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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
THE CRAIN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
POST OFFICE BOX 2146

City or town, state, and ZIP code
LONGVIEW, TX 75606

A Employer identification number
75-2698267

B Telephone number (see page 10 of the instructions)
(903) 758-8276

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 ☐

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, col. (c), line 16)
\$ 26,864,763

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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	21,025	21,025		
	4 Dividends and interest from securities.	347,121	345,419		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-10,644			
	b Gross sales price for all assets on line 6a _____ 19				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	406,481	328,117		
	12 Total. Add lines 1 through 11	1,763,983	694,561		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	8,000	8,000		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	10,481	4,330		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	67,148	67,148		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	85,629	79,478		0
	25 Contributions, gifts, grants paid	985,700			985,700
	26 Total expenses and disbursements. Add lines 24 and 25	1,071,329	79,478		985,700
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	692,654			
	b Net investment income (if negative, enter -0-)		615,083		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

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	9,279,203	9,672,801	9,672,801
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 34,805			
		Less allowance for doubtful accounts ▶	18,737	34,805	34,805
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,825,041	6,945,870	7,011,079
	c	Investments—corporate bonds (attach schedule).	6,845,950	7,034,632	7,431,717
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	2,739,170	2,714,361	2,714,361	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	25,708,101	26,402,469	26,864,763	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	25,708,101	26,402,469	
30	Total net assets or fund balances (see page 17 of the instructions)	25,708,101	26,402,469		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,708,101	26,402,469		

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 25,708,101
2	Enter amount from Part I, line 27a	2 692,654
3	Other increases not included in line 2 (itemize) ▶	3 1,714
4	Add lines 1, 2, and 3	4 26,402,469
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 26,402,469

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	GROSVENOR INSTITUTIONAL PARTNERS LP	P		
b	GROSVENOR INSTITUTIONAL PARTNERS LP	P		
c	7645 SHS AMERICAN INTERNATIONAL GROUP INC	P		
d	CAPITAL GAINS DIVIDENDS	P		
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		494	-494
b		10,157	-10,157
c12		12	0
d7			7
e			

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-494
b			-10,157
c			0
d			7
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	-10,644
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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 (col (b) divided by col (c))
2010	666,100	24,390,973	0 027309
2009	560,000	22,223,212	0 025199
2008	884,000	17,141,953	0 051569
2007	753,900	15,157,374	0 049738
2006	259,245	11,208,563	0 023129

2	Total of line 1, column (d).	2	0 176944
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 035389
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	26,507,708
5	Multiply line 4 by line 3.	5	938,081
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,151
7	Add lines 5 and 6.	7	944,232
8	Enter qualifying distributions from Part XII, line 4.	8	985,700

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	6,151	
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	6,151	
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	6,151	
6		Credits/Payments				
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	18,440		
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c	4,060		
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	22,500	
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	16,349	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax	16,349	Refunded	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 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? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
14	The books are in care of ▶SUSAN MINCEY Telephone no ▶(903) 758-8276 Located at ▶222 E TYLER LONGVIEW TX ZIP+4 ▶75601			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 page 22 of the 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 Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	14,599,238
b	Average of monthly cash balances.	1b	8,446,007
c	Fair market value of all other assets (see page 24 of the instructions).	1c	3,866,134
d	Total (add lines 1a, b, and c).	1d	26,911,379
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	26,911,379
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	403,671
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,507,708
6	Minimum investment return. Enter 5% of line 5.	6	1,325,385

Part XI

Distributable Amount (see page 25 of the 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	1,325,385
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	6,151
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,151
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,319,234
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,319,234
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,319,234

Part XII

Qualifying Distributions (see page 25 of the 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	985,700
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	985,700
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 page 26 of the instructions).	5	6,151
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	979,549
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,319,234
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
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.				52,162
f Total of lines 3a through e.	52,162			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 985,700				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				985,700
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).)	52,162			52,162
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				281,372
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the 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 XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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

ANN LACY CRAIN
PO BOX 2146
LONGVIEW,TX 75606
(903) 758-8276

b

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

EXPLANATION OF REQUESTING ORGANIZATION, PROPOSED AMOUNT AND USE, PROOF OF THEIR IRS EXEMPT STATUS (LETTER RULING) OR THAT THEY ARE A NON-PROFIT ORGANIZATION AND ARE EXEMPT FROM PAYING INCOME TAX

c

Any submission deadlines

APPLICATIONS ARE ACCEPTED AT ANY TIME

d

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

GRANTS ARE MADE ONLY TO TAX-EXEMPT ORGANIZATIONS QUALIFYING AS SEC 501(C)(3) ORGANIZATIONS OR SIMILAR EXEMPTION

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	985,700
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion 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			14	21,025	
4	Dividends and interest from securities. . . .			14	347,121	
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.					
8	Gain or (loss) from sales of assets other than inventory			18	-10,644	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a ROYALTY INCOME _____			15	280,544	
b	OTHER PORTFOLIO INCOME _____			16	47,573	
c	TAX EXEMPT INTEREST _____					78,364
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		685,619	78,364
13	Total. Add line 12, columns (b), (d), and (e).			13		763,983

[illegible]

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization		(b) Type of organization		(c) Description of relationship	
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge					
*****		2012-11-13		*****	
Signature of officer or trustee		Date		Title	
Sign Here Paid Preparer's Use Only	Preparer's Signature  DEBORAH EDDINS		Date	Check if self-employed ☒	PTIN P00221821
	Firm's name  HUSELTON MORGAN & MAULTSBY PC			Firm's EIN  75-2409112	
	12221 MERIT DRIVE SUITE 1800				
	Firm's address  DALLAS, TX 75251			Phone no (972) 404-1010	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047
		2011

Name of organization THE CRAIN FOUNDATION	Employer identification number 75-2698267
--	--

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 foundation

Check 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 33¹/₃% 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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)

Name of organization THE CRAIN FOUNDATION	Employer identification number 75-2698267
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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) Aggregate contributions	(d) Type of contribution
1	LACY HOLDINGS LTD PO BOX 2146 LONGVIEW, TX 75606	\$ 1,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE CRAIN FOUNDATION	Employer identification number 75-2698267
--	--

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

Name of organization THE CRAIN FOUNDATION	Employer identification number 75-2698267
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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 See instructions) ➤ \$

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

Additional Data

Software ID:
Software Version:
EIN: 75-2698267
Name: THE CRAIN FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
ANN LACY CRAIN	PRES/ DIRECTOR 1 00	0	0	0
222 E TYLER STREET LONGVIEW,TX 75601				
ROGERS L CRAIN	VP/SEC/ DIRECTOR 1 00	0	0	0
712 MAIN STREET SUITE 3400 HOUSTON,TX 77002				
B WALTER CRAIN III	VP/ DIRECTOR 1 00	0	0	0
712 MAIN STREET SUITE 3400 HOUSTON,TX 77002				
ANN LACY CRAIN II	VP/ DIRECTOR 1 00	0	0	0
712 MAIN STREET SUITE 3400 HOUSTON,TX 77002				
SUSAN MINCEY	VP/TREAS 1 00	0	0	0
222 E TYLER STREET LONGVIEW,TX 75601				
DARREN GROCE	VP 1 00	0	0	0
222 E TYLER STREET LONGVIEW,TX 75601				
TERRI DOWNING	CONTROLLER 1 00	0	0	0
222 E TYLER STREET LONGVIEW,TX 75601				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACADIANA AREA RED CROSS101 N PAT ST SCOTT,LA 70583	NONE	PUBLIC	GENERAL CONTRIBUTION	7,500
AMERICAN RED CROSS1604 HIGHWAY 31 LONGVIEW,TX 75604	NONE	PUBLIC	GENERAL CONTRIBUTION	500
ARC OF GREGG COUNTY THEPO BOX 522 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA MSBCM 160 HOUSTON,TX 77030	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
BAYOU BEND COLLECTIONSGARDENSPO BOX 6826 HOUSTON,TX 77265	NONE	PUBLIC	PROGRAMS	23,000
BO'S PLACE10050 BUFFALO SPEEDWAY HOUSTON,TX 77054	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
BOY SCOUTS OF AMERICA1331 E FIFTH STREET TYLER,TX 75701	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
BOYS AND GIRLS CLUB OF GREGG COPO BOX 2426 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
BRAVEHEART CHILDREN IN NEED PO BOX 41222 BATON ROUGE,LA 70835	NONE	PUBLIC	MATCHING CONTRIBUTION	500
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET SUITE 200 HOUSTON,TX 77002	NONE	PUBLIC	DONATION TO OPERATING BUDGET	10,000
CAMP ALLEN18800 FM 362 NAVASOTA,TX 77868	NONE	PUBLIC	IN HONOR OF THE RIGHT REV & MRS MAURICE BENITEZ	1,000
CAMP FOR ALL FOUNDATION 10500 NW FREEWAY SUITE 220 HOUSTON,TX 77092	NONE	PUBLIC	REACHING FOR THE STARS	25,000
CHILDREN'S FUND INC THEPO BOX 56303 HOUSTON,TX 77256	NONE	PUBLIC	GENERAL CONTRIBUTION, ON BEHALF OF JAMES & ELIZABETH WHITEHEAD	20,000
COLGATE UNIVERSITY13 OAK DRIVE HAMILTON,NJ 13346	NONE	PUBLIC	GENERAL CONTRIBUTION-IN HONOR OF JANE LYNCH CRAIN	2,500
DIANA VOLUNTEER FIRE DEPARTMENT10496 STATE HWY 154 DIANA,TX 75640	NONE	PUBLIC	GENERAL CONTRIBUTION	500
EAST TEXAS CHILD ADVOCATES PO BOX 3838 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
EAST TEXAS LITERACY COUNCIL PO BOX 311 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
EPISCOPAL HIGH SCHOOLPO BOX 271299 HOUSTON,TX 77277	NONE	PUBLIC	GENERAL CONTRIBUTION	133,500
GLADEWATER VOLUNTEER FIRE DEPARTMENT511 S TYLER RD GLADEWATER,TX 75647	NONE	PUBLIC	GENERAL CONTRIBUTION	500
GREENWOOD CEMETERY ASSOCIATIONPO BOX 4625 LONGVIEW,TX 75606	NONE	CEMETERY	GENERAL CONTRIBUTION-GENERAL CONTRIBUTION	500
GREGG COUNTY HISTORICAL COMMPO BOX 3342 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
HAITI FUNDPO BOX 10775 EL DORADO,AR 71730	NONE	PUBLIC	GENERAL CONTRIBUTION	250
HARLETON VOLUNTEER FIRE DEPARTMENTPO BOX 323 HARLETON,TX 75651	NONE	PUBLIC	ENDOWMENT CAPITAL CAMPAIGN	500
HEARTLIGHT MINISTRIESPO BOX 480 HALLSVILLE,TX 75650	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
HIWAY 80 RESCUE MISSIONPO BOX 3223 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	11,200
HOLLY HALL SILVER TEA2000 HOLLY HALL STREET HOUSTON,TX 77054	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
HOUSTON ARBORETUM & NATURE CENTER4501 WOODWAY DRIVE HOUSTON,TX 77024	NONE	PUBLIC	OPERATING BUDGET	5,000
HOUSTON PBS4343 ELGIN ST HOUSTON,TX 77204	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
JUDSON-METRO VOLUNTEER FIRE DEPARTMENTPO BOX 429 JUDSON,TX 75660	NONE	PUBLIC	GENERAL CONTRIBUTION	500
JUNIOR LEAGUE OF HOUSTON DEPT 304 PO BOX 4346 HOUSTON,TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KENYON COLLEGE DUFF STREET GAMBIER, OH 43022	NONE	PUBLIC	IN HONOR OF JOHN M CRAIN	2,500
LAWRENCEVILLE SCHOOL THE PO BOX 6125 LAWRENCEVILLE, NJ 08648	NONE	PUBLIC	GENERAL CONTRIBUTION, IN HONOR OF JANE LYNCH CRAIN	78,500
LONGVIEW COMMUNITY MINISTRIES 506 N SECOND ST LONGVIEW, TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	1,500
LONGVIEW HABITAT FOR HUMANITY 300 W TYLER ST LONGVIEW, TX 75601	NONE	PUBLIC	BUILD POLY, RAISIN' THE ROOF, NEW BUILDING FUND	102,000
LONGVIEW MUSEUM OF FINE ARTS PO BOX 3484 LONGVIEW, TX 75606	NONE	PUBLIC	SPOOKY ART SHOW, GENERAL CONTRIBUTION	1,250
MAKE-A-WISH FOUNDATION 4742 N 24TH ST SUITE 400 PHOENIX, AZ 85016	NONE	PUBLIC	"SHOOTING STARS" SPONSORSHIP	1,000
NEUHAUS EDUCATION CENTER 4433 BISSONNET BELLAIRE, TX 77401	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
NEWGATE MISSION PO BOX 3891 LONGVIEW, TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	20,000
PL MINISTRIES HANNAH HOUSE PO BOX 6081 LONGVIEW, TX 75608	NONE	PUBLIC	MATCHING CONTRIBUTION	500
PRESBYTERIAN CAMPS AT GILMONT PO BOX 683 LONGVIEW, TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	20,900
PRESBYTERIAN CHILDREN'S HOME 4407 BEE CAVE ROAD SUITE 520 AUSTIN, TX 78746	NONE	PUBLIC	MATCHING CONTRIBUTION	250
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS, TN 38112	NONE	PUBLIC	ANNUAL GIVING, CAMPAIGN FOR RHODES	75,000
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK HOUSTON, TX 77027	NONE	PUBLIC	ENDOWMENT CAPITAL CAMPAIGN, ANNUAL GIVING	51,000
SABINE VOLUNTEER FIRE DEPARTMENT 6144 GATEWAY CIRCLE KILGORE, TX 75662	NONE	PUBLIC	GENERAL CONTRIBUTION	500
SALVATION ARMY THE 519 EAST COTTON STREET LONGVIEW, TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750100 DALLAS, TX 75275	NONE	PUBLIC	PROGRAMS	212,500
ST JOHN DIVINE EPISCOPAL CHURCH 2450 RIVER OAKS BLVD HOUSTON, TX 77019	NONE	PUBLIC	GENERAL CONTRIBUTION	15,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	NONE	PUBLIC	IN HONOR OF JOHN M CRAIN AND PETER L CRAIN	5,000
ST JAMES' HOUSE 5800 WEST BAKER RD BAYTOWN, TX 77520	NONE	PUBLIC	IN HONOR OF THE RIGHT REV & MRS CLAUDE PAYNE	1,000
ST LUKE'S EPISCOPAL HEALTH SYSTEM PO BOX 20269 MC 3-206 HOUSTON, TX 77225	NONE	PUBLIC	IN HONOR OF THE RIGHT REV & MRS DON WIMBERLEY	1,000
THEATRE HALLS VILLE PO BOX 810 HALLSVILLE, TX 75650	NONE	PUBLIC	MATCHING CONTRIBUTION	500
TOMORROW FUND THE 3833 CLEGHORN AVE SUITE 400 NASHVILLE, TN 37215	NONE	PUBLIC	IN HONOR OF JANE LYNCH CRAIN	2,500
TRINITY PAWLING SCHOOL 700 ROUTE 22 PAWLING, NY 12564	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
TRINITY SCHOOL OF TEXAS THE 215 TEAGUE ST LONGVIEW, TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
UNIVERSITY OF TEXAS LAW SCHOOL 727 EAST DEAN KEETON ST AUSTIN, TX 78705	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE	PUBLIC	GENERAL CONTRIBUTION	75,000
UT-AUSTIN - MCCOMBS SCHOOL OF BUSINESS 1 UNIVERSITY STATION B6000 AUSTIN, TX 78712	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON ST DEVELOPMENT BLDG LEXINGTON, VA 24450	NONE	PUBLIC	ANNUAL GIVING	10,000
WHITE OAK VOLUNTEER FIRE DEPARTMENT PO BOX 336 WHITE OAK, TX 75693	NONE	PUBLIC	GENERAL CONTRIBUTION, MATCHING CONTRIBUTION	600
WINDRIDGE THERAPEUTIC EQUESTRIAN CENTER PO BOX 5932 LONGVIEW, TX 75608	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WINONA VOLUNTEER FIRE DEPARTMENT1111 DALLAS STREET WINONA,TX 75792	NONE	PUBLIC	GENERAL CONTRIBUTION	500
WOMEN'S CENTER FOR EAST TEXAS1011 WALL STREET SUITE 101 LONGVIEW,TX 75605	NONE	PUBLIC	GENERAL CONTRIBUTION	1,250
YELLOWSTONE ACADEMY3000 TRULLEY ST HOUSTON,TX 77004	NONE	PUBLIC	DONATION TO OPERATING BUDGET	15,000
Total  3a				985,700

TY 2011 Accounting Fees Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSES	6,400	6,400		0
OTHER PROFESSIONAL SERVICES	1,600	1,600		0

**TY 2011 Investments Corporate
Bonds Schedule**

Name: THE CRAIN FOUNDATION
EIN: 75-2698267

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PIMCO TOTAL RETURN	7,034,632	7,431,717

**TY 2011 Investments Corporate
Stock Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLERGEN INC	28,251	274,680
AMERICAN INTL GROUP INC	36,659	2,998
BP PLC SPONS ADR	135,000	144,878
EXXON MOBIL CORP	107,750	292,480
WEINGARTEN REALTY REIT	21,054	26,730
FISHER COMMUNICATIONS INC	253,848	122,080
VANGUARD TOTAL STOCK MARKET	5,309,281	5,339,993
HARBOR INTERNATIONAL INST REINVEST	1,054,027	807,240

TY 2011 Investments - Other Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACK STONE ACQ PARTNERS I LP PTSP INT	AT COST	578,452	578,452
GROSVENOR INSTITUTIONAL PARTNERS, LP	AT COST	2,135,909	2,135,909

TY 2011 Other Expenses Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEPLETION ON ROYALTY INCOME	16,582	16,582		0
BANK/INVESTMENT FEES	19,249	19,249		0
GROSVENOR INSTITUTIONAL PARTNERS OTHER DEDUCTIONS	31,185	31,185		0
OFFICE SUPPLIES	132	132		0

TY 2011 Other Income Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	280,544	280,544	280,544
OTHER PORTFOLIO INCOME	47,573	47,573	47,573
TAX EXEMPT INTEREST	78,364		78,364

TY 2011 Other Increases Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Description	Amount
NONTAXABLE DISTRIBUTIONS	1,702
WELLS FARGO COST BOOK/TAX DIFFERENCE ON SALE	12

TY 2011 Taxes Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAX EXPENSE ON ROYALTY	1,702	1,702		0
FOREIGN TAX	2,628	2,628		0
EXCISE TAX ON INVESTMENT INCOME	6,151	0		0