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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012







Name of foundation The Cleo L Craig Foundation		A Employer identification number 73-1519557	
Number and street (or P O box number if mail is not delivered to street address) P O Box 1213		B Telephone number (see instructions) (405) 275-3266	
City or town, state, and ZIP code Shawnee, OK 74802		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,583,848		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	326	326		
	4 Dividends and interest from securities.	130,938	130,938		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	39,209			
	b Gross sales price for all assets on line 6a _____ 1,729,827				
	7 Capital gain net income (from Part IV , line 2)		39,209		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	835			
	12 Total. Add lines 1 through 11	171,308	170,473		
	13 Compensation of officers, directors, trustees, etc	24,000	6,000		18,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,095	774		2,321
	c Other professional fees (attach schedule)				
	17 Interest	16	16		12
	18 Taxes (attach schedule) (see instructions)	2,329	226		7
	19 Depreciation (attach schedule) and depletion	4,523	4,523		
	20 Occupancy	2,693	673		2,020
	21 Travel, conferences, and meetings	49	12		37
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,013	3,663		2,350
	24 Total operating and administrative expenses. Add lines 13 through 23	42,718	15,887		24,747
	25 Contributions, gifts, grants paid	124,970			124,970
	26 Total expenses and disbursements. Add lines 24 and 25	167,688	15,887		149,717
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,620			
	b Net investment income (if negative, enter -0-)		154,586		
	c Adjusted net income (if negative, enter -0-)				

Part II



Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	1,408,068	434,121
	3	Accounts receivable ▶ <u>423</u>		
		Less allowance for doubtful accounts ▶ _____	2,176	423
	4	Pledges receivable ▶ _____		
		Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____		
		Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)	35,567 	55,573
	b	Investments—corporate stock (attach schedule)	1,042,907 	1,944,741
	c	Investments—corporate bonds (attach schedule).	595,321 	608,095
	11	Investments—land, buildings, and equipment basis ▶ <u>46,112</u>		
		Less accumulated depreciation (attach schedule) ▶ <u>15,133</u>	32,110 	30,979
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	146,231 	199,591
	14	Land, buildings, and equipment basis ▶ <u>141,227</u>		
		Less accumulated depreciation (attach schedule) ▶ <u>48,296</u>	96,323 	92,931
	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,358,703	3,366,454
Liabilities	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)		0
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		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	3,358,703	3,366,454
	30	Total net assets or fund balances (see page 17 of the instructions)	3,358,703	3,366,454
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,358,703	3,366,454

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	3,358,703
2	Enter amount from Part I, line 27a	2	3,620
3	Other increases not included in line 2 (itemize) ▶ 	3	4,619
4	Add lines 1, 2, and 3	4	3,366,942
5	Decreases not included in line 2 (itemize) ▶ 	5	488
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,366,454

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a				
b Capital Gain Dividends				
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			757
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
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	39,209
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	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries




(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	156,621	3,277,888	0 04778
2010	144,630	3,125,828	0 04627
2009	135,283	2,748,088	0 04923
2008	162,933	2,990,048	0 05449
2007	160,447	3,418,010	0 04694

2 Total of line 1, column (d).	2	0 24471
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 04894
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,283,859
5 Multiply line 4 by line 3.	5	160,719
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,546
7 Add lines 5 and 6.	7	162,265
8 Enter qualifying distributions from Part XII, line 4.	8	149,717

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 page 18 of the 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	3,092
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	
3		Add lines 1 and 2.		3	3,092
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,092
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached 		8	47
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	3,139
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 2013 estimated tax 	Refunded 	11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation  \$ _____ (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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)  _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶Cleo L Craig Jr Telephone no ▶(405) 273-6800 Located at ▶107 E 9th Shawnee OK ZIP +4 ▶74801			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1)

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

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

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

YesNo

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

No

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?

YesNo

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?

YesNo

b

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

6b

No

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?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

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
See Additional Data Table				

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.

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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.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

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	1,996,511
b	Average of monthly cash balances.	1b	1,313,431
c	Fair market value of all other assets (see instructions).	1c	23,925
d	Total (add lines 1a, b, and c).	1d	3,333,867
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	
3	Subtract line 2 from line 1d.	3	3,333,867
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	50,008
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,283,859
6	Minimum investment return. Enter 5% of line 5.	6	164,193

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	164,193
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,092
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,092
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	161,101
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	161,101
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	161,101

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	149,717
b	Program-related investments—total from Part IX-B.	1b	
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	149,717
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	149,717
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				161,101
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			132,394	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 149,717				
a Applied to 2011, but not more than line 2a			132,394	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				17,323
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				143,778
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). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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)				
<div>a Paid during the year</div> <div>See Additional Data TableSee Additional Data Table</div>				
<div>Total</div>			<div>3a</div>	124,970
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	

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					326
4	Dividends and interest from securities. . . .					130,938
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.			15	835	
8	Gain or (loss) from sales of assets other than inventory					39,209
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). .				835	170,473
13	Total. Add line 12, columns (b), (d), and (e).					171,308

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-11-11	*****	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	Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00037513
	Larry N Hull	Larry N Hull			
	Firm's name <input type="checkbox"/>	Hull & Totten PC		Firm's EIN <input type="checkbox"/>	
		2510 E Independence Suite 300			
	Firm's address <input type="checkbox"/>	Shawnee, OK 74804		Phone no (405) 275-7010	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Kennette Ronck Craig	Trustee 0 00	0		
3416 S Sandy Ln Chandler, OK 74834				
John C Stobbe	Trustee 10 00	0		
15 E Independence Shawnee, OK 74801				
Bryant W Craig	Trustee 0 00	0		
3416 S Sandy Ln Chandler, OK 74834				
April Craig Stobbe	Trustee 0 00	0		
15 E Independence Shawnee, OK 74801				
Helen Craig	Trustee 25 00	24,000		
38504 W 45th St Shawnee, OK 74804				
Cleo L Craig Jr	Chairman 10 00	0		
38504 W 45th St Shawnee, OK 74804				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Schools for Healthy Lifestyles 500 N Broadway Oklahoma City, OK 73102	None	501(c)	Contribution	2,500
Shawnee Little Theater PO Box 1342 Shawnee, OK 74802	None	501(c)	Contribution	500
Chisholm Public Schools 300 Colorado Enid, OK 73701	None	501(c)	Contribution	3,000
St Gregory's University 1900 W MacArthur Shawnee, OK 74804	None	501(c)	Contribution	3,000
Saving Pets At Risk SPAR PO Box 702 Shawnee, OK 74802	None	501(c)	Contribution	300
Regional Food Bank of Oklahoma 3355 S Purdue Oklahoma City, OK 73179	None	501(c)	Contribution	7,000
Jasmine Moran Museum PO Box 1828 Seminole, OK 74868	None	501(c)	Contribution	1,000
Mabee Gerrr Museum 1900 W MacArthur Shawnee, OK 74804	None	501(c)	Contribution	2,000
KOSU 303 Paul Miller Box 1116 Stillwater, OK 74078	None	501(c)	Contribution	500
Faith 7 Bowl 4301 N Harrison Shawnee, OK 74804	None	501(c)	Contribution	655
Pottawatomie County Historical Soce 614 E Main Shawnee, OK 74801	None	501(c)	Contribution	100
Boys Scouts of America 3031 NW 64th Oklahoma City, OK 73116	None	501(c)	Contribution	500
March of Dimes 5100 N Brookline Ave 850 Oklahoma City OK, OK 73101	None	501(c)	Contribution	500
Shawnee Public Schools 326 N Union Shawnee, OK 74801	None	501(c)	Contribution	548
Allied Arts 1015 N Broadway Suite 200 Oklahoma City, OK 73102	None	501(c)	Contribution	50

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Shawnee YMCA 700 W Saratoga Shawnee, OK 74804	None	501c	Contribution	2,000
Cameron University Foundation 2800 W Gore Boulevard Lawton, OK 73505	None	501(c)	Contribution	55,000
Shawnee Educational Found Box 3521 Shawnee, OK 74802	None	501c	Contribution	3,000
O kla State Univ Found P O Box 1749 Stillwater, OK 74076	None	501c	Contribution / scholarships	40,100
Salvation Army of Shawnee 200 E Ninth Shawnee, OK 74801	None	501c	Contribution	1,717
United Way of Shawnee Box 697 Shawnee, OK 74802	None	501c	Contribution	1,000
Total ▶ 3a				124,970

TY 2012 Accounting Fees Schedule**Name:** The Cleo L Craig Foundation**EIN:** 73-1519557**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	3,095	774	0	2,321

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

TY 2012 Depreciation Schedule

Name: The Cleo L Craig Foundation

EIN: 73-1519557

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Pnnter (Investment)	2011-11-08	34	1	91	5 0000	7			
Pnnter	2011-11-08	102	3	91	5 0000	20			
Computer (Investment)	2011-01-24	133	24	91	5 0000	27			
Computer	2011-01-24	400	73	91	5 0000	80			
Building & Impr - Invest	2002-02-28	42,803	10,835	87	2 56 %	1,097			
Building - Chanty	2002-02-28	128,410	32,513	87	2 56 %	3,292			

TY 2012 General Explanation Attachment

Name: The Cleo L Craig Foundation

EIN: 73-1519557

Software ID: 12000229

Software Version: 2012v2.0

Identifier	Return Reference	Explanation
		Form 990-PF, Part VII-B, Question 1a(4)-----The Foundation paid compensation to a trustee for personal services that are reasonable and necessary to carry out the exempt purpose of the Foundation Therefore the Foudation meets the exception to Self-dealing provided in Code Section 4941(d)(2)(E) and Regulation 53 4941(d)-2(e) and is not required to file Form 4720 - Return of Certain Excise Taxes

Identifier	Return Reference	Explanation
		Form 990-PF, Part XV, Question 2d-----Preference is given to charitable organizations in the State of Oklahoma and Limitations are considered on an individual basis

**TY 2012 Investments Corporate
Bonds Schedule****Name:** The Cleo L Craig Foundation**EIN:** 73-1519557**Software ID:** 12000229**Software Version:** 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
USAA Brokerage (Corbin) Bonds		
SW Securities (3364) - Bonds	270,990	296,830
USAA Brokerage (11818) - Bonds	23,495	27,861
Edward Jones Account - Bonds	313,610	432,052

**TY 2012 Investments Corporate
Stock Schedule****Name:** The Cleo L Craig Foundation**EIN:** 73-1519557**Software ID:** 12000229**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
USAA Brokerage (11818) Stocks	1,571,498	1,571,464
SW Securities (3364) - Securities	203,097	301,994
Edward Jones Account - Stocks	170,146	193,184

TY 2012 Investments Government Obligations Schedule

Name: The Cleo L Craig Foundation

EIN: 73-1519557

Software ID: 12000229

Software Version: 2012v2.0

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

55,573

**State & Local Government
Securities - End of Year Fair
Market Value:**

61,826

TY 2012 Investments - Land Schedule**Name:** The Cleo L Craig Foundation**EIN:** 73-1519557**Software ID:** 12000229**Software Version:** 2012v2.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Miscellaneous	3,309	3,201	108	108
Buildings	42,803	11,932	30,871	22,500

TY 2012 Investments - Other Schedule**Name:** The Cleo L Craig Foundation**EIN:** 73-1519557**Software ID:** 12000229**Software Version:** 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
USAA Brokerage (11818) Ltd Partnerships	AT COST	57,140	46,586
Edward Jones - Mutual Funds	AT COST	84,252	69,261
USAA Mututal Funds	AT COST	58,199	57,812

TY 2012 Land, Etc. Schedule

Name: The Cleo L Craig Foundation

EIN: 73-1519557

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Buildings	128,410	35,805	92,605	67,500
Furniture and Fixtures	12,817	12,491	326	326

TY 2012 Other Decreases Schedule

Name: The Cleo L Craig Foundation

EIN: 73-1519557

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
Penalties	488

TY 2012 Other Expenses Schedule**Name:** The Cleo L Craig Foundation**EIN:** 73-1519557**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Supplies - office	666	167		499
Subscriptions - Investments	1,942	1,942		
Postage	117	29		88
Miscellaneous	254	64		190
Investment Expense - Ltd Partnerships	53	53		
Insurance	1,752	438		1,314
Entertainment	884	884		
Dues & subscriptions	280	70		210
Bank Charges	65	16		49

TY 2012 Other Income Schedule**Name:** The Cleo L Craig Foundation**EIN:** 73-1519557**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	835		

TY 2012 Other Increases Schedule**Name:** The Cleo L Craig Foundation**EIN:** 73-1519557**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Amount
Tax Exempt Interest	2,750
Rounding	1
Nondividend Distributions	1,868

TY 2012 Taxes Schedule**Name:** The Cleo L Craig Foundation**EIN:** 73-1519557**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Taxes on Investment Income	2,096			
Property taxes	9	2		7
Foreign tax withheld	224	224		

Cleo L. Craig Foundation
Summary of Capital Gains & Losses - Part IV - USAA Brokerage Account
For the Year Ended 12/31/12
73-1519557

	<u>Date</u> <u>Acquired</u>	<u>Date</u> <u>Sold</u>	<u>Sales</u> <u>Price</u>	<u>Cost</u>	<u>Net Gain</u> <u>(Loss)</u>
Short Term					
Annaly Capital Mgmt Reit - 2400shs	1/6/12	1/23/12	47,370 22	47,357 47	12 75
PS Bus Parks Reit - 106shs	1/3/12	2/1/12	2,670 97	2,665 08	5 89
PS Bus Parks Reit - 800shs	1/31/12	2/1/12	20,164 74	20,181 87	(17 13)
Vanguard Scottsdale LT Gov Inc Fd - 1000shs	1/5/12	2/13/12	73,302 64	73,725 95	(423 31)
Spdr Series Tr H1 Yld Bd - 600shs	4/11/11	2/24/12	23,990 55	24,295 90	(305 35)
Spdr Series Tr H1 Yld Bd - 100shs	6/2/11	2/24/12	3,998 43	4,036 95	(38 52)
Spdr Series Tr H1 Yld Bd - 71shs	8/8/11	2/24/12	2,838 88	2,615 88	223 00
Vanguard Scottsdale Intmd Gov Fd - 400shs	1/20/12	2/24/12	26,190 23	26,185 95	4 28
Vanguard Scottsdale Intmd Gov Fd - 400shs	1/23/12	3/2/12	26,174 62	26,149 95	24 67
Vanguard Scottsdale LT Cor Fd - 1000shs	1/5/12	3/19/12	86,932 96	85,925 95	1,007 01
Nuveen Build Amer BD - 500shs	1/5/12	5/7/12	10,233 81	10,315 95	(82 14)
Nuveen Build Amer BD - 500shs	1/11/12	5/7/12	10,223 80	10,270 95	(47 15)
Nuveen Build Amer BD - 300shs	1/13/12	5/7/12	6,137 86	6,182 92	(45 06)
Nuveen Build Amer BD - 400shs	1/17/12	5/7/12	8,183 44	8,261 95	(78 51)
Nuveen Build Amer BD - 300shs	1/23/12	5/7/12	6,137 29	6,071 95	65 34
Chesapeake Energy Pfd - 100shs	12/21/11	5/25/12	7,249 83	9,161 50	(1,911 67)
Chesapeake Energy Pfd - 100shs	4/19/12	5/25/12	7,249 84	8,542 95	(1,293 11)
Chesapeake Energy Pfd - 500shs	5/15/12	5/25/12	36,243 23	32,262 85	3,980 38
Fifth Third AP TR - 6shs	1/25/12	8/15/12	150 00	157 99	(7 99)
Fifth Third AP TR - 494shs	1/27/12	8/15/12	12,350 00	12,577 41	(227 41)
Fifth Third AP TR - 1000shs	1/30/12	8/15/12	25,000 00	25,470 87	(470 87)
Blackrock Core Bd Tr - 300shs	1/3/12	9/21/12	4,739 20	4,079 95	659 25
Blackrock Core Bd Tr - 70shs	1/3/12	9/21/12	1,105 62	950 60	155 02
Blackrock Preferred Inc - 1400shs	12/2/11	9/24/12	15,895 69	13,595 67	2,300 02
Blackrock Preferred Inc - 400shs	6/4/12	9/24/12	4,541 88	4,221 91	319 97
Cohen & Steers Infrast - 200shs	11/23/11	9/24/12	3,651 98	3,091 95	560 03
Cutwater Select Inc Fund - 1400shs	12/9/11	10/1/12	28,803 40	24,985 90	3,817 50
Eaton Vance Ltd Dur Inc - 335shs	1/4/12	10/1/12	5,686 72	5,144 85	541 87
Eaton Vance Ltd Dur Inc - 400shs	1/4/12	10/1/12	6,790 11	6,105 95	684 16
Eaton Vance Ltd Dur Inc - 300shs	1/4/12	10/1/12	6,790 11	6,153 95	636 16
Eaton Vance TX MNG GBL - 1000shs	12/8/11	10/1/12	8,845 35	8,265 95	579 40
Eaton Vance TX-Adv Gbl Div - 500shs	4/9/12	10/1/12	9,993 81	9,615 95	377 86
Eaton Vance TX MNG WRT - 600shs	3/5/12	10/1/12	7,817 87	7,805 95	11 92
First Trust Strat High Inc - 100shs	11/22/11	10/1/12	1,770 01	1,428 75	341 26
Blackrock Build Amer Bd - 500shs	1/5/12	10/2/12	11,737 86	10,700 95	1,036 91
Blackrock Build Amer Bd - 500shs	1/6/12	10/2/12	11,737 86	10,695 95	1,041 91
Blackrock Build Amer Bd - 300shs	1/13/12	10/2/12	7,042 72	6,536 05	506 67
Blackrock Build Amer Bd - 1500shs	2/1/12	10/2/12	35,213 61	32,498 45	2,715 16
Flaherty & Crum Pref Inc Fd - 200shs	12/6/11	10/2/12	4,023 91	3,405 95	617 96
Flaherty & Crum Pref Inc Fd - 100shs	1/1/12	10/2/12	2,011 95	1,745 95	266 00
Flaherty & Crum Pref Inc Fd - 100shs	1/1/12	10/2/12	2,011 95	1,753 95	258 00
Western Asset Global CP - 285shs	1/4/12	10/2/12	5,805 06	5,192 95	612 11
Western Asset Global CP - 400shs	1/4/12	10/2/12	8,155 80	7,245 95	909 85
Blackrock PFD & Eq Adv - 300shs	6/4/12	10/3/12	4,208 94	3,917 95	290 99
Blackrock PFD & Eq Adv - 600shs	6/11/12	10/3/12	8,429 79	7,869 97	559 82
Eaton Vance TX Adv Div - 400shs	2/27/12	10/3/12	6,919 09	6,589 95	329 14
Eaton Vance TX-Adv BD & Opt - 400shs	2/27/12	10/3/12	7,101 49	6,973 95	127 54
Federated Enhance Treas Fd - 300shs	6/28/12	10/3/12	4,321 63	4,256 95	64 68
Federated Enhance Treas Fd - 1000shs	7/10/12	10/3/12	14,405 45	14,435 95	(30 50)
First Trust Strat High Inc - 300shs	11/22/11	10/3/12	5,320 73	4,268 40	1,052 33
Nuveen Build Amer BD - 100shs	1/23/12	10/3/12	2,141 95	2,022 00	119 95
Nuveen Build Amer BD - 1000shs	2/1/12	10/3/12	21,413 06	20,853 95	559 11

Cleo L. Craig Foundation
Summary of Capital Gains & Losses - Part IV - USAA Brokerage Account
For the Year Ended 12/31/12
73-1519557

	Date <u>Acquired</u>	Date <u>Sold</u>	Sales <u>Price</u>	<u>Cost</u>	Net Gam <u>(Loss)</u>
Nuveen Build Amer BD - 800shs	3/14/12	10/3/12	17,131 61	16,160 20	971 41
Nuveen Build Amer BD - 500shs	4/5/12	10/3/12	10,707 26	10,015 95	691 31
Pplus TR LMG-3 A - 400shs	2/1/12	10/3/12	9,999 77	9,565 95	433 82
Spdr Series Tr Hi Yld Bd - 271shs	12/21/11	10/3/12	10,858 77	10,430 45	428 32
Bank of America Corp Pfd - 500shs	6/6/12	10/4/12	12,796 39	12,540 95	255 44
Bank of America Corp Pfd - 500shs	7/1/12	10/4/12	12,797 06	12,610 95	186 11
Bank of America Corp Pfd - 500shs	7/12/12	10/4/12	12,797 23	12,535 95	261 28
Biomed Realty Tr Pfd - 200shs	12/23/11	10/4/12	5,114 75	5 101 95	12 80
Biomed Realty Tr Pfd - 200shs	2/17/12	10/4/12	5,114 76	5,095 95	18 81
Biomed Realty Tr Pfd - 91shs	3/16/12	10/4/12	2,327 21	2,308 25	18 96
Eaton Vance Fltg Rate - 400shs	3/1/12	10/4/12	6,839 88	6,173 95	665 93
Eaton Vance Fltg Rate - 200shs	3/1/12	10/4/12	3,419 94	3,057 29	362 65
Eaton Vance Sr Fltg Rate - 400shs	3/1/12	10/4/12	6,721 58	6,116 83	604 75
Eaton Vance Sr Fltg Rate - 300shs	3/19/12	10/4/12	5,041 18	4,556 95	484 23
Eaton Vance Sr Fltg Rate - 700shs	7/20/12	10/4/12	11,762 76	10,861 90	900 86
Eaton Vance Sr Income - 900shs	3/1/12	10/4/12	6,988 42	6,331 60	656 82
Eaton Vance Sr Income - 500shs	3/1/12	10/4/12	3,882 45	3,505 20	377 25
Eaton Vance Sr Income - 500shs	3/1/12	10/4/12	3,882 45	3,469 45	413 00
Eaton Vance Sr Income - 1100shs	6/20/12	10/4/12	8,541 40	7,651 45	889 95
Neuberger Berman R Estate - 1000shs	6/4/12	10/4/12	4,723 41	4,025 95	697 46
Vanguard Index Reit ETF - 100shs	12/23/11	10/4/12	6,499 89	5,803 62	696 27
Vanguard Index Reit ETF - 100shs	8/7/12	10/4/12	6,499 88	6,636 85	(136 97)
Hancock John Patriot Prem - 1386shs	12/21/11	10/5/12	19,687 35	17,930 60	1,756 75
Hancock John Patriot Prem - 400shs	1/4/12	10/5/12	5,681 78	5,317 95	363 83
Hancock John Patriot Prem - 1000shs	2/1/12	10/5/12	14,204 44	13,988 57	215 87
Hartford Finl Services - 600shs	12/19/11	10/5/12	11,957 52	10,727 95	1,229 57
Hartford Finl Services - 100shs	1/3/12	10/5/12	1,993 91	1,869 94	123 97
Hartford Finl Services - 700shs	7/17/12	10/5/12	13,955 98	12,570 95	1,385 03
Ishares Ibox \$ Invest - 91shs	12/21/11	10/5/12	11,053 04	10,310 79	742 25
Ishares TRHigh Yld Corp - 200shs	6/5/12	10/5/12	18,537 65	17,295 95	1,241 70
Powershares ETF Bld Amer - 400shs	12/23/11	10/5/12	11,949 78	11,445 95	503 83
Powershares ETF Bld Amer - 400shs	1/3/12	10/5/12	11,955 73	11,415 39	540 34
Powershares ETF Bld Amer - 800shs	2/1/12	10/5/12	23,906 56	23,397 95	508 61
Powershares ETF Bld Amer - 500shs	6/29/12	10/5/12	14,928 70	14,865 87	62 83
Blackrock Floating Rate Fd - 700shs	2/28/12	10/8/12	10,714 91	10,155 95	558 96
Blackrock Floating Rate Fd - 800shs	6/14/12	10/8/12	12,245 62	11,205 95	1,039 67
Chesapeake Energy - 500shs	5/2/12	12/6/12	8,524 46	8,405 95	118 51
Ishares US Pfd Stk Idx - 500shs	8/6/12	12/6/12	19,809 34	19,689 95	119 39
Ishares US Pfd Stk Idx - 1000shs	8/20/12	12/6/12	39,630 92	39,525 95	104 97
Pepsico, Inc - 200shs	2/9/12	12/6/12	13,979 73	12,841 95	1,137 78
Pimco ETF Tr 0-5 - 200shs	1/3/12	12/6/12	20,512 56	19,649 95	862 61
Pimco ETF Tr 0-5 - 200shs	1/18/12	12/6/12	20,512 57	19,665 95	846 62
Vanguard Bd ST Index Fd - 338shs	10/24/12	12/6/12	27,492 16	27,484 34	7 82
Vanguard Bd Index Fd Totl - 100shs	10/4/12	12/6/12	8,488 85	8,500 95	(12 10)
Vanguard Scottsdale Intnd Bd Inc Fd - 127shs	12/11/11	12/6/12	11,261 02	10,403 44	857 58
Motors Liquidation (GM) NT - 10000shs	1/1/12	12/7/12	185 04		185 04
Vanguard Totl Stck Vipers - 100shs	7/6/12	12/7/12	7,282 57	6,941 95	340 62
Vanguard Totl Stck Vipers - 100shs	7/11/12	12/7/12	7,282 57	6,848 75	433 82
Vanguard Totl Sick Vipers - 61shs	7/17/12	12/7/12	4,442 36	4,216 91	225 45
			-	-	-
			<u>1,257,853 11</u>	<u>1,210,064 18</u>	<u>47,788 93</u>

Cleo L. Craig Foundation
Summary of Capital Gains & Losses - Part IV - USAA Brokerage Account
For the Year Ended 12/31/12
73-1519557

	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Net Gain (Loss)</u>
Long Term					
PS Bus Parks Reit - 200shs	10/18/07	2/1/12	5,039 57	4,687 95	351 62
Blackrock Core Bd Tr - 2329shs	7/12/11	9/21/12	36,783 02	29,599 31	7,183 71
Blackrock Core Bd Tr - 900shs	8/8/11	9/21/12	14,217 09	10,992 90	3,224 19
Cohen & Steers Infrast - 400shs	9/15/11	9/24/12	7,315 87	6,505 95	809 92
AllianceBernstein Inc Fd 1000shs	5/25/05	10/2/12	8,712 79	8,228 00	484 79
AllianceBernstein Inc Fd 300shs	4/11/06	10/2/12	2,614 54	2,315 00	299 54
AllianceBernstein Inc Fd 400shs	7/16/08	10/2/12	3,486 05	3,191 95	294 10
AllianceBernstein Inc Fd 500shs	1/7/10	10/2/12	4,357 57	3,954 95	402 62
AllianceBernstein Inc Fd 800shs	2/5/10	10/2/12	6,972 11	6,164 35	807 76
AllianceBernstein Inc Fd 1000shs	11/16/10	10/2/12	8,715 13	7,964 35	750 78
AllianceBernstein Inc Fd 212shs	1/18/11	10/2/12	1,847 60	1,649 36	198 24
Flaherty & Crum Pref Inc Fd - 600shs	8/4/11	10/2/12	12,065 78	10,191 90	1,873 88
Pplus TR CTF A - 500shs	1/24/07	10/3/12	12,541 27	12,557 95	(16 68)
Spdr Series Tr Hi Yld Bd - 229shs	8/8/11	10/3/12	9,180 40	8,430 07	750 33
Spdr Series Tr Hi Yld Bd - 200shs	9/19/11	10/3/12	8,017 25	7,603 93	413 32
Biomed Realty Tr Pfd - 200shs	3/14/07	10/4/12	5,114 76	5,057 95	56 81
Biomed Realty Tr Pfd - 100shs	4/19/07	10/4/12	2,557 38	2,528 95	28 43
Biomed Realty Tr Pfd - 300shs	9/19/07	10/4/12	7,672 14	6,667 95	1,004 19
Biomed Realty Tr Pfd - 200shs	9/24/10	10/4/12	5,114 76	5,105 95	8 81
Biomed Realty Tr Pfd - 200shs	2/9/11	10/4/12	5,114 76	4,997 95	116 81
Hersha Hospital Tr Pfd - 100shs	9/21/06	10/5/12	2,559 68	2,426 95	132 73
Hersha Hospital Tr Pfd - 300shs	4/18/07	10/5/12	7,679 03	7,152 90	526 13
Hersha Hospital Tr Pfd - 200shs	5/31/07	10/5/12	5,120 98	4,763 95	357 03
Spdr Series S&P Bank Etf - 300shs	8/27/07	12/6/12	6,951 73	16,060 90	(9,109 17)
Vanguard Bd ST Index Fd - 100shs	11/13/09	12/6/12	8,133 78	8,016 40	117 38
Vanguard Bd ST Index Fd - 62shs	12/4/09	12/6/12	5,042 94	4,967 81	75 13
Vanguard Scottsdale Intmd Bd Inc Fd - 132shs	1/19/10	12/6/12	11,704 37	10,043 23	1,661 14
Vanguard Scottsdale Intmd Bd Inc Fd - 200shs	3/30/11	12/6/12	17,733 88	15,867 45	1,866 43
Motors Liquidation (GM) NT - 400shs	4/21/11	12/19/12	2,009 53	7 875 95	(5,866 42)
			-	-	-
			234,375 76	225,572 21	8,803 55
			-	-	-
			1,492,228 87	1 435,636 39	56,592 48
			-	-	-
			1,492,228.87	1,435,636 39	56,592 48