



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2015
Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

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) PO BOX 53015	Room/suite	B Telephone number (see instructions) (404) 266-9102
City or town, state or province, country, and ZIP or foreign postal 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"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,162,859	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	31,949	31,949		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	37,038			
b	Gross sales price for all assets on line 6a 298,522				
7	Capital gain net income (from Part IV, line 2)		37,038		
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)	-4,934	-4,934		
12	Total. Add lines 1 through 11	64,053	64,053		
13	Compensation of officers, directors, trustees, etc	0	0		0
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule).				
b	Accounting fees (attach schedule).	5,325	5,325		0
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	493	493		0
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings.				
22	Printing and publications				
23	Other expenses (attach schedule).	212	145		0
24	Total operating and administrative expenses. Add lines 13 through 23	6,030	5,963		0
25	Contributions, gifts, grants paid	316,750			316,750
26	Total expenses and disbursements. Add lines 24 and 25	322,780	5,963		316,750
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-258,727			
b	Net investment income (if negative, enter -0-)		58,090		
c	Adjusted net income (if negative, enter -0-)				

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	11,518	155,384	155,384
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ <u>5,000</u> 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 (attach schedule) (see instructions).			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,706,200	2,337,968	3,002,475
	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)	2,722,718	2,498,352	3,162,859	
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 ▶ _____)	586	0	
23 Total liabilities (add lines 17 through 22)	586	0		
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	2,722,132	2,498,352	
	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 (see instructions)	2,722,132	2,498,352		
31 Total liabilities and net assets/fund balances (see instructions)	2,722,718	2,498,352		

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 2,722,132
2	Enter amount from Part I, line 27a	2 -258,727
3	Other increases not included in line 2 (itemize) ▶ _____	3 34,947
4	Add lines 1, 2, and 3	4 2,498,352
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 2,498,352

Part IV Capital Gains and Losses for Tax on Investment Income

	List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo, day, yr)	Date sold (d) (mo, day, yr)
1 a	CHARLES SCHWAB - 6136	P		
b	CHARLES SCHWAB - 6136	P		
c	MORGAN CREEK PARTNERS II K-1	P		
d	MORGAN CREEK PARTNERS II K-1	P		
e	SECURITY LITIGATION SETTLEMENTS	P		

	(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a	77,392		84,715	-7,323
b	177,138		176,769	369
c	79			79
d	43,553			43,553
e	360			360

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			-7,323
b			369
c			79
d			43,553
e			360

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	37,038
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		{ }	3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
 If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	346,268	3,561,590	0.097223
2013	209,912	3,518,177	0.059665
2012	190,351	3,387,873	0.056186
2011	237,950	3,517,559	0.067646
2010	238,660	3,509,121	0.068011

2	Total of line 1, column (d).	2	0.348731
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	0.069746
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	3,316,226
5	Multiply line 4 by line 3.	5	231,293
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	581
7	Add lines 5 and 6.	7	231,874
8	Enter qualifying distributions from Part XII, line 4.	8	316,750

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 page 18 of the instructions)

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total amount owed is 594.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, unrelated business income, and substantial contributors. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14 The books are in care of ▶ <u>WILLIAM GRAVES</u> Telephone no ▶ <u>(404) 266-9106</u> Located at ▶ <u>PO BOX 53015 ATLANTA GA</u> ZIP+4 ▶ <u>30355</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>	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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/> c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____	2b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>).	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **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? Yes No **6b** **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 **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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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 (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. **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	
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	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 **0**

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	320,719
b	Average of monthly cash balances.	1b	3,041,008
c	Fair market value of all other assets (see instructions).	1c	5,000
d	Total (add lines 1a, b, and c).	1d	3,366,727
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	3,366,727
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	50,501
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,316,226
6	Minimum investment return. Enter 5% of line 5.	6	165,811

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	165,811
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	581
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	581
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	165,230
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	165,230
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	165,230

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	316,750
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	316,750
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	581
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	316,169

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				165,230
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	66,871			
b From 2011.	62,773			
c From 2012.	21,889			
d From 2013.	34,987			
e From 2014.	169,258			
f Total of lines 3a through e.	355,778			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>316,750</u>				
a Applied to 2014, 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 2015 distributable amount.				165,230
e Remaining amount distributed out of corpus	151,520			
5 Excess distributions carryover applied to 2015 (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	507,298			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
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).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	66,871			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	440,427			
10 Analysis of line 9				
a Excess from 2011.	62,773			
b Excess from 2012.	21,889			
c Excess from 2013.	34,987			
d Excess from 2014.	169,258			
e Excess from 2015.	151,520			

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test— enter 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 organization 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))

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

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 email 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	316,750
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [X] No

2b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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. Sign Here

Paid Preparer Use Only. Print/Type preparer's name: CHRISTOPHER B DAVIS CPA. Preparer's Signature. Date: 2016-11-15. Check if self-employed. PTIN: P00546438. Firm's name: HABIF AROGETI & WYNNE LLP. Firm's address: FIVE CONCOURSE PARKWAY SUITE 1000 ATLANTA, GA 30328. Firm's EIN: 57-1157523. Phone no: (404) 892-9651.

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
WILLIAM M GRAVES PO BOX 53015 ATLANTA, GA 30355	PRESIDENT AND TREASURER 0 00	0	0	0
ROBERT E TRITT 285 PEACHTREE CENTER AVE NE STE 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 STE 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 UK	TRUSTEE 0 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LANDMARK SCHOOL 50 E BROAD STREET FAIRBURN,GA 30213		PC	UNRESTRICTED	6,000
TRINITY PRESBYTERIAN CHURCH 571 E MAIN STREET STATESBORO,GA 30461		PC	UNRESTRICTED	95,000
MIDTOWN ASSISTANCE CENTER 30 PORTER PLACE NE ATLANTA,GA 30308		PC	UNRESTRICTED	500
INTOWN COLLABORATIVE MINISTRIES 1026 PONCE DE LEON AVE NE ATLANTA,GA 30306		PC	UNRESTRICTED	500
ATLANTA CHILDREN'S SHELTER 607 PEACHTREE ST NE ATLANTA,GA 30308		PC	UNRESTRICTED	500
AGNES SCOTT COLLEGE 141 E COLLEGE AVENUE DECATUR,GA 30030		PC	UNRESTRICTED	100,000
ARCS FOUNDATION INC PO BOX 53960 LUBBOCK,TX 79453		PC	UNRESTRICTED	7,500
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PARKWAY NW ATLANTA,GA 30327		PC	UNRESTRICTED	1,000
BATES COLLEGE 2 ANDREWS ROAD LEWISTON,ME 04240		PC	UNRESTRICTED	2,500
GEORGIA PUBLIC BROADCASTING 260 14TH STREET NW ATLANTA,GA 30318		PC	UNRESTRICTED	2,000
PAIDEIA SCHOOL 1509 PONCE DE LEON AVE NE ATLANTA,GA 30307		PC	UNRESTRICTED	3,000
PRESBYTERIAN COLLEGE 503 SOUTH BROAD STREET CLINTON,SC 29325		PC	UNRESTRICTED	500
PROCTOR ACADEMY 204 MAIN STREET ANDOVER,NH 03216		PC	UNRESTRICTED	500
PUBLIC BROADCASTING ATLANTA 740 BISMARCK ROAD ATLANTA,GA 30324		PC	UNRESTRICTED	1,000
WESTMINSTER 1424 WEST PACES FERRY RD ATLANTA,GA 30327		PC	UNRESTRICTED	500
Total ▶ 3a				316,750

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PIEDMONT PARK CONSERVANCY 521 PARK DR NE ATLANTA, GA 30306		PC	UNRESTRICTED	1,000
JDRF GEORGIA CHAPTER 3525 PIEDMONT ROAD NE BLDG 6 STE 300 ATLANTA, GA 30305		PC	UNRESTRICTED	30,000
PIEDMONT HOSPITAL FOUNDATION 1968 PEACHTREE RD NW ATLANTA, GA 30309		PC	UNRESTRICTED	1,000
ATLANTA HISTORICAL SOCIETY INC 130 WEST PACES FERRY RD NW ATLANTA, GA 30305		PC	UNRESTRICTED	250
AGAPE COMMUNITY CENTER 2353 BOLTON ROAD NW STE 100 ATLANTA, GA 30318		PC	UNRESTRICTED	5,000
ATLANTA FOOD BANK 732 JOSEPH E LOWERY BLVD NW ATLANTA, GA 30318		PC	UNRESTRICTED	1,000
BOY SCOUTS OF AMERICA 1325 W WALNUT HILL LANE IRVING, TX 75038		PC	UNRESTRICTED	500
EMPTY STOCKING FUND INC 1975 CENTURY BOULEVARD STE 16 ATLANTA, GA 30345		PC	UNRESTRICTED	1,000
GENESIS SHELTER 4411 LEMMON AVENUE STE 201 DALLAS, TX 75219		PC	UNRESTRICTED	500
FRIENDS OF L'ARCHE ATLANTA 305 MEAD ROAD DECATUR, GA 30030		PC	UNRESTRICTED	2,000
WHITEFOORD COMMUNITY PROGRAM 35 WHITEFOORD AVENUE STE ATLANTA, GA 30317		PC	UNRESTRICTED	500
SHELTERING ARMS 3838 ABERDEEN WAY HOUSTON, TX 77025		PC	UNRESTRICTED	1,000
UNITED WAY OF METROPOLITAN ATLANTA 100 EDGEWOOD AVENUE NE ATLANTA, GA 30303		PC	UNRESTRICTED	1,000
ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE STREET NE ATLANTA, GA 30309		PC	UNRESTRICTED	50,000
GEORGIA CONSERVANCY 817 W PEACHTREE ST STE 200 ATLANTA, GA 30308		PC	UNRESTRICTED	500
Total			▶ 3a	316,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PARK PRIDE ATLANTA 675 PONCE DE LEON AVE NE 8TH FLOOR ATLANTA, GA 30308		PC	UNRESTRICTED	500
Total ▶ 3a				316,750

TY 2015 Accounting Fees Schedule**Name:** THE GRAVES FOUNDATION INC**EIN:** 58-1876906

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,325	5,325		0

TY 2015 Investments - Other Schedule**Name:** THE GRAVES FOUNDATION INC**EIN:** 58-1876906

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CHARLES SCHWAB INVESTMENTS	AT COST	492,419	449,417
MORGAN CREEK PARTNERS II	AT COST	186,813	207,798
INFINITY OCEAN FUND	AT COST	600,000	1,025,156
LOINHEDGE FUND	AT COST	358,736	412,195
GERBER TAYLOR	AT COST	700,000	907,909

TY 2015 Other Expenses Schedule**Name:** THE GRAVES FOUNDATION INC**EIN:** 58-1876906

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS EXP	67	0		0
BANK CHARGES	145	145		0

TY 2015 Other Income Schedule**Name:** THE GRAVES FOUNDATION INC**EIN:** 58-1876906

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MORGAN CREEK PARTNERS II, LP	-4,934	-4,934	-4,934

TY 2015 Other Increases Schedule**Name:** THE GRAVES FOUNDATION INC**EIN:** 58-1876906

Description	Amount
COST BASIS ADJUSTMENT	34,947

TY 2015 Other Liabilities Schedule**Name:** THE GRAVES FOUNDATION INC**EIN:** 58-1876906

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL TAX LIABILITY	586	0

TY 2015 Taxes Schedule**Name:** THE GRAVES FOUNDATION INC**EIN:** 58-1876906

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	493	493		0