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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 08-01-2011 , and ending 07-31-2012

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
GRAYSON FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 1607

Room/suite

City or town, state, and ZIP code
SHREVEPORT, LA 71165

A Employer identification number
23-7312000

B Telephone number (see page 10 of the instructions)
(318) 429-1525

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) \$ 31,930,130

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)	250			
	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.	522,328	522,328		
	5a Gross rents	121,477	121,477		
	b Net rental income or (loss) 108,559				
	6a Net gain or (loss) from sale of assets not on line 10	252,271			
	b Gross sales price for all assets on line 6a 7,313,591				
	7 Capital gain net income (from Part IV, line 2)		252,271		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	430,317	430,317		
	12 Total. Add lines 1 through 11	1,326,643	1,326,393		
	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).	9,704	9,704		0
	b Accounting fees (attach schedule).	68,223	51,167		17,056
	c Other professional fees (attach schedule)	7,015	7,015		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	140,500	15,500		0
	19 Depreciation (attach schedule) and depletion . . .	103,882	103,882		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	124,561	124,561		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	453,885	311,829		17,056
	25 Contributions, gifts, grants paid	1,940,434			1,940,434
	26 Total expenses and disbursements. Add lines 24 and 25	2,394,319	311,829		1,957,490
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,067,676			
	b Net investment income (if negative, enter -0-)		1,014,564		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,228,153	53,715	53,715
	2	Savings and temporary cash investments	955,537	1,551,102	1,551,102
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 913,138 Less allowance for doubtful accounts ▶ _____ 0	1,207,473	913,138	913,138
	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)	4,283,518	5,461,174	6,173,380
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ 4,044,510 Less accumulated depreciation (attach schedule) ▶ 93,415	3,989,076	3,951,095	7,105,000
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	16,979,471	15,487,951	15,988,871
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	7,293,650	7,284,973	144,924	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	35,936,878	34,703,148	31,930,130	
Liabilities	17	Accounts payable and accrued expenses	251,582		
	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 ▶ _____)	36,458	29,258	
	23	Total liabilities (add lines 17 through 22)	288,040	29,258	
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	1,239,142	1,239,142	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	28,483	28,483	
	29	Retained earnings, accumulated income, endowment, or other funds	34,381,213	33,406,265	
	30	Total net assets or fund balances (see page 17 of the instructions)	35,648,838	34,673,890	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	35,936,878	34,703,148	

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 35,648,838
2	Enter amount from Part I, line 27a	2 -1,067,676
3	Other increases not included in line 2 (itemize) ▶ _____	3 92,728
4	Add lines 1, 2, and 3	4 34,673,890
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 34,673,890

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b	LAND-RAHMAN	D	2011-02-28	2012-01-03
c	JEWELRY	D	2011-02-28	2011-11-18
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,982,466		7,032,316	-49,850
b 329,000		27,504	301,496
c 2,125		1,500	625
d			
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			-49,850
b			301,496
c			625
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	252,271
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
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				

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	984,794	24,804,586	0 039702
2009	911,512	16,547,489	0 055085
2008	829,158	14,400,671	0 057578
2007	740,541	15,696,716	0 047178
2006	360,691	15,089,272	0 023904

2	Total of line 1, column (d).	2	0 223447
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 044689
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	32,959,060
5	Multiply line 4 by line 3.	5	1,472,907
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	10,146
7	Add lines 5 and 6.	7	1,483,053
8	Enter qualifying distributions from Part XII, line 4.	8	1,957,490

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 VI Excise 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 10,146
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 10,146
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 10,146
6	Credits/Payments	
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 47,685
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 47,685
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 37,539
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 37,539 Refunded	11 0

Part VII-A Statements 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
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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1a		No
		1b		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <u>LA</u>			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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	Yes	
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  HEARD MCELROY VESTAL Telephone no  (318) 429-1525 Located at  PO BOX 1607 SHREVEPORT LA ZIP+4  71165			
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?		Yes	No
		16		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		
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>	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <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?	☐ Yes ☒ No		
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 THE FOUNDATION'S ONLY ACTIVITY IS MAKING GRANTS TO IRC 501(C)(3) ENTITIES	0
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	22,661,442
b	Average of monthly cash balances.	1b	998,674
c	Fair market value of all other assets (see page 24 of the instructions).	1c	9,800,859
d	Total (add lines 1a, b, and c).	1d	33,460,975
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	33,460,975
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	501,915
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,959,060
6	Minimum investment return. Enter 5% of line 5.	6	1,647,953

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	1,647,953
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	10,146
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,146
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,637,807
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,637,807
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	1,637,807

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	1,957,490
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	1,957,490
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	10,146
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,947,344
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			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only. 727,545			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2011			
a	From 2006.			
b	From 2007.			
c	From 2008.			
d	From 2009.			
e	From 2010.			
f	Total of lines 3a through e. 0			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,957,490			
a	Applied to 2010, but not more than line 2a 727,545			
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. 1,229,945			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2011 0			
(If an amount appears in column (d), the same amount must be shown in column (a).)				
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. 407,862			
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)

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

JOHN DEAN
333 TEXAS STREET 15TH FLOOR
SHREVEPORT, LA 71101
(318) 429-1525

b

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

APPLICATION FORMS AND INSTRUCTIONS SHOULD BE OBTAINED FROM THE FOUNDATION

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2011)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,940,434
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					
4 Dividends and interest from securities.			14	522,328	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	108,559	
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	430,317	
8 Gain or (loss) from sales of assets other than inventory			18	252,271	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		1,313,475	0
13 Total. Add line 12, columns (b), (d), and (e).			13		1,313,475

[illegible]

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?		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			

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
--------------------------	--------------------------	---------------------------------

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

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
JOHN W DEAN	PRESIDENT 4 00	0	0	0
PO BOX 1607 SHREVEPORT, LA 71165				
C CODY WHITE JR	BOARD MEM 1 00	0	0	0
PO BOX 1607 SHREVEPORT, LA 71165				
DONALD WEBB	BOARD MEM 1 00	0	0	0
5709 LAKEFRONT PVT DRIVE SHREVEPORT, LA 71119				
LISA AXTON	SEC/TREAS 1 00	0	0	0
5098 BEECHWOOD HILLS SHREVEPORT, LA 71107				
CHRIS GABRIEL	BOARD MEMBER 1 00	0	0	0
360 JORDAN STREET SHREVEPORT, LA 71101				

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>				
ALZHEIMER'S ASSOCIATION910 PIERREMONT ROAD SUITE 410 SHREVEPORT,LA 71106	N/A	PUBLIC	CHARITABLE	5,000
BETTY & LEONARD PHILLIPS DEAF ACTION CENTER601 JORDAN STREET SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	60,380
CADDO COUNCIL ON AGING1700 BUCKNER STREET SUITE 240 SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	60,500
CATHOLIC CHARITIES OF SHREVEPORT331 EAST 71ST STREET SHREVEPORT,LA 71106	N/A	PUBLIC	CHARITABLE	30,000
CENTENARY COLLEGE OF LOUISIANA2911 CENTENARY BLVD SHREVEPORT,LA 71104	N/A	PUBLIC	CHARITABLE	113,440
CENTER FOR FAMILIES864 OLIVE STREET SHREVEPORT,LA 71104	N/A	PUBLIC	CHARITABLE	37,000
CERTONE UNIVERSITY PLACE SUITE BE119 SHREVEPORT,LA 71115	N/A	PUBLIC	CHARITABLE	50,000
COMMUNITY FOUNDATION401 EDWARDS STREET SUITE 105 SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	50,000
COUNCIL ON ALCOHOLISM AND DRUG ABUSE2000 FAIRFIELD AVENUE SHREVEPORT,LA 71104	N/A	PUBLIC	CHARITABLECHARITABLE	30,000
GINGERBREAD HOUSE1700 BUCKNER SQUARE SUITE 101 SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	25,000
GOODWILL INDUSTRIES800 E 71ST STREET SHREVEPORT,LA 71106	N/A	PUBLIC	CHARITABLE	113,526
HOLY ANGELS RESIDENTIAL FACILITY10450 ELLERBE ROAD SHREVEPORT,LA 71106	N/A	PUBLIC	CHARITABLE	250,000
JUNIOR ACHIEVEMENT OF NORTH LA3825 GILBERT DRIVE SHREVEPORT,LA 71104	N/A	PUBLIC	CHARITABLE	39,500
JUVENILE COURT FOR CADDO PARISH1835 SPRING STREET SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	3,500
LA ASSOCIATION OF NONPROFIT ORGANIZATIONS NORTH401 EDWARDS STREET SUITE 105 SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	25,000
LSU IN SHREVEPORT FOUNDATIONONE UNIVERSITY PLACE SHREVEPORT,LA 71115	N/A	PUBLIC	CHARITABLECHARITABLE	92,000
MARTIN LUTHER KING HEALTH CENTER827 MARGARET PLACE SUITE 201 SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	40,000
NOEL MEMORIAL UNITED METHODIST CHURCH520 HERNDON STREET SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	29,100
NORTHWEST LOUISIANA FOOD BANK2307 TEXAS AVENUE SHREVEPORT,LA 71103	N/A	PUBLIC	CHARITABLE	42,675
NORTHWEST LOUISIANA INTERFAITH PHARMACY909 OLIVE STREET SHREVEPORT,LA 71104	N/A	PUBLIC	CHARITABLE	14,000
ONE GREAT RIVER-MOTHER'S AGAINST DRUGS PROGRAMP O BOX 44349 SHREVEPORT,LA 711344349	N/A	PUBLIC	CHARITABLE	25,000
PHILADELPHIA CENTER2020 CENTENARY BLVD SHREVEPORT,LA 71104	N/A	PUBLIC	CHARITABLE	50,405
PROVIDENCE HOUSE814 COTTON STREET SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	50,000
RED RIVER FILM SOCIETY617 TEXAS STREET SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	50,000
RED RIVER REVEL ARTS FESTIVAL101 CROCKETT STREET SUITE C SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	25,000
SALVATION ARMY-BOYS & GIRLS CLUB200 E STONER AVENUE SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	100,000
SHREVEPORT GREEN3625 SOUTHERN AVENUE SHREVEPORT,LA 71104	N/A	PUBLIC	CHARITABLE	42,218
SHREVEPORT OPERA212 TEXAS STREET SUITE 101 SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	10,000
SHREVEPORT-BOSSIER RESCUE MISSION901 MCNEIL STREET SHREVEPORT,LA 71101	N/A	PUBLIC	CHARITABLE	10,080
ST CATHERINE'S COMMUNITY CENTER331 E 71ST STREET SHREVEPORT,LA 71106	N/A	PUBLIC	CHARITABLE	6,335

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE FULLER CENTER FOR HOUSING 1512 CLAY STREET SHREVEPORT, LA 71101	N/A	PUBLIC	CHARITABLE	250,000
VOLUNTEERS OF AMERICA360 JORDAN STREET SHREVEPORT, LA 71101	N/A	PUBLIC	CHARITABLE	200,000
YOUTH ENRICHMENT PROGRAM 4700 LINE AVENUE SUITE 207 SHREVEPORT, LA 71106	N/A	PUBLIC	CHARITABLE	10,775
Total  3a				1,940,434

TY 2011 Accounting Fees Schedule

Name: GRAYSON FOUNDATION INC

EIN: 23-7312000

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HEARD MCELROY & VESTAL LLP	68,223	51,167		17,056

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: GRAYSON FOUNDATION INC

EIN: 23-7312000

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
NORTH HEARNE BUILDING	2004-03-28	435,000	82,261	SL	39 0000000000000	11,154	11,154		
NORTH HEARNE LAND	2004-03-28	348,000		L		0	0		

TY 2011 General Explanation Attachment**Name:** GRAYSON FOUNDATION INC**EIN:** 23-7312000

Identifier	Return Reference	Explanation
CONTROLLED ENTITY	FORM 990-PF, PART VII-A, LINE 11	ENTITY OWNED GRAYSON HOLDINGS, INC EIN 72-0713211ADDRESS P O BOX 206, SHREVEPORT, LA 71162TRANSFERS TO NONETRANSFERS FROM NONE

**TY 2011 Investments Corporate
Stock Schedule****Name:** GRAYSON FOUNDATION INC**EIN:** 23-7312000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	5,461,174	6,173,380

TY 2011 Investments - Land Schedule**Name:** GRAYSON FOUNDATION INC**EIN:** 23-7312000

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
NORTH HEARNE BUILDING	435,000	93,415	341,585	
NORTH HEARNE LAND	348,000	0	348,000	

TY 2011 Investments - Other Schedule**Name:** GRAYSON FOUNDATION INC**EIN:** 23-7312000

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CERTIFICATES OF DEPOSIT	AT COST	8,388,000	8,388,000
MUTUAL FUNDS	AT COST	7,074,326	7,004,105
OTHER SECURITIES	AT COST	25,625	26,326
OIL AND GAS MINERALS	AT COST	0	570,440

TY 2011 Legal Fees Schedule

Name: GRAYSON FOUNDATION INC

EIN: 23-7312000

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	9,704	9,704		0

TY 2011 Other Assets Schedule**Name:** GRAYSON FOUNDATION INC**EIN:** 23-7312000

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER ASSETS	18,158	15,171	15,171
GRAYSON HOLDINGS, INC	7,275,492	7,269,802	129,753

TY 2011 Other Expenses Schedule**Name:** GRAYSON FOUNDATION INC**EIN:** 23-7312000

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	14,231	14,231		0
BROKERAGE & INVESTMENT FEES	100,157	100,157		0
INSURANCE	8,297	8,297		0
BANK FEES	112	112		0
REPAIRS & MAINTENANCE	1,764	1,764		0

TY 2011 Other Income Schedule

Name: GRAYSON FOUNDATION INC

EIN: 23-7312000

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	430,317	430,317	430,317

TY 2011 Other Increases Schedule

Name: GRAYSON FOUNDATION INC

EIN: 23-7312000

Description	Amount
DEPLETION NOT RECORDED ON BOOKS	92,728

TY 2011 Other Liabilities Schedule

Name: GRAYSON FOUNDATION INC

EIN: 23-7312000

Description	Beginning of Year - Book Value	End of Year - Book Value
ANNUITY PAYABLE	36,458	29,258

TY 2011 Other Professional Fees Schedule

Name: GRAYSON FOUNDATION INC

EIN: 23-7312000

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SURVEY & MAPPING FEES	7,015	7,015		0

TY 2011 Taxes Schedule**Name:** GRAYSON FOUNDATION INC**EIN:** 23-7312000

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	2,710	2,710		0
PROPERTY TAXES	12,790	12,790		0
FORM 990PF	125,000	0		0

TY 2011**TransfersToControlledEntities****Name:** GRAYSON FOUNDATION INC**EIN:** 23-7312000

Name	US / Foreign Address	EIN	Description	Amount
GRAYSON HOLDINGS INC	P O BOX 206 SHREVEPORT, LA 71162	72-0713211	NONE - NO TRANSFERS IN OR OUT GRAYSON HOLDINGS, INC HAS ONLY PASSIVE INCOME (NOT A BUSINESS)	0
Total				0