

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation JOHN & DENISE GRAVES FOUNDATION		A Employer identification number 47-1300668	
Number and street (or P.O. box number if mail is not delivered to street address) 2929 CHICAGO AVENUE SOUTH NO 100		Room/suite	B Telephone number (see instructions) (612) 389-9820
City or town, state or province, country, and ZIP or foreign postal code MINNEAPOLIS, MN 55407		C If exemption application is pending, check here ☐	
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address 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) ▶ \$ 54,512,140		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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).)		(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)				
	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 . . .	920,156	928,212		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,234,868			
	b Gross sales price for all assets on line 6a 30,679,419				
	7 Capital gain net income (from Part IV, line 2) . . .		8,244,856		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	0	-2,528		
	12 Total. Add lines 1 through 11	9,155,024	9,170,540	0	
	13 Compensation of officers, directors, trustees, etc.	133,631	0	0	133,631
	14 Other employee salaries and wages	238,041	0	0	238,041
	15 Pension plans, employee benefits	69,195	0	0	69,195
	16a Legal fees (attach schedule)	574	0	0	574
	b Accounting fees (attach schedule)	21,482	0	0	17,192
	c Other professional fees (attach schedule)	319,332	271,247	0	48,085
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	85,003	0	0	0
	19 Depreciation (attach schedule) and depletion	19,805	0	0	
	20 Occupancy	42,376	0	0	54,376
	21 Travel, conferences, and meetings	32,171	0	0	31,490
	22 Printing and publications	645	0	0	645
	23 Other expenses (attach schedule)	101,259	30,478	0	100,639
	24 Total operating and administrative expenses. Add lines 13 through 23	1,063,514	301,725	0	693,868
	25 Contributions, gifts, grants paid	2,356,088			2,356,088
	26 Total expenses and disbursements. Add lines 24 and 25	3,419,602	301,725	0	3,049,956
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	5,735,422			
	b Net investment income (if negative, enter -0-)		8,868,815		
c Adjusted net income (if negative, enter -0-)				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	62,713	54,955	54,955
	2 Savings and temporary cash investments	6,519,751	15,516,874	15,516,874
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____	16,188		
	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)	444,155	9,712,964	9,712,964
	b Investments—corporate stock (attach schedule)	36,480,206	25,296,284	25,296,284
	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)	4,143,207	3,699,778	3,699,778
	14 Land, buildings, and equipment: basis ▶ _____ 188,531 Less: accumulated depreciation (attach schedule) ▶ 55,609	152,727	132,922	132,922
15 Other assets (describe ▶ _____)	0	98,363	98,363	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	47,818,947	54,512,140	54,512,140	
Liabilities	17 Accounts payable and accrued expenses		50,791	
	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 ▶ _____)	98,000	86,000	
	23 Total liabilities (add lines 17 through 22)	98,000	136,791	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☒ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions	47,720,947	54,375,349	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☐ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances (see instructions)	47,720,947	54,375,349		
30 Total liabilities and net assets/fund balances (see instructions) .	47,818,947	54,512,140		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	47,720,947
2 Enter amount from Part I, line 27a	2	5,735,422
3 Other increases not included in line 2 (itemize) ▶ _____	3	918,980
4 Add lines 1, 2, and 3	4	54,375,349
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 29 .	6	54,375,349

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.)
1 a PUBLICLY TRADED SECURITIES			
b CAPITAL GAINS	P		
c CAPITAL GAINS - PARTNERSHIPS	P		
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 30,316,545		22,434,563	7,881,982
b 352,886			352,886
c 9,988			9,988
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			7,881,982
b			352,886
c			9,988
d			
e			

2 Capital gain net income or (net capital loss)	2	8,244,856
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))
2018	2,796,479	49,014,864	0.057054
2017	2,311,831	48,252,707	0.047911
2016	1,996,537	45,847,171	0.043548
2015	1,658,800	45,531,533	0.036432
2014	49,086	30,182,995	0.001626

2 Total of line 1, column (d)	2	0.186571
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.037314
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	51,564,916
5 Multiply line 4 by line 3	5	1,924,093
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	88,688
7 Add lines 5 and 6	7	2,012,781
8 Enter qualifying distributions from Part XII, line 4	8	3,049,956

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	88,688
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	88,688
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	88,688
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	94,840
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	94,840
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	6,152
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax ▶ 6,152 Refunded ▶	11	0

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?		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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN		
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>	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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.JDGRAVESFOUNDATION.ORG</u>	13	Yes	
14	The books are in care of ► <u>WILLIAM G GRAVES</u> Telephone no. ► <u>(612) 389-9820</u>			

Located at ► 2929 CHICAGO AVENUE SOUTH MINNEAPOLIS MNZIP+4 ► 55407

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 2019, 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	Yes	No
	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	No
	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 2019?	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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? ☐ 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 2019 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 2019.)	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 2019?	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:		Yes	No
(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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	☐ Yes ☐ No		
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? If "Yes" to 6b, file Form 8870.		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?		7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No		

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

1 List all officers, directors, trustees, foundation managers and their compensation. 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
WILLIAM G GRAVES 2929 CHICAGO AVENUE S STE 100 MINNEAPOLIS, MN 55407	TRUSTEE/PRESIDENT 40.00	116,403	17,228	0
JOHN E GRAVES 2929 CHICAGO AVENUE S STE 100 MINNEAPOLIS, MN 55407	TRUSTEE 1.00	0	0	0
DENISE A GRAVES 2929 CHICAGO AVENUE S STE 100 MINNEAPOLIS, MN 55407	TRUSTEE 1.00	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	(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
KYRRA RANKINE 2929 CHICAGO AVENUE S STE 100 MINNEAPOLIS, MN 55407	PARTNERSHIPS AND INI 40.00	109,892	18,675	0
DESEANDRA SHEPPHEARD 2929 CHICAGO AVENUE S STE 100 MINNEAPOLIS, MN 55407	DIRECTOR OF GRANTS & 40.00	103,253	11,542	0
Total number of other employees paid over \$50,000.				0

Part VIII

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

[illegible]

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	

[illegible]

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	45,291,793
b	Average of monthly cash balances.	1b	7,058,376
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	52,350,169
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	52,350,169
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	785,253
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	51,564,916
6	Minimum investment return. Enter 5% of line 5.	6	2,578,246

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	2,578,246
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	88,688
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	88,688
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,489,558
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,489,558
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	2,489,558

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	3,049,956
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	3,049,956
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	88,688
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,961,268

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				2,489,558
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			1,314,781	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 3,049,956				
a Applied to 2018, but not more than line 2a			1,314,781	
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 2019 distributable amount.				1,735,175
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2019. (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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				754,383
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 2014 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
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).)

JOHN E GRAVES

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

LETTER OF INTENT ACCEPTED BY E-MAIL
2929 CHICAGO AVENUE SOUTH SUITE 100
MINNEAPOLIS, MN 55407
(612) 389-9820
INFO@JDGRAVESFOUNDATION.ORG

b The form in which applications should be submitted and information and materials they should include:

UNSOLICITED LETTERS OF INTEREST THAT ARE SUBMITTED FOLLOWING OUR GUIDELINES WILL BE READ AS THE FOUNDATION STAFF IS ABLE. PROPOSALS SELECTED BY FOUNDATION STAFF FOR APPROVAL WILL BE REVIEWED AT SUBSEQUENT BOARD MEETINGS.

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

THE GRAVES FAMILY FOUNDATION FUNDS: ORGANIZATIONS WHO PROVIDE SUPPORT AND CARE TO VULNERABLE YOUTH AS THEY LEAVE THE K-12 SYSTEM AND BEGIN THEIR JOURNEY TO ADULTHOOD. THE GRAVES FAMILY FOUNDATION DOES NOT FUND GRANTS: TO INDIVIDUALS; FOR SACRAMENTAL OR THEOLOGICAL FUNCTIONS OF RELIGIOUS ORGANIZATIONS; FOR ANNUAL FUNDRAISING EVENTS; TO ENDOWMENTS; FOR PROPAGANDIZING, INFLUENCING LEGISLATION AND/OR ELECTIONS, PROMOTING VOTER REGISTRATION, FOR POLITICAL CANDIDATES, POLITICAL CAMPAIGNS, OR FOR LITIGATION.

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	2,356,088
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

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.)

[illegible]

Part XVII

- | | | | |
|--|--|-----|----|
| | | Yes | No |
|--|--|-----|----|

--	--	--

- | | | |
|-------|--|----|
| 1a(1) | | No |
| 1a(2) | | No |

--	--	--

- | | | |
|--------------|--|-----------|
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |

1c		No
----	--	----

value
ue

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) (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

***** Signature of officer or trustee	2020-11-13 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr.) ☒ Yes ☐ No
---	---	---	--

Print/Type preparer's name KAREN GRIES	Preparer's Signature	Date 2020-11-10	Check if self-employed ☐	PTIN P00078514
Firm's name ▶ CLIFTONLARSONALLEN LLP				Firm's EIN ▶ 41-0746749
Firm's address ▶ 220 S 6TH STREET SUITE 300 MINNEAPOLIS, MN 55402				Phone no. (612) 376-4500

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>				
WHY YOU INITIATIVE 60 SOUTH 6TH STREET SUITE 2800 MINNEAPOLIS, MN 55402	NONE	PC	18+ GRANT	40,000
MINNESOTA ONE STOP FOR COMMUNITIES 260 WENTWORTH AVE E ST PAUL, MN 55118	NONE	PC	FINAL PARENT MENTOR PROGRAM	75,000
MINNESOTA LITERACY COUNCIL 700 RAYMOND AVENUE SUITE 180 ST PAUL, MN 55114	NONE	PC	PARTNERSHIP FOR PERMANENCE	30,000
Total ▶ 3a				2,356,088

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>				
PROPEL NONPROFITS 1 MAIN STREET SUITE 600 MINNEAPOLIS, MN 55414	NONE	PC	PARTNERSHIP FOR PERMANENCE	25,000
MINNESOTA ALLIANCE WITH YOUTH 2233 UNIVERSITY AVE W 235 ST PAUL, MN 55114	NONE	PC	SEEDING CONDITIONS GRANT	30,000
HIAWATHA LEADERSHIP ACADEMY 1611 EAST 46TH STREET MINNEAPOLIS, MN 55105	NONE	PC	GEN OP GRANT	50,000
Total ▶ 3a				2,356,088

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>				
NEXUS COMMUNITY PARTNERS 2314 UNIVERSITY AVE W ST PAUL, MN 55114	NONE	PC	COMMUNITY TOOL GRANT	20,000
LOVEWORKS ACADEMY FOR VISUAL & PERFORMING ARTS 2225 ZENITH AVE N GOLDEN VALLEY, MN 55422	NONE	PC	LWA STAFF & ARTS DEVELOPMENT	50,000
CAMPHOR UNITED METHODIST CHURCH 585 FULLER AVE ST PAUL, MN 55103	NONE	PC	SALLIE SHEPPHEARD MEMORIAL FUND	1,000
Total ▶ 3a				2,356,088

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>				
THE BROOKLYN BRIDGE ALLIANCE FOR YOUTH 6150 SUMMIT DR N SUITE 200 BROOKLYN CENTER, MN 55430	NONE	PC	EDUCATIONAL EQUITY	5,000
HENNEPIN COUNTY HUMAN SERVICES A-1020 GOVERNMENT CENTER MC107 300 SOUTH 6TH ST MINNEAPOLIS, MN 55487	NONE	GOV	CHILD WELFARE PREDICTIVE SCREENING RESEARCH GRANT	17,000
REBOUND INC 710 WEST BROADWAY AVE N MINNEAPOLIS, MN 55411	NONE	PC	18+ GRANT	45,000
Total ▶ 3a				2,356,088

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>				
ED ALLIES2800 UNIVERSITY AVE 202 MINNEAPOLIS, MN 55414	NONE	PC	PARTNERSHIP GRANT	50,000
KWST BEHAVIORAL GROUP 116 PAGE STREET W ST PAUL, MN 55107	NONE	PC	SCHOOL COMMUNITIES GRANT	50,000
CONNECTIONS TO INDEPEDENCE 310 E 38TH STREET SUITE 300 MINNEAPOLIS, MN 55409	NONE	PC	CURRICULUM GRANT	8,000
Total ▶ 3a				2,356,088

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>				
NEW SECTOR ALLIANCE PO BOX 20110 STANFORD, CA 94309	NONE	PC	EDUCATIONAL EQUITY	100,000
BEACON INTERFAITH HOUSING COLLABORATIVE 2610 UNIVERSITY AVE W SUITE 100 ST PAUL, MN 55114	NONE	PC	GENERAL SUPPORT	1,000
MINNESOTA PRISON WRITING WORKSHOP PO BOX 7262 MINNEAPOLIS, MN 55407	NONE	PC	GENERAL SUPPORT	1,000
Total ▶ 3a				2,356,088

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>				
WAYZATA SAILING FOUNDATION DBA WAYZATA COMMUNITY SAILING CENTER PO BOX 768 WAYZATA, MN 55391	NONE	PC	ADAPTIVE SAILING GRANT	3,000
THE LINK1210 GLENWOOD AVE MINNEAPOLIS, MN 55405	NONE	PC	18+ GRANT	40,000
TEACH FOR AMERICA INC 401 2ND AVE N SUITE 200 MINNEAPOLIS, MN 55401	NONE	PC	PARTNERSHIP GRANT	50,000
Total ▶ 3a				2,356,088

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>				
RISEN CHRIST CATHOLIC SCHOOL 1220 EAST 37TH ST MINNEAPOLIS, MN 55407	NONE	PC	EDUCATION GRANT	30,000
LIFEWORCS SERVICES INC 2965 LONE OAK DR SUITE 160 EAGAN, MN 55121	NONE	PC	LIFEWORCS GRANT	5,000
THE ANIKA FOUNDATION 617 HARRY DAVIS LANE MINNEAPOLIS, MN 55411	NONE	PC	18+ PROGRAM	1,000
Total ▶ 3a				2,356,088

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>				
ZION BAPTIST CHURCH 621 ELWOOD AVE N MINNEAPOLIS, MN 55411	NONE	PC	EDUCATIONAL EQUITY	25,000
EDUCATION FOR LIBERATION NETWORK 15493 PIEDMONT ST DETROIT, MI 48223	NONE	PC	GENERAL SUPPORT	5,000
PACER CENTER INC 8161 NORMANDALE BLVD BLOOMINGTON, MN 55437	NONE	PC	GEN ED PARENT SUPPORT	40,000
Total ▶ 3a				2,356,088

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>				
PROOF ALLIANCE 2233 UNIVERSITY AVE W 395 ST PAUL, MN 55114	NONE	PC	GENERAL OPERATIONS FUNDING	25,000
AMERICAN INDIAN COMMUNITY DEVELOPMENT CORPORATION 1508 EAST FRANKLIN AVE MINNEAPOLIS, MN 55404	NONE	PC	GENERAL SUPPORT	5,000
EDUCATORS 4 EXCELLENCE 2446 UNIVERSITY AVE WEST SUITE 100 ST PAUL, MN 55114	NONE	PC	EDUCATIONAL EQUITY	50,000
Total ▶ 3a				2,356,088

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>				
SAFEMN3751 VINCENT AVE NORTH MINNEAPOLIS, MN 55412	NONE	PC	18+ PROGRAM	4,500
YU60 SOUTH 6TH STREET SUITE 2800 MINNEAPOLIS, MN 55402	NONE	PC	CONFAB CONFERENCE	235
PROPEL NONPROFITS 1 MAIN STREET SUITE 600 MINNEAPOLIS, MN 55414	NONE	PC	FOSTER ADVOCATES GRANT	30,000
Total ▶ 3a				2,356,088

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>				
SAFEMN3751 VINCENT AVE NORTH MINNEAPOLIS, MN 55412	NONE	PC	GENERAL OPERATING GRANT	40,000
ACHIEVEMPLS 2829 UNIVERSITY AVE SE SUITE 850 MINNEAPOLIS, MN 55414	NONE	PC	MELA AWARD GRANT	75,153
COALITION OF ASIAN AMERICAN LEADERS 941 LAFOND AVE SUITE 205 ST PAUL, MN 55104	NONE	PC	PARENT EMPOWERMENT GRANT	40,000
Total ▶ 3a				2,356,088

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>				
DREAMS COMMUNITY DEVELOPMENT CORPORATION PO BOX 528 CHARLESTON, WV 25322	NONE	PC	ROBBINSDALE DISTRICT LICENSING PAYMENT	65,000
STUDENTS FOR EDUCATION REFORM 116 NASSAU ST SUITE 519 NEW YORK, MN 10038	NONE	PC	SFER LEADERSHIP GRANT	40,000
MINNESOTA MINORITY EDUCATION PARTNERSHIP 2233 UNIVERSITY AVE W 220 ST PAUL, MN 55114	NONE	PC	TEACHERS OF COLOR CAMPAIGN	40,000
Total ▶ 3a				2,356,088

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>				
HOPE COMMUNITY INC 611 E FRANKLIN AVE MINNEAPOLIS, MN 55404	NONE	PC	COMMUNITY GRANT	15,000
WE IMPACT3620 E 26TH ST MINNEAPOLIS, MN 55406	NONE	PC	GENERAL OPERATIONS GRANT	25,000
MINNESOTA COMEBACK 1330 LAGOON AVE MINNEAPOLIS, MN 55408	NONE	PC	MN COMEBACK PROGRAMMING GRANT	50,000
Total ▶ 3a				2,356,088

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>				
GREAT MINNESOTA SCHOOLS 1330 LAGOON AVE 4TH FLOOR MINNEAPOLIS, MN 55408	NONE	PC	GENERAL OPERATIONS GRANT	50,000
CENTRO TYRONE GUZMAN 1915 CHICAGO AVE MINNEAPOLIS, MN 55404	NONE	PC	PARENT ADVOCATE GRANT	30,000
LEARNING DISABILITIES ASSOCIATION OF MINNESOTA 6100 GOLDEN VALLEY RD MINNEAPOLIS, MN 55422	NONE	PC	GENERAL OPERATIONS GRANT	25,000
Total ▶ 3a				2,356,088

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>				
HOPE COMMUNITY INC 611 E FRANKLIN AVE MINNEAPOLIS, MN 55404	NONE	PC	GENERAL OPERATIONS COMMUNITY GRANT	25,000
AUDOBON CENTER OF THE NORTH WOODS 54165 AUDOBON DRIVE PO BOX 530 SANDSTONE, MN 55072	NONE	PC	TSLP COMMUNITY TRANSITION GRANT	55,000
THE ANIKA FOUNDATION 617 HARRY DAVIS LANE MINNEAPOLIS, MN 55411	NONE	PC	BLACK VOTES MATTER	5,000
Total ▶ 3a				2,356,088

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>				
TAKEACTION MN 700 RAYMOND AVENUE 100 ST PAUL, MN 55114	NONE	PC	COPAL	10,000
ISAIAH2356 UNIVERSITY AVE W ST PAUL, MN 55114	NONE	PC	COMMUNITY GRANT	30,000
JEWISH COMMUNITY ACTION 2375 UNIVERSITY AVE W STE 150 ST PAUL, MN 55114	NONE	PC	COMMUNITY GRANT	20,000
Total ▶ 3a				2,356,088

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>				
TAKEACTION MN 700 RAYMOND AVENUE 100 ST PAUL, MN 55114	NONE	PC	COMMUNITY GRANT	30,000
MN3504407 E LAKE ST MINNEAPOLIS, MN 55406	NONE	PC	COMMUNITY GRANT	10,000
BENILDE-ST MARGARET'S SCHOOL 2501 HIGHWAY 100 SOUTH ST LOUIS PARK, MN 55416	NONE	PC	TUITION ASSISTANCE GRANT	121,200
Total ▶ 3a				2,356,088

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>				
BETHUNE COMMUNITY SCHOOL 1250 WEST BROADWAY AVE N2-029 MINNEAPOLIS, MN 55411	NONE	PC	EDUCATIONAL EQUITY	5,000
PARTNERSHIPS FOR PERMANENCE 445 MINNESOTA ST STE 1500 ST PAUL, MN 55101	NONE	PC	18+ PROGRAM	4,000
EL COLEGIO CHARTER SCHOOL 4137 BLOOMINGTON AVE MINNEAPOLIS, MN 55407	NONE	PC	GENERAL OPERATIONS EDUCATION GRANT	30,000
Total ▶ 3a				2,356,088

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>				
NAVIGATE1515 EAST LAKE ST STE 2020 MINNEAPOLIS, MN 55407	NONE	PC	COMMUNITY GRANT	25,000
FRIENDSHIP ACADEMY OF ARTS 2600 E 38TH ST MINNEAPOLIS, MN 55406	NONE	PC	SCHOOL COMMUNITY GRANT	35,000
ACER6800 78TH AVE N BROOKLYN PARK, MN 55445	NONE	PC	COMMUNITY GRANT	20,000
Total ▶ 3a				2,356,088

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>				
ALL SQUARE4047 MINNEHAHA AVE MINNEAPOLIS, MN 55406	NONE	PC	18+ PROGRAM	5,000
DREAMS COMMUNITY DEVELOPMENT CORPORATION PO BOX 528 CHARLESTON, WV 25322	NONE	PC	ROBINSDALE MIDDLE SCHOOL	5,000
IN THE HEART OF THE BEAST THEATRE 1500 E LAKE ST MINNEAPOLIS, MN 55407	NONE	PC	COMMUNITY GRANT	25,000
Total ▶ 3a				2,356,088

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>				
TEACH FOR AMERICA INC 401 2ND AVE N SUITE 200 MINNEAPOLIS, MN 55401	NONE	PC	EDUCATIONAL EQUITY	10,000
WE IMPACT3620 E 26TH ST MINNEAPOLIS, MN 55406	NONE	PC	EDUCATORS IMPACT EVENT	1,000
BRIGHT WATER ELEMENTARY 5140 FREMONT AVE N MINNEAPOLIS, MN 55430	NONE	PC	PROFESSIONAL DEVELOPMENT GRANT	40,000
Total ▶ 3a				2,356,088

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>				
MINNEAPOLIS PUBLIC SCHOOLS 1250 WEST BROADWAY MINNEAPOLIS, MN 55411	NONE	GOV	MPS TEACHER PATHWAY GRANT	100,000
YOUTHLINK41 N 12TH STREET MINNEAPOLIS, MN 55403	NONE	PC	HOMELESS YOUTH GAP FUNDING	50,000
PROJECT HOPE 255 CARTER HALL LANE PO BOX 250 MILWOOD, VA 22646	NONE	PC	BAHAMAS HURRICANE RELIEF	10,000
Total ▶ 3a				2,356,088

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>				
PROPEL NONPROFITS 1 MAIN STREET SUITE 600 MINNEAPOLIS, MN 55414	NONE	PC	PROS GRANT	50,000
VOLUNTEER LAWYERS NETWORK 600 NICOLLET MALL SUITE 390A MINNEAPOLIS, MN 55402	NONE	PC	RR GRANT, KR	5,000
VOICES FOR RACIAL JUSTICE 2525 EAST FRANKLIN AVE SUITE 301 MINNEAPOLIS, MN 55406	NONE	PC	GENERAL SUPPORT	1,000
Total ▶ 3a				2,356,088

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>				
ASSOCIATION FOR BLACK ECONOMIC POWER 227 COLFAX AVE N SUITE 230 MINNEAPOLIS, MN 55405	NONE	PC	GENERAL SUPPORT	2,000
MINNEAPLIS PUBLIC SCHOOLS 1250 WEST BROADWAY MINNEAPOLIS, MN 55411	NONE	GOV	26 LETTERS EQUITY GRANT	36,000
POWDERHORN PARK NEIGHBORHOOD ASSOCIATION 821 EAST 35 ST MINNEAPOLIS, MN 55407	NONE	PC	PPNA COMMUNITY HUB GRANT	30,000
Total ▶ 3a				2,356,088

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>				
THE ST PAUL FOUNDATION 101 5TH ST E 2400 ST PAUL, MN 55101	NONE	PC	HEADING HOME MN FUNDERS COLLABORATIVE	10,000
PROJECT FOR PRIDE AND LIVING 1035 E FRANKLIN AVE MINNEAPOLIS, MN 55404	NONE	PC	LEAP GRANT	40,000
LAKE STREET COUNCIL 919 EAST LAKE STREET MINNEAPOLIS, MN 55407	NONE	PC	GENERAL SUPPORT	35,000
Total ▶ 3a				2,356,088

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>				
TASKS UNLIMITED 2419 NICOLLET AVE S MINNEAPOLIS, MN 55404	NONE	PC	ENVISION COMMUNITY PROJECT	4,000
ALLIANCE FOR METROPOLITAN STABILITY 2525 E FRANKLIN AVE MINNEAPOLIS, MN 55406	NONE	PC	HHMFC COLLABORATIVE TENANTS' RIGHTS	30,000
HOME LINE8011 34TH AVE S 126 BLOOMINGTON, MN 55425	NONE	PC	HHMFC COLLABORATIVE TENANTS' RIGHTS	35,000
Total ▶ 3a				2,356,088

TY 2019 Accounting Fees Schedule**Name:** JOHN & DENISE GRAVES FOUNDATION**EIN:** 47-1300668

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	21,482	0	0	17,192

TY 2019 Investments Corporate Stock Schedule

Name: JOHN & DENISE GRAVES FOUNDATION
 EIN: 47-1300668

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOT LABORATORIES	253,631	253,631
ALLIANZGI NJF MID CAP VALUE FD CL P	851,859	851,859
ALPHABET INC CLASS C CAPITAL STOCK	85,569	85,569
ALPHABET INC CLASS A COMMON STOCK	164,745	164,745
AMAZON.COM INC	227,284	227,284
AMGEN INC	286,632	286,632
APPLE INC	337,698	337,698
AT&T INC	283,252	283,252
AUTOMATIC DATA PROCESSING INC	245,520	245,520
BANK OF AMERICA CORP	281,373	281,373
BERKSHIRE HATHAWAY INC DEL CL B	253,454	253,454
BRISTOL MYERS SQUIBB CO	321,143	321,143
CATERPILLAR INC	247,364	247,364
CHEVRON CORPORATION	220,654	220,654
CISCO SYSTEMS INC	200,137	200,137
COCA COLA COMPANY (THE)	274,038	274,038
DIAMOND HILL FDS SMALL MID CAP FD CL I	893,877	893,877
ECOLAB INC	244,904	244,904
ELI LILLY & CO	236,180	236,180
EXXON MOBIL CORP	196,012	196,012
FACEBOOK INC CL A	265,799	265,799
FEDEX CORP	183,267	183,267
FRANKLIN SMALL CAP GROWTH FUND-ADVISOR CL	792,305	792,305
GENERAL MILLS INC	241,288	241,288
GOLDMAN SACHS GROUP INC	263,500	263,500
HOME DEPOT INC	250,263	250,263
HONEYWELL INTL INC	252,933	252,933
INTEL CORP	249,634	249,634
INTERNATIONAL BUSINESS MACHINES CORP	216,475	216,475
ISHARES RUSSELL 1000 ETF	1,073,910	1,073,910

Investments Corporation Stock Schedule		
Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES RUSSELL 2000 ETF	917,812	917,812
ISHARES SELECT DIVIDEND ETF	505,372	505,372
JOHNSON & JOHNSON	247,541	247,541
JPMORGAN CHASE & CO	305,844	305,844
KIMBERLY CLARK CORP	261,207	261,207
MASTERCARD INCORPORATED	345,767	345,767
MCDONALDS CORP	239,899	239,899
MERCK & CO INC	259,026	259,026
MICROSOFT CORP	304,676	304,676
ORACLE CORPORTION	226,595	226,595
PFIZER INC	210,749	210,749
PROCTOR & GAMBLE CO	274,905	274,905
SPDR S&P 500 ETF TRUST	2,903,177	2,903,177
STRYKER CORP	246,050	246,050
T ROWE PRICE DIVERSIFIED MID CAP GROWTH FDS INC	951,122	951,122
TARGET CORP	365,655	365,655
UNDER ARMOUR INC CL A	119,621	119,621
UNITED PARCEL SVC INC CL B	238,685	238,685
UNITED TECHNOLOGIES CORP	327,675	327,675
US BANCORP DEL COM	276,588	276,588
VANGUARD RUSSELL 1000 VALUE ETF	850,575	850,575
VERIZON COMMUNICATIONS	242,284	242,284
VISA INC CL A COMMON STOCK	274,334	274,334
WALMART INC COMMON STOCK	277,848	277,848
WALT DISNEY CO	284,921	284,921
WASTE MANAGEMENT INC DEL	257,436	257,436
WELLS FARGO & CO	256,572	256,572
XCEL ENERGY INC COMMON STOCK	263,928	263,928
3M COMPANY	190,886	190,886
DODGE & COX FUNDS INTERNATIONAL STOCK FUND	847,144	847,144

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EUROPACIFIC GROWTH FD SHS CL F-2	922,125	922,125
ISHARES MSCI EAFE ETF	606,836	606,836
MEDTRONIC PLC COM	293,949	293,949
NEW WORLD FD INC NEW CL F-2 SHS	304,780	304,780

TY 2019 Investments Government Obligations Schedule**Name:** JOHN & DENISE GRAVES FOUNDATION**EIN:** 47-1300668**US Government Securities - End
of Year Book Value:**

9,712,964

**US Government Securities - End
of Year Fair Market Value:**

9,712,964

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2019 Investments - Other Schedule**Name:** JOHN & DENISE GRAVES FOUNDATION**EIN:** 47-1300668**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CALAMOS INVT TR NEW MARKET NEUTRAL FD CL I	FMV	440,264	440,264
DIAMOND HILL LONG-SHORT FUND CLASS I	FMV	446,199	446,199
SCHWAB STRATEGIC TR US REIT ETF	FMV	446,961	446,961
NORTHERN PACIFIC GROWTH FOUNDATION PARTNERS, LP	FMV	2,366,354	2,366,354

TY 2019 Legal Fees Schedule**Name:** JOHN & DENISE GRAVES FOUNDATION**EIN:** 47-1300668

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	574	0	0	574

TY 2019 Other Assets Schedule

Name: JOHN & DENISE GRAVES FOUNDATION

EIN: 47-1300668

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM PERIS FOUNDATION	0	98,363	98,363

TY 2019 Other Expenses Schedule**Name:** JOHN & DENISE GRAVES FOUNDATION**EIN:** 47-1300668**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROGRAM EXPENSE	76,259	0	0	75,759
TECHNOLOGY, COMPUTER, & WEBSITE FEES	13,630	0	0	13,510
OFFICE EXPENSES	11,345	0	0	11,345
FILING FEES	25	0	0	25
PARTNERSHIP EXPENSES	0	30,478	0	0

TY 2019 Other Income Schedule

Name: JOHN & DENISE GRAVES FOUNDATION

EIN: 47-1300668

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER K-1 ACTIVITY	0	-2,528	0

TY 2019 Other Increases Schedule

Name: JOHN & DENISE GRAVES FOUNDATION

EIN: 47-1300668

Description	Amount
UNREALIZED GAINS ON INVESTMENTS	918,980

TY 2019 Other Liabilities Schedule**Name:** JOHN & DENISE GRAVES FOUNDATION**EIN:** 47-1300668

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED LEASEHOLD ALLOWANCE	98,000	86,000

TY 2019 Other Professional Fees Schedule**Name:** JOHN & DENISE GRAVES FOUNDATION**EIN:** 47-1300668

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	271,247	271,247	0	0
PROFESSIONAL DEVELOPMENT AND CONSULTING	48,085	0	0	48,085

TY 2019 Taxes Schedule**Name:** JOHN & DENISE GRAVES FOUNDATION**EIN:** 47-1300668

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	85,003	0	0	0