



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



**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

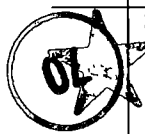
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011, or tax year beginning**, 2011, and ending**The Cleo L. Craig Foundation
P. O. Box 1213
Shawnee, OK 74802**A** Employer identification number
73-1519557**B** Telephone number (see the instructions)
(405) 273-6800**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 3,431,306.
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)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	272.	272.		
4 Dividends and interest from securities	103,206.	103,206.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	26,583.			
b Gross sales price for all assets on line 6a	1,383,628.			
7 Capital gain net income (from Part IV, line 2)		26,583.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	112.			
12 Total. Add lines 1 through 11	130,173.	130,061.	0.	
13 Compensation of officers, directors, trustees, etc	24,000.	6,000.		18,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	3,845.			2,284.
c Other prof fees (attach sch) See St 3	10,403.			
17 Interest	13.	13.		10.
18 Taxes (attach schedule)(see instrs) See Stm 4	2,039.	351.		375.
19 Depreciation (attach sch) and depletion	4,490.	4,490.		
20 Occupancy	2,720.	680.		2,040.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	5,788.	3,007.		3,712.
24 Total operating and administrative expenses. Add lines 13 through 23	52,798.	25,244.		26,421.
25 Contributions, gifts, grants paid Part XV	130,200.			130,200.
26 Total expenses and disbursements. Add lines 24 and 25	182,998.	25,244.	0.	156,621.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-52,825.			
b Net investment income (if negative, enter 0-)		104,817.		
c Adjusted net income (if negative, enter 0-)			0.	

SCANNED NOV 28 2012

ADMINISTRATIVE
AND
OPERATING
EXPENSES514
25

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year	End of year	
			(a) Book Value	(b) Book Value (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,227,724.	1,408,068.	1,408,068.
	3 Accounts receivable ▶ 2,176.			
	Less allowance for doubtful accounts ▶	1,189.	2,176.	2,176.
	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 sch) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 6	1,275,592.	1,042,907.	1,091,499.
	c Investments — corporate bonds (attach schedule) Statement 7	677,725.	630,888.	709,250.
	11 Investments — land, buildings, and equipment, basis ▶ 46,112.			
LIABILITIES	Less accumulated depreciation (attach schedule) See Stmt 8 ▶ 14,002.	33,065.	32,110.	22,642.
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 9	93,868.	146,231.	129,745.
	14 Land, buildings, and equipment basis ▶ 141,227.			
	Less accumulated depreciation (attach schedule) See Stmt 10 ▶ 44,904.	99,189.	96,323.	67,926.
	15 Other assets (describe ▶			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	3,408,352.	3,358,703.	3,431,306.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUND ASSETS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
NET ASSETS OR FUND BALANCES	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,408,352.	3,358,703.	
NET ASSETS OR FUND BALANCES	30 Total net assets or fund balances (see instructions)	3,408,352.	3,358,703.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,408,352.	3,358,703.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,408,352.
2 Enter amount from Part I, line 27a	2	-52,825.
3 Other increases not included in line 2 (itemize) ▶ See Statement 11	3	3,229.
4 Add lines 1, 2, and 3	4	3,358,756.
5 Decreases not included in line 2 (itemize) ▶ See Statement 12	5	53.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,358,703.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a See Statement 13

b

c

d

e

(e) Gross sales price

(f) Depreciation allowed
(or allowable)(g) Cost or other basis
plus expense of sale(h) Gain or (loss)
(e) plus (f) minus (g)

a

b

c

d

e

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

(i) Fair Market Value
as of 12/31/69(j) Adjusted basis
as of 12/31/69(k) Excess of column (i)
over column (j), if any(l) Gains (Column (h)
gain minus column (k) but not less
than -0-) or Losses (from column (h))

a

b

c

d

e

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2

26,583.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-
in Part I, line 8

3

0.

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	144,630.	3,125,828.	0.046269
2009	135,283.	2,748,088.	0.049228
2008	162,933.	2,990,048.	0.054492
2007	160,447.	3,418,010.	0.046942
2006	174,370.	3,262,736.	0.053443

2 Total of line 1, column (d).

2

0.250374

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

0.050075

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

3,277,888.

5 Multiply line 4 by line 3

5

164,140.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

1,048.

7 Add lines 5 and 6

7

165,188.

8 Enter qualifying distributions from Part XII, line 4

8

156,621.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,096.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,096.
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	2,096.
6 Credits/Payments.			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		51.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed See Statement 14	9		2,226.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		X
1 c Did the foundation file Form 1120-POL for this year?		X
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>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

BAA

Form 990-PF (2011)

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Cleo L. Craig, Jr.</u> Telephone no <u>(405) 273-6800</u> Located at <u>107 E 9th Shawnee OK</u> ZIP + 4 <u>74801</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 <u>N/A</u>	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 <u></u>	16		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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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 <u>20__ , 20__ , 20__ , 20__ .</u>		
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	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. <u>20__ , 20__ , 20__ , 20__ .</u>		
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.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

BAA

Form 990-PF (2011)

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)? (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 N/A

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?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 15		24,000.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2011)

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	2,180,625.
b Average of monthly cash balances	1b	1,122,893.
c Fair market value of all other assets (see instructions)	1c	24,287.
d Total (add lines 1a, b, and c)	1d	3,327,805.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,327,805.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	49,917.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,277,888.
6 Minimum investment return. Enter 5% of line 5	6	163,894.

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	163,894.
2a Tax on investment income for 2011 from Part VI, line 5	2a	2,096.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,096.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	161,798.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	161,798.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	161,798.

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	156,621.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	156,621.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	156,621.

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.

BAA

Form 990-PF (2011)

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				161,798.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			127,217.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 156,621.				
a Applied to 2010, but not more than line 2a			127,217.	
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				29,404.
e Remaining amount distributed out of corpus	0.			
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	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 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				132,394.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Statement 16				
Total			3a	130,200.
<i>b Approved for future payment</i>				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					272.
4 Dividends and interest from securities					103,206.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	112.	
8 Gain or (loss) from sales of assets other than inventory					26,583.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				112.	130,061.
13 Total. Add line 12, columns (b), (d), and (e)				13	130,173.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service► **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 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.***Enter filer's identifying number, see instructions**

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	The Cleo L. Craig Foundation	<input checked="" type="checkbox"/> 73-1519557
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	P. O. Box 1213	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Shawnee, OK 74802	

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

04

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Cleo L. Craig, Jr.

Telephone No. ► (405) 273-6800

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 8/15, 20 12, to file the exempt organization return for the organization named above.
The extension is for the organization's return for.

- ☒ calendar year 20 11 or
► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 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

3a 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	3a	\$	2,096.
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	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	2,096.

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.**BAA For 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

Type or print File by the extended due date for filing the return. See instructions	Name of exempt organization or other filer see instructions	Employer identification number (EIN) or
	The Cleo L. Craig Foundation	<input checked="" type="checkbox"/> 73-1519557
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	Hull & Totten, PC 2510 E. Independence, Suite 300	<input type="checkbox"/>
	City, town, or post office, state, and ZIP code. For a foreign address, see instructions	
	Shawnee, OK 74804	

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

04

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 (section 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.

- The books are in care of ☒ Cleo L. Craig, Jr.
Telephone No ☒ (405) 273-6800 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 11/15, 2012
- 5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____
- 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 Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax 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 \$	0.
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 \$	0.
8c Balance due. 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 \$	0.

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 Garry A. Hull Title CPA Date 8/8/12
BAA FIF20502L 07/29/11 Form 8868 (Rev 1-2012)

The Cleo L. Craig Foundation

73-1519557

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 112.		
Total	\$ 112.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	\$ 3,045.			\$ 2,284.
Total	\$ 3,045.	\$ 0.	\$ 0.	\$ 2,284.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	\$ 10,703.	\$ 10,703.		
Total	\$ 10,703.	\$ 10,703.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax withheld	\$ 226.	\$ 226.		
Property taxes	500.	125.		\$ 375.
Taxes on Investment Income	1,313.			
Total	\$ 2,039.	\$ 351.	\$ 0.	\$ 375.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 66.	\$ 17.		\$ 49.
Dues & subscriptions	660.	165.		495.
Entertainment	837.	837.		
Insurance	1,792.	448.		1,344.
Investment Expense - Ltd Partnerships	9.	9.		7.
Miscellaneous	111.	28.		83.
Miscellaneous Investment Expense	144.	144.		108.
Postage	155.	39.		116.
Security	210.	53.		157.
Subscriptions - Investments	1,108.	1,108.		831.
Supplies - office	636.	159.		477.
Travel	60.			45.
Total	\$ 5,788.	\$ 3,007.	\$ 0.	\$ 3,712.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Edward Jones Account - Stocks	Cost	\$ 187,150.	\$ 190,090.
USAA Brokerage (Corbin) Securities	Cost	0.	0.
USAA Brokerage (11818) Stocks	Cost	546,409.	544,542.
SW Securities (3364) - Securities	Cost	309,348.	356,867.
Total		\$ 1,042,907.	\$ 1,091,499.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Edward Jones Account - Bonds	Cost	\$ 378,910.	\$ 442,964.
USAA Brokerage (11818) - Bonds	Cost	23,837.	23,199.
SW Securities (3364) - Bonds	Cost	228,141.	243,087.
USAA Brokerage (Corbin) Bonds	Cost	0.	0.
SW Securities (5217) - Bonds	Cost	0.	0.
Total		\$ 630,888.	\$ 709,250.

Statement 8
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Buildings	\$ 42,803.	\$ 10,835.	\$ 31,968.	\$ 22,500.
Miscellaneous	3,309.	3,167.	142.	142.
Total	<u>\$ 46,112.</u>	<u>\$ 14,002.</u>	<u>\$ 32,110.</u>	<u>\$ 22,642.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
USAA Mututal Funds	Cost	\$ 55,747.	\$ 50,222.
Edward Jones - Mutual Funds	Cost	59,413.	42,693.
USAA Brokerage (11818) Ltd Partnerships	Cost	31,071.	36,830.
Total		<u>\$ 146,231.</u>	<u>\$ 129,745.</u>

Statement 10
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 12,817.	\$ 12,391.	\$ 426.	\$ 426.
Buildings	128,410.	32,513.	95,897.	67,500.
Total	<u>\$ 141,227.</u>	<u>\$ 44,904.</u>	<u>\$ 96,323.</u>	<u>\$ 67,926.</u>

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

Nondividend Distributions	\$ 233.
Tax Exempt Interest	2,996.
Total	<u>\$ 3,229.</u>

Statement 12
Form 990-PF, Part III, Line 5
Other Decreases

Penalties

Total	\$	53.
	\$	53.

Statement 13
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on investment income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	112shs Telephone & Data (EDJ)	Purchased	8/30/2007	5/02/2011
2	U.S. Cellular Bond - 7.5% (EDJ)	Purchased	9/16/2004	6/20/2011
3	Nat'l Rural Utilities 3/1/12 Note (EDJ)	Purchased	4/02/2002	8/19/2011
4	Nat'l Rural Utilities 3/1/12 Note (EDJ)	Purchased	4/02/2002	10/25/2011
5	400shs Nat'l City Cap Tr (EDJ)	Purchased	10/12/2007	11/15/2011
6	GNMA II Pool 2614 - Principal	Purchased	Various	Various
7	GNma II Pool 590256 - Principal	Purchased	Various	Various
8	1000shs America Svc Group (Corbin)	Purchased	3/19/2010	6/07/2011
9	1000shs Kraft Foods (Corbin)	Purchased	2/20/2009	11/23/2011
10	USAA Acct # 11818 - See Schedule	Purchased	Various	Various
11	USAA Acct # 11818 - See Schedule	Purchased	Various	Various
12	PEO Cil Fr Cash in Lieu (SWS 3364)	Purchased	1/15/2011	1/15/2011
13	Teco Energy Bond (SWS 3364)	Purchased	6/27/2003	5/01/2011
14	Kerr McGee Corp Bond (SWS 3364)	Purchased	6/25/2010	9/15/2011
15	Verizon Global Corp Bond (SWS 3364)	Purchased	1/06/2009	11/28/2011
16	FNMA 2006-43 Principal (SWS)	Purchased	4/04/2008	4/15/2011
17	FNMA 2006-49 Principal (SWS)	Purchased	4/04/2008	9/15/2011
18	FNMA 2008-58 Principal (SWS)	Purchased	6/15/2008	Various
19	Capital Gain Dividends			

	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Item	Gross Sales	Deprec. Allowed	Cost Basis	Gain (Loss)	FMV 12/31/69	Adj. Bas. 12/31/69	Excess (i) - (j)	Gain (Loss)
1	2,800.		2,608.	192.				\$ 192.
2	15,000.		15,825.	-825.				-825.
3	2,074.		2,048.	26.				26.
4	2,050.		2,047.	3.				3.
5	10,000.		8,829.	1,171.				1,171.
6	467.		467.	0.				0.
7	1,594.		1,594.	0.				0.
8	26,000.		16,500.	9,500.				9,500.
9	34,365.		23,614.	10,751.				10,751.
10	640,586.		604,273.	36,313.				36,313.
11	547,907.		582,091.	-34,184.				-34,184.
12	4.		0.	4.				4.
13	8,000.		8,141.	-141.				-141.
14	20,000.		20,040.	-40.				-40.
15	15,531.		15,980.	-449.				-449.
16	3,778.		2,925.	853.				853.
17	3,860.		3,448.	412.				412.
18	48,551.		46,615.	1,936.				1,936.
19								1,061.
							Total	\$ 26,583.

The Cleo L. Craig Foundation

73-1519557

Statement 14
Form 990-PF, Part VI, Line 9
Tax Due

Tax Due	\$	2,147.
Late Payment Penalty		63.
Late Interest		16.
Total	\$	2,226.

Statement 15
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP & DC</u>	<u>Expense Account/ Other</u>
Cleo L. Craig, Jr. 38504 W. 45th St. Shawnee, OK 74804	Chairman 10.00	\$ 0.	\$ 0.	\$ 0.
Helen Craig 38504 W. 45th St. Shawnee, OK 74804	Trustee 25.00	24,000.	0.	0.
April Craig Stobbe 15 E. Independence Shawnee, OK 74801	Trustee 0	0.	0.	0.
Bryant W. Craig 3416 S. Sandy Ln Chandler, OK 74834	Trustee 0	0.	0.	0.
John C. Stobbe 15 E. Independence Shawnee, OK 74801	Trustee 10.00	0.	0.	0.
Kennette Ronck Craig 3416 S. Sandy Ln Chandler, OK 74834	Trustee 0	0.	0.	0.
Total		\$ 24,000.	\$ 0.	\$ 0.

Statement 16
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
United Way of Shawnee Box 697 Shawnee, OK 74802	None	501c	Contribution	\$ 1,000.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Salvation Army of Shawnee 200 E. Ninth Shawnee, OK 74801	None	501c	Contribution	\$ 4,700.
Oklahoma State Univ. Found. P. O. Box 1749 Stillwater, OK 74076	None	501c	Contribution / scholarships	15,000.
Shawnee Educational Found Box 3521 Shawnee, OK 74802	None	501c	Contribution	3,000.
Cameron University Foundation 2800 W Gore Boulevard Lawton, OK 73505	None	501(c)	Contribution	74,000.
Shawnee YMCA 700 W. Saratoga Shawnee, OK 74804	None	501c	Contribution	6,600.
OETA Box 14190 Oklahoma City, OK 73113	None	501(c)	Contribution	1,000.
Shawnee Public Schools 326 N Union Shawnee, OK 74801	None	501(c)	Contribution	1,100.
March of Dimes 5100 N Brookline Ave # 850 Oklahoma City, OK, OK 73101	None	501(c)	Contribution	1,000.
Boys Scouts of America 3031 NW 64th Oklahoma City, OK 73116	None	501(c)	Contribution	1,000.
American Diabetes Assoc. PO Box 13067 Alexandria, VA 52231	None	501(c)	Contribution	1,000.
Family Promise of Shawnee Box 3044 Shawnee, OK 74802	None	501(c)	Contribution	500.
KOSU 303 Paul Miller, Box 1116 Stillwater, OK 74078	None	501(c)	Contribution	500.
Mabee Gerrer Museum 1900 W MacArthur Shawnee, OK 74804	None	501(c)	Contribution	1,000.

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Habitat for Humanity 2515 N Kickapoo Shawnee, OK 74801	None	501(c)	Contribution	\$ 150.
Jasmine Moran Museum PO Box 1828 Seminole, OK 74868	None	501(c)	Contribution	1,000.
Regional Food Bank of Oklahoma 3355 S Purdue Oklahoma City, OK 73179	None	501(c)	Contribution	15,000.
Saving Pets At Risk (SPAR) PO Box 702 Shawnee, OK 74802	None	501(c)	Contribution	1,000.
St. Gregory's University 1900 W MacArthur Shawnee, OK 74804	None	501(c)	Contribution	500.
Sustainable Shawnee PO Box 3111 Shawnee, OK 74802	None	501(c)	Contribution	150.
Shawnee Little Theater PO Box 1342 Shawnee, OK 74802	None	501(c)	Contribution	1,000.
Total				\$ <u>130,200.</u>

The Cleo L. Craig Foundation

73-1519557

Form 990-PF, Part XV, Question 2d

Preference is given to charitable organizations in the State of
Oklahoma and Limitations are considered on an individual basis.

Form 990-PF, Part VII-B, Question 1a(4)

The Foundation paid compensation to a trustee for personal services that are
reasonable and necessary to carry out the exempt purpose of the Foundation.
Therefore the Foudation meets the exception to Self-dealing provided in Code Section
4941(d) (2) (E) and Regulation 53.4941(d)-2(e) and is not required to file Form 4720 -
Return of Certain Excise Taxes.

Other Income Producing Activities
Interest on savings & cash investments

Bancfirst (4684)	\$	62.
Edward Jones Money Market		10.
SW Securities Brokerage Money Market		47.
SW Securities #5217 Money Market		76.
USAA Brokerage Money Market Fund		42.
USAA Mutual Funds		35.
Total	\$	<u>272.</u>

Other Income Producing Activities
Dividends/interest from securities.

USAA Investment (Corbin) (2453)	\$	7,266.
USAA Investment (Corbin) (2453) Interest		0.
USAA Brokerage (1818) Interest		1,778.
USAA Brokerage (1818) Dividends		24,326.
USAA Mutual Funds		1,292.
SW Securities Brokerage #3364		8,032.
SW Securities Brokerage # 3364 - Interest		21,339.
SW Securities Brokerage #5217		0.
SW Securities Brokerage # 5217 - Interest		2,435.
Edward Jones (4936-1-8) - Interest		26,174.
Edward Jones (4936-1-8) - Dividends		10,291.
Partnership K-1s		273.
Accrued Interest Paid (Ed Jones)		0.
Accrued Interest Paid (SW Securities)		0.
Total	\$	<u>103,206.</u>

Dispositions
Related or exempt function (2a)

Edward Jones (4936-1-8)	\$	0.
USAA Investment (Corbin) (2453)		0.
USAA Mutual Funds		0.
USAA Brokerage (1818)		142.
SW Securities Brokerage (3364)		919.
Total	\$	<u>1,061.</u>

Operating & Administrative Exp. (990-PF)
Interest

Internal Revenue Service	\$	13.
Total	\$	<u>13.</u>

Cleo L. Craig Foundation
Summary of Capital Gains and Losses for Tax on Investment Income
Form 990-PF, Part IV, Line 1
USAA Brokerage Account #11818 - Short Term
For the Year Ended 12/31/11
73-1519557

	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Net Gain (Loss)</u>
Short Term					
A T & T - 400shs	9/1/11	12/20/11	11,647.37	11,301.55	345.82
A T & T - 600shs	6/24/11	12/20/11	17,466.59	18,341.30	(874.71)
A T & T - 600shs	8/5/11	12/20/11	17,471.07	17,359.45	111.62
Asia Entn & Resources - 1000shs	9/21/11	12/7/11	6,095.92	6,655.95	(560.03)
Asia Entn & Resources - 4000shs	8/8/11	12/7/11	24,459.38	31,220.95	(6,761.57)
BGC Partners, Inc - 3000shs	11/21/11	12/7/11	18,168.20	17,925.95	242.25
BGE Cap TR II - 200shs	1/20/11	3/28/11	4,995.90	4,973.95	21.95
Blackrock Energy Res - 200shs (Apr)	1/20/11	3/29/11	6,235.50	5,807.95	427.55
Blackrock Kelso Cap - 500shs	1/20/11	3/30/11	4,966.65	5,744.45	(777.80)
Boston Scientific - 3000shs	8/8/11	12/7/11	16,607.42	18,580.37	(1,972.95)
Bristol Myers Squibb - 500shs	7/11/11	12/1/11	16,202.71	14,415.95	1,786.76
Bristol Myers Squibb - 500shs	8/8/11	12/1/11	16,202.71	13,598.36	2,604.35
CEC Entertainment - 1000shs	9/21/11	12/6/11	33,273.38	27,345.85	5,927.53
Centerpoint Energy - 300shs	1/24/11	3/31/11	5,301.80	4,775.95	525.85
Centerpoint Energy - 400shs	11/26/10	3/31/11	7,069.06	6,325.95	743.11
Diamond Offshore - 600shs	8/8/11	12/6/11	36,721.14	35,374.15	1,346.99
Eaton Vance Short Dur 300shs	5/26/10	3/31/11	5,036.92	5,096.95	(60.03)
Eaton Vance TX MNG - 200shs	6/7/10	3/29/11	2,556.25	2,384.37	171.88
Exxon Mobil Corp - 100shs	9/20/10	3/28/11	8,369.88	6,104.95	2,264.93
Global Cash Access - 10000shs	8/8/11	12/6/11	44,048.16	24,733.95	19,314.21
Global Cash Access - 237shs	9/22/11	12/6/11	1,043.97	610.30	433.67
Intersections, Inc - 3000shs	11/10/11	12/7/11	34,333.35	33,206.90	1,126.45
Limoneira Co - 1000shs	9/22/11	12/6/11	16,674.65	14,705.95	1,968.70
Limoneira Co - 1500shs	8/8/11	12/6/11	25,010.98	30,008.45	(4,997.47)
Market Vectors ETF Gold Miner - 100shs	12/23/10	5/1/11	6,224.93	5,907.95	316.98
Market Vectors ETF JR Gold - 100shs	12/23/10	5/1/11	4,184.91	3,764.95	419.96
New Gold, Inc - 900shs	10/22/10	5/1/11	10,109.85	5,957.90	4,151.95
Pitney Bowes, Inc - 300shs	11/26/10	3/31/11	7,631.91	6,737.95	893.96
Powershares GI ETF Hi Yld - 300shs	8/16/10	3/31/11	5,547.54	5,351.95	195.59
Powershares GI ETF Sov Db - 200shs	8/16/10	3/31/11	5,260.34	5,540.60	(280.26)
Spartan Mtrs - 2000shs	9/21/11	12/7/11	9,830.01	8,510.95	1,319.06
Vanguard Scottsdale LT Bd Fd - 100shs	2/9/11	11/9/11	8,656.83	7,543.95	1,112.88
Vanguard Scottsdale LT Bd Fd - 200shs	8/11/11	11/9/11	17,313.67	16,385.95	927.72
Vanguard Scottsdale LT Bd Fd - 233shs	1/18/11	11/9/11	20,167.47	17,847.06	2,320.41
Vanguard Scottsdale LT Bd Fd - 67shs	1/18/11	3/30/11	5,159.33	5,130.84	28.49
Vanguard Sec CNS Vipers - 100shs	6/24/11	12/1/11	8,088.90	7,835.95	252.95
Vanguard Sec Tele Vipers - 3shs	9/17/10	4/1/11	205.98	187.75	18.23
Vanguard Sec Tele Vipers - 400shs	6/6/11	12/1/11	25,046.14	27,796.85	(2,750.71)
Vanguard Sec Utils Vipers - 165shs	4/11/11	12/1/11	11,921.02	11,283.70	637.32
Vanguard World Fd Ext Dur - 200shs	6/27/11	7/29/11	17,054.12	16,723.90	330.22
Waste Mgmt Inc - 1000shs	8/8/11	12/6/11	31,607.44	29,574.50	2,032.94
Wells Fargo Advantage - 1200shs	6/15/11	11/1/11	18,041.08	17,945.05	96.03
Wells Fargo Advantage - 300shs	9/23/11	11/1/11	4,510.27	4,343.95	166.32
Wells Fargo Advantage - 500shs	8/8/11	11/1/11	7,517.12	7,055.95	461.17
Western Asset Global - 500shs	4/21/11	11/1/11	9,137.08	9,170.95	(33.87)
Western Asset Global - 600shs	6/20/11	11/1/11	10,964.50	11,105.95	(141.45)
Western Asset Global - 900shs	8/4/11	11/1/11	16,446.76	15,968.90	477.86
			-	-	-
Total Short Term Capital Gains			640,586.16	604,273.35	36,312.81

Cleo L. Craig Foundation
Summary of Capital Gains and Losses for Tax on Investment Income
Form 990-PF, Part IV, Line 1
USAA Brokerage Account #11818 - Long Term
For the Year Ended 12/31/11
73-1519557

	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Net Gain (Loss)</u>
Long Term					
Advent Claymone CV - 200shs (Apr)	7/19/07	3/29/11	3,931.97	5,270.65	(1,338.68)
Agic Conv & Inc Fd II - 300shs	7/19/07	3/28/11	3,011.99	4,497.69	(1,485.70)
Agic Equity & Conv Inc Fd - 400shs	9/11/07	3/29/11	7,605.90	9,290.24	(1,684.34)
Apollo Invt Corp - 200shs	5/30/08	3/30/11	2,396.00	3,555.95	(1,159.95)
BGE Cap TR II - 500shs	1/24/07	3/28/11	12,485.34	12,387.95	97.39
Blackrock Energy Res - 300shs	7/17/08	3/29/11	9,353.25	9,284.73	68.52
Blackrock Kelso Cap - 200shs	6/2/08	3/30/11	1,986.66	2,389.95	(403.29)
Blackrock Real Asset - 400shs	3/10/08	3/30/11	6,278.81	6,257.79	21.02
Boston Scientific - 2000shs	3/13/07	12/7/11	11,070.53	30,272.95	(19,202.42)
Chesapeake Energy - 300shs	11/8/10	12/1/11	7,460.84	6,734.05	726.79
Chesapeake Energy - 400shs	10/21/10	12/1/11	9,941.85	9,166.85	775.00
Cohen & Steers Infrast - 293.824shs	4/9/08	3/30/11	5,110.59	7,157.82	(2,047.23)
ConocoPhillips - 100shs	10/4/10	12/1/11	7,069.91	5,762.95	1,306.96
Constellation Brands - 425shs	4/10/07	12/6/11	8,206.38	9,145.45	(939.07)
Eaton Vance Short Dur 300shs	7/13/07	3/31/11	5,036.93	5,246.19	(209.26)
Eaton Vance Tax Global - 200shs	7/19/07	3/30/11	2,438.37	3,272.69	(834.32)
Eaton Vance Tax Global - 300shs	9/11/07	3/30/11	3,657.56	4,719.07	(1,061.51)
Eaton Vance TX MNG - 200shs	1/29/07	3/29/11	2,556.25	3,436.80	(880.55)
Eaton Vance TX MNG - 300shs	7/19/07	3/29/11	3,834.37	4,809.24	(974.87)
Enerplus Corp - 200shs	5/21/07	3/30/11	6,352.32	9,485.23	(3,132.91)
Entergy Corp New - 131.96shs	7/13/07	4/1/11	8,873.75	9,703.09	(829.34)
Fifth Third Bancorp - 200shs	5/7/07	3/31/11	2,760.85	8,255.95	(5,495.10)
General Amern Invs - 100shs	2/8/06	3/28/11	2,793.99	3,635.99	(842.00)
General Amern Invs - 100shs	2/8/06	3/29/11	2,779.99	3,635.98	(855.99)
Gladstone Invest Corp - 200shs	5/27/08	3/28/11	1,570.01	1,756.32	(186.31)
GlaxoSmithKline - 200shs	2/5/07	3/31/11	7,676.30	11,029.95	(3,353.65)
Highland CR Strategies - 92.266shs	6/18/08	3/28/11	692.93	230.19	462.74
Hornbeck Offshore - 300shs	9/30/08	12/6/11	10,265.80	11,194.95	(929.15)
Hornbeck Offshore - 600shs	2/20/09	12/6/11	20,525.65	8,905.53	11,620.12
HSBC Hldgs PLC - 100shs	2/5/07	3/31/11	5,170.15	9,195.95	(4,025.80)
Ipath D J AIG Comm - 300shs	11/20/06	12/6/11	12,968.80	14,667.95	(1,699.15)
Market Vectors ETF JR Gold - 100shs	11/20/09	5/1/11	4,179.96	2,638.95	1,541.01
Nabors Industries - 500shs	9/30/08	12/6/11	9,254.87	12,017.95	(2,763.08)
Oneok, Inc - 400shs	2/24/09	3/31/11	26,510.99	9,013.85	17,497.14
Oneok, Inc - 400shs	3/2/09	3/31/11	26,511.00	8,220.52	18,290.48
Pace Oil & Gas - 97.8shs	7/13/07	3/31/11	928.99	1,283.22	(354.23)
Penn West Petroleum - 206shs	11/8/06	3/28/11	5,821.50	5,651.42	170.08
Penn West Petroleum - 206shs	2/13/07	3/28/11	5,821.51	4,947.95	873.56
Penn West Petroleum Ltd - 200shs	11/15/06	3/28/11	5,651.94	5,885.48	(233.54)
PennGrowth Energy Trust - 1100shs	10/8/08	4/1/11	15,307.45	14,033.49	1,273.96
Pfizer, Inc - 800shs	12/6/06	12/6/11	16,139.73	19,886.95	(3,747.22)
Pfizer, Inc - 800shs	6/13/08	12/6/11	16,142.43	14,215.15	1,927.28
Powershares GI ETF Water - 600shs	2/8/07	12/7/11	10,199.91	11,497.95	(1,298.04)
Proshares UltraSht Dow - 1000shs	12/10/09	12/6/11	15,726.84	29,635.95	(13,909.11)
Provident Energy Ltd - 800shs	7/13/07	4/1/11	7,457.90	8,199.93	(742.03)
Rocky Mtn Choc Fact - 3000shs	1/17/08	12/6/11	26,323.53	36,015.73	(9,692.20)
Saturns May Dept - 300shs	5/15/08	4/5/11	6,767.96	6,126.15	641.81
Saturns TR # 2007-1 - 200shs	4/17/07	3/30/11	4,708.95	5,021.95	(313.00)
Spartan Mtrs - 1000shs	9/15/08	12/7/11	4,914.95	4,177.95	737.00

Cleo L. Craig Foundation
Summary of Capital Gains and Losses for Tax on Investment Income
Form 990-PF, Part IV, Line 1
USAA Brokerage Account #11818 - Long Term
For the Year Ended 12/31/11
73-1519557

	Date <u>Acquired</u>	Date <u>Sold</u>	Sales <u>Price</u>	<u>Cost</u>	Net Gain <u>(Loss)</u>
Spartan Mtrs - 2000shs	7/30/07	12/7/11	9,829.01	24,003.95	(14,174.94)
SPDR Index FDS Macqu - 200shs	4/10/07	12/7/11	8,039.91	11,131.95	(3,092.04)
Suncor, Inc - 200shs	5/9/07	3/28/11	8,956.07	8,331.95	624.12
Transocean, Inc - 47.57shs	4/17/07	3/30/11	3,750.56	6,407.95	(2,657.39)
United Utilities PL	11/12/04	3/28/11	2,900.97	4,128.00	(1,227.03)
Vanguard Bd Intmd Ind Fd - 162shs	11/18/09	4/1/11	13,237.94	13,057.37	180.57
Vanguard Bd Total Mkt Fd - 127shs	11/18/09	4/1/11	10,132.45	10,134.60	(2.15)
Vanguard Mega Value 300 - 100shs	9/29/10	12/1/11	3,566.98	3,564.95	2.03
Vanguard Scottsdale LT Bd Fd - 133shs	1/19/10	3/30/11	10,241.66	9,953.02	288.64
Vanguard Sec Tele Vipers - 180shs	1/19/10	4/1/11	12,352.60	10,009.99	2,342.61
Vanguard Sec Utils Vipers - 100shs	9/20/10	12/1/11	7,221.89	6,581.95	639.94
Vanguard Sec Utils Vipers - 100shs	11/22/10	12/1/11	7,221.88	6,605.95	615.93
Wells Fargo Advantage - 300shs	7/19/07	3/30/11	3,048.96	3,901.58	(852.62)
Wells Fargo Advantage - 400shs	4/17/07	3/30/11	4,065.28	5,783.45	(1,718.17)
Western Refining - 3000shs	7/24/08	12/7/11	37,936.76	25,667.95	12,268.81
Windstream Corp - 91.554shs	10/30/03	4/1/11	1,169.56		1,169.56
			-	-	-
Total Long Term Capital Gains			547,906.93	582,091.24	(34,184.31)
			-	-	-
			-	-	-
Total Capital Gains - USAA Brokerage Account #11818			<u>1,188,493.09</u>	<u>1,186,364.59</u>	<u>2,128.50</u>