/25/10	\$24,175.00	\$20,036.27	\$4,138.73
<b>Security Subtotal</b>				<b>\$24,175.00</b>	<b>\$20,036.27</b>	<b>\$4,138.73</b>
JPMORGAN STRATEGIC INCM OPPTY SEL SHR: JSOSX	5,150 2150	multiple	01/25/10	\$59,975.00	\$58,153.31	\$1,821.69
JPMORGAN STRATEGIC INCM OPPTY SEL SHR: JSOSX	2,134.9270	multiple	04/13/10	\$24,975.00	\$24,100.94	\$874.06

\*G000152560204\*



**SCHWAB**  
INSTITUTIONAL

Schwab One® Account of  
**GRAVES FOUNDATION INC**

Account Number  
**9882-6136**

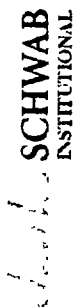
Report Period  
**January 1 - December 31,  
2010**

**2010 Year-End Schwab Gain/Loss Report**

**Realized Gain or (Loss) (continued)**

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	Accounting Method
JPMORGAN STRATEGIC INCM OPPTY SEL SHR: JSOSX	12.1980	multiple	09/13/10	\$ 142.50	\$ 142.24	\$ 0.26	Tax Lot Optimizer
<b>Security Subtotal</b>				<b>\$85,092.50</b>	<b>\$82,396.49</b>	<b>\$2,696.01</b>	
PIMCO STKS PLUS TR SHORT STRAT INST CL PSTIX	6,684.0790	multiple	01/25/10	\$33,219.87	\$37,508.21	(\$4,288.34)	
<b>Security Subtotal</b>				<b>\$33,219.87</b>	<b>\$37,508.21</b>	<b>(\$4,288.34)</b>	
PIMCO TOTAL RETURN FUND INSTL CL PTTRX	1,839.9260	multiple	01/05/10	\$19,975.00	\$19,259.72	\$715.28	
<b>Security Subtotal</b>				<b>\$150,194.90</b>	<b>\$140,573.68</b>	<b>\$9,621.22</b>	
RYDEX SGI MGD FUTURES STRATEGY FD CL H RYMFH	1,262.6260	multiple	01/25/10	\$33,030.30	\$35,000.00	(\$1,969.70)	
<b>Security Subtotal</b>				<b>\$33,030.30</b>	<b>\$35,000.00</b>	<b>(\$1,969.70)</b>	
TCW TOTAL RETURN BOND FUND I CLASS: TGLMX	12,194.9730	multiple	01/25/10	\$122,900.33	\$123,302.76	(\$402.43)	
<b>Security Subtotal</b>				<b>\$122,900.33</b>	<b>\$123,302.76</b>	<b>(\$402.43)</b>	





Schwab One® Account of  
**GRAVES FOUNDATION INC**

Account Number  
**9882-6136**

Report Period  
**January 1 - December 31,  
 2010**

**2010 Year-End Schwab Gain/Loss Report**

**Realized Gain or (Loss) (continued)**

		Accounting Method: Tax Lot Optimizer					
Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	
TEMPLETON GLOBAL BOND FUND ADV CL. TGBAX	7,047.7680	multiple	01/25/10	\$89,975.00	\$79,983.92	\$9,991.08	
TEMPLETON GLOBAL BOND FUND ADV CL. TGBAX	34,095.0	multiple	04/13/10	\$459.82	\$443.71	\$16.11	
<b>Security Subtotal</b>				<b>\$90,434.82</b>	<b>\$80,427.63</b>	<b>\$10,007.19</b>	
TFS MARKET NEUTRAL FUND TFSMX	2,398.3560	multiple	04/12/10	\$37,653.17	\$35,241.11	\$2,412.06	
<b>Security Subtotal</b>				<b>\$37,653.17</b>	<b>\$35,241.11</b>	<b>\$2,412.06</b>	
<b>Total Short-Term</b>				<b>\$645,107.47</b>	<b>\$629,662.92</b>	<b>\$15,444.55</b>	
Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	
BLACKROCK GLOBAL ALLOCATION INSTL CL: MALOX	1,319.6380	12/11/08	01/25/10	\$23,531.99	\$19,804.47	\$3,727.52	
BLACKROCK GLOBAL ALLOCATION INSTL CL: MALOX	807.3200	12/11/08	04/12/10	\$14,975.00	\$12,115.85	\$2,859.15	
<b>Security Subtotal</b>				<b>\$38,506.99</b>	<b>\$31,920.32</b>	<b>\$6,586.67</b>	





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**Schwab**  
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Schwab One® Account of  
**GRAVES FOUNDATION INC**

Report Period  
**January 1 - December 31,  
2010**

Account Number  
**9882-6136**

**2010 Year-End Schwab Gain/Loss Report**

**Realized Gain or (Loss) (continued)**

Accounting Method, Tax Lot Optimizer

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CGM FOCUS FUND - CGMFX	1,287 6130	02/10/09	05/26/10	\$34,186 91	\$32,004 30	\$2,182 61
<b>Security Subtotal</b>				<b>\$34,186 91</b>	<b>\$32,004 30</b>	<b>\$2,182 61</b>
IVY ASSET STRATEGY FUND CL I, IVAEX	519 7060	multiple	04/12/10	\$12,000 00	\$9,410 00	\$2,590 00
<b>Security Subtotal</b>				<b>\$12,000 00</b>	<b>\$9,410 00</b>	<b>\$2,590 00</b>
JPMORGAN STRATEGIC INCM OPPTY SEL SHR: JSOSX	3,157 8270	multiple	09/13/10	\$36,890 09	\$35,468 92	\$1,421 17
<b>Security Subtotal</b>				<b>\$36,890 09</b>	<b>\$35,468 92</b>	<b>\$1,421 17</b>
TEMPLETON GLOBAL BOND FUND ADV CL, TGBAX	1,817 7570	02/12/09	04/13/10	\$24,515 18	\$19,911 08	\$4,604 10
<b>Security Subtotal</b>				<b>\$24,515 18</b>	<b>\$19,911 08</b>	<b>\$4,604 10</b>
<b>Total Long-Term</b>				<b>\$146,099.17</b>	<b>\$128,714.62</b>	<b>\$17,384.55</b>
<b>Total Realized Gain or (Loss)</b>				<b>\$791,206.64</b>	<b>\$758,377.54</b>	<b>\$32,829.10</b>

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.

CG-181803-015.156 199947

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THE GRAVES FOUNDATION, INC.  
 SCHEDULE OF AVERAGE FAIR MARKET VALUE  
 FYE 12/31/10

	Suntrust - Cash	Charles Schwab	Avg Cash
December 09	153,669.00	3,323.67	
January 10	23,699.90	2,041.58	91,367.08
February 10	23,056.90	2,041.77	25,420.08
March 10	22,669.90	2,041.77	24,905.17
April 10	75,146.90	1,619.94	50,739.26
May 10	68,023.90	(33,380.06)	55,705.34
June 10	47,404.77	1,701.94	41,875.28
July 10	61,600.99	3,122.50	56,915.10
August 10	61,537.99	3,377.90	64,819.69
September 10	61,537.99	3,324.80	64,889.34
October 10	92,916.99	3,725.80	80,752.79
November 10	208,532.01	4,110.58	154,642.69
December 10	60,982.01	17,633.94	145,629.27

857,661.07

Average Monthly FMV Balance: **71,471.76**

THE GRAVES FOUNDATION, INC.  
 SCHEDULE OF AVERAGE FAIR MARKET VALUE  
 FYE 12/31/10

	Common Sense	Federal Street	Loinhedge	Charles Schwab	Infinity Ocean	Morgan Creek	Morgan Creek Absolute Return	Total
December 09	678,478	604,582	-	1,111,309	651,175	152,705.00	245,374	3,506,267
January 10	674,994.69	603,408.32	694,664.60	540,426.82	656,471.81	152,705.00	246,241.00	3,573,481
February 10	670,518.54	605,585.40	694,664.60	548,620.86	659,540.81	152,705.00	246,414.00	3,568,436
March 10	659,602.06	617,862.15	702,467.50	565,748.50	666,395.62	152,267.00	194,479.00	3,547,647
April 10	654,440.71	621,460.52	717,439.80	523,939.88	670,968.85	152,267.00	195,955.00	3,513,422
May 10	658,688.55	606,164.09	690,025.00	534,608.20	655,042.66	152,267.00	193,577.00	3,441,190
June 10	663,530.17	599,602.88	680,122.80	492,640.16	647,940.52	168,319.00	139,851.00	3,395,783
July 10	642,428.02	605,723.15	679,098.70	508,901.85	654,087.77	168,319.00	141,000.00	3,411,668
August 10	659,099.63	606,216.53	682,499.30	505,823.83	660,121.67	168,319.00	113,237.00	3,442,465
September 10	639,230.72	618,145.41	706,194.30	529,498.47	671,189.74	183,656.00	114,655.00	3,476,901
October 10	635,211.26	623,872.27	713,545.00	542,498.15	679,212.82	183,656.00	114,866.00	3,497,777
November 10	641,971.26	622,976.64	715,421.00	540,370.19	683,642.81	183,656.00	114,866.00	3,518,009
December 10	637,566.40	631,938.08	739,129.30	548,310.07	693,848.56	216,119.05	66,183.00	41,893,045

Average Monthly FMV Securities: 3,491,087.08

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
DEPARTMENT OF THE TREASURY	6.
K-1 MORGAN CREEK	495.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	501.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	20,379.	4,716.	15,663.
K-1 MORGAN CREEK	1,254.	0.	1,254.
TOTAL TO FM 990-PF, PART I, LN 4	21,633.	4,716.	16,917.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INC - MORGAN CREEK	343.	343.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	343.	343.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	5,450.	5,450.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,450.	5,450.	0.	0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	142.	142.	0.	0.	
IRS	3,253.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	3,395.	142.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISC. EXPENSES	30.	30.	0.	0.	
BANK FEES	164.	164.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	194.	194.	0.	0.	

FORM 990-PF	OTHER ASSETS		STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
MORGAN CREEK PARTNERS II	152,705.	216,119.	216,119.	
CHARLES SCHWAB INVESTMENTS	1,028,579.	447,376.	548,310.	
TIGER SELECT ABSOLUTE OFFSHORE FUND	602,337.	412,552.	66,183.	
FEDERAL STREET OFFSHORE FUND	700,000.	700,000.	631,938.	
INFINITY OCEAN FUND	600,000.	600,000.	693,849.	
COMMON SENSE ENHANCED RETURN OFFSHORE FUND	678,478.	678,478.	637,586.	
LOINHEDGE FUND	0.	700,000.	739,129.	
TO FORM 990-PF, PART II, LINE 15	3,762,099.	3,754,525.	3,533,114.	

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
FEDERAL TAX LIABILITY		1,849.	3,718.
TOTAL TO FORM 990-PF, PART II, LINE 22		1,849.	3,718.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT	9
TAX DUE FROM FORM 990-PF, PART VI			3,667.
UNDERPAYMENT PENALTY			51.
LATE PAYMENT INTEREST			70.
LATE PAYMENT PENALTY			110.
TOTAL AMOUNT DUE			3,898.

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT	10		
DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/11	3,667.	3,667.	6	110.
DATE FILED	11/15/11		3,667.		
TOTAL LATE PAYMENT PENALTY					110.

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT	11			
DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/11	3,667.	3,667.	.0400	138	56.
INTEREST RATE CHANGE	09/30/11	0.	3,723.	.0300	46	14.
DATE FILED	11/15/11		3,737.			
TOTAL LATE PAYMENT INTEREST						70.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

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	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 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARCS FOUNDATION INC. P.O. BOX 53960 LUBBOCK, TX 79453	NONE UNRESTRICTED	N/A	6,450.
AGNES SCOTT COLLEGE 141 E COLLEGE AVENUE DECATUR, GA 30030	NONE UNRESTRICTED	N/A	10,000.
ALLIANCE FOR CHRISTIAN MEDIA 644 WEST PEACHTREE ST SUITE 300 ATLANTA, GA 30308	NONE UNRESTRICTED	N/A	550.
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 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	62,500.

THE GRAVES FOUNDATION, INC.

58-1876906

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.
BOY SCOUTS OF AMERICA 1325 W. WALNUT HILL LANE IRVING, TX 75038	NONE UNRESTRICTED	N/A	1,500.
BOYS AND GIRLS CLUBS OF METRO ATLANTA 100 EDGEWOOD AVENUE NE STE 700 ATLANTA, GA 30303	NONE UNRESTRICTED	N/A	1,000.
COLUMBIA THEOLOGICAL SEMINARY P.O. BOX 520 DECATUR, GA 30031	NONE UNRESTRICTED	N/A	1,500.
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	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	500.
GEORGIA CONSERVANCY 817 W. PEACHTREE ST STE 200 ATLANTA, GA 30308	NONE UNRESTRICTED	N/A	1,000.

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.
HIGHLANDS-CASHIERS HOSPITAL FOUNDATION P.O. BOX 190 HIGHLANDS, NC 28741	NONE UNRESTRICTED	N/A	1,000.
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE UNRESTRICTED	N/A	30,000.
LANDMARK SCHOOL 50 E. BROAD ST. FAIRBURN, GA 30213	NONE UNRESTRICTED	N/A	7,000.
M.D. ANDERSON CANCER CENTER 1515 HOLCOBE BLVD HOUSTON, TX 77030	NONE UNRESTRICTED	N/A	2,060.
PAIDEIA SCHOOL 1509 PONCE DE LEON AVENUE NE ATLANTA, GA 30307	NONE UNRESTRICTED	N/A	1,000.
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	1,000.
THE AGAPE CENTER 214 8TH STREET COLUMBUS, GA 31901	NONE UNRESTRICTED	N/A	100.

TRINITY PRESBYTERIAN CHURCH 571 E. MAIN STREET STATESBORO, GA 30461	NONE UNRESTRICTED	N/A	86,000.
TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY STE 400 SAN FRANCISCO, CA 94105	NONE UNRESTRICTED	N/A	250.
UNITED WAY OF METROPOLITAN ATLANTA 100 EDGEWOOD AVENUE NE ATLANTA, GA 30303	NONE UNRESTRICTED	N/A	2,000.
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.
SHELTERING ARMS 3838 ABERDEEN WAY HOUSTON, TX 77025	NONE UNRESTRICTED	N/A	5,000.
TEACH FOR AMERICA 315 W 36TH STREET 7TH FLOOR NEW YORK, NY 10018	NONE UNRESTRICTED	N/A	1,000.
ATLANTA ENTERPRISE CENTER 75 PEACHTREE PLACE NW ATLANTA, GA 30309	NONE UNRESTRICTED	N/A	1,000.
PROCTOR ACADEMY 204 MAIN STREET ANDOVER, NH 03216	NONE UNRESTRICTED	N/A	500.
PRESBYTERIAN COLLEGE 503 SOUTH BROAD STREET CLINTON, SC 29325	NONE UNRESTRICTED	N/A	500.

THE GRAVES FOUNDATION, INC.

58-1876906

ATLANTA HABITAT FOR HUMANITY 519 MEMORIAL DRIVE SE ATLANTA, GA 30312	NONE UNRESTRICTED	N/A	1,000.
NORTH ATLANTA SENIOR SERVICES 490 SUN VALLEY DRIVE STE 202 ROSWELL, GA 30076	NONE UNRESTRICTED	N/A	500.
VISITING NURSE HOSPICE ATLANTA 5775 GLENRIDGE DRIVE STE E200 ATLANTA, GA 30328	NONE UNRESTRICTED	N/A	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>238,660.</u>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

<b>Part II</b>		<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return See instructions	Name of exempt organization		Employer identification number
	THE GRAVES FOUNDATION, INC.		58-1876906
	Number, street, and room or suite no. If a P.O. box, see instructions.		
P.O. BOX 53015			
City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
ATLANTA, GA 30355			

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

WILLIAM GRAVES

- The books are in the care of **P.O. BOX 53015 ATLANTA, GEORGIA - 30355**  
Telephone No. **404 266-9106** FAX No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

7 State in detail why you need the extension  
**ADDITIONAL INFORMATION IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	0.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	0.
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA** Date

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).		
Type or print File by the extended due date for filing your return See instructions	Name of exempt organization <b>THE GRAVES FOUNDATION, INC.</b>	Employer identification number <b>58-1876906</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>P.O. BOX 53015</b>	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. <b>ATLANTA, GA 30355</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**WILLIAM GRAVES**

• The books are in the care of  **P.O. BOX 53015 ATLANTA, GEORGIA - 30355**

Telephone No.  **404 266-9106**

FAX No

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

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<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title  **CPA**

Date