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

**2011**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

<p>Name of foundation <b>W.A. CRISWELL FOUNDATION, INC.</b></p> <p>Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>2000 MCKINNEY AVENUE, SUITE 975</b></p> <p>City or town, state, and ZIP code <b>DALLAS, TX 75201</b></p> <p>G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Final return <input type="checkbox"/> Amended return  <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation  <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 25,505,827.</b> J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual  <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)</p>	<p>A Employer identification number <b>23-7226473</b></p> <p>B Telephone number <b>(972) 296-8290</b></p> <p>C If exemption application is pending, check here <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here <input type="checkbox"/>                  Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/></p>
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Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received	2,535,815.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11,564.	11,564.	11,564.	STATEMENT 1
	4 Dividends and interest from securities	221,874.	221,874.	221,874.	STATEMENT 2
	5a Gross rents	2,200.	2,200.	2,200.	STATEMENT 3
	b Net rental income or (loss) -5,601.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	113,471.			
	b Gross sales price for all assets on line 6a 3,719,499.				
	7 Capital gain net income (from Part IV, line 2)		113,471.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances 85.				STATEMENT 5
	b Less: Cost of goods sold				
	c Gross profit or (loss) 85.			85.	
	11 Other income -224,904.	-224,904.	-66,234.	-224,904.	STATEMENT 6
	12 Total. Add lines 1 through 11	2,660,105.	282,875.	10,819.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	220,738.	8,609.	0.	177,695.
	15 Pension plans, employee benefits	31,019.	0.	0.	20,644.
	16a Legal fees STMT 7	2,230.	2,230.	0.	0.
	b Accounting fees STMT 8	18,260.	0.	0.	0.
	c Other professional fees STMT 9	180,436.	80,249.	0.	100,187.
	17 Interest				
	18 Taxes STMT 10	12,588.	12,588.	5,755.	0.
	19 Depreciation and depletion	1,326.	0.	1,326.	
	20 Occupancy	757.	0.	0.	0.
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses STMT 11	47,207.	2,374.	2,046.	26,399.	
24 Total operating and administrative expenses. Add lines 13 through 23	514,561.	106,050.	9,127.	324,925.	
25 Contributions, gifts, grants paid	1,998,519.			1,998,519.	
26 Total expenses and disbursements. Add lines 24 and 25	2,513,080.	106,050.	9,127.	2,323,444.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	147,025.				
b Net investment income (if negative, enter -0-)		176,825.			
c Adjusted net income (if negative, enter -0-)			1,692.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	144,562.	75,139.	75,139.
	2 Savings and temporary cash investments	201,528.	277.	277.
	3 Accounts receivable ▶ 26.			
	Less: allowance for doubtful accounts ▶		26.	26.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	250.		
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 12	22,396,992.	23,390,927.	23,390,927.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶ 391,732.				
Less accumulated depreciation ▶	391,732.	391,732.	1,634,900.	
12 Investments - mortgage loans				
13 Investments - other STMT 13	11,750.	11,750.	11,750.	
14 Land, buildings, and equipment basis ▶ 32,988.				
Less accumulated depreciation STMT 14 ▶ 31,911.	2,403.	1,077.	392,808.	
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>23,149,217.</b>	<b>23,870,928.</b>	<b>25,505,827.</b>	
Liabilities	17 Accounts payable and accrued expenses	11,339.	2,761.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>11,339.</b>	<b>2,761.</b>		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted	1,500.	1,500.	
	25 Temporarily restricted	23,136,378.	23,866,667.	
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
<b>30 Total net assets or fund balances</b>	<b>23,137,878.</b>	<b>23,868,167.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>23,149,217.</b>	<b>23,870,928.</b>		

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	23,137,878.
2 Enter amount from Part I, line 27a	2	147,025.
3 Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN</b>	3	583,264.
4 Add lines 1, 2, and 3	4	23,868,167.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,868,167.

**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.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENTS			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 3,719,499.		3,606,028.	113,471.

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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			113,471.

<b>2</b> 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	113,471.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	-90,105.

**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))
2010	1,325,858.	23,028,231.	.057575
2009	1,196,855.	20,679,694.	.057876
2008	1,078,719.	23,763,698.	.045394
2007			
2006			

<b>2</b> Total of line 1, column (d)	2	.160845
<b>3</b> 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	.053615
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	25,529,414.
<b>5</b> Multiply line 4 by line 3	5	1,368,760.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	1,768.
<b>7</b> Add lines 5 and 6	7	1,370,528.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.	8	2,323,444.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,768.
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	1,768.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	1,768.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,983.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,983.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	1,215.
11	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

N/A

**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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.WACRISWELL.COM</u>	X		
14	The books are in care of ► <u>W.A. CRISWELL FOUNDATION</u> Telephone no. ► <u>(214) 740-3240</u> Located at ► <u>2000 MCKINNEY AVENUE, SUITE 975, DALLAS, TX</u> ZIP+4 ► <u>75201</u>			
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	N/A
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		16	Yes No X

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

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

	Yes	No
1a	During the year did the foundation (either directly or indirectly):	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b		1b
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)? Organizations relying on a current notice regarding disaster assistance check here		X
c		1c
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 2011?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):	
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2011 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 2011.) N/A	
4a		4a
Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	
		4b
		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here **N/A**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). **N/A**

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SAMUEL C HULL - 2000 MCKINNEY AVENUE, SUITE 975, DALLAS, TX 75201	DIRECTOR SERMON LIBRARY 40.00	114,000.	0.	0.

Total number of other employees paid over \$50,000 0

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE W.A. CRISWELL SERMON LIBRARY IS HOSTED FROM THE W.A. CRISWELL WEBSITE. THIS SERMON LIBRARY GIVES ACCESS TO DR. CRISWELL'S TEACHINGS AND SERMONS WORLDWIDE	324,925.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	22,512,299.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,770,988.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	1,634,900.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	25,918,187.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	25,918,187.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	388,773.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	25,529,414.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,276,471.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,276,471.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,768.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,768.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,274,703.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,274,703.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,274,703.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,323,444.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,323,444.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	1,768.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,321,676.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,274,703.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				71,507.
e From 2010				183,610.
f Total of lines 3a through e		255,117.		
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 2,323,444.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,274,703.
e Remaining amount distributed out of corpus	1,048,741.			
5 Excess distributions carryover applied to 2011 (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	1,303,858.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,303,858.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				71,507.
d Excess from 2010				183,610.
e Excess from 2011				1,048,741.

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
CRISWELL COLLEGE 4010 GASTON AVE DALLAS, TX 75246			SUPPORT COLLEGE OPERATIONS AND SCHOLARSHIPS	1,907,111.
DALLAS LIFE FOUNDATION 1100 CADIZ STREET DALLAS, TX 75215			SUPPORT MINISTRY TO THE HOMELESS	1,329.
FIRST BAPTIST ACADEMY 1704 PATTERSON STREET DALLAS, TX 75201			SUPPORT CHRISTIAN SCHOOL OPERATIONS & SCHOLARSHIPS	76,489.
FIRST BAPTIST CHURCH DALLAS 1707 SAN JACINTO DALLAS, TX 75201			SUPPORT CHURCH OPERATIONS & CHOIR	1,569.
FIRST BAPTIST CHURCH FARMERSVILLE 124 SOUTH WASHINGTON STREET FARMERSVILLE, TX 75442			SUPPORT CHRISTIAN CHURCH OPERATIONS	731.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>1,998,519.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

Employer identification number

W.A. CRISWELL FOUNDATION, INC.

23-7226473

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- 
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization <b>W.A. CRISWELL FOUNDATION, INC.</b>	Employer identification number <b>23-7226473</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BLAKE AND ANN POGUE 8PHOENIX PROPERTY CO. 5950 SHERRY LN., SUITE 320  DALLAS, TX 75225	\$ 120,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	JACK BRADY  500 NORTH AKARD, SUITE 3300  DALLAS, TX 75201	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	JACK POGUE  2000 MCKINNEY AVE SUITE 975  DALLAS, TX 75201	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	MACK POGUE  2000 MCKINNEY AVE SUITE 975  DALLAS, TX 75232	\$ 2,200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	THE SIMPSON CHARITABLE TRUST  4420 BEVERLY DRIVE  DALLAS, TX 75205	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	DON HODGES  2905 MAPLE AVE  DALLAS, TX 75201	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>W.A. CRISWELL FOUNDATION, INC.</b>	Employer identification number <b>23-7226473</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization

Employer identification number

**W.A. CRISWELL FOUNDATION, INC.**

23-7226473

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

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

W.A. CRISWELL FOUNDATION, INC.

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CHARLES SCHWAB ST EXHIBIT A		VARIOUS	VARIOUS
b CHARLES SCHWAB LT EXHIBIT A		VARIOUS	VARIOUS
c INVESTMENT CO AMERICA (WELLS FARGO)		VARIOUS	05/04/11
d INVESTMENT CO AMERICA (WELLS FARGO)		VARIOUS	05/04/11
e IBM (FDS #1)		10/21/10	09/16/11
f MADDEN STEVEN LTD (FDS #1)		10/05/10	04/14/11
g COSTCO (FDS #1)		VARIOUS	06/10/11
h DRYSHIPS INC (FDS #1)		VARIOUS	03/22/11
i IBM (FDS #1)		06/14/10	09/16/11
j LEGG MASON INC (FDS #1)		10/26/09	06/10/11
k CISCO (FDS #2)		03/24/10	03/22/11
l ENCORE (FDS #2)		12/06/10	06/10/11
m KINDER MORGAN MGMT LLC (FDS #2)		VARIOUS	VARIOUS
n AMEREN CORP		VARIOUS	03/22/11
o ENTERPRISE PRODUCTS		04/16/03	03/22/11

(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 893,263.		956,836.	-63,573.
b 1,624,728.		1,374,292.	250,436.
c 2,743.		2,463.	280.
d 130,396.		139,715.	-9,319.
e 8,535.		7,010.	1,525.
f 14,666.		13,037.	1,629.
g 78,571.		60,440.	18,131.
h 6,827.		14,082.	-7,255.
i 17,070.		13,019.	4,051.
j 34,246.		36,675.	-2,429.
k 42,367.		65,240.	-22,873.
l 22,892.		24,290.	-1,398.
m 78.			78.
n 54,842.		92,798.	-37,956.
o 42,352.		15,037.	27,315.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** -63,573.
b			250,436.
c			** 280.
d			-9,319.
e			** 1,525.
f			** 1,629.
g			18,131.
h			-7,255.
i			4,051.
j			-2,429.
k			** -22,873.
l			** -1,398.
m			** 78.
n			-37,956.
o			27,315.

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

W.A. CRISWELL FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(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.				
1a	GENERAL ELECTRIC		VARIOUS	08/10/11
b	TEXAS INSTRUMENTS INC		04/14/10	06/10/11
c	VULCAN MATERIAL COMPANY		VARIOUS	12/12/11
d	NORTHERN TRUST ST EXHIBIT B (#707)		VARIOUS	VARIOUS
e	KINDER MORGAN ENERGY MLP (UBS)		06/06/06	VARIOUS
f	MAGELLAN MIDSTREAM LP (UBS)		06/06/06	VARIOUS
g	ONEOK PARTNERS LP (UBS)		06/06/06	12/14/11
h	ROYAL BANK OF CANADA (UBS)		07/02/07	12/14/11
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	75,930.		141,795.	-65,865.
b	64,320.		53,609.	10,711.
c	46,056.		54,568.	-8,512.
d	273,690.		279,463.	-5,773.
e	71,003.		76,972.	-5,969.
f	93,690.		67,023.	26,667.
g	42,946.		64,754.	-21,808.
h	46,548.		52,910.	-6,362.
i	31,740.			31,740.
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-65,865.
b			10,711.
c			-8,512.
d			** -5,773.
e			-5,969.
f			26,667.
g			-21,808.
h			-6,362.
i			31,740.
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	113,471.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	-90,105.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
	<b>FURNITURE &amp; FIXTURES</b>							
47	<b>FIREPROOF CABINET AND COMPUTER SYSTEM</b>							
	041202	SL	7.00	16	9,316.		9,316.	0.
48	<b>FIREPROOF CABINET</b>							
	032104	SL	7.00	16	4,115.		3,969.	146.
49	<b>OFFICE SAFE</b>							
	041307	SL	7.00	16	2,885.		1,545.	412.
	<b>* 990-PF PG 1 TOTAL FURNITURE &amp; FIXTURES</b>							
					16,316.	0.	14,830.	558.
	<b>LAND</b>							
50	<b>HANEY PROPERTY</b>							
		L			188,101.			0.
51	<b>GASTON AVE PARKING LOT</b>							
		L			202,131.			0.
52	<b>BRIDGEPORT LOTS</b>							
		L			1,500.			0.
	<b>* 990-PF PG 1 TOTAL LAND</b>							
					391,732.	0.	0.	0.
	<b>MACHINERY &amp; EQUIPMENT</b>							
53	<b>COMPAQ COMPUTER</b>							
	062200	SL	5.00	16	2,457.		2,457.	0.
54	<b>LAPTOP</b>							
	051502	SL	5.00	16	2,030.		2,030.	0.
55	<b>DELL COMPUTER</b>							
	112702	SL	5.00	16	1,106.		1,106.	0.
56	<b>HSBC COMPUTER/PRINTER</b>							
	020506	SL	5.00	16	2,154.		2,119.	35.
57	<b>COMPUTER BACK OFFICE 2.8GHZ</b>							
	021707	SL	5.00	16	1,854.		1,422.	371.
	<b>* 990-PF PG 1 TOTAL MACHINERY &amp; EQUIPMENT</b>							
					9,601.	0.	9,134.	406.
	<b>* 990-PF PG 1 TOTAL -</b>							
					417,649.	0.	23,964.	964.
	<b>MACHINERY &amp; EQUIPMENT</b>							
58	<b>SERVER</b>							
	011503	SL	5.00	16	4,557.		4,557.	0.
59	<b>HARD DRIVE</b>							
	043003	SL	5.00	16	707.		707.	0.
60	<b>COMPUTER SERMON LIBRARY</b>							
	040207	SL	5.00	16	1,808.		1,357.	362.
	<b>* 990-PF PG 1 TOTAL MACHINERY &amp; EQUIPMENT</b>							
					7,072.	0.	6,621.	362.
	<b>* 990-PF PG 1 TOTAL -</b>							
					7,072.	0.	6,621.	362.
	<b>* GRAND TOTAL 990-PF PG 1 DEPR</b>							
					424,721.	0.	30,585.	1,326.

Charles SCHWAB

Schwab One® Account of  
B JACK POGUE

Account Number

TAX YEAR 2011  
YEAR-END SUMMARY

Date Prepared: March 23, 2012

REALIZED GAIN OR (LOSS)

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

Short-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: First In First Out (FIFO); All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Acquisition Date	Date of Sale	Total Proceeds	Cost Basis Adjusted	Wash Sale Loss Disallowed	Realized Gain or (Loss) Adjusted
BELL ALLIANT REGIONAL X 07786J103		1,000.00	03/26/10	01/28/11	\$ 26,603.72	\$ 25,458.35	\$ 0.00	\$ 1,145.37
Security Subtotal					\$ 26,603.72	\$ 25,458.35	\$ 0.00	\$ 1,145.37
GENERAL ELECTRIC COM 369604103		500.00	01/24/11	08/22/11	\$ 7,622.91	\$ 10,057.95	\$ 0.00	\$ (2,435.04)
GENERAL ELECTRIC COM 369604103		550.00	02/14/11	08/22/11	\$ 8,385.20	\$ 11,854.86	\$ 0.00	\$ (3,469.66)
Security Subtotal					\$ 16,008.11	\$ 21,912.80	\$ 0.00	\$ (5,904.69)
INTEL CORP	456140100	625.00	03/03/10	02/25/11	\$ 13,666.52	\$ 12,927.70	\$ 0.00	\$ 738.82
INTEL CORP	456140100	625.00	10/20/10	02/25/11	\$ 13,666.51	\$ 12,326.45	\$ 0.00	\$ 1,340.06
Security Subtotal					\$ 27,333.03	\$ 25,254.15	\$ 0.00	\$ 2,078.88
ISHARES MSCI EMRG MKT 484287234		663.00	02/25/11	08/22/11	\$ 26,545.02	\$ 29,988.48	\$ 0.00	\$ (3,443.46)
Security Subtotal					\$ 26,545.02	\$ 29,988.48	\$ 0.00	\$ (3,443.46)
ISHARES MSCI SWITZRLN 484286749		1,000.00	06/21/11	08/26/11	\$ 23,714.58	\$ 26,994.95	\$ 0.00	\$ (3,280.36)
Security Subtotal					\$ 23,714.58	\$ 26,994.95	\$ 0.00	\$ (3,280.36)
ISHARES S&P GLOBAL MA 484288695		10.00	02/25/11	08/05/11	\$ 632.58	\$ 731.82	\$ 0.00	\$ (99.24)
ISHARES S&P GLOBAL MA 484288695		200.00	02/25/11	08/05/11	\$ 12,651.63	\$ 14,636.17	\$ 0.00	\$ (1,984.54)
ISHARES S&P GLOBAL MA 484288695		100.00	02/25/11	08/22/11	\$ 6,091.41	\$ 7,318.18	\$ 0.00	\$ (1,226.77)
ISHARES S&P GLOBAL MA 484288695		100.00	02/25/11	08/22/11	\$ 6,091.50	\$ 7,318.18	\$ 0.00	\$ (1,226.68)
Security Subtotal					\$ 25,467.12	\$ 30,004.35	\$ 0.00	\$ (4,537.23)
MARKET VECTORS ETF T 57060U605		40.00	02/25/11	08/06/11	\$ 1,948.11	\$ 2,212.20	\$ 0.00	\$ (264.09)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

EIN 23-7226473  
Exhibit A

*Charles SCHWAB*

Schwab One® Account of  
B JACK POGUE

Account Number

TAX YEAR 2011  
YEAR-END SUMMARY

Date Prepared: March 29, 2012

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

COST BASIS METHOD: Mutual Funds: First In First Out (FIFO); All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis Adjusted	Wash Sale Loss Disallowed	Realized Gain or (Loss) Adjusted
MARKET VECTORS ETF T	57060J605	40.00	02/25/11	08/05/11	\$ 1,948.47	\$ 2,212.21	\$ 0.00	\$ (263.74)
MARKET VECTORS ETF T	57060J605	60.00	02/25/11	08/05/11	\$ 2,922.71	\$ 3,318.30	\$ 0.00	\$ (395.59)
MARKET VECTORS ETF T	57060J605	100.00	02/25/11	08/05/11	\$ 4,871.18	\$ 5,530.37	\$ 0.00	\$ (659.19)
MARKET VECTORS ETF T	57060J605	40.00	02/25/11	08/22/11	\$ 1,905.65	\$ 2,212.28	\$ 0.00	\$ (306.61)
MARKET VECTORS ETF T	57060J605	60.00	02/25/11	08/22/11	\$ 2,868.48	\$ 3,318.31	\$ 0.00	\$ (459.83)
MARKET VECTORS ETF T	57060J605	200.00	02/25/11	08/22/11	\$ 9,628.25	\$ 11,061.11	\$ 0.00	\$ (1,532.86)
Security Subtotal					\$ 25,982.85	\$ 29,864.76	\$ 0.00	\$ (3,881.91)
MERCK & CO INC NEW	58933Y105	330.00	03/03/10	02/25/11	\$ 10,600.07	\$ 12,377.02	\$ 0.00	\$ (1,776.95)
MERCK & CO INC NEW	58933Y105	270.00	10/20/10	02/25/11	\$ 8,672.79	\$ 9,985.18	\$ 0.00	\$ (1,312.39)
MERCK & CO INC NEW	58933Y105	75.00	02/14/11	02/25/11	\$ 2,409.11	\$ 2,468.59	\$ 0.00	\$ (57.48)
MERCK & CO INC NEW	58933Y105	225.00	02/14/11	02/25/11	\$ 7,227.32	\$ 7,399.76	\$ 0.00	\$ (172.44)
Security Subtotal					\$ 28,909.29	\$ 32,228.55	\$ 0.00	\$ (3,319.26)
PEPSICO INCORPORATE	713448108	200.00	03/03/10	02/25/11	\$ 12,749.68	\$ 12,842.75	\$ 0.00	\$ (93.07)
PEPSICO INCORPORATE	713448108	200.00	10/20/10	02/25/11	\$ 12,748.88	\$ 13,010.75	\$ 0.00	\$ (261.07)
Security Subtotal					\$ 25,498.56	\$ 25,853.50	\$ 0.00	\$ (354.94)
SECTOR SPDR TECH SEL	81368Y803	1,135.00	02/25/11	08/22/11	\$ 25,904.87	\$ 29,913.93	\$ 0.00	\$ (4,009.06)
Security Subtotal					\$ 25,904.87	\$ 29,913.93	\$ 0.00	\$ (4,009.06)
URANIUM ONE INC	F 91701P105	5,000.00	01/12/11	08/28/11	\$ 13,543.46	\$ 26,371.45	\$ 0.00	\$ (11,827.99)
URANIUM ONE INC	F 91701P105	750.00	01/24/11	08/26/11	\$ 2,031.52	\$ 4,459.21	\$ 0.00	\$ (2,427.69)
Security Subtotal					\$ 15,574.98	\$ 29,830.66	\$ 0.00	\$ (14,255.68)
US TREAS NOTE	1XXX 812828ML1	300,000.00	07/16/10	01/24/11	\$ 301,957.02	\$ 302,261.72	\$ 0.00	\$ (304.69)
Security Subtotal					\$ 301,957.02	\$ 302,261.72	\$ 0.00	\$ (304.69)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

EIN 23-7226473  
Exhibit A

Charles SCHWAB

Schwab One® Account of  
B JACK POGUE

Account Number

TAX YEAR 2011  
YEAR-END SUMMARY

Date Prepared: March 23, 2012

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

COST BASIS METHOD: Mutual Funds: First In First Out (FIFO); All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Acquisition Date of Sale	Date of Acquisition	Total Proceeds	Cost Basis Adjusted	Wash Sale Loss Disallowed	Realized Gain or (Loss) Adjusted
US TREAS NOTE	075XX 91282BMMB	200,000.00	01/24/11	05/11/10	\$ 200,820.32	\$ 200,148.00	\$ 0.00	\$ 672.32
Security Subtotal					\$ 200,820.32	\$ 200,148.00	\$ 0.00	\$ 672.32
VANGUARD INDUSTRIALS	92204A803	200.00	08/05/11	02/14/11	11,659.60	14,063.09	0.00	(2,403.49)
VANGUARD INDUSTRIALS	92204A803	400.00	08/05/11	02/14/11	23,314.38	28,126.18	0.00	(4,811.80)
VANGUARD INDUSTRIALS	92204A803	67.00	08/22/11	02/14/11	3,652.44	4,711.14	0.00	(1,058.70)
VANGUARD INDUSTRIALS	92204A803	100.00	08/22/11	02/14/11	5,451.51	7,031.54	0.00	(1,580.03)
VANGUARD INDUSTRIALS	92204A803	200.00	08/22/11	02/14/11	10,903.01	14,063.10	0.00	(3,160.09)
VANGUARD INDUSTRIALS	92204A803	233.00	08/22/11	02/14/11	12,701.77	16,383.50	0.00	(3,681.73)
Security Subtotal					\$ 67,682.71	\$ 84,378.55	\$ 0.00	\$ (16,695.84)
YELLOW MEDIA INC	F 986521103	3,000.00	03/10/11	12/21/10	15,907.84	18,582.85	0.00	(2,675.01)
Security Subtotal					\$ 15,907.84	\$ 18,582.85	\$ 0.00	\$ (2,675.01)
3M COMPANY	88578Y101	300.00	08/26/11	01/03/11	23,611.37	26,138.17	0.00	(2,526.80)
3M COMPANY	88578Y101	200.00	08/26/11	01/24/11	15,740.92	18,022.15	0.00	(2,281.23)
Security Subtotal					\$ 39,352.29	\$ 44,160.32	\$ 0.00	\$ (4,808.03)
Total Short-Term					\$ 893,263.12	\$ 956,835.92	\$ 0.00	\$ (63,572.79)

Long-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: First In First Out (FIFO); All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Acquisition Date of Sale	Date of Acquisition	Total Proceeds	Cost Basis Adjusted	Wash Sale Loss Disallowed	Realized Gain or (Loss) Adjusted
ARC RESOURCES LTD CD	00208D408	200.00	10/27/11	03/03/04	\$ 5,119.30	\$ 2,236.74 <sup>a</sup>	\$ 0.00	\$ 2,882.56

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

EIN 23-7226473  
Exhibit A

*Charles SCHWAB*

Schwab One® Account of  
B JACK POGUE

Account Number

TAX YEAR 2011  
YEAR-END SUMMARY

Date Prepared: March 23, 2012

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

COST BASIS METHOD: Mutual Funds: First In First Out (FIFO); All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis Adjusted	Wash Sale Loss Disallowed	Realized Gain or (Loss) Adjusted
ARC RESOURCES LTD CD	00208D408	2,800.00	03/03/04	10/27/11	\$ 71,643.95	\$ 31,314.42 <sup>a</sup>	\$ 0.00	\$ 40,329.53
Security Subtotal					\$ 78,763.25	\$ 33,551.16	\$ 0.00	\$ 43,212.09
CITIGROUP INC NEW	172967424	300.00	12/17/09	05/19/11	\$ 12,396.08	\$ 9,638.95	\$ 0.00	\$ 2,757.13
CITIGROUP INC NEW	172967424	300.00	03/05/10	05/19/11	\$ 12,396.08	\$ 10,418.95	\$ 0.00	\$ 1,977.13
CITIGROUP INC NEW	172967424	400.00	04/15/10	05/19/11	\$ 16,528.10	\$ 20,128.95	\$ 0.00	\$ (3,600.85)
Security Subtotal					\$ 41,320.26	\$ 40,186.85	\$ 0.00	\$ 1,133.41
GENERAL ELECTRIC COM	368604103	750.00	04/11/08	08/22/11	\$ 11,434.36	\$ 24,385.86	\$ 0.00	\$ (12,951.50)
GENERAL ELECTRIC COM	368604103	500.00	06/29/08	08/22/11	\$ 7,622.91	\$ 15,393.95	\$ 0.00	\$ (7,771.04)
Security Subtotal					\$ 19,057.27	\$ 39,779.81	\$ 0.00	\$ (20,722.54)
US TREAS NOTE 1XXX	912828LG3	500,000.00	02/01/10	07/31/11	\$ 500,000.00	\$ 503,300.00	\$ 0.00	\$ (3,300.00)
Security Subtotal					\$ 500,000.00	\$ 503,300.00	\$ 0.00	\$ (3,300.00)
US TREAS NT 1XXX	912828LTS	500,000.00	02/01/10	10/31/11	\$ 500,000.00	\$ 502,480.00	\$ 0.00	\$ (2,480.00)
Security Subtotal					\$ 500,000.00	\$ 502,480.00	\$ 0.00	\$ (2,480.00)
US TREAS NT 0.875%01X	912828JY7	50,000.00	07/15/09	01/31/11	\$ 50,000.00	\$ 50,097.65	\$ 0.00	\$ (97.65)
Security Subtotal					\$ 50,000.00	\$ 50,097.65	\$ 0.00	\$ (97.65)
US TREAS NT 0.875%04X	912828KL3	100,000.00	07/15/09	01/12/11	\$ 100,199.22	\$ 99,976.56	\$ 0.00	\$ 222.66
US TREAS NT 0.875%04X	912828KL3	100,000.00	07/15/09	04/06/11	\$ 100,031.00	\$ 99,976.56	\$ 0.00	\$ 54.44
Security Subtotal					\$ 200,230.22	\$ 199,953.12	\$ 0.00	\$ 277.10
Total Long-Term					\$ 1,387,371.00	\$ 1,369,348.59	\$ 0.00	\$ 18,022.41

See WP-42 Sale of Linn Energy LLC

\$237,357

\$4,943

\$232,414

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

1,387,371  
237,357 +  
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1,624,728 =

1,369,348.59  
4,943 +  
-----  
1,374,291.59 =

18,022.41  
232,414 +  
-----  
250,436.41 =

# 2011 Tax Information Statement

Account Number: XXXXXXXXXX  
 Recipient's Tax ID Number: XX-XXX6473  
 Recipient's Name and Address:  
 W.A. CRISWELL FOUNDATION, INC  
 2000 MCKINNEY AVE. STE. 975  
 DALLAS, TX 75201

Corrected  2nd TIN notice

THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

## 2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld	
<b>Short Term Sales</b>									
86.0000	464287178	MFC SHARES TR BARCLAYS TIPS BD FD PROTECTED SECS FD	07/01/2011	09/23/2011	9,888.09	9,448.59	441.50	0.00	
4650.0000	665162533	MFB NORTHERN FUNDS BD INDEX FD	07/01/2011	09/23/2011	51,103.50	49,290.00	1,813.50	0.00	
168.0000	784631107	MFC SPDR GOLD TR GOLD SHS	07/01/2011	09/23/2011	26,705.78	24,330.99	2,374.89	0.00	
9.0000	404287178	MFC SHARES TR BARCLAYS TIPS BD FD PROTECTED SECS FD	07/01/2011	08/29/2011	1,032.45	888.60	43.85	0.00	
735.0000	464287176	MFC SHARES TR BARCLAYS TIPS BD FD PROTECTED SECS FD	07/01/2011	10/06/2011	84,670.37	80,735.42	3,934.95	0.00	
2780.0000	665130208	MFB NORTH INTL EQTY INDEX FD	07/01/2011	11/07/2011	26,715.80	31,163.78	-4,447.98	0.00	
35.0000	665162475	MFB NORTH FDS MULTI-MANAGER GLOBAL REAL ESTATE FD	07/01/2011	11/07/2011	598.85	664.30	-65.45	0.00	
645.0000	606162483	MFB NORTH FDS MULTI-MANAGER EMERGING MKTS EQTY FD	07/01/2011	11/07/2011	11,063.50	12,683.05	-1,629.55	0.00	
4280.0000	665162558	MFB NORTH MULTI-MANAGER INTL EQTY FD	07/01/2011	11/07/2011	38,220.40	43,784.40	-5,564.00	0.00	
1225.0000	665162568	MFB NRTH MULTIMGR SMALLFOR NIMMSX FD	07/01/2011	11/07/2011	12,139.75	13,608.74	-1,469.99	0.00	
995.0000	665162574	MFB NRTH MULTIMGR MID FOR NIMMFX MID FOR NIMMFX	07/01/2011	11/07/2011	11,651.95	12,755.91	-1,203.99	0.00	
<b>Total Short Term Sales</b>						<b>273,690.44</b>	<b>279,462.68</b>	<b>-5,772.24</b>	<b>0.00</b>

This is important tax information and is being furnished to you.

EIN 23-7226473  
 Exhibit B

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

SOURCE	AMOUNT
BROKERAGE ACCOUNTS	347.
US TREASURY	11,217.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,564.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST DALLAS	39,033.	0.	39,033.
FIRST DALLAS CHAIR	15,750.	0.	15,750.
NORTH DALLAS BANK	206.	0.	206.
NORTHERN TRUST	88,385.	29,985.	58,400.
SCHWAB	65,465.	1,755.	63,710.
UBS	38,097.	0.	38,097.
WELLS FARGO	6,678.	0.	6,678.
TOTAL TO FM 990-PF, PART I, LN 4	253,614.	31,740.	221,874.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PONDER/HANEY PROPERTY	1	2,200.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,200.

FORM 990-PF

RENTAL EXPENSES

STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
PROPERTY TAXES		5,755.	
INSURANCE		2,046.	
- SUBTOTAL -	1		7,801.
TOTAL RENTAL EXPENSES			7,801.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-5,601.

FORM 990-PF

INCOME AND COST OF GOODS SOLD  
INCLUDED ON PART I, LINE 10

STATEMENT 5

INCOME

1. GROSS RECEIPTS . . . . .	85	
2. RETURNS AND ALLOWANCES . . . . .		
3. LINE 1 LESS LINE 2 . . . . .		85
4. COST OF GOODS SOLD (LINE 15) . . . . .		
5. GROSS PROFIT (LINE 3 LESS LINE 4). . . . .		85
6. OTHER INCOME . . . . .		
7. GROSS INCOME (ADD LINES 5 AND 6) . . . . .		85

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR . . . . .		
9. MERCHANDISE PURCHASED. . . . .		
10. COST OF LABOR. . . . .		
11. MATERIALS AND SUPPLIES . . . . .		
12. OTHER COSTS. . . . .		
13. ADD LINES 8 THROUGH 12 . . . . .		
14. INVENTORY AT END OF YEAR . . . . .		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14). . . . .		

FORM 990-PF	OTHER INCOME	STATEMENT	6
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INVESTMENTS	-152,799.	-152,799.	-152,799.
OIL & GAS ROYALTIES	84,662.	84,662.	84,662.
1099 ROYALTIES	1,693.	1,693.	1,693.
MISC INVESTMENT 1099	210.	210.	210.
BOOK ROYALTIES	1,136.	0.	1,136.
UBIT PARTNERSHIP K-1	-159,806.	0.	-159,806.
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>-224,904.</b>	<b>-66,234.</b>	<b>-224,904.</b>

FORM 990-PF	LEGAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	2,230.	2,230.	0.	0.
TO FM 990-PF, PG 1, LN 16A	2,230.	2,230.	0.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	18,260.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	18,260.	0.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MONEY MANAGER FEES	79,749.	79,749.	0.	0.	
TRANSCRIBERS	100,187.	0.	0.	100,187.	
BROKER FEES	500.	500.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	180,436.	80,249.	0.	100,187.	

FORM 990-PF	TAXES			STATEMENT	10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	6,833.	6,833.	0.	0.	
PROPERTY TAXES	5,755.	5,755.	5,755.	0.	
TO FORM 990-PF, PG 1, LN 18	12,588.	12,588.	5,755.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	11
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	860.	189.	0.	671.	
INSURANCE	11,804.	0.	0.	0.	
COMPUTER - SERMON LIBRARY	10,655.	0.	0.	10,655.	
OTHER EXPENSES - SERMON LIBRARY	549.	0.	0.	549.	
POSTAGE	838.	0.	0.	0.	
OFFICE SUPPLIES	1,226.	0.	0.	0.	
SOFTWARE	3,451.	0.	0.	954.	
MISC	2,069.	0.	0.	0.	
SERMON CD SUPPLIES	8,960.	0.	0.	8,960.	
ADVERTISING LIBRARY	465.	0.	0.	465.	
WEBSITE	3,580.	0.	0.	3,580.	
BUSINESS EXPENSE	565.	0.	0.	565.	
INVESTMENTS EXPENSES	139.	139.	0.	0.	
INSURANCE	2,046.	2,046.	2,046.	0.	
TO FORM 990-PF, PG 1, LN 23	47,207.	2,374.	2,046.	26,399.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PUBLICLY TRADED SECURITIES	23,390,927.	23,390,927.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,390,927.	23,390,927.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER SECURITIES	COST	11,750.	11,750.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,750.	11,750.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	14
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FIREPROOF CABINET AND COMPUTER SYSTEM	9,316.	9,316.	0.
FIREPROOF CABINET	4,115.	4,115.	0.
OFFICE SAFE	2,885.	1,957.	928.
HANEY PROPERTY	188,101.	0.	188,101.
GASTON AVE PARKING LOT	202,131.	0.	202,131.
BRIDGEPORT LOTS	1,500.	0.	1,500.
COMPAQ COMPUTER	2,457.	2,457.	0.
LAPTOP	2,030.	2,030.	0.
DELL COMPUTER	1,106.	1,106.	0.
HSBC COMPUTER/PRINTER	2,154.	2,154.	0.
COMPUTER BACK OFFICE 2.8GHZ SERVER	1,854.	1,793.	61.
HARD DRIVE	707.	4,557.	0.
COMPUTER SERMON LIBRARY	1,808.	707.	0.
		1,719.	89.
TOTAL TO FM 990-PF, PART II, LN 14	424,721.	31,911.	392,810.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DARRELL LAFITTE 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	PRESIDENT 10.00	0.	0.	0.
JACK POGUE 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	CHAIRMAN OF THE BOARD 10.00	0.	0.	0.
CURTIS BAKER 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
RANDY BRADLEY 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
JACK BRADY 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
DEAN CHILDRES 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
BRIAN HERMES 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
DON HODGES 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
GARRY KINDER 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
BLAKE POGUE 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
DR STEVE WASHBURN 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.

MICHAEL LAFITTE  
2000 MCKINNEY AVENUE, SUITE 975  
DALLAS, TX 75201

BOARD MEMBER  
0.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.



# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

<b>Type or print</b>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	<b>W.A. CRISWELL FOUNDATION, INC.</b>	<input checked="" type="checkbox"/> <b>23-7226473</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	<b>2000 MCKINNEY AVENUE, SUITE 975</b>	<input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	<b>DALLAS, TX 75201</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**W.A. CRISWELL FOUNDATION**

• The books are in the care of ▶ **2000 MCKINNEY AVENUE, SUITE 975 - DALLAS, TX 75201**  
Telephone No. ▶ **(214) 740-3240** FAX No ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2011** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason.  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$	<b>2,983.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>2,983.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	<b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

Enter filer's identifying number, see instructions.

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>W.A. CRISWELL FOUNDATION, INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>23-7226473</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>2000 MCKINNEY AVENUE, SUITE 975</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>DALLAS, TX 75201</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**W.A. CRISWELL FOUNDATION**

The books are in the care of  **2000 MCKINNEY AVENUE, SUITE 975 - DALLAS, TX 75201**

Telephone No  **(214) 740-3240**

FAX No

If the organization does not have an office or place of business in the United States, check this box

If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**

5 For calendar year **2011**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension

**THE TAXPAYER RESPECTFULLY REQUESTS AN ADDITIONAL EXTENSION OF TIME IN ORDER TO FILE A COMPLETE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ <b>2,983.</b>
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ <b>2,983.</b>
8c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ <b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title  **CPA**

Date  **7.24.12**