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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2013 or tax year beginning

, and ending

Name of foundation W.A. CRISWELL FOUNDATION, INC.		A Employer identification number 23-7226473
Number and street (or P.O. box number if mail is not delivered to street address) 2000 MCKINNEY AVENUE, SUITE 975	Room/suite	B Telephone number (972) 296-8290
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75201		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name 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) ▶ \$ 31,209,331.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(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).)</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	2,891,198.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	4,642.	4,642.	4,642.	STATEMENT 1
4 Dividends and interest from securities	492,493.	492,493.	492,493.	STATEMENT 2
5a Gross rents	2,200.	2,200.	2,200.	STATEMENT 3
b Net rental income or (loss) -877.				STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10	452,905.			
b Gross sales price for all assets on line 6a 6,571,024.				
7 Capital gain net income (from Part IV, line 2)		452,905.		
8 Net short-term capital gain			N/A	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income NOV 3 2	-91,947.	-8,528.	-91,947.	STATEMENT 5
12 Total. Add lines 1 through 11	3,751,491.	943,712.	407,388.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages	317,625.	32,798.	0.	284,827.
15 Pension plans, employee benefits				
16a Legal fees STMT 6	1,975.	1,975.	0.	0.
b Accounting fees STMT 7	18,340.	18,340.	0.	0.
c Other professional fees STMT 8	182,321.	119,908.	0.	62,413.
17 Interest				
18 Taxes STMT 9	15,219.	15,219.	1,600.	0.
19 Depreciation and depletion	2,453.	0.	2,453.	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 10	105,359.	3,147.	1,477.	82,427.
24 Total operating and administrative expenses. Add lines 13 through 23	643,292.	191,387.	5,530.	429,667.
25 Contributions, gifts, grants paid	852,525.			852,525.
26 Total expenses and disbursements. Add lines 24 and 25	1,495,817.	191,387.	5,530.	1,282,192.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	2,255,674.			
b Net investment income (if negative, enter -0-)		752,325.		
c Adjusted net income (if negative, enter -0-)			401,858.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		10,700.	62,602.	62,602.	
	2	Savings and temporary cash investments		277.			
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶		232.			
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 12		23,591,588.	28,743,684.	28,743,684.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis ▶	1,969,000.				
	Less accumulated depreciation ▶			1,634,900.	1,969,000.	1,969,000.	
12	Investments - mortgage loans						
13	Investments - other	STMT 13		11,750.	11,750.	11,750.	
14	Land, buildings, and equipment: basis ▶	57,924.					
	Less accumulated depreciation ▶	STMT 14 ▶	35,601.	5,806.	22,323.	414,055.	
15	Other assets (describe ▶ 990PF DEPOSIT)			0.	8,240.	8,240.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			25,255,253.	30,817,599.	31,209,331.	
Liabilities	17	Accounts payable and accrued expenses		1,279.	15,041.		
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶ STATEMENT 15)			79,843.	14,550.	
23	Total liabilities (add lines 17 through 22)			81,122.	29,591.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31						
	24	Unrestricted		1,500.	1,500.		
	25	Temporarily restricted		25,172,631.	30,786,508.		
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input 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						
30	Total net assets or fund balances			25,174,131.	30,788,008.		
31	Total liabilities and net assets/fund balances			25,255,253.	30,817,599.		

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	25,174,131.
2	Enter amount from Part I, line 27a	2	2,255,674.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	3,364,473.
4	Add lines 1, 2, and 3	4	30,794,278.
5	Decreases not included in line 2 (itemize) ▶ BOOK EXPENSE (EXCISE TAX)	5	6,270.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,788,008.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	6,571,024.	6,118,119.	452,905.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			452,905.	
2	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$		2	452,905.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	-5,546.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,740,673.	24,911,317.	.069875
2011	2,321,676.	25,529,414.	.090941
2010	1,325,858.	23,028,231.	.057575
2009	1,196,855.	20,679,694.	.057876
2008	1,078,719.	23,763,698.	.045394
2	Total of line 1, column (d)		2 321661
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 064332
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 27,152,775.
5	Multiply line 4 by line 3		5 1,746,792.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 7,523.
7	Add lines 5 and 6		7 1,754,315.
8	Enter qualifying distributions from Part XII, line 4		8 1,282,192.

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

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

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits. Total tax due is 7,880.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes 'Yes' and 'No' columns. N/A is entered for rows 4a and 4b.

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.WACRISWELL.COM	X		
14	The books are in care of W.A. CRISWELL FOUNDATION Telephone no. (214) 740-3240 Located at 2000 MCKINNEY AVENUE, SUITE 975, DALLAS, TX ZIP+4 75201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country		Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes 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? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes 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.

(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 STATEMENT 16		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SAMUEL C HULL - 2000 MCKINNEY AVENUE, SUITE 975, DALLAS, TX 75201	DIRECTOR SERMON LIBRARY	114,000.	0.	0.
LUCRETIA STEWART - 2000 MCKINNEY AVENUE, SUITE 975, DALLAS, TX 75201	ACCOUNTANT	68,332.	0.	0.

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE W.A. CRISWELL SERMON LIBRARY IS HOSTED FROM THE W.A. CRISWELL WEBSITE. THIS SERMON LIBRARY GIVES ACCESS TO DR. CRISWELL'S TEACHINGS AND SERMONS WORLDWIDE.	429,667.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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	24,991,942.
b	Average of monthly cash balances	1b	605,327.
c	Fair market value of all other assets	1c	1,969,000.
d	Total (add lines 1a, b, and c)	1d	27,566,269.
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	27,566,269.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	413,494.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,152,775.
6	Minimum investment return. Enter 5% of line 5	6	1,357,639.

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	1,357,639.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	15,047.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,047.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,342,592.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,342,592.
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	1,342,592.

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	1,282,192.
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	1,282,192.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,282,192.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,342,592.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	71,507.			
c From 2010	183,610.			
d From 2011	1,048,741.			
e From 2012	509,575.			
f Total of lines 3a through e	1,813,433.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,282,192.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,282,192.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	60,400.			60,400.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,753,033.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,753,033.			
10 Analysis of line 9:				
a Excess from 2009	11,107.			
b Excess from 2010	183,610.			
c Excess from 2011	1,048,741.			
d Excess from 2012	509,575.			
e Excess from 2013				

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CRISWELL COLLEGE 4010 GASTON AVE DALLAS, TX 75246			SUPPORT COLLEGE OPERATIONS AND SCHOLARSHIPS	754,227.
DALLAS LIFE FOUNDATION 1100 CADIZ STREET DALLAS, TX 75215			SUPPORT MINISTRY TO THE HOMELESS	1,405.
FIRST BAPTIST ACADEMY 1704 PATTERSON STREET DALLAS, TX 75201			SUPPORT CHRISTIAN SCHOOL OPERATIONS & SCHOLARSHIPS	82,613.
FIRST BAPTIST CHURCH DALLAS 1707 SAN JACINTO DALLAS, TX 75201			SUPPORT CHURCH OPERATIONS & CHOIR	1,545.
FIRST BAPTIST CHURCH FARMERSVILLE 124 SOUTH WASHINGTON STREET FARMERSVILLE, TX 75442			SUPPORT CHRISTIAN CHURCH OPERATIONS	786.
Total	SEE CONTINUATION SHEET(S)			852,525.
b Approved for future payment				
NONE				
Total				0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

W.A. CRISWELL FOUNDATION, INC.

Employer identification number

23-7226473

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck 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 33 1/3% 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization W.A. CRISWELL FOUNDATION, INC.	Employer identification number 23-7226473
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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	BLAKE AND ANN POGUE PHOENIX PROPERTY CO. 5950 SHERRY LN., SUITE 320 DALLAS, TX 75225	\$ 114,700.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	JACK BRADY 500 NORTH AKARD, SUITE 3300 DALLAS, TX 75201	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	DON HODGES 2905 MAPLE AVE DALLAS, TX 75201	\$ 9,867.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
4	HARRIET MIERS 12076 TAVAL CIRCLE DALLAS, TX 75230	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	MACK POGUE 2000 MCKINNEY AVE SUITE 975 DALLAS, TX 75201	\$ 1,291,032.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	ANDREW HORNER 13 DOWNS LAKE CIRCLE DALLAS, TX 75230	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization W.A. CRISWELL FOUNDATION, INC.	Employer identification number 23-7226473
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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
7	RICHARD MCGREW 4849 GREENVILLE AVE SUITE 1310 DALLAS, TX 75206	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization W.A. CRISWELL FOUNDATION, INC.	Employer identification number 23-7226473
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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
3	1,300 SHARES OF AH BELO CORP	\$ 9,867.	12/18/13
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization W.A. CRISWELL FOUNDATION, INC.	Employer identification number 23-7226473
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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) ▶ \$ _____
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
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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 AH BELO CORP	D	12/18/13	12/20/13
b CROCS INC		03/04/13	08/08/13
c HERTZ GLOBAL		04/19/13	09/26/13
d HOME DEPOT		03/12/12	02/21/13
e US CONCRETE INC		01/22/13	03/22/13
f CROCS INC		VARIOUS	08/08/13
g EOG RESOURCES INC		05/30/12	11/12/13
h EOG RESOURCES INC		05/30/12	11/18/13
i HOME DEPOT		06/28/11	02/21/13
j INTERNATIONAL PAPER CO		12/22/11	02/07/13
k UNION PACIFIC CORP		VARIOUS	07/25/13
l UNION PACIFIC CORP		06/10/11	08/08/13
m MICROSOFT CORP		07/29/10	08/27/13
n TEXAS INDUSTRIES		VARIOUS	01/22/13
o TRANSOCEAN LTD		VARIOUS	06/24/13

(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 9,672.		9,867.	-195.
b 13,150.		15,176.	-2,026.
c 11,359.		11,974.	-615.
d 25,884.		19,548.	6,336.
e 13,599.		12,221.	1,378.
f 19,725.		28,016.	-8,291.
g 16,791.		10,067.	6,724.
h 16,901.		10,067.	6,834.
i 38,826.		21,776.	17,050.
j 14,607.		10,211.	4,396.
k 23,754.		14,568.	9,186.
l 24,028.		15,069.	8,959.
m 28,053.		22,310.	5,743.
n 22,927.		14,672.	8,255.
o 22,858.		32,650.	-9,792.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** -195.
b			** -2,026.
c			** -615.
d			** 6,336.
e			** 1,378.
f			-8,291.
g			6,724.
h			6,834.
i			17,050.
j			4,396.
k			9,186.
l			8,959.
m			5,743.
n			8,255.
o			-9,792.

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

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		KINDERMORGAN MGMT LLC		02/14/13	02/14/13
b		UNION PACIFIC CORP		04/10/13	08/08/13
c		KINDERMORGAN MGMT LLC		VARIOUS	11/14/13
d		DISNEY WALT COMPANY		06/20/12	08/08/13
e		KIMBERLY-CLARK CORP		VARIOUS	03/25/13
f		TRANSOCEAN LTD		VARIOUS	06/24/13
g		UNION PACIFIC CORP		VARIOUS	07/25/13
h		UNION PACIFIC CORP		09/13/11	08/08/13
i		CAPSTEAD MTG CORP		08/05/08	06/13/13
j		MESABI TRUST		VARIOUS	08/08/13
k		ENERPLUS CORP		12/23/10	02/21/13
l		AMERICAN FUNDS INTERMEDIATE BOND FUND		VARIOUS	12/31/13
m		AMERICAN FUNDS INTERMEDIATE BOND FUND		VARIOUS	12/31/13
n		AMERICAN FUNDS INVESTMNET COMPANY OF AMERICA		09/14/07	04/30/13
o		AMERICAN FUNDS AMCAP FUND		09/14/07	02/27/13
(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	58.		58.		
b	48,279.	42,448.	5,831.		
c	80.		80.		
d	6,550.	4,805.	1,745.		
e	94,931.	70,286.	24,645.		
f	23,065.	29,116.	-6,051.		
g	79,305.	51,758.	27,547.		
h	32,186.	17,393.	14,793.		
i	25,000.	25,137.	-137.		
j	27,199.	43,127.	-15,928.		
k	33,732.	88,200.	-54,468.		
l	5,096.	5,150.	-54.		
m	383,192.	388,676.	-5,484.		
n	35,000.	36,843.	-1,843.		
o	50,236.	47,123.	3,113.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			**	58.	
b			**	5,831.	
c			**	80.	
d				1,745.	
e				24,645.	
f				-6,051.	
g				27,547.	
h				14,793.	
i				-137.	
j				-15,928.	
k				-54,468.	
l			**	-54.	
m				-5,484.	
n				-1,843.	
o				3,113.	
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		
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3		

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 AMERICAN FUNDS AMCAP FUND		09/14/07	04/30/13
b MFC ISHARES INTERMEDIATE		09/11/12	04/23/13
c MFC SPDR GOLD		VARIOUS	05/01/13
d MFB NORTHERN FUNDS BD INDEX		VARIOUS	08/13/13
e MFO PIMCO FDS PAC		12/12/12	08/13/13
f MFO VANGUARD INFLATION PROTECTED		VARIOUS	08/13/13
g MFO VANGUARD FXD INC		VARIOUS	08/13/13
h MFO DFA INVT DIMENSIONS		04/23/13	09/24/13
i PIMCO COMMODITY REALRETURN		VARIOUS	09/24/13
j MFB NORTHERN FUNDS BD INDEX		VARIOUS	04/23/13
k MFB NORTHERN FUNDS BD INDEX		03/05/12	04/23/13
l MFB NORTHERN FUNDS BD INDEX		VARIOUS	06/24/13
m MFO PIMCO FDS PAC		06/28/11	06/24/13
n MFO PIMCO EMERGING LOCAL		VARIOUS	06/24/13
o MFB NORTHERN FUNDS BD INDEX		07/01/11	08/13/13

(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 35,000.		31,079.	3,921.
b 457,397.		454,233.	3,164.
c 91,697.		103,434.	-11,737.
d 8,490.		8,855.	-365.
e 180.		200.	-20.
f 32,441.		35,114.	-2,673.
g 1,236.		1,338.	-102.
h 79,877.		81,508.	-1,631.
i 361.		430.	-69.
j 475,942.		463,109.	12,833.
k 24,057.		24,035.	22.
l 306,231.		309,921.	-3,690.
m 99,999.		102,655.	-2,656.
n 99,999.		115,087.	-15,088.
o 240,052.		243,033.	-2,981.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,921.
b			** 3,164.
c			** -11,737.
d			** -365.
e			** -20.
f			** -2,673.
g			** -102.
h			** -1,631.
i			** -69.
j			12,833.
k			22.
l			-3,690.
m			-2,656.
n			-15,088.
o			-2,981.

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

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 MFO PIMCO FDS PAC		06/28/11	08/13/13
b MFO PIMCO EMERGING LOCAL		VARIOUS	03/13/13
c MFO PIMCO EMERGING LOCAL		03/05/12	08/13/13
d MFO VANGUARD INFLATION PROTECTED		07/30/12	08/13/13
e MFO VANGUARD FXD INC		VARIOUS	08/13/13
f MFO VANGUARD FXD INC		03/05/12	08/13/13
g PIMCO COMMODITY REALRETURN		VARIOUS	09/24/13
h PIMCO COMMODITY REALRETURN		VARIOUS	09/24/13
i MFC SPDR GOLD		VARIOUS	04/23/13
j MFC SPDR GOLD		07/01/11	05/01/13
k HEINZ HJ CO		VARIOUS	06/10/13
l ATMOS ENERGY		12/06/07	12/16/13
m BANCO BILBAO ARGEN ADR		12/01/10	10/29/13
n BANCO BILBAO ARGEN ADR		03/29/11	10/29/13
o BANCO BILBAO ARGEN ADR		01/06/11	10/29/13

(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 148,265.		147,345.	920.
b 158,781.		180,248.	-21,467.
c 294.		327.	-33.
d 113,528.		125,515.	-11,987.
e 82,141.		86,122.	-3,981.
f 2,276.		2,421.	-145.
g 25,440.		38,803.	-13,363.
h 9,803.		11,540.	-1,737.
i 49,513.		53,907.	-4,394.
j 26,757.		27,807.	-1,050.
k 192,125.		108,338.	83,787.
l 137,108.		85,917.	51,191.
m 716.			716.
n 55.			55.
o 1,074.			1,074.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			920.
b			-21,467.
c			-33.
d			-11,987.
e			-3,981.
f			-145.
g			-13,363.
h			-1,737.
i			-4,394.
j			-1,050.
k			83,787.
l			51,191.
m			716.
n			55.
o			1,074.

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3

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	BANCO BILBAO ARGEN ADR				07/14/0810/29/13
b	CONOCOPHILLIPS				05/03/1206/20/13
c	DUKE ENERGY				12/06/0712/12/13
d	SPDR GOLD TRUST				02/23/1012/23/13
e	SPDR GOLD TRUST				VARIOUS 12/23/13
f	OASIS PETROLEUM				VARIOUS 11/07/13
g	OASIS PETROLEUM				VARIOUS 11/07/13
h	PIMCO HIGH YIELD				VARIOUS 11/15/13
i	PIMCO HIGH YIELD				VARIOUS 11/15/13
j	PHILLIPS 66				05/03/1206/20/13
k	QUALCOMM				VARIOUS 10/03/13
l	QUALCOMM				VARIOUS 10/03/13
m	SEADRILL				VARIOUS 11/25/13
n	SEADRILL				VARIOUS 11/25/13
o	PROSHS ULTRAHRT				VARIOUS 12/23/13
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a	1,455.		1,455.		
b	60,913.	54,068.	6,845.		
c	129,035.	116,368.	12,667.		
d	23,211.	21,571.	1,640.		
e	162,476.	175,001.	-12,525.		
f	278,581.	151,675.	126,906.		
g	59,515.	61,986.	-2,471.		
h	100,529.	100,309.	220.		
i	6,600.	6,625.	-25.		
j	93,166.	46,882.	46,284.		
k	20,170.	19,478.	692.		
l	13,447.	12,985.	462.		
m	210,381.	140,899.	69,482.		
n	46,021.	48,856.	-2,835.		
o	47,625.	121,517.	-73,892.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			1,455.		
b			6,845.		
c			12,667.		
d			1,640.		
e			-12,525.		
f			126,906.		
g			**	-2,471.	
h			220.		
i			**	-25.	
j			46,284.		
k			**	692.	
l			**	462.	
m			69,482.		
n			**	-2,835.	
o			-73,892.		
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		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8			3		

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 TEMPLETON GLOBAL		08/29/11	01/22/13
b TEMPLETON GLOBAL		08/29/11	11/15/13
c VANGUARD GNMA		12/12/11	06/25/13
d VANGUARD GNMA		12/12/11	01/23/13
e VANGUARD GNMA		VARIOUS	11/15/13
f VANGUARD GNMA		VARIOUS	11/15/13
g CAPITAL GAINS DIVIDENDS			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 120,461.		123,594.	-3,133.
b 91,352.		96,404.	-5,052.
c 150,506.		162,331.	-11,825.
d 130,391.		134,173.	-3,782.
e 414,307.		415,511.	-1,204.
f 168,582.		167,311.	1,271.
g 195,422.			195,422.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,133.
b			-5,052.
c			-11,825.
d			-3,782.
e			-1,204.
f			** 1,271.
g			195,422.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	452,905.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	-5,546.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KCBI RADIO 411 RYAN PLAZA DRIVE ARLINGTON, TX 76011			SUPPORT CHRISTIAN RADIO OPERATIONS	9,936.
LAKESIDE BAPTIST CHURCH 9150 GARLAND ROAD DALLAS, TX 75218			SUPPORT CHRISTIAN CHURCH OPERATIONS	994.
SOUTHEASTERN BAPTIST THEOLOGICAL SEMINARY 120 SOUTH WINDGATE STREET WAKE FOREST, NC 27587			SUPPORT CHRISTIAN EDUCATION	1,019.
Total from continuation sheets				11,949.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST DALLAS ACCTS	35.	35.	35.
NORTHERN TRUST #1445	4,239.	4,239.	4,239.
NORTHERN TRUST TOTAL TE	11.	11.	11.
SCHWAB	353.	353.	353.
WELLS FARGO	4.	4.	4.
TOTAL TO PART I, LINE 3	4,642.	4,642.	4,642.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIRST DALLAS	46,764.	37.	46,727.	46,727.	46,727.
FIRST DALLAS CHAIR	14,675.	14.	14,661.	14,661.	14,661.
NORTH DALLAS BANK	26.	0.	26.	26.	26.
NORTHERN TRUST #01445	265,584.	60,356.	205,228.	205,228.	205,228.
SCHWAB	184,589.	786.	183,803.	183,803.	183,803.
UBS CEF	10.	0.	10.	10.	10.
UBS TIMOTHY	172,562.	134,229.	38,333.	38,333.	38,333.
WELLS FARGO	3,705.	0.	3,705.	3,705.	3,705.
TO PART I, LINE 4	687,915.	195,422.	492,493.	492,493.	492,493.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PONDER/HANEY PROPERTY	1	2,200.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,200.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
PROPERTY TAXES		1,600.	
INSURANCE		1,477.	
- SUBTOTAL -	1		3,077.
TOTAL RENTAL EXPENSES			3,077.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-877.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INVESTMENTS	-70,487.	-70,487.	-70,487.
OIL & GAS ROYALTIES NET	55,219.	55,219.	55,219.
ROYALTIES 1099 BROKERAGE	6,740.	6,740.	6,740.
BOOK ROYALTIES	908.	0.	908.
UBIT PARTNERSHIP K-1	-84,327.	0.	-84,327.
TOTAL TO FORM 990-PF, PART I, LINE 11	-91,947.	-8,528.	-91,947.

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,975.	1,975.	0.	0.
TO FM 990-PF, PG 1, LN 16A	1,975.	1,975.	0.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	18,340.	18,340.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	18,340.	18,340.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MONEY MANAGER & BROKER INVESTMENT FEES	114,408.	114,408.	0.	0.
TRANSCRIBERS	62,413.	0.	0.	62,413.
PROFESSIONAL FEES	5,500.	5,500.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	182,321.	119,908.	0.	62,413.

FORM 990-PF	TAXES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	5,534.	5,534.	0.	0.
PROPERTY TAXES	8,085.	8,085.	0.	0.
PROPERTY TAXES	1,600.	1,600.	1,600.	0.
TO FORM 990-PF, PG 1, LN 18	15,219.	15,219.	1,600.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	748.	0.	0.	748.
INSURANCE	13,384.	0.	0.	0.
POSTAGE	1,973.	0.	0.	906.
OFFICE SUPPLIES	2,265.	0.	0.	989.
COMPUTER & SOFTWARE	11,050.	1,670.	0.	9,380.
STORAGE	88.	0.	0.	0.
TELEPHONE	3,970.	0.	0.	0.
WEB-SITE LIBRARY	19,671.	0.	0.	19,671.
CONTRACTORS	33,897.	0.	0.	33,897.
OTHER EXPENSES - SERMON LIBRARY	16,836.	0.	0.	16,836.
INSURANCE	1,477.	1,477.	1,477.	0.
TOTAL TO FORM 990-PF, PG 1, LN 23	105,359.	3,147.	1,477.	82,427.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
UNREALIZED GAIN BROKERAGES	3,030,373.
UNREALIZED GAIN REAL ESTATE	334,100.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,364,473.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED SECURITIES	28,743,684.	28,743,684.
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,743,684.	28,743,684.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER SECURITIES	COST	11,750.	11,750.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,750.	11,750.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 14	
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FIREPROOF CABINET AND COMPUTER SYSTEM	9,316.	9,316.	0.
FIREPROOF CABINET	4,115.	4,115.	0.
OFFICE SAFE	2,885.	2,781.	104.
HANEY PROPERTY	188,101.	0.	188,101.
GASTON AVE PARKING LOT	202,131.	0.	202,131.
BRIDGEPORT LOTS	1,500.	0.	1,500.
COMPAQ COMPUTER	2,457.	2,457.	0.
LAPTOP	2,030.	2,030.	0.
DELL COMPUTER	1,106.	1,106.	0.
HSBC COMPUTER/PRINTER	2,154.	2,154.	0.
COMPUTER BACK OFFICE 2.8GHZ SERVER	1,854.	1,854.	0.
HARD DRIVE	707.	707.	0.
COMPUTER SERMON LIBRARY	1,808.	1,808.	0.
NEW SERVER & COMPUTER FOR SERMON LIBRARY	1,976.	626.	1,350.
WEBSITE DEVELOPMENT FOR SERMON LIBRARY	3,989.	1,773.	2,216.
NEW SERVER ADDITIONS FOR SERMON LIBRARY	18,970.	316.	18,654.
TOTAL TO FM 990-PF, PART II, LN 14	449,656.	35,600.	414,056.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED DISTRIBUTIONS	79,843.	14,550.
TOTAL TO FORM 990-PF, PART II, LINE 22	79,843.	14,550.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DARRELL LAFITTE 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	PRESIDENT 10.00	0.	0.	0.
JACK POGUE 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	CHAIRMAN OF THE BOARD 10.00	0.	0.	0.
CURTIS BAKER 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
JACK BRADY 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
DEAN CHILDRES 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
BRIAN HERMES 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
DON HODGES 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
GARRY KINDER 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.

BLAKE POGUE 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
DR. STEVE WASHBURN 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
MICHAEL LAFITTE 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
ED RAWLS 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
CHRIS LANTRIP 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
RON CHERRY 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
DR. JERRY VINES 2000 MCKINNEY AVENUE, SUITE 975 DALLAS, TX 75201	BOARD MEMBER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>0.</u>	<u>0.</u>	<u>0.</u>

Asset Number	Description of property							
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
	FURNITURE & FIXTURES							
47	FIREPROOF CABINET AND COMPUTER SYSTEM							
	041202	SL	7.00	16	9,316.		9,316.	0.
48	FIREPROOF CABINET							
	032104	SL	7.00	16	4,115.		4,115.	0.
49	OFFICE SAFE							
	041307	SL	7.00	16	2,885.		2,369.	412.
	* 990-PF PG 1 TOTAL FURNITURE & FIXTURES							
					16,316.	0.	15,800.	412.
	LAND							
50	HANEY PROPERTY							
		L			188,101.			0.
51	GASTON AVE PARKING LOT							
		L			202,131.			0.
52	BRIDGEPORT LOTS							
		L			1,500.			0.
	* 990-PF PG 1 TOTAL LAND							
					391,732.	0.	0.	0.
	MACHINERY & EQUIPMENT							
53	COMPAQ COMPUTER							
	062200	SL	5.00	16	2,457.		2,457.	0.
54	LAPTOP							
	051502	SL	5.00	16	2,030.		2,030.	0.
55	DELL COMPUTER							
	112702	SL	5.00	16	1,106.		1,106.	0.
56	HSBC COMPUTER/PRINTER							
	020506	SL	5.00	16	2,154.		2,154.	0.
57	COMPUTER BACK OFFICE 2.8GHZ							
	021707	SL	5.00	16	1,854.		1,854.	0.
	* 990-PF PG 1 TOTAL MACHINERY & EQUIPMENT							
					9,601.	0.	9,601.	0.
	* 990-PF PG 1 TOTAL -							
					417,649.	0.	25,401.	412.
	MACHINERY & EQUIPMENT							
58	SERVER							
	011503	SL	5.00	16	4,557.		4,557.	0.
59	HARD DRIVE							
	043003	SL	5.00	16	707.		707.	0.
60	COMPUTER SERMON LIBRARY							
	040207	SL	5.00	16	1,808.		1,808.	0.
71	NEW SERVER & COMPUTER FOR SERMON LIBRARY							
	060112	SL	5.00	16	1,976.		231.	395.
72	WEBSITE DEVELOPMENT FOR SERMON LIBRARY							
	091512	SL	3.00	16	3,989.		443.	1,330.
83	NEW SERVER ADDITIONS FOR SERMON LIBRARY							
	120113	SL	5.00	16	18,970.			316.
	* 990-PF PG 1 TOTAL MACHINERY & EQUIPMENT							
					32,007.	0.	7,746.	2,041.
	* 990-PF PG 1 TOTAL -							
					32,007.	0.	7,746.	2,041.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions W.A. CRISWELL FOUNDATION, INC.	Employer identification number (EIN) or 23-7226473
	Number, street, and room or suite no. If a P O box, see instructions 2000 MCKINNEY AVENUE, SUITE 975	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions DALLAS, TX 75201	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

W.A. CRISWELL FOUNDATION

• The books are in the care of **2000 MCKINNEY AVENUE, SUITE 975 - DALLAS, TX 75201**

Telephone No. **(214) 740-3240**

Fax No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**

5 For calendar year **2013**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension

TAXPAYER REQUESTS AN ADDITIONAL EXTENSION IN ORDER TO GATHER INFORMATION NEEDED TO FILE A COMPLETE AND ACCRUATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **CPA**

Date