Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation: THE GRAFF CHARITABLE FOUNDATION, INC. C/O P. MARK GRAFF	**A** Employer identification number: 47-0816806
Number and street (or P O box number if mail is not delivered to street address): 220 NORRIS AVENUE — Room/suite:	**B** Telephone number (see instructions): (308) 345-4240
City or town, state or province, country, and ZIP or foreign postal code: MCCOOK, NE 69001	**C** If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,031,143.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	3,537,475.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	38,609.	38,609.		
	4	Dividends and interest from securities	210,307.	210,307.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	77,162.			
	b	Gross sales price for all assets on line 6a 762,541.				
	7	Capital gain net income (from Part IV, line 2)		77,162.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 1	-2,923.	-2,923.		
	12	**Total.** Add lines 1 through 11	3,860,630.	323,155.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,840.	1,704.		1,136.
	c	Other professional fees (attach schedule) [2]	3,764.	3,764.		
	17	Interest ATCH 3	181.	181.		
	18	Taxes (attach schedule) (see instructions) [4]	2,089.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	484.	284.	12.	188.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,358.	5,933.	12.	1,324.
	25	Contributions, gifts, grants paid	141,500.			141,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	150,858.	5,933.	12.	142,824.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,709,772.			
	b	**Net investment income** (if negative, enter -0-)		317,222.		
	c	**Adjusted net income** (if negative, enter -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 (See instructions)

			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	145,510.	356,323.	356,323.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	92,668.		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		* 1,087,716.	ATCH 6
		Less allowance for doubtful accounts ▶	470,125.	1,087,716.	1,087,716.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	532,207.	782,207.	759,601.
	c	Investments - corporate bonds (attach schedule) ATCH 8	98,315.	98,315.	50,000.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	1,731,677.	4,455,713.	3,777,503.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,070,502.	6,780,274.	6,031,143.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27	Capital stock, trust principal, or current funds	175,000.	175,000.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,895,502.	6,605,274.	
	30	**Total net assets or fund balances** (see instructions)	3,070,502.	6,780,274.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,070,502.	6,780,274.	

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	3,070,502.
2	Enter amount from Part I, line 27a	2	3,709,772.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,780,274.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,780,274.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	77,162.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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))
2014	124,192.	2,906,827.	0.042724
2013	105,390.	2,541,968.	0.041460
2012	100,587.	2,165,676.	0.046446
2011	81,983.	2,010,432.	0.040779
2010	60,000.	1,782,800.	0.033655

2	**Total** of line 1, column (d)	2	0.205064
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.041013
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	5,133,918.
5	Multiply line 4 by line 3	5	210,557.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,172.
7	Add lines 5 and 6	7	213,729.
8	Enter qualifying distributions from Part XII, line 4	8	142,824.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	6,344.
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	
3	Add lines 1 and 2	3	6,344.
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	6,344.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 2,000.		
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	2,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	4,344.
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 2016 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NE,			
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*	8b	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATCH 10	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ P. MARK GRAFF Telephone no ▶ 308-345-4240			
	Located at ▶ 220 NORRIS AVE. MCCOOK, NE ZIP+4 ▶ 69001			
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			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the 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.

			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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 *or in a current notice regarding disaster assistance (see instructions)?*	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ 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)	2b		X
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2015?	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 4945(d)(4)(A)? (see instructions) . . . . ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

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

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? . . . . **6b** No: X

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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0.	0.	0.

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

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

Total number of other employees paid over $50,000 . . . . ▶

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	3,767,350.
b	Average of monthly cash balances	1b	551,445.
c	Fair market value of all other assets (see instructions)	1c	893,304.
d	**Total** (add lines 1a, b, and c)	1d	5,212,099.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,212,099.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	78,181.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,133,918.
6	**Minimum investment return.** Enter 5% of line 5	6	256,696.

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	256,696.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	6,344.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,344.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	250,352.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	250,352.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	250,352.

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	142,824.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	142,824.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	142,824.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				250,352.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			140,510.	
b Total for prior years 20 13 ,20 12 ,20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 142,824.				
a Applied to 2014, but not more than line 2a			140,510.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount				2,314.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (*If an amount appears in column (d), the same amount must be shown in column (a)*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				248,038.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2a 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))

DOLORES O. GRAFF, PETER M. GRAFF ESTATE

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

N/A

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 or e-mail address 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 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
a *Paid during the year*				
SEE EXHIBIT 1				141,500.
Total ▶ **3a**				141,500.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	38,609.	
4 Dividends and interest from securities			14	210,307.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	77,162.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 12				-2,923.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				323,155.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 323,155.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	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) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | 05/16/2016 Date | CHAIR Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JASON W BOMBECK		05/16/2015		P00393463

Firm's name ▶ BKD, LLP — Firm's EIN ▶ 44-0160260

Firm's address ▶ 1248 O STREET, STE 1040 LINCOLN, NE 68508-1461 — Phone no 402-473-7600

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.	OMB No 1545-0047 **2015**

Name of the organization	Employer identification number
THE GRAFF CHARITABLE FOUNDATION, INC. C/O P. MARK GRAFF	47-0816806

Organization type (check one)

Filers of: | **Section:**

Form 990 or 990-EZ

- [ ] 501(c)( ) (enter number) organization
- [ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- [ ] 527 political organization

Form 990-PF

- [X] 501(c)(3) exempt private foundation
- [ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
- [ ] 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

- [ ] For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- [ ] For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- [ ] For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $______________

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

Name of organization THE GRAFF CHARITABLE FOUNDATION, INC.
C/O P. MARK GRAFF

Employer identification number
47-0816806

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PETER M. GRAFF ESTATE 220 NORRIS AVENUE MCCOOK, NE 69001	$ 2,910,362.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	PETER M. GRAFF ESTATE 220 NORRIS AVENUE MCCOOK, NE 69001	$ 627,113.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE GRAFF CHARITABLE FOUNDATION, INC. C/O P. MARK GRAFF	47-0816806

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	LOANS RECEIVABLE	$ 627,113.	VAR
		$	
		$	
		$	
		$	
		$	

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Name of organization THE GRAFF CHARITABLE FOUNDATION, INC.
C/O P. MARK GRAFF

Employer identification number
47-0816806

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					78,586.	
		DFA INTERNATIONAL CORE EQUITY PROPERTY TYPE: SECURITIES				P	VARIOUS	04/13/2015
5,948.		5,494.					454.	
		DIMENSIONAL EMERGING MARKETS PROPERTY TYPE: SECURITIES				P	VARIOUS	04/13/2015
9,790.		10,091.					-301.	
		DFA ONE YEAR FIXED INCOME PROPERTY TYPE: SECURITIES				P	VARIOUS	04/13/2015
20,594.		20,419.					175.	
		DFA INVT TWO YEAR GLOBAL FIXED PROPERTY TYPE: SECURITIES				P	VARIOUS	04/13/2015
10,005.		10,258.					-253.	
		DFA US LARGE CAP VALUE PROPERTY TYPE: SECURITIES				P	VARIOUS	04/13/2015
32,029.		22,327.					9,702.	
		DFA FIVE YEAR GLOBAL FIXED PROPERTY TYPE: SECURITIES				P	VARIOUS	04/13/2015
7,053.		6,823.					230.	
		DFA INTERNATIONAL VALUE PROPERTY TYPE: SECURITIES				P	VARIOUS	04/13/2015
12,408.		11,844.					564.	
		DFA ONE YEAR FIXED INCOME PROPERTY TYPE: SECURITIES				P	VARIOUS	04/14/2015
7.		7.						
		PRIME FUND CAPITAL RESERVES PROPERTY TYPE: SECURITIES				P	VARIOUS	04/16/2015
10,384.		10,384.						
		AQR EMERGING MULTI STYLE PROPERTY TYPE: SECURITIES				P	VARIOUS	07/16/2015
10,449.		11,529.					-1,080.	
		AQR INTERNATIONAL MULTI STYLE PROPERTY TYPE: SECURITIES				P	VARIOUS	07/16/2015
16,039.		16,039.						
		AQR LARGE CAP MULTI STYLE				P	VARIOUS	07/16/2015

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PROPERTY TYPE: SECURITIES						
34,919.		34,460.					459.	
		DFA INTERNATIONAL VECTOR EQUITY				P	VARIOUS	07/16/2015
		PROPERTY TYPE: SECURITIES						
20,665.		20,067.					598.	
		DFA GLOBAL REAL ESTATE SEC				P	VARIOUS	07/16/2016
		PROPERTY TYPE: SECURITIES						
18,218.		16,358.					1,860.	
		DFA INTERNATIONAL CORE EQUITY				P	VARIOUS	07/16/2015
		PROPERTY TYPE: SECURITIES						
9,165.		8,603.					562.	
		DFA US VECTOR EQUITY				P	VARIOUS	07/16/2015
		PROPERTY TYPE: SECURITIES						
48,027.		34,872.					13,155.	
		DFA US CORE EQUITY II				P	VARIOUS	07/16/2015
		PROPERTY TYPE: SECURITIES						
48,330.		35,357.					12,973.	
		DFA EMERGING MARKETS CORE EQUITY				P	VARIOUS	07/16/2015
		PROPERTY TYPE: SECURITIES						
17,232.		16,274.					958.	
		DFA FIVE YEAR GLOBAL FIXED INCOME				P	VARIOUS	07/16/2015
		PROPERTY TYPE: SECURITIES						
8,479.		8,285.					194.	
		VANGUARD TOTAL BOND MARKET INDEX				P	VARIOUS	07/16/2015
		PROPERTY TYPE: SECURITIES						
19,470.		19,959.					-489.	
		VANGUARD TOTAL INTERNATIONAL BOND INDEX				P	VARIOUS	07/16/2015
		PROPERTY TYPE: SECURITIES						
22,058.		22,751.					-693.	
		ADVISORS DISCIPLINED TR UNIT 1175				P	VARIOUS	06/17/2015
		PROPERTY TYPE: SECURITIES						
188,667.		200,003.					-11,336.	
		ADVISORS DISCIPLINED TR UNIT 1251				P	VARIOUS	10/20/2015
		PROPERTY TYPE: SECURITIES						
97,198.		130,982.					-33,784.	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		DFA CORE EQUITY II PROPERTY TYPE: SECURITIES				P	VAR	04/13/2015
16,821.		12,193.					4,628.	
TOTAL GAIN(LOSS)							77,162.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME - ENERGY TRANSFER PARTNERS	-2,923.	-2,923.
TOTALS	-2,923.	-2,923.

THE GRAFF CHARITABLE FOUNDATION, INC.

47-0816806

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PORTFOLIO SERVICE FEES	3,764.	3,764.
TOTALS	3,764.	3,764.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE	181.	181.
TOTALS	181.	181.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAXES	2,089.
TOTALS	2,089.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FILING FEES	33.	20.		13.
SAFE DEPOSIT BOX RENT	36.	22.		14.
EXPENSES FROM PASSTHROUGH	12.		12.	
MISCELLANEOUS EXPENSE	403.	242.		161.
TOTALS	484.	284.	12.	188.

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	TODD & SHARIEL THIESZEN
ORIGINAL AMOUNT:	167,000.
INTEREST RATE:	5.0000 %
DATE OF NOTE:	02/04/2013
MATURITY DATE:	04/01/2019
REPAYMENT TERMS:	SEMI-ANNUAL PMTS OF $5,641.
SECURITY PROVIDED:	AGRICULTURAL REAL ESTATE
PURPOSE OF LOAN:	TO PURCHASE AGRICULTURAL REAL ESTATE
DESCRIPTION AND FMV OF CONSIDERATION:	N/A

BEGINNING BALANCE DUE .... 153,430.

ENDING BALANCE DUE .... 153,108.

ENDING FAIR MARKET VALUE .... 153,108.

BORROWER:	TODD & SHARIEL THIESZEN
ORIGINAL AMOUNT:	168,000.
INTEREST RATE:	5.0000 %
DATE OF NOTE:	03/28/2011
MATURITY DATE:	04/01/2016
REPAYMENT TERMS:	MONTHLY PMTS OF $900.
SECURITY PROVIDED:	DEED OF TRUST ON FARM REAL ESTATE
PURPOSE OF LOAN:	PURCHASE OF FARM REAL ESTATE
DESCRIPTION AND FMV OF CONSIDERATION:	N/A

BEGINNING BALANCE DUE .... 160,735.

ENDING BALANCE DUE .... 158,520.

ENDING FAIR MARKET VALUE .... 158,520.

ATTACHMENT 6 (CONT'D)

BORROWER:	TODD & SHARIEL THIESZEN
ORIGINAL AMOUNT:	160,000.
INTEREST RATE:	5.0000 %
DATE OF NOTE:	02/04/2013
MATURITY DATE:	10/01/2018
REPAYMENT TERMS:	SEMI-ANNUAL PMTS OF $5,641.
SECURITY PROVIDED:	DEED OF TRUST ON REAL ESTATE
PURPOSE OF LOAN:	PURCHASE OF REAL ESTATE
DESCRIPTION AND FMV OF CONSIDERATION:	N/A

BEGINNING BALANCE DUE .... 155,960.

ENDING BALANCE DUE .... 153,422.

ENDING FAIR MARKET VALUE .... 153,422.

BORROWER:	HANCHERA FARMS
ORIGINAL AMOUNT:	500,000.
INTEREST RATE:	4.1500 %
DATE OF NOTE:	03/01/2013
MATURITY DATE:	03/01/2016
REPAYMENT TERMS:	PRINCIPAL & INTEREST DUE AT MATURITY
SECURITY PROVIDED:	DEED OF TRUST ON REAL ESTATE
PURPOSE OF LOAN:	PURCHASE OF REAL ESTATE
DESCRIPTION AND FMV OF CONSIDERATION:	N/A

ENDING BALANCE DUE .... 500,000.

ENDING FAIR MARKET VALUE .... 500,000.

BORROWER:	PEARSON/SCHMIDT
ORIGINAL AMOUNT:	80,000.
INTEREST RATE:	5.0000 %
DATE OF NOTE:	04/01/2015
MATURITY DATE:	04/01/2030
REPAYMENT TERMS:	180 MONTHLY PAYMENTS OF $632.63
SECURITY PROVIDED:	DEED OF TRUST ON REAL ESTATE
PURPOSE OF LOAN:	PURCHASE OF REAL ESTATE
DESCRIPTION AND FMV OF CONSIDERATION:	N/A

ENDING BALANCE DUE .... 77,570.

ENDING FAIR MARKET VALUE .... 77,570.

BORROWER:	JOSEPH & ELIZABETH BORRINK
ORIGINAL AMOUNT:	30,000.
INTEREST RATE:	4.5500 %
DATE OF NOTE:	03/01/2014
MATURITY DATE:	02/28/2029
REPAYMENT TERMS:	180 MONTHLY PAYMENTS OF $230.27
SECURITY PROVIDED:	DEED OF TRUST ON REAL ESTATE
PURPOSE OF LOAN:	PURCHASE OF REAL ESTATE
DESCRIPTION AND FMV OF CONSIDERATION:	N/A

ENDING BALANCE DUE .... 26,876.

ENDING FAIR MARKET VALUE .... 26,876.

BORROWER:	KEVIN & CONNIE HYLTON
ORIGINAL AMOUNT:	20,000.
INTEREST RATE:	4.5500 %
DATE OF NOTE:	03/01/2014
MATURITY DATE:	02/29/2024
REPAYMENT TERMS:	120 MONTHLY PAYMENTS OF $207.76
SECURITY PROVIDED:	DEED OF TRUST ON REAL ESTATE
PURPOSE OF LOAN:	PURCHASE OF REAL ESTATE
DESCRIPTION AND FMV OF CONSIDERATION:	N/A

ENDING BALANCE DUE .... 18,220.

ENDING FAIR MARKET VALUE .... 18,220.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 470,125.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 1,087,716.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 1,087,716.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AT&T COMMON STOCK	53,207.	68,820.
BUS DVLPT CORP OF AMERICA	200,000.	199,107.
CION INVT CORP COM	250,000.	238,038.
CORPORATE CAP TR INC	279,000.	253,636.
TOTALS	782,207.	759,601.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHESAPEAKE ENERGY CORP	98,315.	50,000.
TOTALS	98,315.	50,000.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENT FUND	1,007,867.	918,776.
MUTUAL FUNDS	2,930,795.	2,432,378.
ENERGY TRANSFER PARTNERS LP	25,512.	33,730.
REAL ESTATE INVESTMENT TRUSTS	491,539.	392,619.
TOTALS	4,455,713.	3,777,503.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

PETER M. GRAFF ESTATE
220 NORRIS AVENUE
MCCOOK, NE 69001

PETER M. GRAFF ESTATE
220 NORRIS AVENUE
MCCOOK, NE 69001

THE GRAFF CHARITABLE FOUNDATION, INC.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DOLORES O. GRAFF 220 NORRIS AVENUE MCCOOK, NE 69001	VICE-CHAIR .25	0.	0.	0.
P. MARK GRAFF 220 NORRIS AVENUE MCCOOK, NE 69001	CHAIRMAN/PRESIDENT 3.00	0.	0.	0.
MARY CHRISTINE GRAFF 220 NORRIS AVENUE MCCOOK, NE 69001	SECRETARY/TREASURER .25	0.	0.	0.
SCOTT THOMAS 220 NORRIS AVENUE MCCOOK, NE 69001	DIRECTOR .25	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INCOME - ENERGY TRANSFER PARTNERS			14	-2,923.	
TOTALS				-2,923.	

Graff Charitable Foundation, Inc
Charitable Distributions
2015

Type	Date	Num	Organization	Status of Recipient	Purpose	Amount
Charitable Donations						
Check	06/16/2015	279	McCook Education Foundation, Inc	PC	Grant to Provide for Scholarship Funds	$ 500.00
Check	06/16/2015	280	McCook Pantry, Inc	PC	Help fund the purchase and distribution of food to residents of need in Southwest Nebraska	$ 5,000.00
Check	07/02/2015	281	MCC Indians Boosters, Inc	PC	Help fund book scholarships for athletes at the McCook Community College	$ 500.00
Check	07/02/2015	282	McCook Legion Baseball Boosters Inc	PC	Help fund the general operations of the organization which oversees the Legion baseball program for the area	$ 1,000.00
Check	07/22/2015	285	McCook Community Foundation	PC	Restricted donation to the Unrestricted Endowment Fund of the Organization fbo McCook Community Foundation Fund	$ 3,750.00
Check	07/22/2015	286	McCook Community Foundation	PC	Help fund the general operations of the MCF Fund which financial support to McCook area charitable organizations & projects	$ 1,250.00
Check	10/14/2015	288	Hillcrest Nursing Home Foundation	PC	Provide support for the activities and building needs of the Hillcrest Nursing Home in McCook	$ 1,000.00
Check	11/09/2015	289	Community Hospital Health Foundation	PC	Restricted for funding of Radiation Treatment Center at Community Hospital	$ 5,000.00
Check	12/08/2015	290	McCook Pantry, Inc	PC	Help fund the purchase and distribution of food to residents of need in Southwest Nebraska	$ 5,000.00
Check	12/15/2015	292	St Patrick Catholic Church	PC	Help fund the general operations of St Patrick's Parochial Elementary School in McCook	$ 25,000.00
Check	12/15/2015	293	St Patrick Catholic Church	PC	Restricted donation to Angel Book Program - Program Books Fees to Students with Financial Needs at St Pat's	$ 10,000.00
Check	12/15/2015	294	St Patrick Catholic Church	PC	Restricted donation to help fund the maintenance & general upkeep of the parish cemetery	$ 2,500.00
Check	12/15/2015	295	Catholic Social Services	PC	Help fund the general operations at CSS with desire to see the organization continue providing services in the McCook area\	$ 12,000.00
Check	12/15/2015	296	McCook Pantry, Inc	PC	Help fund the purchase and distribution of food to residents of need in Southwest Nebraska	$ 5,000.00
Check	12/15/2015	297	Family Resource Center	PC	Help fund the general operations of th org which provides assistance to families with children of disabilities in the McCook area	$ 5,000.00
Check	12/15/2015	298	Teammates Mentoring Program	PC	Restricted donation to fund scholarships for youth participating in the Teammates program in the McCook area	$ 5,000.00
Check	12/15/2015	299	McCook Community Foundation	PC	Restricted donation for the Community Chest Account	$ 5,000.00
Check	12/15/2015	300	McCook Community Foundation	PC	Restricted donation for the MCFF General Operating Account (IHO Peggy Been)	$ 5,000.00
Check	12/15/2015	301	McCook College Foundation	PC	Unrestricted donation to Organization	$ 5,000.00
Check	12/15/2015	302	YMCA of McCook	PC	Help fund the general operations of the organization which provides physical fitness resources to the McCook area	$ 2,500.00
Check	12/15/2015	303	Community Hospital Health Foundation	PC	Help fund the general operations which provides assistance to the Community Hospital	$ 2,500.00
Check	12/15/2015	304	McCook Humane Society	PC	Help fund the general operations of the Humane Society which provides assistance to animals (IHO sherri Stang)	$ 2,500.00
Check	12/15/2015	305	McCook Education Foundation, Inc	PC	Restricted donation to fund scholarships for seniors attending McCook Public Schools (IHO Chad Graff)	$ 2,500.00
Check	12/15/2015	306	YMCA of McCook	PC	Help fund the Y's Partners with Youth Program assisting needy families fund YMCA family memberships	$ 2,000.00
Check	12/15/2015	307	Alliance for EVPA	PC	Help fund restorations at the Historic Fox Theater	$ 2,000.00
Check	12/15/2015	308	McCook Library Foundation	PC	Provide support for the activities at the McCook Public Library	$ 1,500.00
Check	12/15/2015	309	McCook American Legion Post #203	PC	Help fund the general operations of the organization which provides assistance to local Veterans	$ 1,250.00
Check	12/15/2015	310	McCook VFW Post #1652	PC	Help fund the general operations of the organization which provides assistance to local Veterans	$ 1,250.00
Check	12/15/2015	311	Hillcrest Nursing Home Foundation	PC	Provide support for the activities and building needs of the Hillcrest Nursing Home in McCook	$ 2,500.00
Check	12/15/2015	312	McCook Community Foundation	PC	Restricted donation to the Toy Box Account to help fund Christmas gifts for children of need	$ 1,000.00
Check	12/15/2015	313	Lakeview Lodge, Inc	PC	Help fund the general operations of the Lodge which provides recreational and meeting facilities to Stratton area residents	$ 1,000.00
Check	12/15/2015	314	Our Hometown Charitable Foundation	PC	Restricted donation to help fund the renovation of the Midway Theater & Cultural Event Center in Burlington, CO	$ 2,500.00
Check	12/15/2015	315	St Joseph Catholic Church	PC	Restricted donation to help fund the maintenance & general upkeep of the parish cemetery	$ 2,500.00
Check	12/15/2015	316	St John's Catholic Church	PC	Restricted donation to help fund the maintenance & general upkeep of the parish cemetery	$ 2,500.00
Check	12/15/2015	317	Notre Dame Catholic Church	PC	Help fund the food pantry program of the parish to provide assistance to those in need in the Chicago area	$ 2,500.00
Check	12/15/2015	318	St Francis Mission Foundation	PC	Help fund the general operations of the organization which provides educational programs to Native American children	$ 1,000.00
Check	12/15/2015	319	Red Cloud Indian School	PC	Help fund the general operations of the organization which provides educational programs to Native American children	$ 1,000.00
Check	12/15/2015	320	St Joseph's Indian School	PC	Help fund the general operations of the organization which provides educational programs to Native American children	$ 1,000.00
Check	12/15/2015	321	St Labre Indian School	PC	Help fund the general operations of the organization which provides educational programs to Native American children	$ 1,000.00
Check	12/15/2015	322	SW NE Habitat for Humanity	PC	Unrestricted donation to Organization	$ 2,500.00
						$ 141,500.00

EXHIBIT 1