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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation JAMES R. CRANE FOUNDATION		A Employer identification number 76-0626224
Number and street (or P O box number if mail is not delivered to street address) 4409 MONTROSE BLVD.	Room/suite 200	B Telephone number 281-618-3214
City or town, state, and ZIP code HOUSTON, TX 77006		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,109,141.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		167,280.	167,280.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-239,798.			
b Gross sales price for all assets on line 6a		2,332,510.			
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					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		-72,518.	167,280.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		6,696.	6,696.		0.
c Other professional fees STMT 3		45,755.	45,755.		0.
17 Interest					
18 Taxes STMT 4		3,867.	3,867.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		749.	749.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		57,067.	57,067.		0.
25 Contributions, gifts, grants paid		1,658,285.			1,658,285.
26 Total expenses and disbursements. Add lines 24 and 25		1,715,352.	57,067.		1,658,285.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,787,870.			
b Net investment income (if negative, enter -0-)			110,213.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 26 2012

P 21

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	153,002.	51,719.	51,719.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 6	7,114,780.	5,428,193.	6,032,034.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 7)		25,388.	25,388.	25,388.
16 Total assets (to be completed by all filers)		7,293,170.	5,505,300.	6,109,141.
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			
	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	7,293,170.	5,505,300.	
30 Total net assets or fund balances		7,293,170.	5,505,300.	
31 Total liabilities and net assets/fund balances		7,293,170.	5,505,300.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,293,170.
2 Enter amount from Part I, line 27a	2	-1,787,870.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,505,300.
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	5,505,300.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PERSHING, LLC - 4913	P	VARIOUS	VARIOUS
b PERSHING, LLC - 6108	P	VARIOUS	VARIOUS
c PERSHING, LLC - 6108	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 1,658,908.		1,919,278.	-260,370.
b 28,217.		26,197.	2,020.
c 641,797.		626,833.	14,964.
d 3,588.			3,588.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-260,370.
b			2,020.
c			14,964.
d			3,588.
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	-239,798.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	994,857.	6,540,225.	.152114
2009	1,091,291.	6,434,870.	.169590
2008	1,000,392.	8,969,181.	.111537
2007	1,169,978.	5,072,207.	.230664
2006	601,348.	1,223,781.	.491385

2 Total of line 1, column (d)	2	1.155290
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	.231058
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,377,009.
5 Multiply line 4 by line 3	5	1,473,459.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,102.
7 Add lines 5 and 6	7	1,474,561.
8 Enter qualifying distributions from Part XII, line 4	8	1,658,285.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a. Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,102.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,102.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,102.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,616.	
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	7,616.	
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	6,514.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 6,514. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c 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? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► N/A			
14	The books are in care of ► TWILA CARTER Telephone no. ► 281-618-3214		
	Located at ► 4409 MONTROSE BLVD., SUITE 200, HOUSTON, TX ZIP+4 ► 77006		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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. ►		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	3b
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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.

(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
JAMES R. CRANE	DIRECTOR			
4409 MONTROSE BLVD., SUITE 200				
HOUSTON, TX 77006	2.00	0.	0.	0.
RONALD FRANKLIN	DIRECTOR			
4409 MONTROSE BLVD., SUITE 200				
HOUSTON, TX 77006	2.00	0.	0.	0.
DOUGLAS SECKEL	DIRECTOR			
4409 MONTROSE BLVD., SUITE 200				
HOUSTON, TX 77006	2.00	0.	0.	0.

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

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

[illegible]**Total number of others receiving over \$50,000 for professional services**

0

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

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.

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	6,263,493.
b	Average of monthly cash balances	1b	185,240.
c	Fair market value of all other assets	1c	25,388.
d	Total (add lines 1a, b, and c)	1d	6,474,121.
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	6,474,121.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	97,112.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,377,009.
6	Minimum investment return. Enter 5% of line 5	6	318,850.

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	318,850.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,102.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,102.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	317,748.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	317,748.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	317,748.

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	1,658,285.
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	1,658,285.
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	5	1,102.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,657,183.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				317,748.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	540,541.			
b From 2007	1,134,571.			
c From 2008	555,906.			
d From 2009	771,751.			
e From 2010	670,230.			
f Total of lines 3a through e	3,672,999.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	1,658,285.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				317,748.
e Remaining amount distributed out of corpus	1,340,537.			
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:	5,013,536.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	540,541.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,472,995.			
10 Analysis of line 9:				
a Excess from 2007	1,134,571.			
b Excess from 2008	555,906.			
c Excess from 2009	771,751.			
d Excess from 2010	670,230.			
e Excess from 2011	1,340,537.			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

	4942(i)(3) or		4942(i)(5)
--	---------------	--	------------

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

**c Qualifying distributions from Part XII,
line 4 for each year listed**

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

3 Subtract line 2d from line 2c.
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(i)(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

[illegible]

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

1 Information Regarding Foundation Managers:

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

JAMES R. CRANE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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				
AMERICAN RED CROSS 2700 SOUTHWEST FREEWAY HOUSTON, TX 77098	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
ASTROS WIVES ORGANIZATION 1302 WAUGH DRIVE, PMB 469 HOUSTON, TX 77019	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
AURORA PICTURE SHOW 1524 SUL ROSS HOUSTON, TX 77006	NONE	501(C)(3)	GENERAL SUPPORT	500.
BOB HOPE CLASSIC 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE	501(C)(3)	GENERAL SUPPORT	18,000.
CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ STREET HOUSTON, TX 77004	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
Total	SEE CONTINUATION SHEET(S)			1,658,285.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated.

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
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
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  11/14/12 **DIRECTOR**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	GREGG E. STEFFEN	<i>[Signature]</i>	11-12-12		P00004204
	Firm's name ▶ UHY ADVISORS TX, LLC			Firm's EIN ▶ 76-0522558	
	Firm's address ▶ 12 GREENWAY PLAZA, SUITE 200 HOUSTON, TX 77046			Phone no. 713-960-1706	

JAMES R. CRANE FOUNDATION

76-0626224

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHRIST CHURCH CATHEDRAL 1100 WEST 23RD STREET, SUITE 100 HOUSTON, TX 77008	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
COMMUNITY FOUNDATION OF GUNNISON VALLEY P.O. BOX 7057 GUNNISON, CO 81230	NONE	501(C)(3)	GENERAL SUPPORT	500.
DAVID GOODMAN YOUTH COMMUNITY TRUST 1 ADELAIDE STREET EAST, 27TH FLOOR TORONTO, ON M5C 2V9, CANADA	NONE	CANADIAN PUBLIC CHARITY	GENERAL SUPPORT	1,000.
DISCOVERY GREEN CONSERVANCY 1500 MCKINNEY HOUSTON, TX 77010	NONE	501(C)(3)	GENERAL SUPPORT	25,000.
ELS FOR AUTISM 3900 MILITARY TRAIL, SUITE 200 JUPITER, FL 33458	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
EPILEPSY FOUNDATION OF HOUSTON 2630 FOUNTAIN VIEW, SUITE 210 HOUSTON, TX 77057	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
FIRST TEE OPEN 1 LOWER RAGSDALE DRIVE, BLDG 3, SUITE 100 MONTEREY, CA 93940	NONE	501(C)(3)	GENERAL SUPPORT	16,000.
GULF COAST 4034 BLUE BONNET BOULEVARD HOUSTON, TX 77025	NONE	501(C)(3)	GENERAL SUPPORT	500.
HERMANN PARK CONSERVANCY 6201-A GOLF COURSE DRIVE HOUSTON, TX 77030	NONE	501(C)(3)	GENERAL SUPPORT	8,900.
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE STREET HOUSTON, TX 77004	NONE	501(C)(3)	GENERAL SUPPORT	1,000.
Total from continuation sheets				1,609,785.

JAMES R. CRANE FOUNDATION

76-0626224

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOUSTON AREA WOMEN'S CENTER 1010 WAUGH DRIVE HOUSTON, TX 77019	NONE	501(C)(3)	GENERAL SUPPORT	3,000.
HOUSTON CENTER FOR CONTEMPORARY CRAFT 4848 MAIN STREET HOUSTON, TX 77002	NONE	501(C)(3)	GENERAL SUPPORT	16,250.
HOUSTON CINEMA ARTS SOCIETY 4409 MONTROSE BOULEVARD, SUITE 150 HOUSTON, TX 77006	NONE	501(C)(3)	GENERAL SUPPORT	67,588.
HOUSTON COMMUNITY COLLEGE FOUNDATION 3100 MAIN, SUITE 12B12, MC 1148 HOUSTON, TX 77002	NONE	501(C)(3)	GENERAL SUPPORT	500.
HOUSTON GRAND OPERA 510 PRESTON STREET HOUSTON, TX 77002	NONE	501(C)(3)	GENERAL SUPPORT	410,000.
INPRINT, INC. 1520 WEST MAIN HOUSTON, TX 77006	NONE	501(C)(3)	GENERAL SUPPORT	13,626.
JULIA IDESON LIBRARY PRESERVATION 2726 BISSENET #240-203 HOUSTON, TX 77005	NONE	501(C)(3)	GENERAL SUPPORT	25,000.
LUTHERAN HIGH SCHOOL ASSOCIATION 5401 LUCAS & HUNT ROAD, SUITE 103 ST. LOUIS, MO 63121	NONE	501(C)(3)	GENERAL SUPPORT	50,000.
MARCH OF DIMES, TEXAS CHAPTER 3000 WESLAYAN, SUITE 100 HOUSTON, TX 77027	NONE	501(C)(3)	GENERAL SUPPORT	500.
MD ANDERSON CANCER CENTER 6900 FANNIN, 6TH FLOOR HOUSTON, TX 77030	NONE	501(C)(3)	GENERAL SUPPORT	15,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
MEMORIAL PARK CONSERVANCY P.O. BOX 131024 HOUSTON, TX 77219	NONE	501(C)(3)	GENERAL SUPPORT	15,000.
MONTEREY PENINSULA FOUNDATION 1 LOWER RAGSDALE DRIVE, BLDG 3, SUITE 100 MONTEREY, CA 93940	NONE	501(C)(3)	GENERAL SUPPORT	241,500.
NANTUCKET ARTS COUNCIL P.O. BOX 2176 NANTUCKET, MA 02584	NONE	501(C)(3)	GENERAL SUPPORT	250.
NANTUCKET ATHENEUM 1 INDIA STREET NANTUCKET, MA 02554	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET NANTUCKET, MA 02554	NONE	501(C)(3)	GENERAL SUPPORT	25,000.
NANTUCKET DREAMLAND FOUNDATION P.O. BOX 989 NANTUCKET, MA 02554	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
NANTUCKET HISTORICAL ASSOCIATION P.O. BOX 1016 NANTUCKET, MA 02554	NONE	501(C)(3)	GENERAL SUPPORT	72,404.
NATIONAL DANCE INSTITUTE OF NEW MEXICO 1140 ALTO STREET SANTA FE, NM 87501	NONE	501(C)(3)	GENERAL SUPPORT	6,000.
ORANGE SHOW CENTER FOR VISIONARY ART 2402 MUNGER STREET HOUSTON, TX 77023	NONE	501(C)(3)	GENERAL SUPPORT	1,000.
PINK RIBBONS PROJECT 2449 SOUTH BLVD, SUITE 100 HOUSTON, TX 77098	NONE	501(C)(3)	GENERAL SUPPORT	2,500.
Total from continuation sheets				

JAMES R. CRANE FOUNDATION

76-0626224

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PROJECT GRAD 300 RICHMOND, SUITE 400 HOUSTON, TX 77098	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
RECIPE FOR SUCCESS 1401 MCKINNEY, SUITE 925 HOUSTON, TX 77010	NONE	501(C)(3)	GENERAL SUPPORT	1,000.
RICE UNIVERSITY P.O. BOX 1892 HOUSTON, TX 77251	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
ROTHKO CHAPEL 1409 SUL ROSS HOUSTON, TX 77006	NONE	501(C)(3)	GENERAL SUPPORT	2,000.
SMALL FRIENDS P.O. BOX 2826 NANTUCKET, MA 02584	NONE	501(C)(3)	GENERAL SUPPORT	500.
SOUTHWEST ALTERNATE MEDIA PROJECT 1519 W MAIN STREET HOUSTON, TX 77006	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
TEACH FOR AMERICA 4669 SOUTHWEST FREEWAY, SUITE 600 HOUSTON, TX 77027	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
TEXAS CHILDREN'S HOSPITAL P.O. BOX 300630 MC 4-4483 HOUSTON, TX 77030	NONE	501(C)(3)	GENERAL SUPPORT	250,000.
THE ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
THE BRILLIANT LECTURE SERIES 1800 AUGUSTA DRIVE, SUITE 135 HOUSTON, TX 77057	NONE	501(C)(3)	GENERAL SUPPORT	2,500.
Total from continuation sheets				

JAMES R. CRANE FOUNDATION

76-0626224

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE BROOKWOOD COMMUNITY FM 1752 FM 1489 BROOKSHIRE, TX 77423	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
THE CENTER FOR AIDS INFORMATION 1407 HAWTHORNE STREET HOUSTON, TX 77006	NONE	501(C)(3)	GENERAL SUPPORT	1,000.
THE MENIL COLLECTION 1515 BRANARD STREET HOUSTON, TX 77006	NONE	501(C)(3)	GENERAL SUPPORT	31,500.
THE MUSEUM OF FINE ARTS, HOUSTON P.O. BOX 6826 HOUSTON, TX 77210	NONE	501(C)(3)	GENERAL SUPPORT	99,267.
THE ROUNDUP GOLF CHARITIES 12510 CUTTEN ROAD HOUSTON, TX 77066	NONE	501(C)(3)	GENERAL SUPPORT	7,500.
THE WOODROW WILSON CENTER 1 EAST GREENWAY PLAZA, #335 HOUSTON, TX 77046	NONE	501(C)(3)	GENERAL SUPPORT	25,000.
THEATRE WORKSHOP OF NANTUCKET P.O. BOX 398 SCONSET, MA 02564	NONE	501(C)(3)	GENERAL SUPPORT	2,000.
TURNAROUND FOR CHILDREN 25 WEST 45TH STREET NEW YORK, NY 10036	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
UNIVERSITY OF CENTRAL MISSOURI FOUNDATION 500 SOUTH WASHINGTON STREET WARRENSBURG, MO 64093	NONE	501(C)(3)	GENERAL SUPPORT	79,000.
UT LAW SCHOOL FOUNDATION 727 EAST DEAN KEETON STREET AUSTIN, TX 78705	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

76-0626224

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- 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 due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	JAMES R. CRANE FOUNDATION	☒ 76-0626224
	Number, street, and room or suite no. If a P.O. box, see instructions. 4409 MONTROSE BLVD., NO. 200	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77006	

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	08	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.**TWILA CARTER**

- The books are in the care of **4409 MONTROSE BLVD., SUITE 200 - HOUSTON, TX 77006**

Telephone No. **281-618-3214**FAX No.

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**5 For calendar year **2011**, or other tax year beginning , and ending .6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE 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	\$	3,417.
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 and any amount paid previously with Form 8868.	8b	\$	7,616.
c 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 **Don E. Carter**Title **CRA**Date **8-14-12**

Form 8868 (Rev. 1-2012)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PERSHING, LLC #124913	148,504.	0.	148,504.
PERSHING, LLC #126108	22,364.	3,588.	18,776.
TOTAL TO FM 990-PF, PART I, LN 4	170,868.	3,588.	167,280.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,696.	6,696.		0.
TO FORM 990-PF, PG 1, LN 16B	6,696.	6,696.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	45,755.	45,755.		0.
TO FORM 990-PF, PG 1, LN 16C	45,755.	45,755.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	3,867.	3,867.		0.
TO FORM 990-PF, PG 1, LN 18	3,867.	3,867.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	570.	570.		0.
OFFICE SUPPLIES	179.	179.		0.
TO FORM 990-PF, PG 1, LN 23	749.	749.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VARIOUS STOCK AND MUTUAL FUNDS	COST	5,428,193.	6,032,034.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,428,193.	6,032,034.

FORM 990-PF	OTHER ASSETS	STATEMENT	7
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
A/R - BAINBRIDGE	1,423.	1,423.	1,423.
UNDEPOSITED FUNDS	23,965.	23,965.	23,965.
TO FORM 990-PF, PART II, LINE 15	25,388.	25,388.	25,388.