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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 CRAIN FOUNDATION		A Employer identification number 75-2698267	
Number and street (or P O box number if mail is not delivered to street address) POST OFFICE BOX 2146		B Telephone number (see instructions) (903) 758-8276	
City or town, state, and ZIP code LONGVIEW, TX 75606		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		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"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 30,167,203		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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 (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 (attach schedule)	1,500,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14,641	14,641		
	4 Dividends and interest from securities.	712,657	712,657		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	375,157			
	b Gross sales price for all assets on line 6a _____ 6,491,460				
	7 Capital gain net income (from Part IV, line 2)		375,157		
	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)	465,196	425,501		
	12 Total. Add lines 1 through 11	3,067,651	1,527,956		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,940	6,940		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	19,747	5,015		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	51,340	43,749		0
	24 Total operating and administrative expenses. Add lines 13 through 23	78,027	55,704		0
	25 Contributions, gifts, grants paid	1,351,510			1,351,510
	26 Total expenses and disbursements. Add lines 24 and 25	1,429,537	55,704		1,351,510
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,638,114			
	b Net investment income (if negative, enter -0-)		1,472,252		
	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	9,672,801	1,885,146	1,885,146
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>59,017</u>			
		Less allowance for doubtful accounts ▶ _____	34,805	59,017	59,017
	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)			
	b	Investments—corporate stock (attach schedule)	6,945,870	<input checked="" type="checkbox"/> 14,086,499	15,699,193
	c	Investments—corporate bonds (attach schedule).	7,034,632	<input checked="" type="checkbox"/> 8,912,645	9,427,658
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	2,714,361	<input checked="" type="checkbox"/> 3,096,189	3,096,189	
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)	26,402,469	28,039,496	30,167,203	
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	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	26,402,469	28,039,496	
	30	Total net assets or fund balances (see page 17 of the instructions)	26,402,469	28,039,496	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	26,402,469	28,039,496	

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	26,402,469
2	Enter amount from Part I, line 27a	2	1,638,114
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	28,040,583
5	Decreases not included in line 2 (itemize) ▶	5	1,087
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	28,039,496

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	375,157
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	979,549	26,507,708	0 036953
2010	666,100	24,390,973	0 027309
2009	560,000	22,223,212	0 025199
2008	884,000	17,141,953	0 051569
2007	753,900	15,157,374	0 049738

2	Total of line 1, column (d).	2	0 190768
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 038154
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	28,742,865
5	Multiply line 4 by line 3.	5	1,096,655
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,723
7	Add lines 5 and 6.	7	1,111,378
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,351,510

Part VIExcise 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	14,723	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3		Add lines 1 and 2.		3	14,723	
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	14,723	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,349		
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	16,349	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,626	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	1,626	Refunded	11	0

Part VII-AStatements 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 \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? 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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? 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) TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	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 ▶SUSAN MINCEY Telephone no ▶(903) 758-8276 Located at ▶222 E TYLER LONGVIEW TX ZIP +4 ▶75601			
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 checked="" type="checkbox"/> Yes <input 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		
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		
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

5b

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)?

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

6b

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

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

7b

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

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.

0

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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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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.	0

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	20,224,867
b	Average of monthly cash balances.	1b	4,977,276
c	Fair market value of all other assets (see instructions).	1c	3,978,431
d	Total (add lines 1a, b, and c).	1d	29,180,574
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	29,180,574
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	437,709
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,742,865
6	Minimum investment return. Enter 5% of line 5.	6	1,437,143

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,437,143
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	14,723
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	14,723
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,422,420
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,422,420
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,422,420

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,351,510
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,351,510
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	14,723
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,336,787
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				1,422,420
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			281,372	
b Total for prior years 20____, 20____, 20____		0		
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.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,351,510				
a Applied to 2011, but not more than line 2a			281,372	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,070,138
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see 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.				352,282
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
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.	0			
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 XIV

Private 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 XV

Supplementary 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 or e-mail of the person to whom applications should be addressed

ANN LACY CRAIN
PO BOX 2146
LONGVIEW,TX 75606
(903) 758-8276

b

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

EXPLANATION OF REQUESTING ORGANIZATION, PROPOSED AMOUNT AND USE, PROOF OF THEIR IRS EXEMPT STATUS (LETTER RULING) OR THAT THEY ARE A NON-PROFIT ORGANIZATION AND ARE EXEMPT FROM PAYING INCOME TAX

c

Any submission deadlines

APPLICATIONS ARE ACCEPTED AT ANY TIME

d

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

GRANTS ARE MADE ONLY TO TAX-EXEMPT ORGANIZATIONS QUALIFYING AS SEC 501(C)(3) ORGANIZATIONS OR SIMILAR EXEMPTION

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,351,510
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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			14	14,641	
4	Dividends and interest from securities.			14	712,657	
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	375,157	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a ROYALTY INCOME			15	237,168	
b	OTHER PORTFOLIO INCOME			16	188,333	
c	TAX EXEMPT INTEREST					39,695
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).		0		1,527,956	39,695
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13	<u>1,567,651</u>	

[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.

*****	2013-10-28	*****
Signature of officer or trustee	Date	Title

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

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="checked" type="checkbox"/>	PTIN P00221821
	DEBORAH EDDINS	DEBORAH EDDINS			
	Firm's name <input type="checkbox"/>	HUSELTON MORGAN & MAULTSBY PC		Firm's EIN <input type="checkbox"/> 75-2409112	
		12221 MERIT DRIVE SUITE 1800			
	Firm's address <input type="checkbox"/>	DALLAS, TX 75251		Phone no (972) 404-1010	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
LIQUATION OF PARTNERSHIP INTEREST - GROSVENOR INST PARTNERS	P		
GROSVENOR INSTITUTIONAL PARTNERS LP	P		
GROSVENOR INSTITUTIONAL PARTNERS LP	P		
VANGUARD SHORT-TERM TAX EXEMPT ADMIRAL	P		
VANGUARD SHORT-TERM TAX EXEMPT ADMIRAL	P		
ASB CAPITAL MANAGEMENT	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
144,805			144,805
		4,544	-4,544
		5,091	-5,091
6,670		6,668	2
6,098,305		6,100,000	-1,695
39,955			39,955
201,725			201,725

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			144,805
			-4,544
			-5,091
			2
			-1,695
			39,955
			201,725

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
ANN LACY CRAIN	PRES/ DIRECTOR 1 00	0	0	0
222 E TYLER STREET LONGVIEW,TX 75601				
ROGERS L CRAIN	VP/SEC/DIRECTOR 1 00	0	0	0
712 MAIN STREET SUITE 3400 HOUSTON,TX 77002				
B WALTER CRAIN III	VP/DIRECTOR 1 00	0	0	0
712 MAIN STREET SUITE 3400 HOUSTON,TX 77002				
ANN LACY CRAIN II	VP/DIRECTOR 1 00	0	0	0
712 MAIN STREET SUITE 3400 HOUSTON,TX 77002				
SUSAN MINCEY	VP/TREAS 1 00	0	0	0
222 E TYLER STREET LONGVIEW,TX 75601				
DARREN GROCE	VP 1 00	0	0	0
222 E TYLER STREET LONGVIEW,TX 75601				
TERRI DOWNING	CONTROLLER 1 00	0	0	0
222 E TYLER STREET LONGVIEW,TX 75601				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALZHEIMER'S ASSOCIATION 501 PINE TREE RD SUITE U4 LONGVIEW,TX 75604	NONE	PUBLIC	GENERAL CONTRIBUTION	2,000
AMERICAN HEART ASSOCIATION (LONGVIEW CHAPTER) 1125 JUDSON ROAD 150 LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	200
ARC OF GREGG COUNTY THE PO BOX 522 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
UNITED METHODIST ASBURY HOUSE 320 S CENTER STREET LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
ASSOCIATION OF FORMER STUDENTS OF TEXAS A&M UNIVERSITY 505 GEORGE BUSH DRIVE COLLEGE STATION,TX 77840	NONE	PUBLIC	GENERAL CONTRIBUTION	100
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA MSBCM 160 HOUSTON,TX 77030	NONE	PUBLIC	PROGRAMS	10,000
BAYOU BEND COLLECTIONSGARDENS PO BOX 6826 HOUSTON,TX 77265	NONE	PUBLIC	GENERAL CONTRIBUTION	23,000
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON,TX 77054	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
BOY SCOUTS OF AMERICA 1331 E FIFTH STREET TYLER,TX 75701	NONE	PUBLIC	GENERAL CONTRIBUTION	7,500
BOYS AND GIRLS CLUB OF GREGG CO PO BOX 2426 LONGVIEW,TX 75606	NONE	PUBLIC	MATCHING CONTRIBUTION	10,000
BUCKNER FOUNDATION 600 NORTH PEARL SUITE 2260 DALLAS,TX 75201	NONE	PUBLIC	DONATION TO OPERATING BUDGET	1,000
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET SUITE 200 HOUSTON,TX 77002	NONE	PUBLIC	IN HONOR OF THE RIGHT REV & MRS MAURICE BENITEZ	1,000
CAMP ALLEN 18800 FM 362 NAVASOTA,TX 77868	NONE	PUBLIC	REACHING FOR THE STARS	1,000
CHINQUAPIN PREPARATORY SCHOOL THE 2615 E WALLISVILLE RD HIGHLANDS,TX 77562	NONE	PUBLIC	GENERAL CONTRIBUTION, ON BEHALF OF JAMES & ELIZABETH WHITEHEAD	1,000
COLGATE UNIVERSITY 13 OAK DRIVE HAMILTON,NJ 13346	NONE	PUBLIC	GENERAL CONTRIBUTION-IN HONOR OF JANE LYNCH CRAIN	5,000

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>				
CRISMAN SCHOOL THE 2455 N EASTMAN ROAD LONGVIEW,TX 75605	NONE	PUBLIC	GENERAL CONTRIBUTION	25,000
DIANA VOLUNTEER FIRE DEPARTMENT 10496 STATE HWY 154 DIANA,TX 75640	NONE	PUBLIC	GENERAL CONTRIBUTION	250
EAST TEXAS COUNCIL ON ALCOHOLISM AND DRUG ABUSE 708 GLENCREST LANE LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
EAST TEXAS ANGEL NETWORK PO BOX 9544 LONGVIEW,TX 75604	NONE	PUBLIC	GENERAL CONTRIBUTION	6,000
EAST TEXAS CHILD ADVOCATES PO BOX 3838 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
EAST TEXAS FOOD BANK PO BOX 6974 TYLER,TX 75711	NONE	CEMETERY	GENERAL CONTRIBUTION-GENERAL CONTRIBUTION	50
EAST TEXAS LITERACY COUNCIL PO BOX 311 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
KILGORE COLLEGE- EAST TEXAS OIL MUSEUM 1100 BROADWAY BLVD KILGORE,TX 75662	NONE	PUBLIC	GENERAL CONTRIBUTION	6,000
EPISCOPAL HIGH SCHOOL PO BOX 271299 HOUSTON,TX 77277	NONE	PUBLIC	ENDOWMENT CAPITAL CAMPAIGN	141,000
FAMILY LEGACY MISSION 5005 WEST ROYAL LANE SUITE 252 IRVING,TX 75063	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
FAY SCHOOL THE 48 MAIN STREET SOUTHBOROUGH,MA 01772	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
FIRST METHODIST CHURCH 400 N FREDONIA LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
FIRST PRESBYTERIAN CHURCH 301 N CENTER STREET LONGVIEW,TX 75601	NONE	PUBLIC	OPERATING BUDGET	5,000
GLADEWATER VOLUNTEER FIRE DEPARTMENT 511 S TYLER RD GLADEWATER,TX 75647	NONE	PUBLIC	GENERAL CONTRIBUTION	250
GRACE RESTORATION MINISTRIES 2244 CLARA MATHIS ROAD SPRING HILL,TN 37174	NONE	PUBLIC	GENERAL CONTRIBUTION	250

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>				
GREATER LONGVIEW UNITED WAY PO BOX 411 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	6,000
GREENWOOD CEMETERY ASSOCIATION PO BOX 4625 LONGVIEW,TX 75606	NONE	PUBLIC	IN HONOR OF JOHN M CRAIN	500
GREGG CO HISTORICAL FOUNDATION PO BOX 3342 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION, IN HONOR OF JANE LYNCH CRAIN	5,000
HAITI FUND PO BOX 10775 EL DORADO,AR 71730	NONE	PUBLIC	GENERAL CONTRIBUTION	250
HALLSVILLE HIGH SCHOOL PO BOX 810 HALLSVILLE,TX 75650	NONE	PUBLIC	BUILDOPOLY, RAISIN' THE ROOF, NEW BUILDING FUND	1,000
HARLETON VOLUNTEER FIRE DEPARTMENT PO BOX 323 HARLETON,TX 75651	NONE	PUBLIC	SPOOKY ART SHOW, GENERAL CONTRIBUTION	250
SALVATION ARMY ANGEL TREE 313 TEALWOODO LONGVIEW,TX 75605	NONE	PUBLIC	"SHOOTING STARS" SPONSORSHIP	1,000
HEARTLIGHT MINISTRIES PO BOX 480 HALLSVILLE,TX 75650	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
HELPING HANDS OF KILGORE PO BOX 1576 KILGORE,TX 75663	NONE	PUBLIC	GENERAL CONTRIBUTION	100
HIWAY 80 RESCUE MISSION PO BOX 3223 LONGVIEW,TX 75606	NONE	PUBLIC	MATCHING CONTRIBUTION	20,450
HOLLY HALL SILVER TEA 2000 HOLLY HALL STREET HOUSTON,TX 77054	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
HOPE HOUSE INC 3011 W MARSHALL AVE LONGVIEW,TX 75604	NONE	PUBLIC	MATCHING CONTRIBUTION	3,000
HOUSTON MUSEUM OF NAT SCIENCES 5555 HERMANN PARK DRIVE HOUSTON,TX 77030	NONE	PUBLIC	ANNUAL GIVING, CAMPAIGN FOR RHODES	1,000
HOUSTON PBS 4343 ELGIN ST HOUSTON,TX 77204	NONE	PUBLIC	ENDOWMENT CAPITAL CAMPAIGN, ANNUAL GIVING	2,000
HUGS ACROSS AMERICA 90 PLANDOME RD MANHASSET,NY 11030	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE JOY DEVELOPMENT SCHOOL ONE CHELSEA BLVD HOUSTON,TX 77006	NONE	PUBLIC	GENERAL CONTRIBUTION	25,000
JUDSON-METRO VOLUNTEER FIRE DEPARTMENT PO BOX 429 JUDSON,TX 75660	NONE	PUBLIC	PROGRAMS	250
JUNIOR LEAGUE OF HOUSTON DEPT 304 PO BOX 4346 HOUSTON,TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION	5,500
KAPPA KAPPA GAMMA CHARITABLE FOUNDATION OF HOUSTON PO BOX 6770 HOUSTON,TX 77265	NONE	PUBLIC	IN HONOR OF JOHN M CRAIN AND PETER L CRAIN	10,000
KENYON COLLEGE DUFF STREET GAMBIER,OH 43022	NONE	PUBLIC	IN HONOR OF THE RIGHT REV & MRS CLAUDE PAYNE	5,000
KILGORE COLLEGE MEN'S BASKETBALL 1100 BROADWAY KILGORE,TX 75662	NONE	PUBLIC	IN HONOR OF THE RIGHT REV & MRS DON WIMBERLEY	150
KILGORE TOGETHER 708 GLENCREST LN LONGVIEW,TX 75601	NONE	PUBLIC	MATCHING CONTRIBUTION	250
SUSAN G KOMEN-HOUSTON PO BOX 4080 HOUSTON,TX 77210	NONE	PUBLIC	IN HONOR OF JANE LYNCH CRAIN	50
LAWRENCEVILLE SCHOOL THE PO BOX 6125 LAWRENCEVILLE,NJ 08648	NONE	PUBLIC	GENERAL CONTRIBUTION	81,000
LIFEHOUSTON 2002 S WAYSIDE DRIVE SUITE 113 HOUSTON,TX 77023	NONE	PUBLIC	GENERAL CONTRIBUTION	500
LONGVIEW COMMUNITY MINISTRIES 506 N SECOND ST LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	40,000
LONGVIEW HABITAT FOR HUMANITY 300 W TYLER ST LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	26,000
MAKE-A-WISH FOUNDATION 215 WINCHESTER DRIVE STE 109 TYLER,TX 75701	NONE	PUBLIC	GENERAL CONTRIBUTION	650
MARTIN HOUSE CAC THE 606 W GARFIELD DRIVE SUITE D LONGVIEW,TX 75602	NONE	PUBLIC	ANNUAL GIVING	5,000
THE METHODIST HOSPITAL FOUNDATION PO BOX 4384 HOUSTON TX 77210 HOUSTON,TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION, MATCHING CONTRIBUTION	10,000

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>				
MICKEY MELTON MEMORIAL GOLF TOURNAMENT 606 W GARFIELD DRIVE SUITE D LONGVIEW,TX 75602	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
MIRACLE LEAGE OF EAST TEXAS PO BOX 2761 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	7,500
NATIONAL DRUG & SAFETY LEAGUE 105 LION STREET DESOTO,TX 75115	NONE	PUBLIC	GENERAL CONTRIBUTION	250
NEUHAUS EDUCATION CENTER 4433 BISSONNET BELLAIRE,TX 77401	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
NEWGATE MISSION PO BOX 3891 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
PINE COVE PO BOX 9055 TYLER,TX 75711	NONE	PUBLIC	CONTRIBUTION FOR CAMP IN THE CITY	2,500
PL MINISTRIESHANNAH HOUSE PO BOX 6081 LONGVIEW,TX 75608	NONE	PUBLIC	MATCHING CONTRIBUTION	500
PRESBYTERIAN CAMPS AT GILMONT PO BOX 683 LONGVIEW,TX 75606	NONE	PUBLIC	MATCHING CONTRIBUTION	20,950
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS,TN 38112	NONE	PUBLIC	ANNUAL GIVING	60,000
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK HOUSTON,TX 77027	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK HOUSTON,TX 77027	NONE	PUBLIC	GENERAL CONTRIBUTION - ENDOWMENT CAMPAIGN	50,000
RIVER OAKS GARDEN CLUB 2503 WESTHEIMER HOUSTON,TX 77098	NONE	PUBLIC	GENERAL CONTRIBUTION	4,025
RIVER OAKS GARDEN CLUB 2503 WESTHEIMER HOUSTON,TX 77098	NONE	PUBLIC	GENERAL CONTRIBUTION FOR AZALEA TRAIL	2,500
SABINE HIGH SCHOOL 5424 FM 1252 W GLADEWATER,TX 75647	NONE	PUBLIC	LEO COOK MEMORIAL GOLF TOURNAMENT	340
SABINE VOLUNTEER FIRE DEPARTMENT 6144 GATEWAY CIRCLE KILGORE,TX 75662	NONE	PUBLIC	GENERAL CONTRIBUTION	250


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>				
SALVATION ARMY OF HOUSTON THE 1500 AUSTIN STREET HOUSTON,TX 77002	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
SALVATION ARMY THE 519 EAST COTTON STREET LONGVIEW,TX 75601	NONE	PUBLIC	CONTRIBUTION FOR SHELTER FURNITURE	25,000
SALVATION ARMY THE 519 EAST COTTON STREET LONGVIEW,TX 75601	NONE	PUBLIC	MATCHING CONTRIBUTION	250
SAMARITAN'S PURSE PO BOX 3000 BOONE,NC 28607	NONE	PUBLIC	MATCHING CONTRIBUTION	120
SHOW HOPE PO BOX 647 FRANKLIN,TN 37065	NONE	PUBLIC	CONTRIBUTION BY WALTER AND MARY CRAIN	1,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750100 DALLAS,TX 75275	NONE	PUBLIC	IN HONOR OF BW CRAIN IV	5,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750100 DALLAS,TX 75275	NONE	PUBLIC	2012 CONTRIBUTION IN SUPPORT OF CENTURY CELEBRATION AND PROMENADE	200,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750100 DALLAS,TX 75275	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
ST ANTHONY CATHOLIC CHURCH 508 6TH STREET LONGVIEW,TX 75601	NONE	PUBLIC	IN MEMORY OF DIANE O SMITH	500
ST FRANCIS EPISC DAY SCHOOL 335 PINEY POINT ROAD HOUSTON,TX 77024	NONE	PUBLIC	IN MEMORY OF MARY FRANCIS & FRED COUPER	50,000
ST JAMES HOUSE 5800 WEST BAKER RD BAYTOWN,TX 77520	NONE	PUBLIC	2012 SILVER TEA	2,500
ST JOHN DIVINE EPISCOPAL CHURCH 2450 RIVER OAKS BLVD HOUSTON,TX 77019	NONE	PUBLIC	GENERAL CONTRIBUTION	20,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON,TX 77019	NONE	PUBLIC	IN HONOR OF PETER L CRAIN	5,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON,TX 77019	NONE	PUBLIC	IN HONOR OF JOHN M CRAIN	5,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS,TX 38105	NONE	PUBLIC	GENERAL CONTRIBUTION	18,000

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>				
ST LUKE'S EPISCOPAL HEALTH SYSTEM PO BOX 20269 MC 3-206 HOUSTON,TX 77225	NONE	PUBLIC	IN HONOR OF THE RIGHT REV & MRS CLAUD PAYNE	1,000
TEXAS COUNTRY MUSIC HALL OF FAME 310 WPANOLA ST CARTHAGE,TX 75633	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
TEXAS SHAKESPEARE FESTIVAL PO BOX 2788 KILGORE,TX 75633	NONE	PUBLIC	CORPORATE SPONSOR	2,500
TEXAS SHAKESPEARE FESTIVAL PO BOX 2788 KILGORE,TX 75633	NONE	PUBLIC	2012 CONTRIBUTION	2,500
THEATRE HALLSVILLE PO BOX 810 HALLSVILLE,TX 75650	NONE	PUBLIC	MATCHING CONTRIBUTION	500
THETA CHARITY ANTIQUES SHOW 4212 SAN FELIPE PMB 345 HOUSTON,TX 77027	NONE	PUBLIC	2012 ANTIQUES SHOW	1,250
TIRR FOUNDATION 4605 POST OAK PLACE SUITE 222 HOUSTON,TX 77027	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
TRINITY PAWLING SCHOOL 700 ROUTE 22 PAWLING,NY 12564	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
TRINITY SCHOOL OF TEXAS THE 215 TEAGUE ST LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
UNIVERSITY OF TEXAS LAW SCHOOL 727 EAST DEAN KEETON ST AUSTIN,TX 78705	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
UNIVERSITY OF THE SOUTH SEWANEE 735 UNIVERSITY AVENUE SEWANEE,TN 37383	NONE	PUBLIC	GENERAL CONTRIBUTION	75,000
UT-AUSTIN - MCCOMBS SCHOOL OF BUSINESS 1 UNIVERSITY STATION B6000 AUSTIN,TX 78712	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON ST DEVELOPMENT BLDG LEXINGTON,VA 24450	NONE	PUBLIC	GENERAL CONTRIBUTION	25,000
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON ST DEVELOPMENT BLDG LEXINGTON,VA 24450	NONE	PUBLIC	GENERAL CONTRIBUTION - CAPITAL CAMPAIGN	184,000
WHITE OAK VOLUNTEER FIRE DEPARTMENT PO BOX 336 WHITE OAK,TX 75693	NONE	PUBLIC	GENERAL CONTRIBUTION	250

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>				
WHITE OAK VOLUNTEER FIRE DEPARTMENT PO BOX 336 WHITE OAK,TX 75693	NONE	PUBLIC	MATCHING CONTRIBUTION	75
WINDRIDGE THERAPEUTIC EQUESTRIAN CENTER PO BOX 5932 LONGVIEW,TX 75608	NONE	PUBLIC	FALL MATCHING GRANT	2,500
WINONA VOLUNTEER FIRE DEPARTMENT 1111 DALLAS STREET WINONA,TX 75792	NONE	PUBLIC	GENERAL CONTRIBUTION	250
WOMEN'S CENTER FOR EAST TEXAS 1011 WALL STREET SUITE 101 LONGVIEW,TX 75605	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
YELLOWSTONE ACADEMY 3000 TRULLEY ST HOUSTON,TX 77004	NONE	PUBLIC	IN HONOR OF KRISTY LIEDTKE	5,000
ZOOLOGICAL SOCIETY OF HOUSTON PO BOX 4759 HOUSTON,TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
Total  3a				1,351,510

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047
		2012

Name of the organization THE CRAIN FOUNDATION	Employer identification number 75-2698267
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE CRAIN FOUNDATION	Employer identification number 75-2698267
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CRAIN RESOURCES PO BOX 2146 LONGVIEW, TX 75606	\$ 1,500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE CRAIN FOUNDATION	Employer identification number 75-2698267
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE CRAIN FOUNDATION	Employer identification number 75-2698267
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

TY 2012 Accounting Fees Schedule

Name: THE CRAIN FOUNDATION

EIN: 75-2698267

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSES	6,940	6,940		0

TY 2012 General Explanation Attachment**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Identifier	Return Reference	Explanation
STATEMENT REGARDING FURNISHING OR RECEIVING GOODS, ETC ,	990-PF, PART VII-B, QUESTION 1A(3)	R LACY SERVICES, LTD ("PARTNERSHIP") IS OWNED BY MEMBERS OF THE BOARD OF DIRECTORS OF THE CRAIN FOUNDATION ("THE FOUNDATION") PARTNERSHIP MAKES AVAILABLE TO THE FOUNDATION, AS MAY BE REQUIRED FOR THE CONDUCT OF ITS ACTIVITIES, THE SERVICES OF CERTAIN OF ITS OFFICERS AND EMPLOYEES AND ITS FACILITIES THESE SERVICES AND FACILITIES ARE MADE AVAILABLE TO THE FOUNDATION FREE OF CHARGE

**TY 2012 Investments Corporate
Bonds Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PIMCO TOTAL RETURN	7,558,607	8,042,863
PIMCO ALL ASSET ALL AUTHORITY INST	1,354,038	1,384,795

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLERGEN INC	28,251	366,920
AMERICAN INTL GROUP INC	36,659	2,208
BP PLC SPONS ADR	135,000	136,579
EXXON MOBIL CORP	107,750	346,200
WEINGARTEN REALTY REIT	21,054	30,116
FISHER COMMUNICATIONS INC	253,848	151,144
VANGUARD TOTAL STOCK MARKET	9,459,088	10,552,777
HARBOR INTERNATIONAL INST REINVEST	1,426,373	1,379,747
BLACKROCK GLOBAL BALANCED	2,618,476	2,733,502

TY 2012 Investments - Other Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACK STONE ACQ PARTNERS I LP PTSP INT	AT COST	530,399	530,399
GROSVENOR INSTITUTIONAL PARTNERS, LP	AT COST	0	0
ABS CAPITAL MANAGEMENT	AT COST	2,565,790	2,565,790

TY 2012 Other Decreases Schedule

Name: THE CRAIN FOUNDATION

EIN: 75-2698267

Description	Amount
NONDEDUCTIBLE EXPENSES	1,087

TY 2012 Other Expenses Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEPLETION ON ROYALTY INCOME	16,475	16,475		0
BANK/INVESTMENT FEES	14,753	7,162		0
GROSVENOR INSTITUTIONAL PARTNERS OTHER DEDUCTIONS	14,754	14,754		0
OFFICE SUPPLIES	361	361		0
DUES AND SUBSCRIPTIONS	1,390	1,390		0
INVESTMENT FEES	3,607	3,607		0

TY 2012 Other Income Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	237,168	237,168	237,168
OTHER PORTFOLIO INCOME	188,333	188,333	188,333
TAX EXEMPT INTEREST	39,695		39,695

TY 2012 Taxes Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAX EXPENSE ON ROYALTY	1,756	1,756		0
FOREIGN TAX	3,259	3,259		0
EXCISE TAX ON INVESTMENT INCOME	14,732	0		0