Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation: Raymond E. and Ellen F. Crane Foundation

A Employer identification number: 59-6139265

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 2097 | Room/suite:

B Telephone number (see the instructions): (386) 462-4676

City or town: Alachua | State: FL | ZIP code: 32615

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 change

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 3,729,733.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (*Part I, column (d) must be on cash basis*)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)				
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	166,638.	166,638.	166,638.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	120,563.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 1,356,975.				
	7 Capital gain net income (from Part IV, line 2)		120,563.		
	8 Net short-term capital gain			120,563.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	287,201.	287,201.	287,201.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	4,750.	4,750.	4,750.	4,750.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	2,624.	2,624.	395.	395.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,653.	2,653.	2,653.	2,653.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	22,893.	22,893.	22,893.	22,893.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	32,920.	32,920.	30,691.	30,691.
	25 Contributions, gifts, grants paid	150,000.			150,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	182,920.	32,920.	30,691.	180,691.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	104,281.			
	b **Net investment income** (if negative, enter 0)		254,281.		
	c **Adjusted net income** (if negative, enter 0)			256,510.	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	36,904.	48,014.	48,014.
	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 instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less· allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	1,827,964.	2,372,368.	2,505,292.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment. basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	1,449,469.	998,236.	1,176,427.
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	3,314,337.	3,418,618.	3,729,733.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,314,337.	3,418,618.	
	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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	3,314,337.	3,418,618.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	3,314,337.	3,418,618.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,314,337.
2	Enter amount from Part I, line 27a	2	104,281.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,418,618.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,418,618.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLICLY TRADED SECURITIES: SCHEDULE ATTACHED	P	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,356,975.		1,236,412.	120,563.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	120,563.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	120,563.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	120,563.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	189,391.	3,528,638.	0.053673
2010	173,175.	3,296,999.	0.052525
2009	120,989.	2,843,482.	0.042550
2008	199,194.	3,566,154.	0.055857
2007	202,221.	4,279,401.	0.047255

2	**Total** of line 1, column (d)	2	0.251860
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	0.050372
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,703,194.
5	Multiply line 4 by line 3	5	186,537.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,543.
7	Add lines 5 and 6	7	189,080.
8	Enter qualifying distributions from Part XII, line 4	8	180,691.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b	1	5,086.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	5,086.
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	5,086.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6 a		
b	Exempt foreign organizations – tax withheld at source — 6 b		
c	Tax paid with application for extension of time to file (Form 8868) — 6 c		
d	Backup withholding erroneously withheld — 6 d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	117.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	5,203.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	0.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► Refunded ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► FL - Florida			
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*	8 b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	
	Website address ► N/A			

14 The books are in care of ► John D. Zuidema, Jr., Executive Secretary Telephone no ► (386) 462-4676
Located at ► 10317 NW 270th Ave. Alachua FL ZIP + 4 ► 32615-3520

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 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	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
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
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 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 instructions)		2 b		X
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__				
3 a	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 2012 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 2012)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2012?		4 b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	
Organizations relying on a current notice regarding disaster assistance check here	► ☐		
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Elizabeth Crane Swent 27 Riverside Drive Greenville SC 29605	Trustee 1.00	0.	0.	0.
Aldrich Boss 5400 Brookeway Drive Bethesda MD 20816	Trustee 2.00	0.	0.	0.
Arlette Crane Dumke 102 Braden Court Durham NC 27713	Trustee 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		4,750.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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 makes annual charitable contributions to qualified organizations as determined by the board of trustees at each annual trustees meeting.	150,000.
2 In 2012 the foundation made donations to 62 qualified organizations totallying $150,000.00. See schedule attached.	150,000.
3 No individual organization receives charitable contributions exceeding $5,000. in any calendar year. Exceptions must be approved by the board of trustees and cannot exceed $10,000.	0.
4 Total expenses related to direct charitable activities listed in items 1,2 and 3 above	32,920.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Not applicable	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	None

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	3,759,588.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,759,588.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,759,588.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	56,394.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,703,194.
6	**Minimum investment return.** Enter 5% of line 5	6	185,160.

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	185,160.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,086.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,086.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	180,074.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	180,074.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	180,074.

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	180,691.
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	180,691.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	180,691.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				180,074.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2012				
a From 2007 — 0.				
b From 2008 — 8,182.				
c From 2009 — 0.				
d From 2010 — 9,989.				
e From 2011 — 15,484.				
f **Total** of lines 3a through e	33,655.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 180,691.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				180,074.
e Remaining amount distributed out of corpus	617.			
5 Excess distributions carryover applied to 2012 *(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	34,272.			
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				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	34,272.			
10 Analysis of line 9.				
a Excess from 2008 — 8,182.				
b Excess from 2009 — 0.				
c Excess from 2010 — 9,989.				
d Excess from 2011 — 15,484.				
e Excess from 2012 — 617.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities 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 XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

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 or e-mail 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 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
a *Paid during the year*				
SEE SCHEDULE ATTACHED SEE SCHEDULE ATTACHED	NONE	SEE SCH	CHARITY, EDUCTATION ENVIRONMENT, CULTURE MEDICINE, RELIGION	150,000.
Total			► 3a	150,000.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) 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	900001	166,638.	14		
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	120,563.	
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)		166,638.		120,563.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 287,201.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
NA	NOT APPLICABLE

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2 a 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

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

John D. Zuidema Jr. | 08/28/13 | Executive Secretary

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self employed	PTIN
JOHN D. ZUIDEMA, JR.	JOHN D. ZUIDEMA, JR.	08/28/13		P01408247
Firm's name ► JOHN D. ZUIDEMA, JR.			Firm's EIN ► 59-3030043	
Firm's address ► 10317 NW 270th AVE				
ALACHUA FL 32615			Phone no (386) 462-4676	

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2012

Name	Employer Identification Number
Raymond E. and Ellen F. Crane Foundation	59-6139265

Asset Information:

Description of Property	PUBLICLY TRADED SECURITIES: MORGAN STANLEY 815-106135. SCHEDULE ATTACHED		
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	PUBLICLY TRADED
Sales Price	64,000.	Cost or other basis (do not reduce by depreciation)	64,862.
Sales Expense		Valuation Method	Fair Market Value
Total Gain (Loss)	-862.	Accumulation Depreciation	
Description of Property	PUBLICLY TRADED SECURITIES: MERRILL LYNCH 852-02095. SCHEDULE ATTACHED		
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	PUBLICLY TRADED
Sales Price	173,730.	Cost or other basis (do not reduce by depreciation)	148,437.
Sales Expense		Valuation Method	Fair Market Value
Total Gain (Loss)	25,293.	Accumulation Depreciation	
Description of Property	PUBLICLY TRADED SECURITIES: MERRILL LYNCH 852-07914. SCHEDULE ATTACHED		
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	PUBLICLY TRADED
Sales Price	1,119,245.	Cost or other basis (do not reduce by depreciation)	1,023,113.
Sales Expense		Valuation Method	
Total Gain (Loss)	96,132.	Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold.		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold:		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold.		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Income Taxes	395.	395.	395.	395.
Excise Tax	2,229.	2,229.		
Total	2,624.	2,624.	395.	395.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Office Expense	110.	110.	110.	110.
Management Fees	22,783.	22,783.	22,783.	22,783.
Total	22,893.	22,893.	22,893.	22,893.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] David Radford Crane 273 Water Street, Apt. 2 New York NY 10038	Trustee 1.00	0.	0.	0.
Person [X] Business [ ] John D. Zuidema, Jr. 10317 NW 270th Ave. Alachua FL 32615	Exec.Sec. 4.00	4,750.	0.	0.
Total		4,750.	0.	0.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
John D. Zuidema, Jr.	Accounting	4,750.	4,750.	4,750.	4,750.
Total		4,750.	4,750.	4,750.	4,750.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Common Stock and Options	2,057,245.	2,184,467.
Preferred Stock	315,123.	320,825.
Total	2,372,368.	2,505,292.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
I-Shares and SPDR Exchange Traded Funds	998,236.	1,176,427.
Total	998,236.	1,176,427.

PAGE 1, PART I, LINE 4.

THE RAYMOND E. AND ELLEN F. CRANE FOUNDATION
INCOME SUMMARY
FOR THE YEAR ENDED DECEMBER 31, 2012

MORGAN STANLEY ACCOUNT (587-06187	
INTEREST	
INSURED DEPOSITS AND CORPORATE BONDS	1,238
DIVIDENDS	
COMMON, PREFERRED STOCKS AND BOND FUNDS	25,459
CAPITAL GAIN DISTRIBUTIONS	827
NON DIVIDEND DISTRIBUTIONS	2,100
TOTAL INCOME (SB 587-06187)	29,624
MORGAN STANLEY ACCOUNT (815-106135)	
INTEREST	
INSURED DEPOSITS AND CORPORATE BONDS	1,592
DIVIDENDS	
COMMON, PREFERRED STOCKS AND BOND FUNDS	65,959
CAPITAL GAIN DISTRIBUTIONS	2,857
NON DIVIDEND DISTRIBUTIONS	2,524
TOTAL INCOME (SB 587-06187)	72,932
VANGUARD STOCK INDEX FUNDS	
DIVIDENDS	
STOCK INDEX FUNDS	413
TOTAL INCOME (VANGUARD)	413
MERRILL LYNCH ACCOUNT (852-02095)	
INTEREST	
INSURED DEPOSITS	7
DIVIDENDS	
ISHARES, SPDRs AND ETFs	22,099
TOTAL INCOME (ML 852-02095)	22,106
MERRILL LYNCH ACCOUNT (852-07914)	
INTEREST	
INSURED DEPOSITS	43
DIVIDENDS	
COMMON STOCKS	41,520
TOTAL INCOME (ML 852-07914)	41,563
TOTAL FOUNDATION INCOME	$ 166,638

PAGE 2, PART II, BALANCE SHEETS:

THE RAYMOND E. AND ELLEN F. CRANE FOUNDATION
STATEMENT OF ASSETS, LIABILITIES AND FUND BALANCE
COMBINED
(MODIFIED CASH BASIS)
DECEMBER 31, 2011 and 2012

	2011	2012
ASSETS		
Cash,Money Funds,Insured Deposits	$ 36,904	48,014
Common Stock and Options	1,513,102	2,057,245
Preferred Stock	314,862	315,123
Stock Index Funds	278,881	
Exchange Traded Funds	1,170,588	998,236
TOTAL ASSETS	$ 3,314,337	$ 3,418,618

LIABILITIES AND FUND BALANCE	2011	2012
LIABILITIES		$
FUND BALANCE	3,314,337	3,418,618
TOTAL LIABILITIES AND FUND BALANCE	3,314,337	$ 3,418,618

PAGE 2, PART II, BALANCE SHEETS, CONTINUED:

THE RAYMOND E. AND ELLEN F. CRANE FOUNDATION
SCHEDULE OF ASSETS (BY ACCOUNT)
DECEMBER 31, 2010 and 2011

	2011	2012
ASSETS		
Smith Barney Account (587-02008)		
Cash and Money Funds	$ (3,236)	$ 10,110
Common Stocks	474,720	960,647
Preferred Stocks	314,862	315,123
Exchange Traded Funds	220,593	
Totals	1,006,939	1,285,880
Vanguard Investment Accounts		
Prime Money Market Fund	5,683	
Emerging Markets Stock Index d	59,306	
European Stock Index Fund	73,509	
Mid-Cap Stock Index Fund	25,028	
REIT Stock Index Fund	23,598	
Small Cap Stock Index Fund	47,495	
Vanguard 500 Stock Index Fund	49,945	
Totals	284,564	
Merrill Lynch Account (852-02095)		
Cash and Money Funds	10,386	18,456
IShares and SPDR ETFs	949,995	998,236
Totals	960,381	1,016,692
Merrill Lynch Account (852-07914)		
Cash and Money Funds	24,071	19,448
Common Stocks and Options	1,038,382	1,096,598
SPDRs		
Totals	1,062,453	1,116,046
TOTAL ASSETS	$ 3,314,337	$ 3,418,618

PAGE 3, PART IV.
CAPITAL GAINS AND (LOSSES) FOR TAX ON INVESTMENT INCOME:

THE RAYMOND E. AND ELLEN F. CRANE FOUNDATION
SCHEDULE OF GAIN (LOSS) ON SALE OF CORPUS ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2012

MORGAN STANLEY (815-106135)

SECURITIES	DATE ACQUIRED SOLD	AMOUNT	SALES PRICE	COST	GAIN (LOSS)
LONG TERM GAIN (LOSS)					
JP MORGAN CHASE	04/30/10 07/12/12	0560sh	14,000	14,862	(862)
SUNTRUST CAPITAL	02/26/08 07/11/12	0050M	50,000	50,000	
TOTAL LONG TERM GAIN (LOSS)			64,000	64,862	(862)

MERRILL LYNCH MANAGED ACCOUNT (852-02095)

SECURITIES	DATE ACQUIRED SOLD	AMOUNT	SALES PRICE	COST	GAIN (LOSS)
LONG TERM GAIN (LOSS)					
IShares MSCI EAFE Index	03/01/10 01/03/12	0744sh	37,858	39,432	(1,574)
Vanguard Financials ETF	03/01/10 04/04/12	0332sh	10,829	9,914	915
Vanguard Information	03/01/10 04/04/12	0223sh	16,369	11,905	4,464
Health Care Select SPDR	03/01/10 04/04/12	0026sh	975	825	150
Consumer Discretionary	03/01/10 04/04/12	0145sh	6,453	4,489	1,964
Sector SPDR Industrial	03/01/10 04/04/12	0051sh	1,890	1,488	402

Vanguard Telecomm Services	03/01/10 07/11/12	0047sh	3,253	2,499	754
Health Care Select SPDR	03/01/10 07/11/12	0141sh	5,305	4,474	831
Sector SPDR Consumers STPL	03/01/10 07/11/12	0193sh	6,746	5,238	1,508
Sector SPDR Utilities	03/01/10 07/11/12	0148sh	5,468	4,379	1,089
I-Shares MSCI EAFE Index	03/01/10 08/21/12	0089sh	4,708	4,717	(9)
Vanguard Financial ETF	03/01/10 08/21/12	0055sh	1,782	1,642	140
Vanguard Information	03/01/10 08/21/12	0122sh	8,980	6,513	2,467
Vanguard MSCI Emerging	04/20/11 08/21/12	0031sh	1,292	1,553	(261)
Materials Select Sector	03/01/10 08/21/12	0014sh	512	446	66
Consumer Discretionary	03/01/10 08/21/12	0035sh	1,591	1,084	507
Sector SPDR Energy	03/01/10 08/21/12	0088sh	6,419	4,988	1,431
Sector SPDR Industrial	03/01/10 08/21/12	0173sh	6,464	5,048	1,416
Vanguard Financials ETF	03/01/10 10/01/12	0068sh	2,241	2,031	210
Vanguard Telecomm Services	03/01/10 10/01/12	0016sh	1,205	851	354
Vanguard MSCI Emerging	04/20/11 10/01/12	0008sh	338	401	(63)
Materials Select Sector	03/01/10 10/01/12	0012sh	445	382	63
Health Care Select SPDR	03/01/10 10/01/12	0094sh	3,803	2,983	820

Consumer Discretionary	03/01/10 10/01/12	0079sh	3,706	2,446	1,260
Sector SPDR Energy	03/01/10 10/01/12	0028sh	2,078	1,587	491
I-Shares MSCI EAFE Index	03/01/10 12/21/12	0133sh	7,506	7,049	457
Vanguard MSCI Emerging	04/20/11 12/21/12	0031sh	1,344	1,553	(209)
Consumer Discretionary	03/01/10 12/21/12	0011sh	519	340	179
Sector SPDR Industrial	03/01/10 12/21/12	0623sh	23,651	18,179	5,472
TOTAL LONG TERM CAPITAL GAIN (LOSS)			173,730	148,436	25,294

MERRILL LYNCH MANAGED ACCOUNT (852-07914)

SECURITIES	DATE ACQUIRED SOLD	AMOUNT	SALES PRICE	COST	GAIN (LOSS)
SHORT TERM GAIN (LOSS)					
AT&T Inc. Call	11/08/11 01/23/12	1100sh	220		220
McDonalds Corp. Call	08/23/11 01/20/12	0200sh	374	1,290	(916)
Kimberly Clark Call	10/20/11 01/23/12	0600sh	627		627
Southern Co. Call	11/16/11 01/20/12	0700sh	326	147	179
Microsoft Call	11/03/11 01/20/12	0800sh	200	407	(207)
United Parcel Svc. Call	11/15/11 01/20/12	0600sh	486	306	180
Digital Realty Call	12/07/11 12/23/12	0400sh	200.00		200

Paychex Inc. Call	11/15/11 01/10/12	1200sh	540	660	(120)
Coca Cola Co. Call	11/15/11 01/23/12	0600sh	184		184
Intel Corp. Call	10/20/11 01/20/12	1400sh	701	483	218
Merck & Co. Inc. Call	08/26/11 01/20/12	0600sh	228	1,940	(1,712)
Emerson Electric Call	11/02/11 01/23/12	0900sh	450		450
Chevron Corp.	11/17/11 01/23/12	0400sh	216		216
Paychex, Inc.	03/07/11 01/11/12	0100sh	3,097	3,273	(177)
Paychex, Inc.	09/21/11 01/11/12	0100sh	3,097	2,693	404
Time Warner Inc. Call	01/11/12 02/21/12	0100sh	315		315
Raytheon Co. Call	12/07/11 02/17/12	0800sh	480	586	(106)
Prudential Fin. Call	01/12/12 02/17/12	0700sh	704	2,524	(1,820)
Phillip Morris Call	01/11/12 02/17/12	0300sh	153	504	(351)
American Electric Call	11/02/11 02/21/12	0800sh	320		320
Abbott Labs Call	02/07/11 02/21/12	0800sh	352		352
Glaxo Smith Kline Call	11/02/11 02/21/12	0800sh	320		320
Verizon	01/11/12 03/19/12	1200sh	312		312
Spectra Energy Call	11/08/11 03/16/12	1600sh	1,360	1,840	(480)

Kraft Foods Call	01/11/12 03/19/12	0900sh	180		180
American Electric	05/24/11 03/01/12	0800sh	30,202	31,061	(859)
RPM Intl.Inc.	05/13/11 03/01/12	1300sh	30,929	30,179	750
United Parcel Svc.	09/21/11 03/20/12	0100sh	8,036	6,554	1,482
Merck & Co. Inc. Call	02/17/12 04/23/12	0600sh	210		210
Altria Group Inc. Call	03/19/12 04/12/12	0100sh	16	43	(27)
Southern Company Call	03/07/12 04/23/12	0700sh	98		98
Digital Realty Call	03/02/12 04/23/12	0600sh	270		270
Prudential Fin. Call	03/02/12 04/12/12	0100sh	79	8	71
Prudential Fin. Call	03/02/12 04/23/12	0600sh	474		474
Raytheon Co. Call	03/13/12 04/12/12	0100sh	60	38	22
Intel Corp. Call	02/17/12 04/12/12	0200sh	60	48	12
Coca-Cola Call	03/09/12 04/12/12	0100sh	33	98	(65)
McDonalds Corp. Call	03/07/12 04/23/12	0500sh	230		230
Time Warner Inc. Call	03/02/12 04/12/12	0100sh	29	3	26
Time Warner Inc. Call	03/02/12 04/23/12	0600sh	174		174
Microsoft Corp. Call	02/17/12 04/12/12	0200sh	86	10	76

Microsoft Corp. Call	02/17/12 04/23/12	1500sh	645		645
Abbott Labs. Call	03/02/12 04/10/12	0800sh	112	720	(608)
Toronto Dominion Call	01/12/12 03/30/12	0400sh	267	1,073	(806)
Intel Corp.	05/27/11 04/12/12	0200sh	5,695	4,448	1,247
Prudential Fin.	06/27/11 04/12/12	0100sh	6,107	6,074	33
RPM Intl.Inc.	05/13/11 04/12/12	0100sh	2,612	2,321	291
Spectra Energy Corp	06/08/11 04/12/12	0100sh	3,045	2,690	355
Time Warner Inc.	09/21/11 04/12/12	0100sh	3,611	3,090	521
United Parcel Svc.	09/21/11 04/12/12	0100sh	7,950	6,554	1,396
Nextera Energy Inc. Call	03/09/12 05/29/12	0600sh	270	1,860	(1,590)
Altria Group Inc. Call	03/09/12 05/29/12	0700sh	112	280	(168)
Ventas Inc. Call	01/12/12 05/21/12	0800sh	585		585
Raytheon Co. Call	03/13/12 05/21/12	0700sh	422		422
Intel Corp. Call	02/17/12 05/21/12	1600sh	480		480
Abbott Labs. Call	04/10/12 05/21/12	0800sh	328		328
Paccar Inc. Call	03/09/12 05/21/12	0600sh	930		930
Glaxo Smith Kline Call	03/13/12 05/21/12	0800sh	360		360

Ventas, Inc.	06/07/12				
Call	06/19/12	0800sh	480	1,760	(1,280)
Nextera Energy Inc.	05/29/12				
Call	06/11/12	0600sh	1,860	2,874	(1,014)
Altria Group Inc.	05/29/12				
Call	06/11/12	0700sh	140	336	(196)
Time Warner Inc.	05/09/12				
Call	06/18/12	0600sh	240		240
Digital Realty	05/09/12				
Call	06/18/12	0600sh	598		598
Prudential Fin.	05/09/12				
Call	06/18/12	0600sh	432		432
Phillip Morris Intl.	03/13/12				
Call	06/18/12	0300sh	208		208
Merck & Co. Inc.	05/09/12				
Call	06/25/12	0600sh	157	348	(191)
Altria Group Inc.	06/11/12				
Call	06/18/12	0700sh	280	643	(363)
Nextera Energy Inc.	06/11/12				
Call	06/18/12	0600sh	1,872	2,340	(468)
Raytheon Co.	06/06/12				
Call	06/19/12	0700sh	136	851	(715)
Emerson Elec. Co.	03/13/12				
Call	06/18/12	0700sh	490		490
Chevron Corp.	03/07/12				
Call	06/18/12	0400sh	308		308
Merck & Co. Inc.	06/25/12				
Call	07/12/12	0600sh	300	1,368	(1,068)
Paccar Inc.	06/07/12				
Call	07/23/12	0800sh	373		373
Coca-Cola Co.	06/12/12				
Call	07/11/12	0600sh	216	552	(336)
Verizon Comm. Co.	06/06/12				
Call	07/11/12	1200sh	240	1,668	(1,428)

United Parcel Svc. Call	05/09/12 07/23/12	0400sh	285		285
Microsoft Corp.	05/09/12 07/11/12	1500sh	510	30	480
Toronto Dominion Call	03/30/12 07/23/12	0400sh	286		286
Coca-Cola Co. Call	07/11/12 08/18/12	1200sh	245		245
Time Warner Inc. Call	06/19/12 08/14/12	0600sh	330	2,190	(1,860)
Sempra Energy Call	06/19/12 08/18/12	0600sh	135		135
Merck & Co. Inc. Call	07/12/12 08/14/12	0600sh	894	1,425	(531)
Digital Realty Call	06/19/12 08/18/12	0600sh	366		366
Chevron Corp. Call	06/19/12 08/13/12	0400sh	280	1,360	(1,080)
Verizon Comm. Co. Call	07/11/12 08/18/12	1200sh	420		420
AT&T Inc.	06/06/12 08/14/12	1000sh	220	1,350	(1,130)
Microsoft Corp. Call	07/11/12 08/13/12	1500sh	345	45	300
Intel Corp. Call	06/07/12 08/13/12	1600sh	272	16	256
Abbott Labs Call	08/17/12 08/21/12	0100sh	94	89	5
Nextera Energy Inc. Call	06/18/12 08/21/12	0100sh	205	165	40
Ventas Inc. Call	06/19/12 08/18/12	0800sh	280		280
Raytheon Co. Call	06/19/12 08/18/12	0700sh	213		213

McDonalds Corp. Call	06/12/12 08/17/12	0500sh	165	20	145
Abbott Labs Call	06/12/12 08/17/12	0800sh	265	697	(432)
Glaxo Smith Kline Call	06/12/12 08/18/12	0800sh	416		416
Sempra Energy	03/01/12 08/21/12	0100sh	6,863	5,952	911
Paccar Inc. Call	08/14/12 09/22/12	0800sh	336		336
AT&T, Inc. Call	08/14/12 09/21/12	1000sh	360	359	1
Phillip Morris Call	06/18/12 09/22/12	0300sh	300		300
Nextera Energy Inc. Call	06/12/12 09/21/12	0500sh	1,025	550	475
Altria Group Inc. Call	06/18/12 09/22/12	0700sh	308		308
Spectra Energy Call	06/12/12 09/22/12	1500sh	450		450
Kraft Foods Group Call	06/06/12 09/06/12	0900sh	162	1,332	(1,170)
Mondelez Intl. Inc. Call	06/06/12 10/03/12	0900sh	657	892	(235)
Kimberly Clark Inc. Call	08/14/12 10/20/12	0600sh	150		150
Raytheon Co. Call	09/06/12 10/04/12	0600sh	370	66	304
RPM Intl. Inc. Call	08/14/12 10/04/12	0900sh	135	90	45
Microsoft Corp. Call	08/13/12 10/20/12	1500sh	506		506
Intel Corp. Call	08/13/12 10/20/12	1600sh	592		592

Time Warner Inc. Call	10/11/12 11/17/12	0500sh	215		215
Prudential Fin. Call	10/10/12 11/01/12	0600sh	360	366	(6)
Coca-Cola Co. Call	09/06/12 11/17/12	1200sh	742		742
McDonalds Corp. Call	10/10/12 11/05/12	0500sh	105	20	85
Intel Corp. Call	11/05/12 12/29/12	2000sh	500	40	460
Merck & Co. Inc. Call	10/11/12 11/01/12	0100sh	25	26	(1)
Paccar Inc. Call	10/11/12 11/17/12	0900sh	315		315
Glaxo Smith Kline Call	09/06/12 11/17/12	0800sh	260		260
Abbott Labs Call	08/17/12 11/17/12	0700sh	658		658
General Electric Call	10/10/12 11/05/12	1400sh	261	42	219
AT&T, Inc. Call	10/10/12 11/05/12	1000sh	160	30	130
Merck & Co. Inc.	09/14/12 11/01/12	0100sh	4,594	4,376	218
Prudential Fin.	10/05/12 11/01/12	0200sh	11,507	11,271	236
Southern Co.	03/21/12 11/20/12	0100sh	4,237	4,400	(163)
United Parcel Svc.	08/21/12 11/01/12	0100sh	7,377	7,683	(306)
Verizon Comm. Co. Call	10/11/12 11/30/12	0010sh	340	21	319
Coca-Cola Co. Call	11/29/12 12/12/12	1200sh	420	301	119

Spectra Energy Co. Call	10/11/12 12/22/12	4600sh	320		320
Chevron Corp. Call	11/29/12 12/22/12	0400sh	140		140
Coca-Cola Co.	03/21/12 12/12/12	0200sh	7,562	7,094	468
Coca-Cola Co.	05/25/12 12/12/12	1000sh	37,808	37,593	215
Digital Realty	11/01/12 12/12/12	0100sh	6,558	6,038	520
Eaton Corp.	10/04/12 12/03/12	0700sh	36,334	32,682	3,652
Eaton Corp.	11/01/12 12/03/12	0200sh	10,381	9,898	483
JP Morgan Chase	11/01/12 12/24/12	0700sh	30,272	29,941	331
JP Morgan Chase	11/26/12 12/24/12	0100sh	4,325	4,050	275
TOTAL SHORT TERM GAIN (LOSS)			312,505	299,045	13,459

LONG TERM GAIN (LOSS)

Paychex, Inc.	07/27/10 01/11/12	0500sh	15,483	13,558	1,925
Paychex, Inc.	12/20/10 01/11/12	0500sh	15,483	15,339	144
Emerson Electric	09/20/11 02/22/12	0200sh	10,387	10,351	36
Raytheon Co.	01/21/11 02/21/12	0200sh	9,920	10,309	(389)
Altria Group	07/27/10 04/12/12	0100sh	3,132	2,208	924
Coca Cola Co.	01/24/12 04/12/12	0100sh	7,211	6,283	928

Kimberly Clark	04/28/10 04/23/12	0100sh	7,525	6,111	1,414
Kimberly Clark	06/30/10 04/23/12	0100sh	7,525	6,125	1,400
Kimberly Clark	07/27/10 04/23/12	0300sh	22,574	19,478	3,096
Kimberly Clark	03/07/11 04/23/12	0100sh	7,525	6,422	1,103
Microsoft Corp.	07/27/10 04/12/12	0100sh	3,098	2,612	486
Microsoft Corp.	01/24/11 04/12/12	0100sh	3,098	2,852	246
Raytheon Co.	01/24/11 04/12/12	0100sh	5,290	5,155	135
AT&T, Inc.	07/27/10 05/21/12	0400sh	12,918	10,475	2,443
AT&T, Inc.	10/18/10 05/21/12	0500sh	16,148	14,293	1,855
AT&T, Inc.	01/24/11 05/21/12	0100sh	3,230	2,847	383
AT&T, Inc.	03/07/11 05/21/12	0100sh	3,230	2,793	437
Coca-Cola Co.	01/24/11 05/21/12	0400sh	29,131	25,134	3,997
Coca-Cola Co.	03/07/11 05/21/12	0100sh	7,283	6,547	736
Abbott Labs	05/23/11 08/21/12	0100sh	6,587	5,298	1,289
BCE Inc.	07/27/10 08/21/12	0100sh	4,539	3,088	1,451
Nextera Energy Inc.	03/07/11 08/21/12	0100sh	6,886	5,476	1,410
Raytheon Co.	01/24/11 08/21/12	0100sh	5,661	5,155	506

Ventas Inc.	04/28/10 08/21/12	0100sh	6,415	4,769	1,646
Verizon Comm. Co.	10/18/10 08/21/12	0100sh	4,334	3,265	1,069
Chevron Corp.	01/24/11 09/24/12	0400sh	46,503	37,694	8,809
Emerson Electric	09/20/10 09/24/12	0500sh	25,362	25,879	(517)
Emerson Electric	09/21/11 09/24/12	0200sh	10,145	9,002	1,143
Merck & Co. Inc.	05/27/11 09/13/12	0600sh	26,950	21,701	5,249
McDonalds Corp.	06/08/11 09/24/12	0200sh	18,050	16,219	1,831
McDonalds Corp.	09/21/11 09/24/12	0300sh	27,074	26,672	402
Prudential Fin.	06/27/11 09/24/12	0400sh	22,220	24,295	(2,075)
Prudential Fin.	09/21/11 09/24/12	0200sh	11,110	9,632	1,478
Time Warner Inc.	09/21/11 09/24/12	0600sh	26,189	18,537	7,652
Toronto Dominion	04/04/11 09/24/11	0400sh	33,239	35,549	(2,310)
Prudential Fin.	06/27/11 09/24/12	0400sh	22,220	24,295	(2,075)
Toronto Dominion	04/04/11 09/24/12	0400sh	33,239	35,549	(2,310)
Kraft Foods Group	05/23/11 10/09/12	0001sh	47	37	10
Mondelez Intl. Inc.	05/23/11 10/03/12	0900sh	24,989	20,417	4,572
Raytheon	01/24/11 10/04/12	0400sh	22,088	20,618	1,470

Raytheon	09/21/11 10/04/12	0200sh	11,044	8,148	2,896
RPM Intl. Inc.	05/13/11 10/04/12	0500sh	13,416	11,607	1,809
RPM Intl. Inc.	09/21/11 10/04/12	0400sh	10,733	7,424	3,309
Verizon Comm. Co.	10/18/10 10/05/12	1000sh	46,229	32,648	13,581
Verizon Comm. Co.	03/07/11 10/05/12	1000sh	4,623	3,616	1,007
Prudential Fin.	07/08/11 11/01/12	0400sh	23,013	24,617	(1,604)
Southern Co.	05/23/11 11/20/12	0700sh	29,662	28,182	1,480
United Parcel Svc.	09/21/11 11/01/12	0400sh	29,510	26,216	3,294
Xcel Energy Inc.	04/28/10 11/01/12	0100sh	2,816	2,153	663
Digital Realty	05/13/11 12/12/12	0400sh	26,231	24,058	2,173
Glaxo Smith Kline	09/21/11 12/12/12	0800sh	35,425	33,360	2,065
TOTAL LONG TERM GAIN (LOSS)			806,740	724,068	82,672

TOTAL FOUNDATION SHORT TERM GAIN (LOSS)	13,459
TOTAL FOUNDATION LONG TERM GAIN (LOSS)	107,104
TOTAL 2012 FOUNDATION CAPITAL GAIN (LOSS)	120,563

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The Raymond E. and Ellen F. Crane Foundation
Average Fair Market Value of Assets
For the 12 months ended December 31, 2012

Average Fair Market Value of Foundation Assets

Month	SB 587-06187/ 815-106135	Vanguard	ML 852-02095	ML: 852-07914	Total
Jan 2011	1,064,966	265,891	1,071,280	1,176,926	3,579,063
Feb	1,187,842	176,300	1,115,188	1,195,653	3,674,983
Mar	1,179,595	177,415	1,141,382	1,223,264	3,721,656
Apr-	1,219,375	175,447	1,180,097	1,189,664	3,764,583
May	1,289,212	89,087	1,102,791	1,139,786	3,620,876
Jun	1,320,011	93,517	1,149,845	1,190,981	3,754,354
Jul	1,360,891	94,075	1,159,648	1,208,544	3,823,158
Aug	1,468,200		1,154,950	1,173,119	3,796,269
Sep	1,532,316		1,179,874	1,184,282	3,896,472
Oct	1,545,006		1,167,821	1,160,012	3,872,839
Nov	1,532,783		1,179,052	1,153,799	3,865,634
Dec	1,384,322		1,194,883	1,165,969	3,745,174
Totals	16,084,519	1,071,732	13,796,811	14,161,999	45,115,061
Average	1,340,376	89,311	1,149,734	1,180,166	3,759,588

PAGE 11, PART XV, LINA 3a, 2008 DONATIONS PAID

THE RAYMOND E. AND ELLEN F. CRANE FOUNDATION
Form 990PF Schedules 59-6139265
For the year ended December 31, 2012

Donee	2012
All Saints Church	2,000.
Aloha Performing Arts Company	2,000.
American Red Cross Greater Carolinas Chapter	4,000.
American Scandinavian Foundation Finnish Fund	5,000.
Appalachian Community Fund	2,000.
Ascension Lutheran Church	5,000.
Ashville School Cody Fund	2,000.
Behind The Book	3,500.
Brooklyn Greenway Initiative	2,750.
Cape Fear Habitat for Humanity	1,000.
Cape Fear River Watch	3,000.
Cashiers-Highlands Humane Society	2,000.
Center For Developmental Services	1,000.
Chamber Music Society of Wilmington	750.
Christ Church Episcopal School	3,000.
Christ Church Episcopal School-Performing Arts Center	2,000.
Christ Church Windows to Discipleship Campaign	3,000.
Church of the Incarnation	2,000.
Donkey Mill	5,000.

E3 Partners	2,500.
Elderhaus	1,000.
Family Support Services of Hawaii	2,000.
First Baptist Church of Alachua	10,000.
First Baptist Church of Pelham, AL	1,000.
Florida Baptist Children's Homes	1,500.
Foundation for Villa Vizcaya, Inc.	2,000.
Good Shepherd Services	2,250.
Greenville Area Interfaith Hospitality Network	1,000.
Haven Hospice	2,500.
Highlands Fire and Rescue	3,000.
Holualoa Elementary School	5,000.
Homes For The Homeless	1,000.
Hospice of Charlotte	2,000.
Hospice of Kona	2,000.
Humane Society of Charlotte	5,000.
Kanuga Conferences, Inc. Camp Bob	2,000.
NC Costal Federation/STAN	2,500.
NC Coastal Land Trust	4,250.
New Horizons Fellowship	5,000.
Oak Mountain Independent Church	500.
Oldfields School	1,000.
One-In-Christ	2,500.
Parents Television Council	1,000.

Pyle Education Foundation	1,000.
Ronald McDonald House	1,000.
Room to Grow	500.
Rotary International	2,000.
Saint Dunstan's Episcopal Church	5,000.
Save A Life of Shelby County	500.
Team River Runner	2,000.
The American Cancer Society Run For Hope	5,000.
The Food Basket	2,500.
The Fresh Air Fund	2,250.
The Humane Society of Hawaii	2,000.
The Nature Consevancy of Hawaii	2,000.
UF Foundation - CALS Deans Circle	2,000.
Urban Hope (Staten Island Hurricane Relief)	4,000.
West Hawaii Veterans Cemetery Development and Expansion Association	1,500.
WHQR Public Radio	1,000.
Wildlife Conservation Society NY Aquarium Hurricane Recovery	750.
Wilmington Concert Association	750.
Wilmington Symphony Orchestra Endowment Fund	750.
Total 2012 Donations	$ 150,000.