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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 NOV 1, 2011, and ending OCT 31, 2012

Name of foundation

CRAIN-MALING FOUNDATION
C/O BEATRICE G. CRAIN

A Employer identification number

20-4310219

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

505 NORTH LAKE SHORE DRIVE

Room/suite

1105

B Telephone number

(312) 644-1530

City or town, state, and ZIP code

CHICAGO, IL 60611

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐Foreign organizations meeting the 85% test,
2. 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 foundationE 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)

\$ 41,214,354.

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, 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).)(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	100.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,899.	2,899.		STATEMENT 1
	4 Dividends and interest from securities	2,717,191.	2,717,191.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,284,649.			
	b Gross sales price for all assets on line 6a	17,527,240.			
	7 Capital gain net income (from Part IV, line 2)		1,284,649.		
	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)				
	11 Other income	344,342.	344,342.		STATEMENT 3
	12 Total. Add lines 1 through 11	4,349,181.	4,349,081.		
	13 Compensation of officers, directors, trustees, etc.	300,000.	67,500.		232,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	25,209.	2,521.		22,688.
	b Accounting fees STMT 5	28,748.	2,875.		25,873.
	c Other professional fees STMT 6	259,811.	259,811.		0.
	17 Interest				
	18 Taxes STMT 7	23,100.	23,100.		0.
	19 Depreciation and depletion	6,284.	0.		
	20 Occupancy	11,914.	1,191.		10,723.
	21 Travel, conferences, and meetings	6,796.	680.		6,116.
	22 Printing and publications				
	23 Other expenses STMT 8	44,302.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	706,164.	357,678.		297,900.
	25 Contributions, gifts, grants paid	716,115.			716,115.
	26 Total expenses and disbursements. Add lines 24 and 25	1,422,279.	357,678.		1,014,015.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,926,902.			
	b Net investment income (if negative, enter -0-)		3,991,403.		
	c Adjusted net income (if negative, enter -0-)			N/A	

123501
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

CRAIN-MALING FOUNDATION
C/O BEATRICE G. CRAIN

20-4310219

Page 2

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					
	2 Savings and temporary cash investments			448,022.	1,491,334.	1,491,334.
	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			3,783.		
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 9			512,137.	2,218,685.	2,219,636.
	c Investments - corporate bonds STMT 10			32,885,233.	33,452,551.	36,604,233.
11 Investments - land, buildings, and equipment, basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 11			1,371,951.	778,884.	778,884.	
14 Land, buildings, and equipment, basis ▶ STMT 12			215,393.			
Less: accumulated depreciation STMT 12 ▶			95,126.	129,262.	120,267.	
15 Other assets (describe ▶ INTEREST RECEIVABLE)			111,849.	0.	0.	
16 Total assets (to be completed by all filers)			35,462,237.	38,061,721.	41,214,354.	
Liabilities	17 Accounts payable and accrued expenses			5,689.		
	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)			5,689.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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			35,456,548.	38,061,721.	
30 Total net assets or fund balances			35,456,548.	38,061,721.		
31 Total liabilities and net assets/fund balances			35,462,237.	38,061,721.		

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	35,456,548.
2 Enter amount from Part I, line 27a	2	2,926,902.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	38,383,450.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED ASSET APPREC./DEPRECIATION	5	321,729.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,061,721.

CRAIN-MALING FOUNDATION**C/O BEATRICE G. CRAIN****20-4310219**Page **3****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				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 17,527,240.		16,242,591.	1,284,649.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			1,284,649.

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	1,284,649.
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.)

N/A

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			
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	

CRAIN-MALING FOUNDATION

C/O BEATRICE G. CRAIN

20-4310219

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	79,828.
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	79,828.
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	79,828.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	23,100.	
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	23,100.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	1,105.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	57,833.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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
b 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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?	X	
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) <input type="checkbox"/> IL		
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

Form 990-PF (2011)

CRAIN-MALING FOUNDATION
C/O BEATRICE G. CRAIN

20-4310219

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of BEATRICE CRAIN Telephone no. 312.644.1530 Located at 505 NORTH LAKE SHORE DRIVE #1105, CHICAGO, IL ZIP+4 60611			
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 N/A	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 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? N/A	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(i)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A	2a	
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. N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3a	
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

Form 990-PF (2011)

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

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

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

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

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**

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
BEATRICE G. CRAIN 505 N. LAKE SHORE DRIVE #1105 CHICAGO, IL 60611	DIRECTOR, CHAIRPERSON & CEO 40.00	150,000.	0.	0.
MICHAEL S. MALING 505 N. LAKE SHORE DRIVE #1105 CHICAGO, IL 60611	PRESIDENT & DIRECTOR 40.00	150,000.	0.	0.
ELISE A. MALING 505 N. LAKE SHORE DRIVE #1105 CHICAGO, IL 60611	SECRETARY & DIRECTOR 5.00	0.	0.	0.
MARISSA IANCU 505 N. LAKE SHORE DRIVE #1105 CHICAGO, IL 60611	TREASURER & DIRECTOR 5.00	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**

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

Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

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	38,178,908.
b	Average of monthly cash balances	1b	478,559.
c	Fair market value of all other assets	1c	677,280.
d	Total (add lines 1a, b, and c)	1d	39,334,747.
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	39,334,747.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	590,021.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,744,726.
6	Minimum investment return. Enter 5% of line 5	6	1,937,236.

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	1,937,236.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	79,828.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	79,828.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,857,408.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,857,408.
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	1,857,408.

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	1,014,015.
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	1,014,015.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,014,015.

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.

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,857,408.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	775,831.			
b From 2007	819,232.			
c From 2008	534,669.			
d From 2009	594,552.			
e From 2010	670,590.			
f Total of lines 3a through e	3,394,874.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,014,015.				
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) **	1,014,015.			
d Applied to 2011 distributable amount				0.
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).)	1,857,408.			1,857,408.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,551,481.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,551,481.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008	272,324.			
c Excess from 2009	594,552.			
d Excess from 2010	670,590.			
e Excess from 2011	1,014,015.			

** SEE STATEMENT 13

Form 990-PF (2011)

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

b 85% of line 2a

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

Subtract line 2d from line 2c

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**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 FRIENDS OF KESKET YEHUDA 7337 N. LINCOLN AVE #283 LINCOLNWOOD, IL 60712	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	7,500.
AM YISRAEL CHAI FOUNDATION 460 BARNARD AVE, CEDARHURST, NY 11516	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	5,750.
AMERICAN FRIENDS OF MEIR PANIM 5316 NEW UTRECHT AVENUE BROOKLYN, NY 11219	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	500.
AMERICAN ISRAEL CHAMBER OF COMMERCE 500 LAKE COOK ROAD DEERFIELD, IL 60015	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	3,000.
AMERICAN ISRAEL ECONOMIC FORUM 500 LAKE COOK ROAD DEERFIELD, IL 60015	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	50,000.
Total			SEE CONTINUATION SHEET(S)	716,115.
b Approved for future payment				
NONE				
Total				0.

11520308 796142 CRAINMALING 2011.05050 CRAIN-MALING FOUNDATION C/O CRAINMA1

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	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	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		

Sign Here	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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>Julie Bessent</i>	Date 1/15/13	Title DIRECTOR, CHAIRPERSON, CE		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JULIE BESSENT	<i>Julie Bessent</i>	1/15/13		P00234390
	Firm's name ▶ EVERGREEN WEALTH ADVISORS			Firm's EIN ▶ 20-8096688	
	Firm's address ▶ 150 S. WACKER #410 CHICAGO, IL 60606			Phone no. 312.419.9204	

Form **990-PF** (2011)

**CRAIN-MALING FOUNDATION
C/O BEATRICE G. CRAIN**

20-4310219

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
AMERICAN JEWISH COMMITTEE 55 E MONROE CHICAGO, IL 60603	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	20,665.
AMERICAN YISROEL CHAI FOUNDATION 1015 PARK AVENUE NEW YORK, NY 10028	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	5,000.
ASSOCIATED TALMUD TORAHS 2828 W PRATT CHICAGO, IL 60645	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	50,000.
AVON WALK FOR BREAST CANCER 4147 N RAVENSWOOD AVE CHICAGO, IL 60613	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	1,000.
BAIS YAAKOV HIGH SCHOOL OF CHICAGO 3333 WEST PETERSON CHICAGO, IL 60659	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	1,000.
BOY SCOUTS OF AMERICA 1218 W ADAMS CHICAGO, IL 60607	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	1,000.
CHABAD OF CHAMPAIGN URBANA 509 S FOURTH ST CHAMPAIGN, IL 60820	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	500.
CHABAD OF FIVE TOWNS 74 MAPLE AVE CEDARHURST, NY 11516	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	5,000.
CHAI LIFELINE 6600 N. LINCOLN AVE LINCOLNWOOD, IL 60712	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	200.
CHICAGO LOOP SYNAGOGUE 16 S CLARK CHICAGO, IL 60603	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	47,500.
Total from continuation sheets				649,365.

**CRAIN-MALING FOUNDATION
C/O BEATRICE G. CRAIN**

20-4310219

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
CHICAGO MEZUZAH CAMPAIGN 6241 N SACRAMENTO CHICAGO, IL 60659	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	3,000.
CHICAGO SYMPHONY ORCHESTRA 221 S MICHIGAN CHICAGO, IL 60604	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	28,500.
COLEL CHABAD 806 EASTERN PKWY BROOKLYN, NY 11213	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	3,000.
CITIZENS UNITED FOR RESEARCH 223 W ERIE CHICAGO, IL 60654	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	150.
DEPAUL UNIVERSITY 804 WEST BELDEN AVENUE CHICAGO, IL 60614	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	25,000.
FRIENDS OF REFUGEES OF EASTERN EUROPE 1383 PRESIDENT BROOKLYN, NY 11213	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	175,700.
FRIENDS OF THE PARKS 17 N STATE ST CHICAGO, IL 60602	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	1,000.
GIRF GASTRO INTESTINAL RESEARCH 70 E LAKE CHICAGO, IL 60601	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	20,550.
HADASSAH CHICAGO CHAPTER 4711 GOLF RD SKOKIE, IL 60076	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	11,100.
HENDRIX COLLEGE 1600 WASHINGTON CONWAY, AR 72032	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	5,200.
Total from continuation sheets				

**CRAIN-MALING FOUNDATION
C/O BEATRICE G. CRAIN**

20-4310219

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
HOUSE OF THE GOOD SHEPHERD POB 13453 CHICAGO, IL 60613	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	1,000.
ILLINOIS HOLOCAUST MUSEUM 9603 WOODS SKOKIE, IL 60076	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	20,000.
INTERNATIONAL FELLOWSHIP OF CHRISTIANS & JEWS 30 NORTH LASALLE STREET CHICAGO, IL 60602	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	5,000.
JERUSALEM FUND 2425 VIRGINIA AVE WASHINGTON, DC 20037	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	2,500.
JET JEWISH EDUCATIONAL TEAM 6519 N WHIPPLE CHICAGO, IL 60645	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	7,100.
JEWISH EDUCATION MEDIA 784 EASTERN PARKWAY BROOKLYN, NY 11213	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	2,000.
JEWISH NATIONAL FUND 42 EAST 69TH NEW YORK, NY 10021	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	10,000.
JEWISH POCET P.O. BOX 5215 SKOKIE, IL 60076	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	15,000.
JUF OF METROPOLITAN CHICAGO 30 S WELLS CHICAGO, IL 60606	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	110,000.
KLEZMER MUSIC FOUNDATION 4025 HARVARD TERRACE SKOKIE, IL 60076	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	2,000.
Total from continuation sheets				

**CRAIN-MALING FOUNDATION
C/O BEATRICE G. CRAIN**

20-4310219

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
LEGION B'RNA INSTITUTE 639 E 2ND STREET BROOKLYN, NY 11218	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	10,000.
LUBAVITCH CHABAD OF NILES 9401 MARGAIL AVENUE DES PLAINES, IL 60016	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	2,000.
NORTH SHORE TORAH CENTER 6247 N SACRAMENTO CHICAGO, IL 60659	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	8,000.
NORTHWESTERN UNIVERSITY 633 CLARK STREET EVANSTON, IL 60201	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	1,200.
OAKTON EDUCATIONAL FOUNDATION 7701 N. LINCOLN AVE SKOKIE, IL 60077	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	5,800.
PARALYZED VETERANS OF AMERICA 2122 W TAYLOR ST CHICAGO, IL 60612	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	1,000.
SERTOMA SPEECH AND HEARING CENTER 2920 183RD S HOMEWOOD, IL 60430	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	1,500.
SIMON WIESENTHAL CENTER 1399 S ROXBURY LOS ANGELES, CA 90035	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	2,000.
SINAI TEMPLE 10400 WILSHIRE BLVD LOS ANGELES, CA 90024	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	100.
TEMPLE BETH EL 3610 DUNDEE ROAD NORTHBROOK, IL 60062	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	100.
Total from continuation sheets				

**CRAIN-MALING FOUNDATION
C/O BEATRICE G. CRAIN**

20-4310219

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 ARK 650 N CALIFORNIA CHICAGO, IL 60645	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	1,000.
THE FRIENDSHIP CIRCLE 3068 ANTELOPE SPRINGS NORTHBROOK, IL 60662	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	1,000.
UNIVERSITY OF ILLINOIS CENTER FOR WOUNDED VETERANS 1206 S. FOURTH STREET CHAMPAIGN, IL 60820	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	10,000.
WTTW 5400 N ST LOUIS CHICAGO, IL 60625	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	25,000.
YAD YISROEL 1070 38TH ST BROOKLYN, NY 11219	NONE		EXEMPT PURPOSE OF THE ORGANIZATION	1,000.
Total from continuation sheets				

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 INVESTMENT PARTNERSHIPS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
b INVESTMENT PARTNERSHIPS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
c MERRILL LYNCH (SEE ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
d MERRILL LYNCH (SEE ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
e INVESTMENT PARTNERSHIPS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
f INVESTMENT PARTNERSHIPS (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,384.			4,384.
b 46.			46.
c 6,415,551.		6,428,544.	<12,993.>
d 9,936,044.		9,814,047.	121,997.
e 178,590.			178,590.
f 992,625.			992,625.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,384.
b			46.
c			<12,993.>
d			121,997.
e			178,590.
f			992,625.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,284,649.
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

PORT
FORM 990-PF PAGE 1

990-066

[illegible]

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

SOURCE	AMOUNT
INVESTMENT PARTNERSHIPS (SEE ATTACHED SCHEDULE)	2,899.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,899.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT PARTNERSHIPS (SEE ATTACHED SCHEDULE)	331.	0.	331.
MERRILL LYNCH- DIV	69,100.	0.	69,100.
MERRILL LYNCH- INT	2,647,760.	0.	2,647,760.
TOTAL TO FM 990-PF, PART I, LN 4	2,717,191.	0.	2,717,191.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT PARTNERSHIPS (SEE ATTACHED SCHEDULE)	344,342.	344,342.	
TOTAL TO FORM 990-PF, PART I, LINE 11	344,342.	344,342.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	25,209.	2,521.		22,688.
TO FM 990-PF, PG 1, LN 16A	25,209.	2,521.		22,688.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	28,748.	2,875.		25,873.
TO FORM 990-PF, PG 1, LN 16B	28,748.	2,875.		25,873.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT PARTNERSHIPS (SEE ATTACHED SCHEDULE)	16,195.	16,195.		0.
MERRILL LYNCH- MANAGEMENT FEE	243,616.	243,616.		0.
TO FORM 990-PF, PG 1, LN 16C	259,811.	259,811.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	23,100.	23,100.		0.
TO FORM 990-PF, PG 1, LN 18	23,100.	23,100.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	6,120.	0.		0.
ANNUAL FILING FEE	15.	0.		0.
ILLINOIS SECRETARY OF STATE	10.	0.		0.
GS MBEYE INVESTORS LP	6,054.	0.		0.
NORTHERN PE IV LP	10,141.	0.		0.
MISCELLANEOUS	21,962.	0.		0.
TO FORM 990-PF, PG 1, LN 23	44,302.	0.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE STOCK	2,218,685.		2,219,636.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,218,685.		2,219,636.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	10
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE BONDS	33,452,551.		36,604,233.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	33,452,551.		36,604,233.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
OTHER INVESTMENTS	COST	778,884.	778,884.	
TOTAL TO FORM 990-PF, PART II, LINE 13		778,884.	778,884.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDINGS	5,595.	59,446.	<53,851.>
BUILDING IMPROVEMENTS	21,840.	13,847.	7,993.
OFFICE REMODELING	91,497.	7,468.	84,029.
OFFICE FURNITURE	16,461.	11,654.	4,807.
TOTAL TO FM 990-PF, PART II, LN 14	135,393.	92,415.	42,978.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

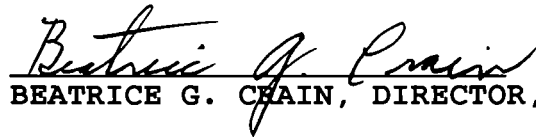
STATEMENT 13

FEDERAL ELECTIONS

DESCRIPTION: SECTION 4942(H)(2)

REGULATION REFERENCE: SECTION 4942 (H)(2)

PURSUANT TO IRC SECTION 4942(J)(2) AND REGULATION 53.4942(A)-3(D)(2),
THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT CURRENT-YEAR
QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX
YEAR-S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.



BEATRICE G. CRAIN, DIRECTOR, CHAIRPERSON & CEO

Form **4720**Department of the Treasury
Internal Revenue Service**Return of Certain Excise Taxes Under Chapters
41 and 42 of the Internal Revenue Code**(Sections 170(f)(10), 664(c)(2), 4911, 4912, 4941, 4942, 4943, 4944, 4945, 4955, 4958, 4965, 4966, and 4967)
▶ See separate instructions.

OMB No. 1545-0052

2011For calendar year 2011 or other tax year beginning **NOV 1**, 2011, and ending **OCT 31**, 2012.

Name of organization or entity

**CRAIN-MALING FOUNDATION
C/O BEATRICE G. CRAIN**

Employer identification number

20-4310219

Number, street, and room or suite no. (or P.O. box if mail is not delivered to street address)

505 NORTH LAKE SHORE DRIVE, NO. 1105

Check box for type of annual return:

☐ Form 990 ☐ Form 990-EZ

City or town, state, and ZIP code

CHICAGO, IL 60611☒ Form 990-PF☐ Form 5227**A** Is the organization a foreign private foundation within the meaning of section 4948(b)?

Yes	No
	X
	N/A

B Has corrective action been taken on any taxable event that resulted in Chapter 42 taxes being reported on this form? (Enter "N/A" if not applicable)

If "Yes," attach a detailed description and documentation of the corrective action taken and, if applicable, enter the fair market value of any property recovered as a result of the correction ▶ \$. If "No," (i.e., any uncorrected acts, or transactions), attach an explanation (see instructions).

Part I Taxes on Organization (Sections 170(f)(10), 664(c)(2), 4911(a), 4912(a), 4942(a), 4943(a), 4944(a)(1), 4945(a)(1), 4955(a)(1), 4965(a)(1), and 4966(a)(1))

1 Tax on undistributed income - Schedule B, line 4	1
2 Tax on excess business holdings - Schedule C, line 7	2
3 Tax on investments that jeopardize charitable purpose - Schedule D, Part I, column (e)	3
4 Tax on taxable expenditures - Schedule E, Part I, column (g)	4
5 Tax on political expenditures - Schedule F, Part I, column (e)	5
6 Tax on excess lobbying expenditures - Schedule G, line 4	6
7 Tax on disqualifying lobbying expenditures - Schedule H, Part I, column (e)	7
8 Tax on premiums paid on personal benefit contracts	8
9 Tax on being a party to prohibited tax shelter transactions - Schedule J, Part I, column (h)	9
10 Tax on taxable distributions - Schedule K, Part I, column (f)	10
11 Tax on a charitable remainder trust's unrelated business taxable income. Attach schedule	11
12 Total (add lines 1 - 11)	12

Part II-A Taxes on Managers, Self-Dealers, Disqualified Persons, Donors, Donor Advisors, and Related Persons

(Sections 4912(b), 4941(a), 4944(a)(2), 4945(a)(2), 4955(a)(2), 4958(a), 4965(a)(2), 4966(a)(2), and 4967(a))

(a) Name and address of person subject to tax				(b) Taxpayer identification number
a				
b				
c				
d				
	(c) Tax on self-dealing - Schedule A, Part II, col. (d), and Part III, col. (d)	(d) Tax on investments that jeopardize charitable purpose - Schedule D, Part II, col. (d)	(e) Tax on taxable expenditures - Schedule E, Part II, col. (d)	(f) Tax on political expenditures - Schedule F, Part II, col. (d)
a				
b				
c				
d				
Total				
	(g) Tax on disqualifying lobbying expenditures - Sch H, Part II, col. (d)	(h) Tax on excess benefit transactions - Sch I, Part II, col. (d), and Part III, col. (d)	(i) Tax on being a party to prohibited tax shelter transactions - Schedule J, Part II, col. (d)	(j) Tax on taxable distributions - Schedule K, Part II, col. (d)
a				
b				
c				
d				
Total				
	(k) Tax on prohibited benefits - Sch L, Part II, col. (d) and Part III, col. (d)	(l) Total - Add cols. (c) through (k)		
a				
b				
c				
d				
Total				

124081 12-07-11 LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form **4720** (2011)

Part I Summary of Taxes (See **Tax Payments** in the instructions.)

1	Enter the taxes listed in Part II-A, column (I), that apply to managers, self-dealers, disqualified persons, donors, donor advisors, and related persons who sign this form. If all sign, enter the total amount from Part II-A, column (I)	1	
2	Total tax. Add Part I, line 12, and Part II-B, line 1	2	
3	Total payments including amount paid with Form 8868 (see instructions)	3	
4	Tax due. If line 2 is larger than line 3, enter amount owed (see instructions)	4	0.
5	Overpayment. If line 2 is smaller than line 3, enter the difference. This is your refund	5	

SCHEDULE A - Initial Taxes on Self-Dealing (Section 4941)**Part II Acts of Self-Dealing and Tax Computation**

(a) Act number	(b) Date of act	(c) Description of act	(d) Question number from Form 990-PF, Part VII-B, or Form 5227, Part VI-B, applicable to the act	(e) Amount involved in act	(f) Initial tax on self-dealing (10% of col. (e))	(g) Tax on foundation managers (if applicable) (lesser of \$20,000 or 5% of col. (e))
1						
2						
3						
4						
5						

Part III Summary of Tax Liability of Self-Dealers and Proration of Payments

(a) Names of self-dealers liable for tax	(b) Act no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Self-dealer's total tax liability (add amounts in col. (c)) (see instructions)

Part IV Summary of Tax Liability of Foundation Managers and Proration of Payments

(a) Names of foundation managers liable for tax	(b) Act no. from Part I, col. (a)	(c) Tax from Part I, col. (g), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE B - Initial Tax on Undistributed Income (Section 4942)

1	Undistributed income for years before 2010 (from Form 990-PF for 2011, Part XIII, line 6d)	1	
2	Undistributed income for 2010 (from Form 990-PF for 2011, Part XIII, line 6e)	2	
3	Total undistributed income at end of current tax year beginning in 2011 and subject to tax under section 4942 (add lines 1 and 2)	3	
4	Tax - Enter 30% of line 3 here and on Part I, line 1	4	

SCHEDULE C - Initial Tax on Excess Business Holdings (Section 4943)**Business Holdings and Computation of Tax**

If you have taxable excess holdings in more than one business enterprise, attach a separate schedule for each enterprise. Refer to the instructions for each line item before making any entries.

Name and address of business enterprise

Employer identification number

Form of enterprise (corporation, partnership, trust, joint venture, sole proprietorship, etc.)

		(a) Voting stock (profits interest or beneficial interest)	(b) Value	(c) Nonvoting stock (capital interest)
1	Foundation holdings in business enterprise	1		
2	Permitted holdings in business enterprise	2		
3	Value of excess holdings in business enterprise	3		
4	Value of excess holdings disposed of within 90 days; or, other value of excess holdings not subject to section 4943 tax (attach explanation)	4		
5	Taxable excess holdings in business enterprise - line 3 minus line 4	5		
6	Tax - Enter 10% of line 5	6		
7	Total tax - Add amounts on line 6, columns (a), (b), and (c); enter total here and on Part I, line 2	7		

SCHEDULE D - Initial Taxes on Investments That Jeopardize Charitable Purpose (Section 4944)**Part I** Investments and Tax Computation

(a) Investment number	(b) Date of investment	(c) Description of investment	(d) Amount of investment	(e) Initial tax on foundation (10% of col. (d))	(f) Initial tax on foundation managers (if applicable) - (lesser of \$10,000 or 10% of col. (d))
1					
2					
3					
4					
5					
Total - column (e). Enter here and on Part I, line 3					
Total - column (f). Enter total (or prorated amount) here and in Part II, column (c), below					

Part II Summary of Tax Liability of Foundation Managers and Proration of Payments

(a) Names of foundation managers liable for tax	(b) Investment no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE E - Initial Taxes on Taxable Expenditures (Section 4945)

Part I Expenditures and Computation of Tax				
(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Name and address of recipient	(e) Description of expenditure and purposes for which made
1				
2				
3				
4				
5				
(f) Question number from Form 990-PF, Part VII-B, or Form 5227, Part VI-B, applicable to the expenditure			(g) Initial tax imposed on foundation (20% of col. (b))	(h) Initial tax imposed on foundation managers (if applicable) (lesser of \$10,000 or 5% of col. (b))
Total - column (g). Enter here and on page 1, Part I, line 4				
Total - column (h). Enter total (or prorated amount) here and in Part II, column (c), below				

Part II Summary of Tax Liability of Foundation Managers and Proration of Payments			
(a) Names of foundation managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (h), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE F - Initial Taxes on Political Expenditures (Section 4955)

Part I Expenditures and Computation of Tax					
(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Description of political expenditure	(e) Initial tax imposed on organization or foundation (10% of col. (b))	(f) Initial tax imposed on managers (if applicable) (lesser of \$5,000 or 2½% of col. (b))
1					
2					
3					
4					
5					
Total - column (e). Enter here and on Part I, line 5					
Total - column (f). Enter total (or prorated amount) here and in Part II, column (c), below					

Part II Summary of Tax Liability of Organization Managers or Foundation Managers and Proration of Payments			
(a) Names of organization managers or foundation managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE G - Tax on Excess Lobbying Expenditures (Section 4911)

1 Excess of grassroots expenditures over grassroots nontaxable amount (from Schedule C (Form 990 or 990-EZ), Part II-A, column (b), line 1h). (See the instructions before making an entry.)	1	
2 Excess of lobbying expenditures over lobbying nontaxable amount (from Schedule C (Form 990 or 990-EZ), Part II-A, column (b), line 1i). (See the instructions before making an entry.)	2	
3 Taxable lobbying expenditures - enter the larger of line 1 or line 2	3	
4 Tax - Enter 25% of line 3 here and on Part I, line 6	4	

SCHEDULE H - Taxes on Disqualifying Lobbying Expenditures (Section 4912)

Part I Expenditures and Computation of Tax					
(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Description of lobbying expenditures	(e) Tax imposed on organization (5% of col. (b))	(f) Tax imposed on organization managers (if applicable) - (5% of col. (b))
1					
2					
3					
4					
5					
Total - column (e). Enter here and on Part I, line 7					
Total - column (f). Enter total (or prorated amount) here and in Part II, column (c), below					

Part II Summary of Tax Liability of Organization Managers and Proration of Payments			
(a) Names of organization managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE I - Initial Taxes on Excess Benefit Transactions (Section 4958)

Part I Excess Benefit Transactions and Tax Computation		
(a) Transaction number	(b) Date of transaction	(c) Description of transaction
1		
2		
3		
4		
5		
(d) Amount of excess benefit	(e) Initial tax on disqualified persons (25% of col. (d))	(f) Tax on organization managers (if applicable) (lesser of \$20,000 or 10% of col. (d))

Form 4720 (2011)

SCHEDULE I - Initial Taxes on Excess Benefit Transactions (Section 4958) Continued

Part II	Summary of Tax Liability of Disqualified Persons and Proration of Payments
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Part IV Summary of Tax Liability of Disqualified Persons and Proration of Payments			
(a) Names of disqualified persons liable for tax	(b) Trans no from Part I, col (a)	(c) Tax from Part I, col (e), or prorated amount	(d) Disqualified person's total tax liability (add amounts in col (c)) (see instructions)

Part III	Summary of Tax Liability of 501(c)(3), (c)(4) & (c)(29) Organization Managers and Proration of Payments
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[illegible]**SCHEDULE J - Taxes on Being a Party to Prohibited Tax Shelter Transactions (Section 4965)**

Part I Prohibited Tax Shelter Transactions (PTST) and Tax Imposed on the Tax-Exempt Entity
(see instructions)

(a) Transaction number	(b) Transaction date	(c) Type of transaction 1 - Listed 2 - Subsequently listed 3 - Confidential 4 - Contractual protection	(d) Description of transaction		
1					
2					
3					
4					
5					
(e) Did the tax-exempt entity know or have reason to know this transaction was a PTST when it became a party to the transaction? Answer Yes or No		(f) Net income attributable to the PTST	(g) 75% of proceeds attributable to the PTST	(h) Tax imposed on the tax-exempt entity (see instructions)	
Total - column (h). Enter here and on Part I, line 9.					

Part III Tax Imposed on Entity Managers (Section 4965) *Continued*

(a) Name of entry manager	(b) Transaction number from Part I, col (a)	(c) Tax - enter \$20,000 for each transaction listed in col (b) for each manager in col (a)	(d) Manager's total tax liability (add amounts in col (c))

**SCHEDULE K - Taxes on Taxable Distributions of Sponsoring Organizations Maintaining Donor
Advised Funds (Section 4966). See the instructions.**

Part 9 Taxable Distributions and Tax Computation

(a) Item number	(b) Name of sponsoring organization and donor advised fund	(c) Description of distribution	
1			
2			
3			
4			
(d) Date of distribution	(e) Amount of distribution	(f) Tax imposed on organization (20% of col. (e))	(g) Tax on fund managers (lesser of 5% of col. (e) or \$10,000)
Total - column (f). Enter here and on Part I, line 10			

Total - column (g). Enter total (or prorated amount) here and in Part II, column (c), below

Part II		Summary of Tax Liability of Fund Managers and Proration of Payments
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(a) Name of fund managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (g) or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE L - Taxes on Prohibited Benefits Distributed From Donor Advised Funds (Section 4967).

See the instructions.

Part II Prohibited Benefits and Tax Computation

(a) Item number	(b) Date of prohibited benefit	(c) Description of benefit
1		
2		
3		
4		
5		
(d) Amount of prohibited benefit	(e) Tax on prohibited benefit (125% of col. (d)) (see instructions)	(f) Tax on fund managers (if applicable) (lesser of 10% of col. (d) or \$10,000) (see instructions)

Part III Summary of Tax Liability of Donors, Donor Advisors, Related Persons and Proration of Payments

(a) Names of donors, donor advisor, or related persons liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (e) or prorated amount	(d) Donor, donor advisor, or related persons total tax liability (add amounts in col. (c)) (see instructions)

Part III Tax Liability of Fund Managers and Proration of Payments

(a) Names of fund managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (f) or prorated amount	(d) Fund managers total tax liability (add amounts in col. (c)) (see instructions)

Form 4720 (2011)

CRAIN-MALING FOUNDATION
C/O BEATRICE G. CRAIN

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.

DIRECTOR, CHAIRPERSON,
CEO

Signature of officer or trustee

Title

Date

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor,
 or related person

Date

**Sign
 Here**

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor,
 or related person

Date

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor,
 or related person

Date

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor,
 or related person

Date

**Paid
 Preparer
 Use Only**

Print/Type preparer's name

Preparer's signature

Date

 Check ☐ if
 self-employed

PTIN

JULIE BESSENT



3/1/13

P00234390

Firm's name ▶ EVERGREEN WEALTH ADVISORS

Firm's EIN ▶ 20-8096688

 Firm's address ▶ 150 S. WACKER #410
 CHICAGO, IL 60606

Phone no. 312.419.9204

May the IRS discuss this return with the preparer shown above? (see instructions)

☒

Yes

☐

No

Form 4720 (2011)

Form **4562**Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on return**Depreciation and Amortization 990-PF**
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

2011Attachment
Sequence No **179****CRAIN-MALING FOUNDATION**
C/O BEATRICE G. CRAIN**FORM 990-PF PAGE 1****20-4310219****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	6,284.

Part III MACRS Depreciation (Do not include listed property.) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	6,284.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

116251
11-21-11 LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2011)

CRAIN-MALING FOUNDATION
C/O BEATRICE G. CRAIN

Form 4562 (2011)

20-4310219 Page **2**

Part IV **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use **25**

26 Property used more than 50% in a qualified business use:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29**

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes No	Yes No	Yes No	Yes No	Yes No	Yes No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	---	--------------------------------------

42 Amortization of costs that begins during your 2011 tax year:

(a)	(b)	(c)	(d)	(e)	(f)

43 Amortization of costs that began before your 2011 tax year **43**

44 Total. Add amounts in column (f). See the instructions for where to report **44**

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions CRAIN-MALING FOUNDATION C/O BEATRICE G. CRAIN	Employer identification number (EIN) or <input checked="" type="checkbox"/> 20-4310219
	Number, street, and room or suite no. If a P.O. box, see instructions. 505 NORTH LAKE SHORE DRIVE, NO. 1105	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60611	

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

04

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

BEATRICE CRAIN

- The books are in the care of ► **505 NORTH LAKE SHORE DRIVE #1105 - CHICAGO, IL 60611**
Telephone No. ► **312.644.1530** FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JUNE 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► ☐ calendar year _____ or
► ☒ tax year beginning **NOV 1, 2011**, and ending **OCT 31, 2012**

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

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

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

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

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