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

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

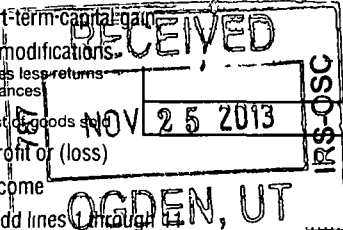
For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE GRAVES FOUNDATION, INC.		A Employer identification number 58-1876906
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 53015	Room/suite	B Telephone number 404 266-9102
City or town, state, and ZIP code ATLANTA, GA 30355		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,485,229. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b) (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	657.	657.		STATEMENT 1
	4 Dividends and interest from securities	40,387.	39,477.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,810.			
	b Gross sales price for all assets on line 6a	400,691.			
	7 Capital gain net income (from Part IV, line 2)		7,810.		
	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	6,282.	4,208.	0.	STATEMENT 3	
12 Total. Add lines 1 through 11	55,136.	52,152.	0.		
Operating and Administrative Expenses	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	5,150.	5,150.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes	1,158.	226.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	285.	163.	0.	0.	
24 Total operating and administrative expenses. Add lines 13 through 23	6,593.	5,539.	0.	0.	
25 Contributions, gifts, grants paid	190,351.			190,351.	
26 Total expenses and disbursements. Add lines 24 and 25	196,944.	5,539.	0.	190,351.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-141,808.				
b Net investment income (if negative, enter -0-)		46,613.			
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	57,046.	6,443.	6,443.
	3 Accounts receivable ▶ 5,000.			
	Less: allowance for doubtful accounts ▶	5,000.	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 7)	3,218,190.	3,177,045.	3,473,786.	
16 Total assets (to be completed by all filers)	3,280,236.	3,188,488.	3,485,229.	
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)	751.	990.	
23 Total liabilities (add lines 17 through 22)	751.	990.		
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	3,279,485.	3,187,498.	
	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	3,279,485.	3,187,498.		
31 Total liabilities and net assets/fund balances	3,280,236.	3,188,488.		

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	3,279,485.
2 Enter amount from Part I, line 27a	2	-141,808.
3 Other increases not included in line 2 (itemize) ▶ FAIR MARKET VALUE ADJUSTMENT	3	49,821.
4 Add lines 1, 2, and 3	4	3,187,498.
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	3,187,498.

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 400,691.		392,881.	7,810.

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			7,810.

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	7,810.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	237,950.	3,517,559.	.067646
2010	238,660.	3,509,121.	.068011
2009	283,495.	3,561,333.	.079604
2008	330,111.	4,290,796.	.076935
2007	462,038.	5,147,265.	.089764

2 Total of line 1, column (d)	2	.381960
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	.076392
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,387,873.
5 Multiply line 4 by line 3	5	258,806.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	466.
7 Add lines 5 and 6	7	259,272.
8 Enter qualifying distributions from Part XII, line 4	8	190,351.

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)		
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	932.
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	932.
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	932.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	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	16.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 9	9	948.
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 2013 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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of WILLIAM GRAVES Telephone no. 404 266-9106
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2012, 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?

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.
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
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 2012?
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?
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?
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?
b If "Yes," did it have excess business holdings in 2012 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2012?

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
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53 4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(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		

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	
3 All other program-related investments. See instructions.	
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	3,393,352.
b	Average of monthly cash balances	1b	41,113.
c	Fair market value of all other assets	1c	5,000.
d	Total (add lines 1a, b, and c)	1d	3,439,465.
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	3,439,465.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,592.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,387,873.
6	Minimum investment return. Enter 5% of line 5	6	169,394.

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	169,394.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	932.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	932.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	168,462.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	168,462.
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	168,462.

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	190,351.
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	190,351.
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	190,351.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				168,462.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	221,100.			
b From 2008	117,584.			
c From 2009	107,260.			
d From 2010	66,871.			
e From 2011	62,773.			
f Total of lines 3a through e	575,588.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	190,351.			
a Applied to 2011, 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 2012 distributable amount				168,462.
e Remaining amount distributed out of corpus	21,889.			
5 Excess distributions carryover applied to 2012 (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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	597,477.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	221,100.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	376,377.			
10 Analysis of line 9:				
a Excess from 2008	117,584.			
b Excess from 2009	107,260.			
c Excess from 2010	66,871.			
d Excess from 2011	62,773.			
e Excess from 2012	21,889.			

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 2012, 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 or e-mail 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				
AGNES SCOTT COLLEGE 141 E COLLEGE AVENUE DECATUR, GA 30030	NONE	N/A	UNRESTRICTED	10,000.
ARCS FOUNDATION INC. P.O. BOX 53960 LUBBOCK, TX 79453	NONE	N/A	UNRESTRICTED	6,450.
ATLANTA CENTER FOR SELF SUFFICIENCY 75 PEACHTREE PLACE NW ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	1,000.
ATLANTA CHILDREN'S SHELTER 607 PEACHTREE ST NE ATLANTA, GA 30308	NONE	N/A	UNRESTRICTED	500.
ATLANTA DAY SHELTER FOR WOMEN AND CHILDREN 655 ETHEL STREET NORTHWEST ATLANTA, GA 30318	NONE	N/A	UNRESTRICTED	500.
Total	SEE CONTINUATION SHEET(S)			190,351.
b Approved for future payment				
NONE				
Total				0.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 8

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

FEDERAL TAX LIABILITY

751.

990.

TOTAL TO FORM 990-PF, PART II, LINE 22

751.

990.

THE GRAVES FOUNDATION, INC.

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 CHARLES SCHWAB 6136 - SEE ATTACHED	P	VARIOUS	VARIOUS
b CHARLES SCHWAB 6136 - SEE ATTACHED	P	VARIOUS	VARIOUS
c MORGAN CREEK K-1	P	VARIOUS	VARIOUS
d MORGAN CREEK K-1	P	VARIOUS	VARIOUS
e MORGAN CREEK ABS FINAL REPAYMENT	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 214,230.		226,906.	-12,676.
b 168,373.		165,975.	2,398.
c 878.			878.
d 1,463.			1,463.
e 3,406.			3,406.
f 12,341.			12,341.
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			-12,676.
b			2,398.
c			878.
d			1,463.
e			3,406.
f			12,341.
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	7,810.
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

223591
05-01-12

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
ATLANTA FOOD BANK 732 JOSEPH E LOWERY BLVD NW ATLANTA, GA 30318	NONE	N/A	UNRESTRICTED	2,000.
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PARKWAY NW ATLANTA, GA 30327	NONE	N/A	UNRESTRICTED	1,000.
ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE STREET NE ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	13,500.
ATLANTA WOMEN'S FOUNDATION 50 HURT PLAZA SOUTHEAST ATLANTA, GA 30303	NONE	N/A	UNRESTRICTED	1,000.
BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240	NONE	N/A	UNRESTRICTED	2,500.
BOY SCOUTS OF AMERICA 1325 W. WALNUT HILL LANE IRVING, TX 75038	NONE	N/A	UNRESTRICTED	500.
BOYS AND GIRLS CLUBS OF METRO ATLANTA 100 EDGEWOOD AVENUE NE STE 700 ATLANTA, GA 30303	NONE	N/A	UNRESTRICTED	2,000.
COLUMBIA THEOLOGICAL SEMINARY P.O. BOX 520 DECATUR, GA 30031	NONE	N/A	UNRESTRICTED	1,500.
EMPTY STOCKING FUND, INC. 1975 CENTURY BOULEVARD STE 16 ATLANTA, GA 30345	NONE	N/A	UNRESTRICTED	1,000.
FAMILIES FIRST 1105 W. PEACHTREE ST NE ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	500.
Total from continuation sheets				171,901.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
FRIENDS OF HILLSIDE 1 WILLOW STREET FIRST FLOOR BROOKLYN, NY 11201	NONE	N/A	UNRESTRICTED	1,000.
GENESIS SHELTER 4411 LEMMON AVENUE STE 201 DALLAS, TX 75219	NONE	N/A	UNRESTRICTED	500.
GEORGIA CONSERVANCY 817 W. PEACHTREE ST STE 200 ATLANTA, GA 30308	NONE	N/A	UNRESTRICTED	500.
GEORGIA HISTORICAL SOCIETY 260 14TH STREET NW ATLANTA, GA 30318	NONE	N/A	UNRESTRICTED	
GPTV 260 14TH STREET NW ATLANTA, GA 30318	NONE	N/A	UNRESTRICTED	2,000.
HIGHLANDS-CASHIERS HOSPITAL FOUNDATION P.O. BOX 190 HIGHLANDS, NC 28741	NONE	N/A	UNRESTRICTED	500.
JDRF GEORGIA CHAPTER 3525 PIEDMONT ROAD NE BLDG 6 STE 300 ATLANTA, GA 30305	NONE	N/A	UNRESTRICTED	30,000.
LANDMARK SCHOOL 50 E. BROAD ST. FAIRBURN, GA 30213	NONE	N/A	UNRESTRICTED	9,000.
M.D. ANDERSON CANCER CENTER 1515 HOLCOBE BLVD HOUSTON, TX 77030	NONE	N/A	UNRESTRICTED	1,000.
NORTH ATLANTA SENIOR SERVICES 490 SUN VALLEY DRIVE STE 202 ROSWELL, GA 30076	NONE	N/A	UNRESTRICTED	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
OUR HOUSE 19715 ZION ROAD BROOKEVILLE, MD 20833	NONE	N/A	UNRESTRICTED	500.
PAIDEIA SCHOOL 1509 PONCE DE LEON AVENUE NE ATLANTA, GA 30307	NONE	N/A	UNRESTRICTED	2,000.
PARK PRIDE ATLANTA 675 PONCE DE LEON AVENUE NE 8TH FLOOR ATLANTA, GA 30308	NONE	N/A	UNRESTRICTED	500.
PATH FOUNDATION P.O. BOX 14327 ATLANTA, GA 30324	NONE	N/A	UNRESTRICTED	500.
PIEDMONT HOSPITAL FOUNDATION 1968 PEACHTREE RD NW ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	1,000.
PIEDMONT PARK CONSERVANCY 400 PARK DRIVE NE ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	1,000.
PRESBYTERIAN COLLEGE 503 SOUTH BROAD STREET CLINTON, SC 29325	NONE	N/A	UNRESTRICTED	500.
PROCTOR ACADEMY 204 MAIN STREET ANDOVER, NH 03216	NONE	N/A	UNRESTRICTED	500.
SHELTERING ARMS 3838 ABERDEEN WAY HOUSTON, TX 77025	NONE	N/A	UNRESTRICTED	1,000.
TRINITY PRESBYTERIAN CHURCH 571 E. MAIN STREET STATESBORO, GA 30461	NONE	N/A	UNRESTRICTED	85,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY STE 400 SAN FRANCISCO, CA 94105	NONE	N/A	UNRESTRICTED	
UNITED WAY OF METROPOLITAN ATLANTA 100 EDGEWOOD AVENUE NE ATLANTA, GA 30303	NONE	N/A	UNRESTRICTED	2,000.
VISITING NURSE HOSPICE ATLANTA 5775 GLENRIDGE DRIVE STE E200 ATLANTA, GA 30328	NONE	N/A	UNRESTRICTED	500.
WABE/WPBA 740 BISMARCK ROAD ATLANTA, GA 30324	NONE	N/A	UNRESTRICTED	
WESTMINSTER 1424 WEST PACES FERRY ROAD ATLANTA, GA 30327	NONE	N/A	UNRESTRICTED	500.
PEACHTREE STRING QUARTET 1280 PEACHTREE STREET NE ATLANTA, GA 30309	NONE	N/A	UNRESTRICTED	500.
PUBLIC BROADCASTING ATL 740 BISMARCK ROAD ATLANTA, GA 30324	NONE	N/A	UNRESTRICTED	1,000.
WINSHIP CANCER INSTITUTE 1365-C CLIFTON ROAD, NE ATLANTA, GA 30322	NONE	N/A	UNRESTRICTED	1,500.
ATLANTA HISTORICAL SOCIETY 130 WEST PACES FERRY RD NW ATLANTA, GA 30305	NONE	N/A	UNRESTRICTED	250.
AGAPE COMMUNITY CENTER 2353 BOLTON ROAD NW, SUITE 100 ATLANTA, GA 30318	NONE	N/A	UNRESTRICTED	400.
Total from continuation sheets				

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

	Loinhedge	Charles Schwab	The Ocean Fund	GT Offshore Fund	Morgan Creek	Total
December	11	686,493.28	976,880.75	718,521.83	689,243.78	217,411.05
January	12	699,761.30	1,008,463.46	730,871.86	698,119.86	217,409.00
February	12	705,768.01	1,017,073.69	739,127.82	710,159.18	217,409.00
March	12	706,781.44	1,015,195.82	746,921.81	717,934.65	230,723.00
April	12	696,401.37	1,017,191.04	746,991.98	718,687.37	230,723.00
May	12	690,735.50	959,190.08	743,077.06	712,107.56	230,723.00
June	12	679,223.30	970,628.84	743,110.28	712,001.83	252,303.00
July	12	683,199.30	985,813.75	748,207.85	718,757.69	252,303.00
August	12	688,588.39	993,343.55	756,274.52	725,146.53	252,303.00
September	12	701,611.12	948,364.63	764,773.74	733,022.83	257,651.00
October	12	704,514.72	947,220.06	772,520.75	736,060.06	257,651.00
November	12	708,251.81	953,892.01	783,382.42	743,734.39	257,651.00
December	12	727,009.10	925,776.42	797,316.61	755,462.15	268,222.00

40,720,223

Average Monthly FMV Securities: **3,393,351.89**

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

	Suntrust - Cash	Charles Schwab	Avg Cash
December	11	5,334.76	
January	12	334.80	53,295.63
February	12	334.80	50,207.68
March	12	334.80	35,557.21
April	12	334.80	17,034.71
May	12	1,209.80	29,237.21
June	12	1,209.84	34,924.73
July	12	1,209.84	29,928.02
August	12	1,672.70	34,874.71
September	12	1,672.70	65,093.14
October	12	1,672.70	70,843.14
November	12	1,672.70	46,217.28
December	12	1,672.73	26,141.43

493,354.88

Average Monthly FMV Balance: **41,112.91**

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

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REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part I, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
BERWYN INCOME FUND	086233202	14.10	03/29/12	08/24/12	\$ 186.40	\$ 189.97	\$ 0.00	\$ (3.57)
BERWYN INCOME FUND	086233202	14.75	06/28/12	08/24/12	\$ 195.03	\$ 191.38	\$ 0.00	\$ 3.65
Security Subtotal					\$ 381.43	\$ 381.35	\$ 0.00	\$ 0.08
DOUBLELINE TOTAL RETUR	258620103	17.71	01/31/12	08/24/12	\$ 201.24	\$ 197.31	\$ 0.00	\$ 3.93
DOUBLELINE TOTAL RETUR	258620103	15.29	02/29/12	08/24/12	\$ 173.80	\$ 171.02	\$ 0.00	\$ 2.78
DOUBLELINE TOTAL RETUR	258620103	16.29	03/30/12	08/24/12	\$ 185.10	\$ 181.97	\$ 0.00	\$ 3.13
DOUBLELINE TOTAL RETUR	258620103	15.16	04/30/12	08/24/12	\$ 172.35	\$ 169.89	\$ 0.00	\$ 2.46
DOUBLELINE TOTAL RETUR	258620103	16.09	05/31/12	08/24/12	\$ 182.84	\$ 180.07	\$ 0.00	\$ 2.77
DOUBLELINE TOTAL RETUR	258620103	15.73	06/29/12	08/24/12	\$ 178.73	\$ 175.87	\$ 0.00	\$ 2.86
DOUBLELINE TOTAL RETUR	258620103	15.29	07/31/12	08/24/12	\$ 173.81	\$ 172.26	\$ 0.00	\$ 1.55
Security Subtotal					\$ 1,267.87	\$ 1,248.39	\$ 0.00	\$ 19.48
LEUTHOLD GRIZZLY SHORT	527289300	370.37	01/03/12	06/04/12	\$ 4,951.85	\$ 5,000.00	\$ 0.00	\$ (48.15)
Security Subtotal					\$ 4,951.85	\$ 5,000.00	\$ 0.00	\$ (48.15)
PAYDEN EMRG MKTS BD FD	704329531	13.06	02/28/12	05/21/12	\$ 185.58	\$ 189.89	\$ 0.00	\$ (4.31)

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Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part I, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
PAYDEN EMRG MKTS BD FD	704329531	13.22	04/27/12	05/21/12	\$ 187.77	\$ 191.86	\$ 0.00	\$ 0.00	\$ (4.09)
Security Subtotal					\$ 373.35	\$ 381.75	\$ 0.00	\$ 0.00	\$ (8.40)
PIMCO STKS PLUS TR SHOR	693390486	210.45	03/22/12	09/11/12	\$ 772.03	\$ 774.46	\$ 0.00	\$ 0.00	\$ (2.43)
PIMCO STKS PLUS TR SHOR	693390486	3,467.16	06/01/12	09/11/12	\$ 12,719.20	\$ 14,240.38	\$ 12.81	\$ 12.81	\$ (1,508.37)
PIMCO STKS PLUS TR SHOR	693390486	100.34	06/21/12	09/11/12	\$ 368.11	\$ 393.35	\$ 0.00	\$ 0.00	\$ (25.24)
Security Subtotal					\$ 13,859.34	\$ 15,408.19	\$ 12.81	\$ 12.81	\$ (1,536.04)
STONE HARBOR EMRG MKT	861647105	82.67	02/24/12	05/21/12	\$ 923.56	\$ 932.54	\$ 8.02	\$ 8.02	\$ (0.96)
Security Subtotal					\$ 923.56	\$ 932.54	\$ 8.02	\$ 8.02	\$ (0.96)
Total Short-Term (Cost basis is reported to the IRS)					\$ 21,757.40	\$ 23,352.22	\$ 20.83	\$ 20.83	\$ (1,573.99)

Short-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, in either Part I or Part II as appropriate, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
AQR RISK PARITY FD CL I	00203H826	733.27	09/16/11	05/21/12	\$ 7,975.00	\$ 7,902.04	\$ 0.00	\$ 0.00	\$ 72.96
Security Subtotal					\$ 7,975.00	\$ 7,902.04	\$ 0.00	\$ 0.00	\$ 72.96
ARBITRAGE FUND CLASS I	03875R205	42.20	06/28/11	05/21/12	\$ 548.39	\$ 551.83	\$ 0.00	\$ 0.00	\$ (3.44)

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Short-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, in either Part I or Part II as appropriate, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
ARBITRAGE FUND CLASS I	03875R205	0.40	11/23/11	05/21/12	\$ 5.26	\$ 5.43	\$ 0.00	\$ 0.00	\$ (0.17)
ARBITRAGE FUND CLASS I	03875R205	49.42	11/23/11	05/21/12	\$ 642.25	\$ 662.41	\$ 0.00	\$ 0.00	\$ (20.16)
ARBITRAGE FUND CLASS I	03875R205	290.81	11/23/11	05/21/12	\$ 3,779.10	\$ 3,890.32	\$ 0.00	\$ 0.00	\$ (111.22)
Security Subtotal					\$ 4,975.00	\$ 5,109.99	\$ 0.00	\$ 0.00	\$ (134.99)
ASG DIVERSIFYING STRAT F	63872T786	1,944.94	11/23/11	04/23/12	\$ 18,316.86	\$ 19,955.62	\$ 0.00	\$ 0.00	\$ (1,638.76)
ASG DIVERSIFYING STRAT F	63872T786	85.40	11/24/11	04/23/12	\$ 804.29	\$ 846.43	\$ 0.00	\$ 0.00	\$ (42.14)
Security Subtotal					\$ 19,121.15	\$ 20,802.05	\$ 0.00	\$ 0.00	\$ (1,680.90)
ASTON RIVER ROAD	IND 0080Y579	1.37	12/28/11	05/21/12	\$ 14.81	\$ 14.82	\$ 0.00	\$ 0.00	\$ (0.01)
ASTON RIVER ROAD	IND 0080Y579	76.11	12/28/11	05/21/12	\$ 817.40	\$ 817.96	\$ 0.00	\$ 0.00	\$ (0.56)
ASTON RIVER ROAD	IND 0080Y579	1,130.68	12/28/11	05/21/12	\$ 12,142.79	\$ 12,120.87	\$ 0.00	\$ 0.00	\$ 21.92
Security Subtotal					\$ 12,975.00	\$ 12,953.65	\$ 0.00	\$ 0.00	\$ 21.35
BERWYN INCOME FUND	086233202	27.54	09/29/11	08/24/12	\$ 364.02	\$ 353.92	\$ 0.00	\$ 0.00	\$ 10.10
Security Subtotal					\$ 364.02	\$ 353.92	\$ 0.00	\$ 0.00	\$ 10.10
DOUBLELINE TOTAL RETUR	258620103	19.10	08/31/11	08/24/12	\$ 217.01	\$ 213.73	\$ 0.00	\$ 0.00	\$ 3.28
DOUBLELINE TOTAL RETUR	258620103	20.25	09/30/11	08/24/12	\$ 230.18	\$ 226.90	\$ 0.00	\$ 0.00	\$ 3.28
DOUBLELINE TOTAL RETUR	258620103	18.77	10/31/11	08/24/12	\$ 213.27	\$ 208.55	\$ 0.00	\$ 0.00	\$ 4.72
DOUBLELINE TOTAL RETUR	258620103	20.16	11/30/11	08/24/12	\$ 229.13	\$ 223.25	\$ 0.00	\$ 0.00	\$ 5.88

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Short-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, in either Part I or Part II as appropriate, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DOUBLELINE TOTAL RETUR	258620103	23.71	12/30/11	08/24/12	\$ 269.51	\$ 261.62	\$ 0.00	\$ 7.89
Security Subtotal					\$ 1,159.10	\$ 1,134.05	\$ 0.00	\$ 25.05
EVERCORE WEALTH MGMT	93208V106	421.94	11/23/11	05/21/12	\$ 4,000.00	\$ 4,751.05	\$ 0.00	\$ (751.05)
EVERCORE WEALTH MGMT	93208V106	1,887.11	11/23/11	08/24/12	\$ 16,776.48	\$ 21,248.95	\$ 0.00	\$ (4,472.47)
EVERCORE WEALTH MGMT	93208V106	21.48	12/29/11	08/24/12	\$ 191.02	\$ 216.80	\$ 0.00	\$ (25.78)
Security Subtotal					\$ 20,967.50	\$ 26,216.80	\$ 0.00	\$ (5,249.30)
IWA WORLDWIDE FD CLI	45070A206	1,379.02	12/28/11	05/21/12	\$ 20,927.28	\$ 21,000.00	\$ 0.00	\$ (72.72)
Security Subtotal					\$ 20,927.28	\$ 21,000.00	\$ 0.00	\$ (72.72)
LEUTHOLD GRIZZLY SHORT	527289300	1,802.50	12/29/11	05/21/12	\$ 23,000.00	\$ 24,748.43	\$ 0.00	\$ (1,748.43)
LEUTHOLD GRIZZLY SHORT	527289300	1,104.76	12/29/11	05/31/12	\$ 14,240.38	\$ 15,168.38	\$ 0.00	\$ (928.00)
LEUTHOLD GRIZZLY SHORT	527289300	734.39	12/29/11	06/04/12	\$ 9,818.80	\$ 10,083.19	\$ 0.00	\$ (264.39)
Security Subtotal					\$ 47,059.18	\$ 50,000.00	\$ 0.00	\$ (2,940.82)
PAYDEN EMRG MKTS BD FD	704329531	0.00	05/27/11	05/21/12	\$ 0.08	\$ 0.09	\$ 0.00	\$ (0.01)
PAYDEN EMRG MKTS BD FD	704329531	1.22	06/14/11	05/21/12	\$ 17.42	\$ 18.05	\$ 0.00	\$ (0.63)
PAYDEN EMRG MKTS BD FD	704329531	17.33	06/14/11	05/21/12	\$ 246.11	\$ 252.87	\$ 0.00	\$ (6.76)
PAYDEN EMRG MKTS BD FD	704329531	52.69	06/14/11	05/21/12	\$ 748.27	\$ 768.82	\$ 0.00	\$ (20.55)
PAYDEN EMRG MKTS BD FD	704329531	65.39	06/14/11	05/21/12	\$ 928.65	\$ 957.42	\$ 0.00	\$ (28.77)
PAYDEN EMRG MKTS BD FD	704329531	14.74	06/29/11	05/21/12	\$ 209.31	\$ 213.73	\$ 0.00	\$ (4.42)
PAYDEN EMRG MKTS BD FD	704329531	16.62	07/28/11	05/21/12	\$ 236.13	\$ 247.44	\$ 8.58	\$ (2.73)

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Short-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, in either Part I or Part II as appropriate, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
PAYDEN EMRG MKTS BD FD	704329531	16.94	08/30/11	05/21/12	\$ 240.68	\$ 246.78	\$ 0.00	\$ 0.00	\$(6.10)
Security Subtotal					\$ 2,626.65	\$ 2,705.20	\$ 8.58	\$ 8.58	\$(69.97)
STONE HARBOR EMRG MKT	861647105	59.75	09/16/11	05/21/12	\$ 667.58	\$ 666.92	\$ 0.00	\$ 0.00	\$ 0.66
STONE HARBOR EMRG MKT	861647105	314.08	09/16/11	05/21/12	\$ 3,508.71	\$ 3,500.70	\$ 0.00	\$ 0.00	\$ 8.01
STONE HARBOR EMRG MKT	861647105	883.97	09/16/11	05/21/12	\$ 9,875.15	\$ 9,863.46	\$ 0.00	\$ 0.00	\$ 11.69
Security Subtotal					\$ 14,051.44	\$ 14,031.08	\$ 0.00	\$ 0.00	\$ 20.36
TURNER SPECTRUM FD INS	900297664	95.29	11/23/11	05/16/12	\$ 1,051.69	\$ 1,081.20	\$ 0.00	\$ 0.00	\$(29.51)
TURNER SPECTRUM FD INS	900297664	1,741.46	11/23/11	05/16/12	\$ 19,219.50	\$ 19,802.85	\$ 0.00	\$ 0.00	\$(583.35)
Security Subtotal					\$ 20,271.19	\$ 20,884.05	\$ 0.00	\$ 0.00	\$(612.86)
WASATCH EMRG MKT SMALL	936793884	8,163.26	08/15/11	05/21/12	\$ 20,000.00	\$ 20,489.80	\$ 0.00	\$ 0.00	\$(489.80)
Security Subtotal					\$ 20,000.00	\$ 20,489.80	\$ 0.00	\$ 0.00	\$(489.80)
Total Short-Term (Transactions are not reported on Form 1099-B or to the IRS)					\$ 192,472.51	\$ 203,582.63	\$ 8.58	\$ 8.58	\$(11,101.54)
Total Short-Term					\$ 214,229.91	\$ 226,934.85	\$ 29.41	\$ 29.41	\$(12,675.53)

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

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Date Prepared: February 8, 2013

Long-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part II, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PAYDEN EMRG MKTS BD FD	704329531	12.61	08/06/11	08/24/12	\$ 190.39	\$ 185.59	\$ 0.00	\$ 4.80
Security Subtotal					\$ 190.39	\$ 185.59	\$ 0.00	\$ 4.80

Total Long-Term (Cost basis is reported to the IRS) \$ 190.39 \$ 185.59 \$ 0.00 \$ 4.80

Long-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS-Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ARBITRAGE FUND CLASS I	03875R205	685.45	06/28/11	08/24/12	\$ 8,975.00	\$ 8,963.22	\$ 0.00	\$ 11.78
Security Subtotal					\$ 8,975.00	\$ 8,963.22	\$ 0.00	\$ 11.78
BERWYN INCOME FUND	086233202	20.79	02/07/11	08/24/12	\$ 274.89	\$ 279.41	\$ 0.00	\$ (4.52)
BERWYN INCOME FUND	086233202	60.35	02/07/11	08/24/12	\$ 797.73	\$ 810.88	\$ 0.00	\$ (13.15)
BERWYN INCOME FUND	086233202	1,790.99	02/07/11	08/24/12	\$ 23,671.66	\$ 23,946.42	\$ 0.00	\$ (274.76)
Security Subtotal					\$ 24,744.28	\$ 25,036.71	\$ 0.00	\$ (292.43)
DOUBLELINE TOTAL RETUR	258620103	2,744.96	02/07/11	08/24/12	\$ 31,187.88	\$ 30,000.00	\$ 0.00	\$ 1,187.88
DOUBLELINE TOTAL RETUR	258620103	18.49	02/28/11	08/24/12	\$ 210.08	\$ 203.58	\$ 0.00	\$ 6.50
DOUBLELINE TOTAL RETUR	258620103	19.51	03/31/11	08/24/12	\$ 221.76	\$ 213.92	\$ 0.00	\$ 7.84

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Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DOUBLELINE TOTAL RETUR	258620103	18.63	04/29/11	08/24/12	\$ 211.76	\$ 205.20	\$ 0.00	\$ 6.56
DOUBLELINE TOTAL RETUR	258620103	17.63	05/31/11	08/24/12	\$ 200.38	\$ 196.11	\$ 0.00	\$ 4.27
DOUBLELINE TOTAL RETUR	258620103	18.88	06/30/11	08/24/12	\$ 214.51	\$ 207.68	\$ 0.00	\$ 6.83
DOUBLELINE TOTAL RETUR	258620103	19.30	07/29/11	08/24/12	\$ 219.34	\$ 214.09	\$ 0.00	\$ 5.25
Security Subtotal					\$ 32,465.71	\$ 31,240.58	\$ 0.00	\$ 1,225.13
IVA WORLDWIDE FD CL I	45070A206	332.62	02/01/11	05/21/12	\$ 5,047.72	\$ 5,666.63	\$ 0.00	\$ (618.91)
Security Subtotal					\$ 5,047.72	\$ 5,666.63	\$ 0.00	\$ (618.91)
PAYDEN EMRG MKTS BD FD	704329531	216.31	02/07/11	08/24/12	\$ 3,264.18	\$ 3,058.69	\$ 0.00	\$ 205.49
PAYDEN EMRG MKTS BD FD	704329531	9.74	03/30/11	08/24/12	\$ 146.98	\$ 138.50	\$ 0.00	\$ 8.48
PAYDEN EMRG MKTS BD FD	704329531	9.66	04/28/11	08/24/12	\$ 145.91	\$ 139.13	\$ 0.00	\$ 6.78
PAYDEN EMRG MKTS BD FD	704329531	138.21	05/03/11	08/24/12	\$ 2,085.70	\$ 2,000.00	\$ 0.00	\$ 85.70
PAYDEN EMRG MKTS BD FD	704329531	11.05	05/27/11	08/24/12	\$ 166.84	\$ 160.09	\$ 0.00	\$ 6.75
Security Subtotal					\$ 5,809.61	\$ 5,496.41	\$ 0.00	\$ 313.20
PIMCO STKS PLUS TR SHOR	693390486	9,427.66	02/07/11	09/11/12	\$ 34,585.13	\$ 39,048.97	\$ 0.00	\$ (4,463.84)
PIMCO STKS PLUS TR SHOR	693390486	3,149.95	05/12/11	09/11/12	\$ 11,555.53	\$ 12,924.61	\$ 0.00	\$ (1,369.08)
Security Subtotal					\$ 46,140.66	\$ 51,973.58	\$ 0.00	\$ (5,832.92)
YACKTMAN FOCUSED SERVI	561709445	463.80	09/22/10	05/21/12	\$ 8,932.90	\$ 7,833.68	\$ 0.00	\$ 1,099.22
YACKTMAN FOCUSED SERVI	561709445	55.40	02/07/11	05/21/12	\$ 1,067.10	\$ 1,021.11	\$ 0.00	\$ 45.99

charles SCHWAB

Schwab One® Account of
GRAVES FOUNDATION INC

Account Number
9882-6136

TAX YEAR 2012
YEAR-END SUMMARY

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return. Date Prepared: February 8, 2013

Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale	Realized Gain or (Loss)
YACKTMAN FOCUSED SERVI	561709445	1,690.82	09/22/10	12/24/12	\$ 35,000.00	\$ 28,557.97	\$ 0.00	\$ 0.00	6,442.03
Security Subtotal					\$ 45,000.00	\$ 37,412.76	\$ 0.00	\$ 0.00	7,587.24
Total Long-Term (Transactions are not reported on Form 1099-B or to the IRS)					\$ 168,182.98	\$ 165,789.89	\$ 0.00	\$ 0.00	2,393.09
Total Long-Term					\$ 168,373.37	\$ 165,375.48	\$ 0.00	\$ 0.00	2,997.89

charles SCHWAB

Schwab One® Account of
GRAVES FOUNDATION INC

Account Number
9882-6136

TAX YEAR 2012
YEAR-END SUMMARY

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

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Realized Gain or (Loss) Summary

Total Realized Gain or (Loss)

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss) (Cost basis is reported to the IRS. Report on Form 8949, Part I, with Box A checked.)	\$ 21,757.40	\$ 23,352.22	\$ 20.83	\$ (1,573.99)
Total Short-Term Realized Gain or (Loss) (Transactions are not reported on Form 1099-B or to the IRS. Report on Form 8949, in either Part I or Part II as appropriate, with Box C checked.)	\$ 192,472.51	\$ 203,582.63	\$ 8.58	\$ (11,101.54)
Total Short-Term Realized Gain or (Loss)	\$ 214,229.91	\$ 226,934.85	\$ 29.41	\$ (12,675.53)
Total Long-Term Realized Gain or (Loss) (Cost basis is reported to the IRS. Report on Form 8949, Part II, with Box A checked.)	\$ 190.39	\$ 185.59	\$ 0.00	\$ 4.80
Total Long-Term Realized Gain or (Loss) (Transactions are not reported on Form 1099-B or to the IRS. Report on Form 8949, Part II with Box C checked.)	\$ 168,182.98	\$ 165,789.89	\$ 0.00	\$ 2,393.09
Total Long-Term Realized Gain or (Loss)	\$ 168,373.37	\$ 165,975.48	\$ 0.00	\$ 2,397.89
TOTAL REALIZED GAIN OR (LOSS)	\$ 382,603.28	\$ 392,910.33	\$ 29.41	\$ (10,277.64)

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

SOURCE	AMOUNT
K-1 MORGAN CREEK	657.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	657.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	49,738.	12,341.	37,397.
K-1 MORGAN CREEK	2,990.	0.	2,990.
TOTAL TO FM 990-PF, PART I, LN 4	52,728.	12,341.	40,387.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INC - MORGAN CREEK	4,145.	4,145.	0.
LITIGATION INCOME	63.	63.	0.
FEDERAL TAX REFUND	2,074.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	6,282.	4,208.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	5,150.	5,150.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,150.	5,150.	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	226.	226.	0.	0.	
IRS	932.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	1,158.	226.	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	
BANK FEES	214.	163.	0.	0.	
NONDEDUCTIBLE EXPENSES	71.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	285.	163.	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	217,411.	268,222.	268,222.	
CHARLES SCHWAB INVESTMENTS	1,000,779.	908,823.	925,776.	
INFINITY OCEAN FUND	600,000.	600,000.	797,317.	
LOINHEDGE FUND	700,000.	700,000.	727,009.	
GERBER TAYLOR	700,000.	700,000.	755,462.	
TO FORM 990-PF, PART II, LINE 15	3,218,190.	3,177,045.	3,473,786.	

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.

• 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)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE GRAVES FOUNDATION, INC.	Employer identification number (EIN) or 58-1876906
	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 53015	Social security number (SSN)
	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)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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, GA 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, 2013.**

5 For calendar year **2012**, 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.

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

Signature and Verification must be completed for Part II only.

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)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE GRAVES FOUNDATION, INC.	Employer identification number (EIN) or 58-1876906
	Number, street, and room or suite no. If a P O box, see instructions. P.O. BOX 53015	Social security number (SSN)
	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)

04

Application Is For	Return Code	Application Is For	Return Code
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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

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WILLIAM GRAVES

• The books are in the care of **P.O. BOX 53015 - ATLANTA, GA 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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8a 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.	8a	\$	0.
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	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

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