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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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE CRAIN FOUNDATION		A Employer identification number 75-2698267	
Number and street (or P O box number if mail is not delivered to street address) POST OFFICE BOX 2146		B Telephone number (see instructions) (903) 758-8276	
City or town, state or province, country, and ZIP or foreign postal code LONGVIEW, TX 75606		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 39,688,331		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,500,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,965	3,965		
	4 Dividends and interest from securities.	764,144	764,144		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	740,007			
	b Gross sales price for all assets on line 6a 12,394,297				
	7 Capital gain net income (from Part IV, line 2) . . .		740,007		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	353,880	364,169		
	12 Total. Add lines 1 through 11	3,361,996	1,872,285		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,500	4,500		
	c Other professional fees (attach schedule)	55,042	55,042		
	17 Interest	9,766	9,766		
	18 Taxes (attach schedule) (see instructions) . . .	19,760	3,132		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	152,750	152,391		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	241,818	224,831		0
	25 Contributions, gifts, grants paid	2,001,277			2,001,277
	26 Total expenses and disbursements. Add lines 24 and 25	2,243,095	224,831		2,001,277
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,118,901			
	b Net investment income (if negative, enter -0-)		1,647,454		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,601,179	1,033,345	1,033,344
	3	Accounts receivable ▶ 123,945			
		Less allowance for doubtful accounts ▶	105,422	123,945	123,945
	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		1,121	1,274
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	13,338,776	14,726,082	20,431,179
	c	Investments—corporate bonds (attach schedule).	8,825,500	8,839,365	8,936,678
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	5,273,604	5,539,012	9,161,911	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	29,144,481	30,262,870	39,688,331	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	512		
	23	Total liabilities (add lines 17 through 22)	512	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶				
	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	29,143,969	30,262,870	
30	Total net assets or fund balances (see instructions)	29,143,969	30,262,870		
31	Total liabilities and net assets/fund balances (see instructions)	29,144,481	30,262,870		

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	29,143,969
2	Enter amount from Part I, line 27a	2	1,118,901
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	30,262,870
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	30,262,870

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	740,007
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	12,666

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 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))
2013	1,861,727	35,874,047	0 05190
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

2	Total of line 1, column (d).	2	0 18787
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 03757
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	39,545,507
5	Multiply line 4 by line 3.	5	1,485,843
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	16,475
7	Add lines 5 and 6.	7	1,502,318
8	Enter qualifying distributions from Part XII, line 4.	8	2,001,277

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		116,475	
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.		316,475	
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-		516,475	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	17,663
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	
d		Backup withholding erroneously withheld		6d	86
7		Total credits and payments. Add lines 6a through 6d.		7	17,749
8		Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,274
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 1,274 Refunded		11	

Part VII-AStatements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		No
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶SUSAN MINCEY Telephone no ▶(903) 758-8276 Located at ▶222 E TYLER LONGVIEW TX ZIP +4 ▶75601			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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 2014?. ☐	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.</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 2014?	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 4945(d)(4)(A)? (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 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	29,489,046
b	Average of monthly cash balances.	1b	1,359,670
c	Fair market value of all other assets (see instructions).	1c	9,299,007
d	Total (add lines 1a, b, and c).	1d	40,147,723
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	40,147,723
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	602,216
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,545,507
6	Minimum investment return. Enter 5% of line 5.	6	1,977,275

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	1,977,275
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	16,475
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	16,475
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,960,800
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,960,800
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	1,960,800

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	2,001,277
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	2,001,277
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	16,475
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,984,802
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,960,800
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			254,043	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,001,277				
a Applied to 2013, but not more than line 2a			254,043	
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 2014 distributable amount.				1,747,234
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				213,566
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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	2,001,277
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** (2014)

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes

No

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

2015-11-02

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒

Yes

☐

No

Paid Preparer Use Only

Print/Type preparer's name

Jeffrey L Geese

Preparer's Signature

Date

Check if self-employed

☐

PTIN

P00041276

Firm's name

HENRY & PETERS PC

Firm's address

3310 S BROADWAY AVE STE 100 TYLER, TX 75701

Firm's EIN

Phone no

(903) 597-6311

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)
CAPITAL GAIN DISTRIBUTION-TB&T	P	2000-01-01	2014-12-31
CAPITAL GAIN DISTRIBUTIONS-WELLS FARGO	P	2000-01-01	2014-12-31
9191 176 NET WEST TOTAL RETURNS BOND CL	P	2014-01-01	2014-11-10
156053 593 PIMCO TOTAL RETURN FUND	P	2014-01-01	2014-12-31
6887 314 PIMCO ALL ASSET ALL AUTHORITY	P	2014-01-01	2014-02-07
3506 311 WELLS FARGO ADVANTAGE ASSET ALLOCATION	P	2014-01-01	2014-11-10
2300 966 BLACKROCK GLOBAL BALANCED CL I	P	2000-01-01	2014-11-10
655870 196 PIMCO TOTAL RETURN FUND	P	2000-01-01	2014-05-09
116897 947 PIMCO ALL ASSET ALL AUTHORITY INST FUND	P	2000-01-01	2014-02-07
36731 15 VANG TOTAL STK MKT INDEX INST	P	2000-01-01	2014-12-31

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)
190,172			190,172
803			803
100,000		99,081	919
1,699,434		1,687,780	11,654
68,047		70,023	-1,976
50,000		47,931	2,069
50,000		43,695	6,305
7,142,426		7,363,124	-220,698
1,152,106		1,267,979	-115,873
1,800,000		1,074,677	725,323

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	
			190,172
			803
			919
			11,654
			-1,976
			2,069
			6,305
			-220,698
			-115,873
			725,323

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)
PARTNERSHIP CAP GAIN	P	2000-01-01	2014-12-31
PARTNERSHIP 1256 GAIN/LOSS	P	2000-01-01	2014-12-31

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)
140,869			140,869
440			440

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	
			140,869
			440

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)				
a 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	1,000
AMAZING PLACE 3735 DREXEL HOUSTON,TX 77027	NONE	PUBLIC	GENERAL CONTRIBUTION	2,000
ARC OF GREGG COUNTY THE PO BOX 522 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
ARTSVIEW CHILDREN'S THEATRE 313 W TYLER ST LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
ASBURY HOUSE 320 S CENTER STREET LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	5,100
ASSN OF FORMER STUDENTS OF TEXAS AM 505 GEORGE BUSH DRIVE COLLEGE STATION,TX 77840	NONE	PUBLIC	GENERAL CONTRIBUTION	125
BAYOU BEND COLLECTIONSGARDENS PO BOX 6826 HOUSTON,TX 77265	NONE	PUBLIC	GENERAL CONTRIBUTION	70,000
BOY SCOUTS OF AMERICA 1331 E FIFTH STREET TYLER,TX 75701	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
BOYS AND GIRLS CLUB OF GREGG CO PO BOX 2426 LONGVIEW,TX 75605	NONE	PUBLIC	GENERAL CONTRIBUTION	20,000
CASA DE ESPERANZA DE LOS NINOS PO BOX 66581 HOUSTON,TX 77266	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
COLGATE UNIVERSITY 13 OAK DRIVE HAMILTON,NY 13346	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
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 CHILD ADVOCATES PO BOX 3839 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
Total  3a				2,001,277

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	1,000
KILGORE COLLEGE - EAST TX OIL MUSEU 1100 BROADWAY BLVD KILGORE,TX 75662	NONE	PUBLIC	GENERAL CONTRIBUTION	2,000
EPISCOPAL HIGH SCHOOL PO BOX 271299 HOUSTON,TX 77277	NONE	PUBLIC	GENERAL CONTRIBUTION	196,000
EAST TX COUNCIL ON ALCOHOLISM AND D 708 GLENCREST LANE LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
EVERGREEN FOUNDATION 2701 HWY 80 HAUGHTON,LA 71037	NONE	PUBLIC	GENERAL CONTRIBUTION	500
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
GLADEWATER VOLUNTEER FIRE DEPARTMEN 511 STYLER RD GLADEWATER,TX 75647	NONE	PUBLIC	GENERAL CONTRIBUTION	250
GOOD SHEPHERD FOUNDATION 700 E MARSHALL AVE LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
GREATER LONGVIEW UNITED WAY PO BOX 411 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
GREENWOOD CEMETERY ASSOCIATION PO BOX 4625 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
GREGG CO HISTORICAL FOUNDATION PO BOX 3342 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
HARLETON VOLUNTEER FIRE DEPARTMENT PO BOX 323 HARLETON,TX 75651	NONE	PUBLIC	GENERAL CONTRIBUTION	250
HELPING HANDS OF KILGORE PO BOX 1576 KILGORE,TX 75663	NONE	PUBLIC	GENERAL CONTRIBUTION	250
Total  3a				2,001,277

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HIWAY 80 RESCUE MISSION PO BOX 3223 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	80,200
HOPE'S CLOSET 1011 WAL ST STE 100 LONGVIEW,TX 75605	NONE	PUBLIC	GENERAL CONTRIBUTION	2,000
HOUSE OF HOPE 3011 W MARSHALL aVE LONGVIEW,TX 75604	NONE	PUBLIC	GENERAL CONTRIBUTION	2,050
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	1,000
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	1,000
KAPPA KAPPA GAMMA FDTN PO BOX 6770 HOUSTON,TX 77265	NONE	PUBLIC	LOYALTY FUND	10,000
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	15,000
Total  3a				2,001,277

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LAWRENCEVILLE SCHOOL THE PO BOX 6125 LAWRENCEVILLE, NJ 08648	NONE	PUBLIC	GENERAL CONTRIBUTION	86,000
LONGVIEW COMMUNITY MINISTRIES PO BOX 1023 LONGVIEW, TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
LONGVIEW HABITAT FOR HUMANITY 300 WTYLER ST LONGVIEW, TX 75601	NONE	PUBLIC	BUILDING CAMPAIGN	17,700
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	6,100
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	331,750
MAKE-A-WISH FOUNDATION 215 WINCHESTER DRIVE STE 109 TYLER, TX 75701	NONE	PUBLIC	GENERAL CONTRIBUTION	730
MARTIN HOUSE CAC THE 606 W GARFIELD DRIVE SUITE D LONGIEW, TX 75602	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
MD ANDERSON PO BOX 4464 HOUSTON, TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION	50,000
MIRACLE LEAGUE OF EAST TEXAS PO BOX 2761 LONGVIEW, TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	3,000
MISSION CARTHAGE PO BOX 1208 CARTHAGE, TX 75633	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
NATIONAL DRUG SAFETY LEAGUE PO BOX 1952 LONGVIEW, TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	250
NEUHAUS EDUCATION CENTER 4433 BISSONNET BELLAIRE, TX 77401	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
NEWGATE MISSION PO BOX 3891 LONGVIEW, TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	15,000
Total  3a				2,001,277

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRESBYTERIAN CAMPS AT GILMONT 6075 STATE HWY 155N GILMER,TX 75644	NONE	PUBLIC	GENERAL CONTRIBUTION	10,600
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS,TN 38112	NONE	PUBLIC	GENERAL CONTRIBUTION	60,000
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK HOUSTON,TX 77027	NONE	PUBLIC	GENERAL CONTRIBUTION	61,000
RIVER OAKS GARDEN CLUB 2503 WESTHEIMER HOUSTON,TX 77098	NONE	PUBLIC	THE AZALEA TRAIL	5,100
SABINE VOLUNTEER FIRE DEPARTMENT 6144 GATEWAY CIRCLE KILGORE,TX 75662	NONE	PUBLIC	GENERAL CONTRIBUTION	250
SALVATION ARMY THE 519 EAST COTTON STREET LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	15,100
SOUTHERN METHODIST UNIVERSITY PO BOX 750100 DALLAS,TX 75275	NONE	PUBLIC	GENERAL CONTRIBUTION	200,000
ST JOHN DIVINE EPISCOPAL CHURCH 2450 RIVER OAKS BLVD HOUSTON,TX 77019	NONE	PUBLIC	GENERAL CONTRIBUTION	25,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON,TX 77019	NONE	PUBLIC	GENERAL CONTRIBUTION	20,000
ST JUDE CHILDREN'S RESEARCH HOSPITA 501 ST JUDE PLACE MEMPHIS,TN 38105	NONE	PUBLIC	GENERAL CONTRIBUTION	100
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	3,100
TEXAS SHAKESPEARE FESTIVAL PO BOX 2788 KILGORE,TX 75633	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
TEXAS SPECIAL CHILDRENS PROJECTS 513 N FREDONIA ST LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	150
Total  3a				2,001,277

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	2,500
UNITED FUND OF KILGORE PO BOX 1832 KILGORE,TX 75663	NONE	PUBLIC	GENERAL CONTRIBUTION	500
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	35,000
UT-AUSTIN-MCCOMBS SCHOOL OF BUSINES 1 UNIVERSITY STATION B6000 AUSTIN,TX 78712	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
VETERANS OF FOREIGN WARS 218 WERWIN ST TYLER,TX 75702	NONE	PUBLIC	GENERAL CONTRIBUTION	100
WASHINGTON LEE UNIVERSITY 204 W WASHINGTON ST DVLPMNT BLDG LEXINGTON,VA 24450	NONE	PUBLIC	GENERAL CONTRIBUTION	260,000
WHITE OAK VOLUNTEER FIRE DEPARTMENT PO BOX 336 WHITE OAK,TX 75693	NONE	PUBLIC	GENERAL CONTRIBUTION	250
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
Total  3a				2,001,277

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ZOOLOGICAL SOCIETY OF HOUSTON PO BOX 4759 HOUSTON,TX 77210	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
AMERICAN VETERANS 4647 FORBES BLVD LANHAM,MD 20706	NONE	PUBLIC	GENERAL CONTRIBUTION	125
ARK-LA-TEX OILMEN'S GOLF ASSN P O BOX 43 SHREVEPORT,LA 71101	NONE	PUBLIC	GENERAL CONTRIBUTION	500
BIBLE LESSONS INTERNATIONAL P O BOX 1289 MARSHALL,TX 75671	NONE	PUBLIC	GENERAL CONTRIBUTION	500
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON,TX 77054	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
BUCKNER CHILDREN FAMILY SERVICES 110 E COTTON ST LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	10,650
CAMP FOR ALL 10500 NW FREEWAY STE 200 HOUSTON,TX 77092	NONE	PUBLIC	GENERAL CONTRIBUTION	15,000
CANCER FOUNDATION FOR LIFE P O BOX 8257 TYLER,TX 75711	NONE	PUBLIC	GENERAL CONTRIBUTION	8,000
CROSSROADS SCHOOL INC 5822 DOLORES ST HOUSTON,TX 77057	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DRIVE HOUSTON,TX 77007	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS,CO 80920	NONE	PUBLIC	GENERAL CONTRIBUTION	100
GEORGE BUSH PRESIDENTIAL LIBRARY FO 2943 SMU BOULEVARD DALLAS,TX 75205	NONE	PUBLIC	GENERAL CONTRIBUTION	25,000
GLASSELL SCHOOL OF ART 5101 MONTROSE BLVD HOUSTON,TX 77006	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
GREAT TEXAS BALLOON RACE 410 N CENTER STREET LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	1,500
GREGG COUNTY CHILD WELFARE BOARD 101 EAST METHVIN LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	250
Total  3a				2,001,277

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HEARTLIGHT MINISTRIES P O BOX 286 HALLSVILLE,TX 75650	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
HOLT INTERNATIONAL CHILDREN'S SERVI P O BOX 2880 EUGENE,OR 97402	NONE	PUBLIC	GENERAL CONTRIBUTION	500
HOUSTON APHASIA RECOVERY CENTER 3701 BRIARPARK DIVE STE 310 HOUSTON,TX 77042	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
HOUSTON EYE ASSOCIATES FOUNDATION 7155 OLD KATY ROAD SUITE N100 HOUSTON,TX 77024	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
HUGWORKS 752 MARY DR HURST,TX 76053	NONE	PUBLIC	GENERAL CONTRIBUTION	500
LONGVIEW JAYCEES 1511 JUDSON ROAD F LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTIONS	44
LONGVIEW NEWS JOURNAL 320 E METHVIN ST LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTIONS	250
LUPUS FOUNDATION OF AMERICA 2000 L STREET NW STE 410 WASHINGTON DC,DC 20036	NONE	PUBLIC	GENERAL CONTRIBUTIONS	1,000
MENNONITE DISASTER SERVICE 583 AIRPORT ROAD LITITZ,PA 17543	NONE	PUBLIC	GENERAL CONTRIBUTIONS	500
MERCY MANOR P O BOX 1019 WHITE OAK,TX 75693	NONE	PUBLIC	GENERAL CONTRIBUTIONS	250
MICKEY MELTON MEMORIAL GOLF TOURNAM P O BOX 2146 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTIONS	1,045
MIDTOWN ARTS AND THEATER CENTER HOU 3414 LA BRANCH HOUSTON,TX 77004	NONE	PUBLIC	GENERAL CONTRIBUTIONS	1,000
NATIONAL ARCHIVES TRUST FUND 700 PENNSYLVANIA AVENUE NW WASHINGTON DC,DC 20408	NONE	PUBLIC	GENERAL CONTRIBUTIONS	25,000
THE PARISH SCHOOL 11001 HAMMERLY BLVD HOUSTON,TX 77043	NONE	PUBLIC	GENERAL CONTRIBUTIONS	250
PAULA MARTIN JONES CHARITIES 606 GARFIELD DR LONGVIEW,TX 75602	NONE	PUBLIC	GENERAL CONTRIBUTIONS	50,000
Total  3a				2,001,277

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PINK HEALS OF GREGG COUNTY 1306 TONY ST WHITE OAK,TX 75693	NONE	PUBLIC	GENERAL CONTRIBUTIONS	250
PRESERVATION LONGVIEW P O BOX 2146 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTIONS	1,250
UPSHUR COUNTY HOPE HOUSE FOR PETS PO BOX 187 GILMER,TX 75644	NONE	PUBLIC	GENERAL CONTRIBUTIONS	1,200
GREATER LONGVIEW YOUNG LIFE PO BOX 6473 LONGVIEW,TX 75608	NONE	PUBLIC	GENERAL CONTRIBUTIONS	1,000
PARTNERSHIP CONTRIBUTIONS VARIOUS VARIOUS,TX 75701	NONE	PUBLIC	GENERAL CONTRIBUTIONS	58
Total  3a				2,001,277

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a PARTNERSHIP INCOME			14	108,590	
b PARTNERSHIP RENTAL INCOME			14	-722	
c PARTNERSHIP UBTI	211110	-10,703			
d PARTNERSHIP UBTI SEC 1231	211110	408			
e ROYALTY INCOME			15	256,301	
f TAX EXEMPT INCOME					6

TY 2014 Accounting Fees Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSES	4,500	4,500	0	0

TY 2014 General Explanation Attachment

Name: THE CRAIN FOUNDATION

EIN: 75-2698267

Software ID: 14000265

Software Version: 2014v5.0

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	990-PF, PART VII-B, QUESTION 1A(3) - STATEMENT REGARDING FURNISHING OR RECEIVING GOODS OR SERVICES FROM DISQUALIFIED PERSONEXPLANATION R LACY SERVICES, LTD ("PARTNERSHIP") IS OWNED BY MEMBERS OF THE BOARD OF DIRECTORS OF THE CRAIN FOUNDATION ("THE FOUNDATION") PARTNERSHIPMAKES 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 MADEVAIABLE TO THE FOUNDATION FREE OF CHARGE

**TY 2014 Investments Corporate
Bonds Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 14000265**Software Version:** 2014v5.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PIMCO TOTAL RETURN		
PIMCO ALL ASSET ALL AUTHORITY INST		
MET WEST TOTAL RETURN BOND CL I	8,839,365	8,936,678

**TY 2014 Investments Corporate
Stock Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 14000265**Software Version:** 2014v5.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLERGAN INC	28,251	850,360
AMERICAN INTL GROUP INC	36,659	3,578
BP PLC SPONS ADR	135,000	125,034
EXXON MOBIL CORP	107,750	369,800
WEINGARTEN REALTY REIT	21,054	39,285
VANGUARD TOTAL STOCK MARKET	8,320,545	12,879,064
HARBOR INTERNATIONAL INST REINVEST	1,465,527	1,477,005
BLACKROCK GLOBAL BALANCED	3,058,486	3,146,317
FREEPORT-MCMORAN COPPER & GOLD	37,782	32,704
MURPHY OIL CORP	11,159	10,104
MURPHY USA INC	1,800	3,443
WELLS FARGO ADVANTAGE ASSET	1,502,069	1,494,485

TY 2014 Investments - Other Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 14000265**Software Version:** 2014v5.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ASB ALLEGIANCE REAL ESTATE FUND	AT COST	2,709,881	3,312,092
GT REAL ASSETS	AT COST	48,978	65,427
GT EMERGING MARKETS (QP), LP	AT COST	210,302	223,696
GT SPECIAL OPPORTUNITIES III	AT COST	84,366	85,449
GT OFFSHORE FUND, LTD	AT COST	1,251,227	1,380,011
MIDLAND US QP FUND, LP	AT COST	437,358	508,235
MIDLAND INTL EQUITY QP FUND, LP	AT COST	455,590	467,099
BLACK STONE MINERALS CO, LP	AT COST	341,310	3,119,902

TY 2014 Other Expenses Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	10,111	10,111		
DUES AND SUBSCRIPTIONS	725	725		
NON-DEDUCTIBLE EXPENSES	56			
NON-DEDUCTIBLE PTRSHP EXP	303			
O&G COST DEPLETION	67,116	67,116		
PARTNERSHIP OTHER DEDUCTIONS	74,439	74,439		

TY 2014 Other Income Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	108,590	108,590	
PARTNERSHIP RENTAL INCOME	-722	-722	
PARTNERSHIP UBTI	-10,703		
PARTNERSHIP UBTI SEC 1231	408		
ROYALTY INCOME	256,301	256,301	
TAX EXEMPT INCOME	6		

TY 2014 Other Professional Fees Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	55,042	55,042	0	0

TY 2014 Taxes Schedule**Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ON INVESTMENT INCOME	16,628			
OTHER FOREIGN TAX	1,642	1,642		
PARTNERSHIP FOREIGN TAX	1,114	1,114		
STATE TAX EXPENSE ON ROYALTY	376	376		

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047 2014

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

Filers of:	Section:
Form 990 or 990-EZ	☐ 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 foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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).

Employer identification number
75-2698267

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CRAIN RESOURCES P O BOX 2146 LONGVIEW, TX 75606	\$ 1,500,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____

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

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(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	
_____		_____	
_____		_____	
_____		_____	