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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
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation GRAHAM FAMILY FOUNDATION INC C/O PATHSTONE FEDERAL STREET		A Employer identification number 26-3706006	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 52047		B Telephone number (see instructions) (404) 592-0180	
City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30355		C If exemption application is pending, check here	
G Check all that apply Initial return Final return		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85%	
Initial return of a former public charity Amended return			

Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	162,530	162,530		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	367,669			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		367,669		
	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)				
Operating and Administrative Expenses	11	Other income (attach schedule)	68,264	32,241		
	12	Total. Add lines 1 through 11	598,463	562,440		
	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)				
	c	Other professional fees (attach schedule)	47,200	47,200		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,037	4,037		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
23	Other expenses (attach schedule)	53,680	53,680		0	
24	Total operating and administrative expenses.					

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		209,268	611,659	611,659
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	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)		7,369,315	7,028,500	7,793,511
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
Liabilities	15 Other assets (describe ▶ _____)		100,000	100,000	100,000
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		7,678,583	7,740,159	8,505,170
	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	
	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
Net Assets or Fund Balances	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0	0	
	29 Retained earnings, accumulated income, endowment, or other funds		7,678,583	7,740,159	
	30 Total net assets or fund balances (see instructions)		7,678,583	7,740,159	
	31 Total liabilities and net assets/fund balances (see instructions) .		7,678,583	7,740,159	

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	7,678,583
2 Enter amount from Part I, line 27a	2	118,546
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	7,797,129
5 Decreases not included in line 2 (itemize) ▶ _____	5	56,970
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	7,740,159

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	367,669
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))
2016	384,541	7,483,918	0 051382
2015	400,309	7,982,393	0 050149
2014	358,084	8,462,557	0 042314
2013	388,255	8,027,883	0 048363
2012	352,711	7,400,144	0 047663

2 Total of line 1, column (d)	2	0 239871
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 047974
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,064,301
5 Multiply line 4 by line 3	5	386,877
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,575
7 Add lines 5 and 6	7	391,452
8 Enter qualifying distributions from Part XII, line 4	8	375,000

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	9,150
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	9,150
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	9,150
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	8,621
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	8,621
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	529
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 2018 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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ PATHSTONE Telephone no ▶ (404) 592-0180			

Located at **▶** 3333 PIEDMONT ROAD SUITE 2000 ATLANTA GAZIP+4 **▶** 30305

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 2017, 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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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			
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 2017? ☐ 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ 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). ☐ 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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 2017 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 2017). ☐ Yes ☒ No 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 2017? 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 Organizations relying on a current notice regarding disaster assistance check here. ☐ 	5b		
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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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 <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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
STEPHEN B GRAHAM C/O PATHSTONE FEDERAL STREET PO BOX 52047 ATLANTA, GA 30355	DIRECTOR 0 00	0	0	0
MARK E GRAHAM C/O PATHSTONE FEDERAL STREET PO BOX 52047 ATLANTA, GA 30355	PRESIDENT/TREASURER 0 00	0	0	0
EVA C GRAHAM C/O PATHSTONE FEDERAL STREET PO BOX 52047 ATLANTA, GA 30355	CHAIRPERSON OF THE BOARD 0 00	0	0	0
DIANNA G HELLMANN C/O PATHSTONE FEDERAL STREET PO BOX 52047 ATLANTA, GA 30355	VICE PRESIDENT/SECRETARY 0 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

0

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 N/A	0
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	7,873,392
b	Average of monthly cash balances.	1b	313,716
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,187,108
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	8,187,108
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	122,807
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,064,301
6	Minimum investment return. Enter 5% of line 5.	6	403,215

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	403,215
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	9,150
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,150
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	394,065
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	394,065
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	394,065

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	375,000
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	375,000
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	375,000

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				394,065
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			368,721	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 375,000				
a Applied to 2016, but not more than line 2a			368,721	
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 2017 distributable amount.				6,279
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (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	0			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				387,786
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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)Form **990-PF** (2017)

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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	375,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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

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.	***** 2018-11-14 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN	
	ERIC GILMORE				P01293237	
	Firm's name ▶ PATHSTONE FAMILY OFFICE					Firm's EIN ▶ 27-1957427
	Firm's address ▶ PO BOX 52047 ATLANTA, GA 30355					Phone no (404) 592-0180

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
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)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PUBLICLY TRADED SECURITIES	P		
PUBLICLY TRADED SECURITIES	P		
PUBLICLY TRADED SECURITIES	P		
WILSHIRE DIVERSIFIED MAP FUND, LLC	P		
WILSHIRE DIVERSIFIED MAP FUND, LLC - 1256 STRADDLES	P		
WILSHIRE DIVERSIFIED MAP FUND, LLC - 1256 STRADDLES	P		
WILSHIRE DIVERSIFIED MAP FUND, LLC	P		

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>				
CANINE ASSISTANTS 3160 FRANCIS ROAD ALPHARETTA, GA 30004		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	2,000
CHILDRENS HEALTHCARE OF ATLANTA 1577 NE EXPRESSWAY SUITE A ATLANTA, GA 30329		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	41,000
DIVEHEART900 OGDEN AVE 274 DOWNERS GROVE, IL 60515		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	1,000
Total ▶ 3a				375,000

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 Paid during the year				
FIDELITY CHARITABLE GIFT FUND PO BOX 770001 CINCINNATI, OH 452770053		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	175,100
GLOBAL SERVANTSPO BOX 740737 ORANGE CITY, FL 327740737		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	15,300
HAWAIIAN ISLANDS LAND TRUST 126 QUEEN ST STE 306 HONOLULU, HI 96813		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	1,000
Total 				375,000
3a				

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 Paid during the year				
MAUI PREPARATORY ACADEMY 5095 NAPILIHAI STREET 109B LAHAINA, HI 96761		SCHOOL	GENERAL PROGRAM SERVICES	46,500
MEDSHARE3240 CLIFTON SPRINGS RD DECATUR, GA 30034		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	1,000
MOUNT PARAN CHRISTIAN SCHOOL 1275 STANLEY ROAD KENNESAW, GA 30152		SCHOOL	GENERAL PROGRAM SERVICES	50,000
Total ▶ 3a				375,000

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>				
MULTIPLE SCLEROSIS CENTER OF AMERICA 3200 DOWNWOOD CIRCLE NW SUITE 550 ATLANTA, GA 30327		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	10,000
MUST MINISTRIESPO BOX 1717 MARIETTA, GA 30061		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	15,000
NEW COVENANT PRESBYTERIAN CHURCH 2833 ALEX HARVIN HWY MANNING, SC 29102		CHURCH	GENERAL PROGRAM SERVICES	500
Total 				375,000
3a				

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>				
NORTHWEST ACADEMY 1130 SW MAIN STREET PORTLAND, OR 97205		SCHOOL	GENERAL PROGRAM SERVICES	2,500
OUR LADY OF PERPETUAL 760 POLLARD BLVD SW ATLANTA, GA 30315		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	1,000
WORLD WILDLIFE FUND 1250 24TH STREET NW WASHINGTON, DC 20037		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	4,000
Total ▶ 3a				375,000

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>				
COOL GIRLS INC 1382 PEACHTREE ST NE SUITE 100 ATLANTA, GA 30309		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	2,500
THE CARTER CENTER INC 453 FREEDOM PARKWAY ATLANTA, GA 30307		PUBLIC CHARITY	GENERAL PROGRAM SERVICES	6,600
Total				375,000
3a				

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
11 Other revenue					
a WILSHIRE DIVERSIFIED MAP FUND LLC - FMV ADJUSTMENT			01	-5,044	
b WILSHIRE DIVERSIFIED MAP FUND LLC - PASSTHROUGH INCOME			01	33,058	
c FIDELITY 663-132006 - NONDIVIDEND DISTRIBUTION			01	25,125	
d FIDELITY 663-132006 TAX EXEMPT			01	15,946	
e SUBURBAN PROPANE PARTNERS, LP - PASSTHROUGH INCOME			01	-676	
f ISHARES (OTHER INCOME)			01	-141	
g ISHARES (FMV ADJUSTMENT)			01	-4	

TY 2017 General Explanation Attachment

Name: GRAHAM FAMILY FOUNDATION INC
C/O PATHSTONE FEDERAL STREET

EIN: 26-3706006

General Explanation Attachment

Identifier	Return Reference	Explanation	
1	QUALIFIED DISTRIBUTION TO DONOR ADVISED FUND STATEMENT	FORM 990-PF PART VII(A) LINE 12	DURING TAX YEAR 2017, GRAHAM FAMILY FOUNDATION INC C/O PATHSTONE FEDERAL STREET MADE A QUALIFYING DISTRIBUTION TO A DONOR ADVISED FUND OVER WHICH THE FOUNDATION OR A DISQUALIFIED PERSON HAD ADVISORY PRIVILEGES THE DONOR ADVISED FUND SHALL CONTRIBUTE ALL DISTRIBUTIONS TO QUALIFYING ORGANIZATIONS THAT ARE ORGANIZED TO ACCOMPLISH A PURPOSE AS DEFINED UNDER IRC SEC 170(C)(2)(B) AT THE DISCRETION OF THE ADVISOR OF THE DONOR ADVISED FUND

TY 2017 Investments - Other Schedule

Name: GRAHAM FAMILY FOUNDATION INC
C/O PATHSTONE FEDERAL STREET
EIN: 26-3706006

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WILSHIRE DIVERSIFIED MAP FUND, LLC	AT COST	20,039	20,642
FIDELITY BROKERAGE SERVICES	AT COST	6,192,156	6,919,300
DORCHESTER CAPITAL INTERNATIONAL	AT COST	816,305	853,569

TY 2017 Other Assets Schedule

Name: GRAHAM FAMILY FOUNDATION INC
C/O PATHSTONE FEDERAL STREET
EIN: 26-3706006

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCOUNTS RECEIVABLE - MAUI PREPARATORY ACADEMY	100,000	100,000	100,000

TY 2017 Other Decreases Schedule

Name: GRAHAM FAMILY FOUNDATION INC
C/O PATHSTONE FEDERAL STREET

EIN: 26-3706006

Description	Amount
UNREALIZED GAIN/LOSS	56,970

TY 2017 Other Expenses Schedule

Name: GRAHAM FAMILY FOUNDATION INC
C/O PATHSTONE FEDERAL STREET
EIN: 26-3706006

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEES & LICENSES	30	30		0
INVESTMENT INTEREST EXPENSE - WILSHIRE DIVERSIFIED MAP FUND, LLC	215	215		0
2% PORTFOLIO DEDUCTION - WILSHIRE DIVERSIFIED MAP FUND, LLC	26,515	26,515		0
2% PORTFOLIO DEDUCTION - FIDELITY BROKERAGE SERVICES 663-132006	22,827	22,827		0
INVESTMENT INTEREST EXPENSE - FIDELITY BROKERAGE SERVICES 663-130778	23	23		0
OTHER DEDUCTIONS - WILSHIRE DIVERSIFIED MAP FUND, LLC	3,966	3,966		0
2% PORTFOLIO DEDUCTION - ISHARES S&P GSCI COMMODITY-INDEXED TRUST	8	8		0
NONDEDUCTIBLE EXPENSE - WILSHIRE DIVERSIFIED	96	96		0

TY 2017 Other Income Schedule**Name:** GRAHAM FAMILY FOUNDATION INC

C/O PATHSTONE FEDERAL STREET

EIN: 26-3706006**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
WILSHIRE DIVERSIFIED MAP FUND LLC - FMV ADJUSTMENT	-5,044		-5,044
WILSHIRE DIVERSIFIED MAP FUND LLC - PASSTHROUGH INCOME	33,058	33,058	33,058
FIDELITY 663-132006 - NONDIVIDEND DISTRIBUTION	25,125		25,125
FIDELITY 663-132006 TAX EXEMPT	15,946		15,946
SUBURBAN PROPANE PARTNERS, LP - PASSTHROUGH INCOME	-676	-676	-676
ISHARES (OTHER INCOME)	-141	-141	-141
ISHARES (FMV ADJUSTMENT)	-4		-4

TY 2017 Other Professional Fees Schedule

Name: GRAHAM FAMILY FOUNDATION INC
C/O PATHSTONE FEDERAL STREET

EIN: 26-3706006

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	40,000	40,000		0
CONSULTING FEES	7,200	7,200		0

TY 2017 Taxes Schedule

Name: GRAHAM FAMILY FOUNDATION INC
C/O PATHSTONE FEDERAL STREET

EIN: 26-3706006

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4,037	4,037		0