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Form 990-PF



Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).


OMB No 1545-0052





2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE CRAIN FOUNDATION		<b>A Employer identification number</b>  75-2698267	
Number and street (or P O box number if mail is not delivered to street address) POST OFFICE BOX 2146		<b>B Telephone number</b> (see instructions)  (903) 758-8276	
City or town, state or province, country, and ZIP or foreign postal code LONGVIEW, TX 75606		<b>C</b> If exemption application is pending, check here ▶ <input type="checkbox"/>	
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here ▶ <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year ( <i>from Part II, col. (c), line 16</i> )▶ \$ 33,837,287		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	1,500,000			
	<b>2</b> Check ▶ <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	10,871	10,871		
	<b>4</b> Dividends and interest from securities. . . . .	667,698	667,698		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	719,603			
	<b>b</b> Gross sales price for all assets on line 6a 9,671,562				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		719,603		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	 300,887	314,997		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	3,199,059	1,713,169		
	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	 6,380	6,380		
	<b>c</b> Other professional fees (attach schedule) . . . . .	 36,710	36,710		
	<b>17</b> Interest . . . . .	8,641	8,641		
	<b>18</b> Taxes (attach schedule) (see instructions)	 17,553	2,415		
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	 148,468	148,348		
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	217,752	202,494		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	1,876,834			1,876,834
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	2,094,586	202,494		1,876,834
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	1,104,473			
	<b>b Net investment income</b> (if negative, enter -0-)		1,510,675		
	<b>c Adjusted net income</b> (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 . . . . .	1,885,146		
	2	Savings and temporary cash investments . . . . .		1,601,179	1,601,179
	3	Accounts receivable ▶ <u>105,422</u>			
		Less allowance for doubtful accounts ▶ _____	59,017	105,422	105,422
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach 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) . . . . .	14,086,499 	13,338,776	18,513,187
	c	Investments—corporate bonds (attach schedule). . . . .	8,912,645 	8,825,500	8,343,895
	11	Investments—land, buildings, and equipment basis ▶ _____			
Liabilities		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	3,096,189 	5,273,604	5,273,604
	14	Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	28,039,496	29,144,481	33,837,287
	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 ▶ _____)		 512	
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		512	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	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	28,039,496	29,143,969	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	28,039,496	29,143,969	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	28,039,496	29,144,481	

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	28,039,496
2	Enter amount from Part I, line 27a . . . . .	2	1,104,473
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	29,143,969
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	29,143,969

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			(I) 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	719,603
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	15,269

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))
2012	1,336,787	28,742,865	0 04651
2011	979,549	26,507,708	0 03695
2010	666,100	24,390,973	0 02731
2009	560,000	22,223,212	0 02520
2008	884,000	17,141,953	0 05157

2	Total of line 1, column (d). . . . .	2	0 18754
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 03751
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	30,229,217
5	Multiply line 4 by line 3. . . . .	5	1,133,837
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	15,107
7	Add lines 5 and 6. . . . .	7	1,148,944
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	1,876,834

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	15,107
	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 . . . . .		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2. . . . .	3	15,107
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	15,107
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,626
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,000
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d. . . . .	7	21,626
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	56
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	6,463
11	Enter the amount of line 10 to be Credited to 2014 estimated tax  6,463 Refunded	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	Yes	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)? . . . . . 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.	1b		No
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation  \$ _____ (2) On foundation managers  \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . 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	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b	Yes	
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 2013 or the taxable year beginning in 2013 (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 <b>Form 1041</b> —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 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?	16	Yes	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? ( <b>Exception.</b> 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 <b>any</b> 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 2013?. . . . .	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 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ). . . . .	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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))?

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

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

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

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

Yes

No

b

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

6b

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?

7b

No

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total

number of other employees paid over \$50,000.

Part VIII

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

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

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	25,321,130
b	Average of monthly cash balances. . . . .	1b	1,101,836
c	Fair market value of all other assets (see instructions). . . . .	1c	4,266,594
d	Total (add lines 1a, b, and c). . . . .	1d	30,689,560
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	30,689,560
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	460,343
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,229,217
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,511,461

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	1,511,461
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	15,107
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	15,107
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,496,354
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	1,496,354
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,496,354

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	1,876,834
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,876,834
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	15,107
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,861,727
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				1,496,354
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			352,282	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .				
c From 2010. . . . .				
d From 2011. . . . .				
e From 2012. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,876,834				
a Applied to 2012, but not more than line 2a			352,282	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2013 distributable amount. . . . .				1,496,354
e Remaining amount distributed out of corpus	28,198			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,198			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
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) (see instructions). . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	28,198			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .	28,198			

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed

ANN LACY CRAIN  
P O 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	1,876,834
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)



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 )
3 831 VANGUARD SHORT-TERM TAX-EXEMPT ADMIRAL	P	2012-12-01	2013-01-31
7363 771 BLACKROCK GLOBAL BALANCED CL I	P	2012-07-30	2013-01-31
1711 491 BLACKROCK GLOBAL BALANCED CL I	P	2012-07-30	2013-02-05
1563 722 HARBOR INTERNATIONAL FUND	P	2008-04-17	2013-01-31
547 303 HARBOR INTERNATIONAL FUND	P	2008-04-17	2013-02-05
61205 273 PIMCO FDS TOTAL RETURN II	P	2005-03-16	2013-01-31
4712 535 PIMCO FDS TOTAL RETURN II	P	2005-03-16	2013-02-05
643147 329 PIMCO FDS TOTAL RETURN II	P	2005-03-16	2013-04-01
47835 015 PIMCO FDS TOTAL RETURN II	P	2012-03-01	2013-04-01
8992 806 PIMCO ALL ASSET ALL AUTHORITY	P	2012-07-30	2013-01-31
11961 723 VANGUARD TOTAL STOCK MARKET INST	P	2005-03-14	2013-01-31
10015 814 VANGUARD TOTAL STOCK MARKET INST	P	2005-03-14	2013-02-05
5600 FISHER COMMUNICATIONS INC	P	2001-05-24	2013-08-09
REALIZED LOSS FROM PARTNERHIPS	P	2012-01-01	2013-12-31
GT EMERGING MARKETS SECTION 1256	P	2012-01-01	2013-12-31
MIDLAND US QP FUND SECTION 1256	P	2012-01-01	2013-12-31
MIDLAND INTL EQUITY QP FUND	P	2012-01-01	2013-12-31
Capital Gain Dividends			

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)
61		61	
150,000		139,838	10,162
35,000		32,501	2,499
100,000		109,304	-9,304
35,000		38,257	-3,257
650,000		613,277	36,723
50,000		47,220	2,780
509,443		515,101	-5,658
6,849,519		6,423,732	425,787
100,000		97,392	2,608
450,000		343,207	106,793
380,000		287,375	92,625
229,600		253,848	-24,248
		50,658	-50,658
		18	-18
		132	-132
		38	-38
			132,939




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	
			10,162
			2,499
			-9,304
			-3,257
			36,723
			2,780
			-5,658
			425,787
			2,608
			106,793
			92,625
			-24,248
			-50,658
			-18
			-132
			-38


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		
222 E TYLER STREET LONGVIEW,TX 75601				
ROGERS L CRAIN	VP/SEC/DIRECTOR 1 00	0		
712 MAIN STREET SUITE 3400 HOUSTON,TX 77002				
B WALTER CRAIN III	VP/DIRECTOR 1 00	0		
712 MAIN STREET SUITE 3400 HOUSTON,TX 77002				
ANN LACY CRAIN II	VP/DIRECTOR 1 00	0		
712 MAIN STREET SUITE 3400 HOUSTON,TX 77002				
SUSAN MINCEY	VP/TREAS 1 00	0		
222 E TYLER STREET LONGVIEW,TX 75601				
DARREN GROCE	VP 1 00	0		
222 E TYLER STREET LONGVIEW,TX 75601				
TERRI DOWNING	Controller 1 00	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)				
<b>a</b> Paid during the year				
THE 100 CLUB 5555 SAN FELIPE ST STE 1750 HOUSTON,TX 77056	NONE	PUBLIC	GENERAL CONTRIBUTION	100
ALZHEIMER'S ASSOCIATION 501 PINE TREE RD SUITE U4 LONGVIEW,TX 75604	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
AMAZING PLACE 3735 DREXEL HOUSTON,TX 77027	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
AMERICAN HEART ASSOCIATION LONGVIEW 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
ARTSVIEW CHILDREN'S THEATRE 313 WTYLER ST LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
ASBURY HOUSE 320 S CENTER STREET LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	5,250
ASSN OF FORMER STUDENTS OF TEXAS AM 505 GEORGE BUSH DRIVE COLLEGE STATION,TX 77840	NONE	PUBLIC	GENERAL CONTRIBUTION	125
AZLEWAY INC 15892 CR 26 TYLER,TX 75707	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA MSBCM 160 HOUSTON,TX 77030	NONE	PUBLIC	FOR DR LARRY LIPSHUTZ	10,000
BAYOU BEND COLLECTIONSGARDENS PO BOX 6826 HOUSTON,TX 77265	NONE	PUBLIC	GENERAL CONTRIBUTION	43,000
BAYOU BEND COLLECTIONSGARDENS PO BOX 6826 HOUSTON,TX 77265	NONE	PUBLIC	CHINESE EXPORT FUND	10,000
BETA XI KKG HOUSE-AUSTIN PO BOX 5201 AUSTIN,TX 78763	NONE	PUBLIC	FOR THE RENOVATION OF THE KAPPA HOUSE	25,000
BLUE SANTA FUNDCOP 302 W COTTON ST LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
BOY SCOUTS OF AMERICA 1331 E FIFTH STREET TYLER,TX 75701	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
<b>Total . . . . .</b>  <b>3a</b>				1,876,834


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)				
<b>a</b> Paid during the year				
BOYS AND GIRLS CLUB OF GREGG CO PO BOX 2426 LONGVIEW,TX 75605	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
BOYS AND GIRLS CLUB OF GREGG CO PO BOX 2426 LONGVIEW,TX 75606	NONE	PUBLIC	FURNITURE/SUPPLIES FOR 1ST-3RD GRADE BUILDING	25,000
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET SUITE 200 HOUSTON,TX 77002	NONE	PUBLIC	GENERAL CONTRIBUTION	25,000
CASA DE ESPERANZA DE LOS NINOS PO BOX 66581 HOUSTON,TX 77266	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
CHINQUAPIN PREPARATORY SCHOOL THE 2615 E WALLISVILLE RD HIGHLANDS,TX 77562	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
CITY OF KILGORESAFE DAY 815 N KILGORE ST KILGORE,TX 75662	NONE	PUBLIC	GENERAL CONTRIBUTION	150
COLGATE UNIVERSITY 13 OAK DRIVE HAMILTON,NY 13346	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
CRISMAN SCHOOL THE 2455 N EASTMAN ROAD LONGVIEW,TX 75605	NONE	PUBLIC	FOR CURRICULUM UPGRADE	10,000
DEPRESSION BIPOLAR SUPPORT ALLIANCE 3800 BUFFALO SPEEDWAY STE 350 HOUSTON,TX 77098	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
DIANA VOLUNTEER FIRE DEPARTMENT 10496 STATE HWY 154 DIANA,TX 75640	NONE	PUBLIC	GENERAL CONTRIBUTION	250
EAST TEXAS ANGEL NETWORK PO BOX 9544 LONGVIEW,TX 75604	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
EAST TEXAS CHAPTER OF TSCPA PO BOX 5100 TYLER,TX 75712	NONE	PUBLIC	GENERAL CONTRIBUTION	250
EAST TEXAS CHILD ADVOCATES PO BOX 3839 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
EAST TEXAS FOOD BANK PO BOX 6974 TYLER,TX 75711	NONE	PUBLIC	GENERAL CONTRIBUTION	500
EAST TEXAS LITERACY COUNCIL PO BOX 311 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
<b>Total . . . . .</b>  <b>3a</b>				1,876,834


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)				
<b>a</b> Paid during the year				
KILGORE COLLEGE - EAST TX OIL MUSEU 1100 BROADWAY BLVD KILGORE,TX 75662	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
EPISCOPAL HIGH SCHOOL PO BOX 271299 HOUSTON,TX 77277	NONE	PUBLIC	GENERAL CONTRIBUTION	165,000
EAST TX COUNCIL ON ALCOHOLISM AND D 708 GLENCREST LANE LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
EVERGREEN FOUNDATION 2701 HWY 80 HAUGHTON,LA 71037	NONE	PUBLIC	GENERAL CONTRIBUTION	2,000
EXPECTANT HEART PREGNANCY CENTER PO BOX 1084 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	500
FAY SCHOOL THE 48 MAIN STREET SOUTHBOROUGH,MA 01772	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
FIRST PRESBYTERIAN CHURCH 301 N CENTER STREET LONGVIEW,TX 75601	NONE	PUBLIC	CRAIN COUNCIL FUNDRAISER GALA	500
FORUM OF THE CIVICS FOUNDATION 2503 WESTHEIMER HOUSTON,TX 77098	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
GLADEWATER VOLUNTEER FIRE DEPARTMEN 511 STYLER RD GLADEWATER,TX 75647	NONE	PUBLIC	GENERAL CONTRIBUTION	250
GLASSELL SCHOOL OF ART PO BOX 6826 HOUSTON,TX 77265	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
GOOD SHEPHERD FOUNDATION 700 E MARSHALL AVE LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	20,000
GREATER LONGVIEW UNITED WAY PO BOX 411 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
GREENWOOD CEMETERY ASSOCIATION PO BOX 4625 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	100
GREGG CO HISTORICAL FOUNDATION PO BOX 3342 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	6,000
HAITI FUND PO BOX 10775 EL DORADO,AR 71730	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
<b>Total . . . . .</b>  <b>3a</b>				1,876,834


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)				
<b>a</b> <i>Paid during the year</i>				
HARLETON VOLUNTEER FIRE DEPARTMENT PO BOX 323 HARLETON, TX 75651	NONE	PUBLIC	GENERAL CONTRIBUTION	250
HAVERTYS SALVATION ARMY ANGEL TREE 313 TEALWOODO LONGVIEW, TX 75605	NONE	PUBLIC	GENERAL CONTRIBUTION	2,000
HEARTLIGHT MINISTRIES PO BOX 480 HALLSVILLE, TX 75650	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
HELPING HANDS OF KILGORE PO BOX 1576 KILGORE, TX 75663	NONE	PUBLIC	GENERAL CONTRIBUTION	200
HISTORIC LONGVIEW FARMERS MARKET PO BOX 2681 LOBGVIEW, TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
HIWAY 80 RESCUE MISSION PO BOX 3223 LONGVIEW, TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	20,350
HOPE'S CLOSET 1011 WAL ST STE 100 LONGVIEW, TX 75605	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
HOUSE OF HOPE 3011 W MARSHALL aVE LONGVIEW, TX 75604	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
HOUSTON APHASIA RECOVERY CENTER 3701 BRIARPARK DR STE 310 HOUSTON, TX 77042	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
HOUSTON MUSEUM OF NAT SCIENCES 5555 HERMANN PARK DRIVE HOUSTON, TX 77030	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
HOUSTON PBS 4343 ELGIN ST HOUSTON, TX 77204	NONE	PUBLIC	GENERAL CONTRIBUTION	2,000
HOUSTON PUBLIC RADIO PO BOX 4878 HOUSTON, TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
HOUSTON SPCA 900 PORTWAY DR HOUSTON, TX 77024	NONE	PUBLIC	GENERAL CONTRIBUTION	1,200
HUMANE SOCIETY OF NORTHEAST TEXAS 303 ENTERPRISE LONGVIEW, TX 75604	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
INSTITUTE FOR SPIRITUALITY HEALTH 8100 GREENBRIAR STE 220 HOUSTON, TX 77054	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
<b>Total . . . . .</b>  <b>3a</b>				1,876,834

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)				
<b>a</b> Paid during the year				
JUDSON-METRO VOLUNTEER FIRE DEPARTM PO BOX 429 JUDSON,TX 75660	NONE	PUBLIC	GENERAL CONTRIBUTION	250
JUNIOR ACHIEVEMENT OF EAST TEXAS 911 NW LOOP 281 STE 211-16 LONGVIEW,TX 75604	NONE	PUBLIC	GENERAL CONTRIBUTION	250
JUNIOR LEAGUE OF HOUSTON DEPT 304 PO BOX 4346 HOUSTON,TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
JUNIOR LEAGUE OF LONGVIEW PO BOX 866 LONGVIEW,TX 75606	NONE	PUBLIC	COMMUNITY PROJECTS	1,500
JUNIOR LEAGUE OF LONGVIEW PO BOX 866 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
KAPPA KAPPA GAMMA FDTN PO BOX 6770 HOUSTON,TX 77265	NONE	PUBLIC	LOYALTY FUND	1,000
KENYON COLLEGE DUFF STREET GAMBIER,OH 43022	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
KIDLINKS FOUNDATION 5485 BELT LINE RD STE 200 DALLAS,TX 75254	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
KNIGHTS OF COLUMBUS 218 W ERWIN ST TYLER,TX 75702	NONE	PUBLIC	GENERAL CONTRIBUTION	100
LAWRENCEVILLE SCHOOL THE PO BOX 6125 LAWRENCEVILLE,NJ 08648	NONE	PUBLIC	GENERAL CONTRIBUTION	86,000
LAWRENCEVILLE SCHOOL THE PO BOX 6125 LAWRENCEVILLE,NJ 08648	NONE	PUBLIC	THE CRESCENT INITIATIVE	2,500
LONGVIEW COMMUNITY MINISTRIES PO BOX 1023 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	30,000
LONGVIEW HABITAT FOR HUMANITY 300 W TYLER ST HOUSTON,TX 75601	NONE	PUBLIC	BUILDING CAMPAIGN	10,000
LONGVIEW HABITAT FOR HUMANITY 300 W TYLER ST LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	18,500
LONGVIEW NEWS JOURNAL-CRISMAN SCHOO PO BOX 1792 LONGVIEW,TX 75606	NONE	PUBLIC	NEWSPAPERS IN EDUCATION	250
<b>Total . . . . .</b>  <b>3a</b>				1,876,834

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)				
<b>a</b> Paid during the year				
LONGVIEW PARTNERS IN PREVENTION PO BOX 1952 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
LONGVIEW SYMPHONY LEAGUE PO BOX 1825 LONGVIEW,TX 75606	NONE	PUBLIC	CRESCENDO FUND	2,000
LONGVIEW SYMPHONY LEAGUE PO BOX 1825 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	7,500
LONGVIEW UNITY AND DIVERSITY PO BOX 1952 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	250
LONGVIEW WORLD OF WONDERS PO BOX 2647 LONGVIEW,TX 75606	NONE	PUBLIC	HANDS ON DISCOVERY CENTER	75,000
MAKE-A-WISH FOUNDATION 215 WINCHESTER DRIVE STE 109 TYLER,TX 75701	NONE	PUBLIC	GENERAL CONTRIBUTION	690
MARTIN HOUSE CAC THE 606 W GARFIELD DRIVE SUITE D LONGIEW,TX 75602	NONE	PUBLIC	GENERAL CONTRIBUTION	5,500
MD ANDERSON PO BOX 4464 HOUSTON,TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION	50,000
THE METHODIST HOSPITAL FOUNDATION PO BOX 4384 HOUSTON,TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
MIRACLE LEAGUE OF EAST TEXAS PO BOX 2761 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
MISSION CARTHAGE PO BOX 1208 CARTHAGE,TX 75633	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
MUSEUM OF FINE ARTS HOUSTON PO BOX 4606 HOUSTON,TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION	30,000
MUSEUM OF PRINTING HISTORY 1324 W CLAY ST HOUSTON,TX 77019	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
NATIONAL DRUG SAFETY LEAGUE PO BOX 1952 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	250
NATIONAL FOUNDATION FOR TRANSPLANTS 5350 POPLAR AVE SUITE 430 MEMPHIS,TN 38119	NONE	PUBLIC	GENERAL CONTRIBUTION	500
<b>Total . . . . .</b>  <b>3a</b>				1,876,834




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)				
<b>a</b> <i>Paid during the year</i>				
NATURAL GAS SOCIETY OF EAST TEXAS PO BOX 9571 TYLER,TX 75711	NONE	PUBLIC	GENERAL CONTRIBUTION	200
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	25,000
NICK FINNEGAN COUNSELING CENTER 2714 JOANEL ST HOUSTON,TX 77027	NONE	PUBLIC	CAPITAL CAMPAIGN	2,000
PANOLA COUNTY DIXIE LEAGUE PO BOX 182 CARTHAGE,TX 75633	NONE	PUBLIC	GENERAL CONTRIBUTION	250
PRESBYTERIAN CAMPS AT GILMONT 6075 STATE HWY 155N GILMER,TX 75644	NONE	PUBLIC	GENERAL CONTRIBUTION	1,600
PRESBYTERIAN CAMPS AT GILMONT 6075 STATE HWY 155N GILMER,TX 75644	NONE	PUBLIC	WELCOME CENTER	100,000
RED ROCK HISTORICAL ASSOCIATION PO BOX 250 GLADEWATER,TX 75647	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS,TN 38112	NONE	PUBLIC	GENERAL CONTRIBUTION	65,000
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK HOUSTON,TX 77027	NONE	PUBLIC	GENERAL CONTRIBUTION	51,500
RIVER OAKS GARDEN CLUB 2503 WESTHEIMER HOUSTON,TX 77098	NONE	PUBLIC	THE AZALEA TRAIL	5,000
SABINE VOLUNTEER FIRE DEPARTMENT 6144 GATEWAY CIRCLE KILGORE,TX 75662	NONE	PUBLIC	GENERAL CONTRIBUTION	250
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	GENERAL CONTRIBUTION	25,350
SHARON SHRINERS TEMPLE PO BOX 1418 LINDALE,TX 75771	NONE	PUBLIC	GENERAL CONTRIBUTION	100
<b>Total . . . . .</b>  <b>3a</b>				1,876,834


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)				
<b>a</b> Paid during the year				
SOUTHERN METHODIST UNIVERSITY PO BOX 750100 DALLAS,TX 75275	NONE	PUBLIC	GENERAL CONTRIBUTION	11,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750100 DALLAS,TX 75275	NONE	PUBLIC	CONTRIBUTION IN SUPPORT OF CENTURY CELEBRATION AND PROMENADE	200,000
SPECIAL OLYMPICS TEXAS PO BOX 201087 AUSTIN,TX 78720	NONE	PUBLIC	GENERAL CONTRIBUTION	250
ST JAMES HOUSE 5800 WEST BAKER RD BAYTOWN,TX 77520	NONE	PUBLIC	GENERAL CONTRIBUTION	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	GENERAL CONTRIBUTION	20,000
ST JOSEPHS INDIAN SCHOOL PO BOX 326 CHAMBERLAIN,SD 57326	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
ST JUDE CHILDREN'S RESEARCH HOSPITA 501 ST JUDE PLACE MEMPHIS,TN 38105	NONE	PUBLIC	GENERAL CONTRIBUTION	100
ST MARTINS EPISCOPAL PRESCHOOL 717 SAGE RD HOUSTON,TX 77056	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
STAR OF HOPE 6897 ARDMORE HOUSTON,TX 77054	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
TANGLEWOOD FOUNDATION 5757 WOODWAY STE 160 HOUSON,TX 77057	NONE	PUBLIC	GENERAL FOUNDATION	500
TEXAS CHILDRENS HOSPITAL INC PO BOX 840982 DALLAS,TX 75284	NONE	PUBLIC	GENERAL CONTRIBUTION	100,000
TEXAS COUNTRY MUSIC HALL OF FAME 310 W PANOLA ST CARTHAGE,TX 75633	NONE	PUBLIC	GENERAL CONTRIBUTION	5,100
TEXAS CRIME PREVENTION ASSOCIATION PO BOX 1952 LONGVIEW,TX 75606	NONE	PUBLIC	ANNUAL TRAINING CONFERENCE	500
TEXAS SHAKESPEARE FESTIVAL PO BOX 2788 KILGORE,TX 75633	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
<b>Total . . . . .</b>  <b>3a</b>				1,876,834

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)				
<b>a</b> <i>Paid during the year</i>				
TEXAS SPECIAL CHILDRENS PROJECTS 513 N FREDONIA ST LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	50
THE MENNINGER CLINIC 12301 MAIN ST HOUSTON,TX 77035	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
THETA CHARITY ANTIQUES SHOW 4212 SAN FELIPE PMB 345 HOUSTON,TX 77027	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
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	TRINITY ADVANTAGE FUND	5,000
UNITED FUND OF KILGORE PO BOX 1832 KILGORE,TX 75663	NONE	PUBLIC	GENERAL CONTRIBUTION	500
UNIVERSITY OF TEXAS AT TYLER - LONG 3201 N EASTMAN RD LONGVIEW,TX 75605	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
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	85,000
UT-AUSTIN-MCCOMBS SCHOOL OF BUSINES 1 UNIVERSITY STATION B6000 AUSTIN,TX 78712	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
VETERANS OF FOREIGN WARS 218 W ERWIN ST TYLER,TX 75702	NONE	PUBLIC	GENERAL CONTRIBUTION	250
WASHINGTON LEE UNIVERSITY 204 W WASHINGTON ST DVLPMNT BLDG LEXINGTON,VA 24450	NONE	PUBLIC	GENERAL CONTRIBUTION	25,000
WASHINGTON LEE UNIVERSITY 204 W WASHINGTON ST DVLPMNT BLDG LEXINGTON,VA 24450	NONE	PUBLIC	CAPITAL CAMPAIGN	250,000
WHITE OAK VOLUNTEER FIRE DEPARTMENT PO BOX 336 WHITE OAK,TX 75693	NONE	PUBLIC	GENERAL CONTRIBUTION	350
<b>Total . . . . .</b>  <b>3a</b>				1,876,834

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)				
<b>a</b> <i>Paid during the year</i>				
WINDRIDGE THERAPEUTIC EQUESTRIAN CE PO BOX 5932 LONGVIEW,TX 75608	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
WINONA VOLUNTEER FIRE DEPARTMENT 1111 DALLAS STREET WINONA,TX 75792	NONE	PUBLIC	GENERAL CONTRIBUTION	250
WOUNDED WARRIOR PROJECT PO BOX 758516 TOPEKA,KS 66675	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
YELLOWSTONE ACADEMY 3000 TRULLEY ST HOUSTON,TX 77004	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
ZOOLOGICAL SOCIETY OF HOUSTON PO BOX 4759 HOUSTON,TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
MISCELLANEOUS FLOW-THRU FROM K-1S LONGVIEW,TX 75606	NONE	N/A	CHARITABLE	19
<b>Total</b> . . . . .			 <b>3a</b>	1,876,834

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>.</div>	<div>OMB No 1545-0047</div> <div>2013</div>
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<div>Name of the organization</div> <div>THE CRAIN FOUNDATION</div>	<div>Employer identification number</div> <div>75-2698267</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)( ) (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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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 33<sup>1</sup>/<sub>3</sub>% 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 for 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 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> THE CRAIN FOUNDATION	<b>Employer identification number</b> 75-2698267
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<div>1</div>	<div>CRAIN RESOURCES</div> <div>P O BOX 2146</div> <div>LONGVIEW, TX 75606</div>	<div>\$ 1,500,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>

<b>Name of organization</b> THE CRAIN FOUNDATION	<b>Employer identification number</b> 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
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> THE CRAIN FOUNDATION	<b>Employer identification number</b> 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 2013 Accounting Fees Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSES	6,380	6,380	0	0

**TY 2013 General Explanation Attachment****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 13000170**Software Version:** 2013v3.1

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	990-PF, PART VII-B, QUESTION 1A(3) - STATEMENT REGARDING FURNISHING OR REEXPLANATION 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 2013 Investments Corporate  
Bonds Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 13000170**Software Version:** 2013v3.1

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
PIMCO TOTAL RETURN	7,526,136	7,157,019
PIMCO ALL ASSET ALL AUTHORITY INST	1,299,364	1,186,876

**TY 2013 Investments Corporate  
Stock Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 13000170**Software Version:** 2013v3.1

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ALLERGAN INC	28,251	444,320
AMERICAN INTL GROUP INC	36,659	3,201
BP PLC SPONS ADR	135,000	159,441
EXXON MOBIL CORP	107,750	404,800
WEINGARTEN REALTY REIT	21,054	30,848
VANGUARD TOTAL STOCK MARKET	9,053,757	13,041,008
HARBOR INTERNATIONAL INST REINVEST	1,308,867	1,458,860
BLACKROCK GLOBAL BALANCED	2,612,069	2,929,237
FREEPORT-MCMORAN COPPER & GOLD	22,410	26,418
MURPHY OIL CORP	11,159	12,976
MURPHY USA INC	1,800	2,078

**TY 2013 Investments - Other Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 13000170**Software Version:** 2013v3.1

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		
ASB ALLEGIANCE REAL ESTATE FUND	AT COST	2,606,630	2,606,630
GT REAL ASSETS	AT COST	25,193	25,193
GT EMERGING MARKETS (QP), LP	AT COST	208,778	208,778
GT SPECIAL OPPORTUNITIES III	AT COST	78,068	78,068
GT OFFSHORE FUND, LTD	AT COST	1,206,385	1,206,385
MIDLAND US QP FUND, LP	AT COST	395,696	395,696
MIDLAND INTL EQUITY QP FUND, LP	AT COST	401,694	401,694
BLACK STONE MINERALS CO, LP	AT COST	351,160	351,160

**TY 2013 Other Expenses Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	5,413	5,413		
DEPLETION ON ROYALTY INCOME	65,084	65,084		
DUES AND SUBSCRIPTIONS	725	725		
MISCELLANEOUS	1,641	1,641		
NON-DEDUCTIBLE PTRSHP EXP	120			
PARTNERSHIP OTHER DEDUCTIONS	75,485	75,485		

**TY 2013 Other Income Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	98,622	98,622	
PARTNERSHIP UBTI	-14,115		
PARTNERSHIP UBTI SEC 1231	2		
ROYALTY INCOME	216,375	216,375	
TAX EXEMPT INCOME	3		

**TY 2013 Other Professional Fees Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	34,004	34,004	0	0
OTHER PROFESSIONAL SERVICES	2,706	2,706	0	0



**TY 2013 Taxes Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESCISE TAX IN INVESTMENT INCOME	15,138			
FOREIGN TAX	731	731		
STATE TAX EXPENSE ON ROYALTY	1,684	1,684		