

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

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		Room/suite  	
City or town, state or province, country, and ZIP or foreign postal code LONGVIEW, TX 75606		<b>B</b> Telephone number (see instructions)  (903) 758-8276	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>  <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>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 39,082,045		<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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )	Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (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 . . . . .	1,736	1,736		
	<b>4</b> Dividends and interest from securities . . . . .	722,389	722,389		
	<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 _____	1,668,636			
	<b>b</b> Gross sales price for all assets on line 6a _____ 2,697,572				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		1,668,636		
	<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) . . . . .	 211,653	227,264		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	4,104,414	2,620,025		
	<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). . . . .	 2,980	2,980		
	<b>b</b> Accounting fees (attach schedule). . . . .	 4,800	4,800		
	<b>c</b> Other professional fees (attach schedule) . . . . .	 51,544	51,544		
	<b>17</b> Interest . . . . .	3,103	3,102		
	<b>18</b> Taxes (attach schedule) (see instructions) . . . . .	 30,915	6,380		
	<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). . . . .	 125,485	124,832		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	218,827	193,638		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	1,966,483			1,966,483
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	2,185,310	193,638		1,966,483
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	1,919,104			
	<b>b Net investment income</b> (if negative, enter -0-)		2,426,387		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

<b>Part II</b> 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	<b>1</b>	Cash—non-interest-bearing . . . . .			
	<b>2</b>	Savings and temporary cash investments . . . . .	1,033,345	1,207,825	1,217,325
	<b>3</b>	Accounts receivable ▶ <u>15,422</u>			
		Less allowance for doubtful accounts ▶ _____	123,945	15,422	15,422
	<b>4</b>	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	<b>5</b>	Grants receivable . . . . .			
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions). . . . .			
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	<b>8</b>	Inventories for sale or use . . . . .			
	<b>9</b>	Prepaid expenses and deferred charges . . . . .	1,121	5,351	
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)			
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	14,726,082	15,970,298	19,709,623
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	8,839,365	9,260,414	9,109,426
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
<b>12</b>	Investments—mortgage loans . . . . .				
<b>13</b>	Investments—other (attach schedule) . . . . .	5,539,012	5,709,408	9,030,249	
<b>14</b>	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b>	Other assets (describe ▶ _____)				
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	30,262,870	32,168,718	39,082,045	
Liabilities	<b>17</b>	Accounts payable and accrued expenses . . . . .			
	<b>18</b>	Grants payable . . . . .			
	<b>19</b>	Deferred revenue . . . . .			
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b>	Mortgages and other notes payable (attach schedule). . . . .			
	<b>22</b>	Other liabilities (describe ▶ _____)			
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b>	Unrestricted . . . . .			
	<b>25</b>	Temporarily restricted . . . . .			
	<b>26</b>	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>				
	<b>and complete lines 27 through 31.</b>				
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .			
	<b>28</b>	Paid-in or capital surplus, or land, bldg , and equipment fund			
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	30,262,870	32,168,718	
<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	30,262,870	32,168,718		
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	30,262,870	32,168,718		

<b>Part III</b> Analysis of Changes in Net Assets or Fund Balances			
<b>1</b>	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) . . . . .	<b>1</b>	30,262,870
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	1,919,104
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	32,181,974
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	13,256
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	32,168,718

Part IV

Capital Gains and Losses for Tax on Investment Income

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

<b>(e)</b> Gross sales price	Depreciation allowed <b>(f)</b> (or allowable)	Cost or other basis <b>(g)</b> plus expense of sale	Gain or (loss) <b>(h)</b> (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0- ) or Losses (from col (h)) <b>(l)</b>
<b>(i)</b> F M V as of 12/31/69	Adjusted basis <b>(j)</b> as of 12/31/69	Excess of col (i) <b>(k)</b> over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	<b>2</b>	1,668,636
<b>3</b> 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		<b>3</b>	

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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2014	1,984,802	39,545,507	0 05019
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

<b>2</b> Total of line 1, column (d).	<b>2</b>	0 212856
<b>3</b> 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	<b>3</b>	0 042571
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	<b>4</b>	40,359,235
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	1,718,133
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	24,264
<b>7</b> Add lines 5 and 6.	<b>7</b>	1,742,397
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	1,966,483

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 VII

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 ☐ and enter "N/A" on line 1  
Date of ruling or determination letter \_\_\_\_\_  
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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-)

3

Add lines 1 and 2. . . . .

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5

**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- . . . . .

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

20,274

b

Exempt foreign organizations—tax withheld at source . . . . .

6b

c

Tax paid with application for extension of time to file (Form 8868). . . . .

6c

9,500

d

Backup withholding erroneously withheld . . . . .

6d

112

7

Total credits and payments. Add lines 6a through 6d. . . . .

8

Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9

**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . .

10

**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**. . . . .

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** 5,351 **Refunded**

1

24,264

24,264

24,264

271

5,351

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
1a				No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>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</i>			No
1b				No
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .			No
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? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	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 <b>Form 990-T</b> for this year? . . . . .	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	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? <i>If "No," attach explanation</i> .	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	10		No

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**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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). . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ▶ <u>SUSAN MINCEY</u> Telephone no ▶ <u>(903) 758-8276</u> Located at ▶ <u>222 E TYLER LONGVIEW TX</u> ZIP+4 ▶ <u>75601</u>			
<b>15</b>	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 . . . . . ▶ <b>15</b>			
<b>16</b>	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ▶	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <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>b</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 instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2015? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
<b>b</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 ). . . . .	<b>2b</b>		<b>No</b>
<b>c</b>	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____			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2015 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 2015</i> ). . . . .	<b>3b</b>		<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2015?	<b>4b</b>		<b>No</b>

**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)? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	30,332,283
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	1,390,317
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	9,251,243
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	40,973,843
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	40,973,843
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	614,608
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	40,359,235
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	2,017,962

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	2,017,962
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5. . . . .	<b>2a</b>	24,264
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	24,264
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	1,993,698
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	1,993,698
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	1,993,698

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	1,966,483
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,966,483
<b>5</b>	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). . . . .	<b>5</b>	24,264
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	1,942,219

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,993,698
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .			213,566	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010. . . . .				
b From 2011. . . . .				
c From 2012. . . . .				
d From 2013. . . . .				
e From 2014. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 1,966,483				
a Applied to 2014, but not more than line 2a			213,566	
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 2015 distributable amount. . . . .				1,752,917
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				240,781
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 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a. . . . .				
10 Analysis of line 9				
a Excess from 2011. . . .				
b Excess from 2012. . . .				
c Excess from 2013. . . .				
d Excess from 2014. . . .				
e Excess from 2015. . . .				

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 2015, 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)

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) 2015	(b) 2014	(c) 2013	(d) 2012	
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

Form 990-PF (2015)

Part XV

Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total . . . . .</div>			<div>3a</div>	1,966,483
<div>b Approved for future payment</div>				
<div>Total . . . . .</div>			<div>3b</div>	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

**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?

<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of		
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>	<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>	<b>No</b>
<b>b</b> Other transactions		
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>	<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>	<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>	<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>	<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>	<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>	<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>	<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received		

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

<b>Sign Here</b>	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.		
	<div style="border-bottom: 1px solid black; height: 20px; margin-bottom: 5px;"></div> <div style="display: flex; justify-content: space-between;"> <span>*****</span> <span>2016-11-14</span> <span>*****</span> </div>	▶	<div style="border-bottom: 1px solid black; height: 20px; margin-bottom: 5px;"></div> <div style="text-align: center;">Title</div>
	Signature of officer or trustee	Date	May the IRS discuss this return with the preparer shown below? (see instr.)? <input type="checkbox"/> Yes <input type="checkbox"/> No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name Jeffrey L Geese	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00041276
	Firm's name <input type="checkbox"/> HENRY & PETERS PC			Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/> 3310 S BROADWAY AVE STE 100 TYLER, TX 75701			Phone no <input type="checkbox"/>	(903) 597-6311

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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	2014-01-01	2015-12-31
CAPITAL GAIN DISTRIBUTION-WELLS FARGO	P	2014-01-01	2015-12-31
2552 323 BLACKROCK GLOBAL BALANCED CL I	P	2012-07-30	2015-12-09
55658 627 MET WEST TOTAL RETURN BOND CL I	P	2014-05-09	2015-12-09
11734 794 VANG TOTAL STK MKT INDEX INST	P	2006-01-30	2015-12-09
200 ACTAVIS PLC	P	2015-03-17	2015-03-17
4000 000 ALLERGAN INC	P	1990-03-22	2015-03-17
PARTNERSHIP CAP GAIN	P	2014-01-01	2015-12-31
PARTNERSHIP 1250 GAIN/LOSS	P	2014-01-01	2015-12-31
PARTNERSHIP 1256 GAIN/LOSS	P	2014-01-01	2015-12-31

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)
334,836			334,836
67			67
50,000		48,469	1,531
600,000		600,000	
600,000		365,187	234,813
61		61	
966,206		15,031	951,175
143,792			143,792
2,610			2,610
		188	-188

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	
			334,836
			67
			1,531
			234,813
			951,175
			143,792
			2,610
			-188

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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				
AMAZING PLACE 3735 DREXEL HOUSTON,TX 77027	NONE	PUBLIC	GENERAL CONTRIBUTION	2,000
AMERICAN HEART ASSOCIATION LONGVIEW 1125 JUDSON ROAD 150 LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
ARC OF GREGG COUNTY THE PO BOX 522 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	1,500
ARTSVIEW CHILDREN'S THEATRE 313 W TYLER ST LONGVIEW,TX 75601	NONE	PUBLIC	SPONSOR 2015 FUN DRIVE	1,500
ASBURY HOUSE 320 S CENTER STREET LONGVIEW,TX 75601	NONE	PUBLIC	SILVER SPONSOR CLAY SHOOT	600
ASSN OF FORMER STUDENTS OF TEXAS AM 505 GEORGE BUSH DRIVE COLLEGE STATION,TX 77840	NONE	PUBLIC	MATCHING CONTRIBUTION	125
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA MSBCM 160 HOUSTON,TX 77030	NONE	PUBLIC	FOR DR LARRY LIPSHUTZ	10,000
BOY SCOUTS OF AMERICA 1331 E FIFTH STREET TYLER,TX 75701	NONE	PUBLIC	GENERAL CONTRIBUTION	2,000
BOYS AND GIRLS CLUB OF GREGG CO PO BOX 2426 LONGVIEW,TX 75602	NONE	PUBLIC	FOR CHAMPION FOR YOUTH TABLES AND MEMORIAL	32,500
BOYS AND GIRLS CLUB OF GREGG CO PO BOX 2426 LONGVIEW,TX 75602	NONE	PUBLIC	SPONSORSHIP FOR GOLF TOURNAMENT	750
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET SUITE 200 HOUSTON,TX 77002	NONE	PUBLIC	DEVELOPMENT OF BUFFALO BAYOU WATERFRONT	1,000
CASA DE ESPERANZA DE LOS NINOS PO BOX 66581 HOUSTON,TX 77266	NONE	PUBLIC	ON BEHALF OF ROGERS AND KELTY CRAIN	2,500
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	ON BEHALF OF JANE L CRAIN	10,000
CRISMAN SCHOOL THE 2455 N EASTMAN ROAD LONGVIEW,TX 75605	NONE	PUBLIC	FOR CURRICULUM UPGRADE	10,000
<b>Total . . . . . ▶ 3a</b>				1,966,483



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				
EAST TEXAS ANGEL NETWORK PO BOX 9544 LONGVIEW,TX 75604	NONE	PUBLIC	BENEFIT WEEKEND BRONZE SPONSOR	1,500
EAST TEXAS CHILD ADVOCATES PO BOX 3839 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	500
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
EPISCOPAL HIGH SCHOOL PO BOX 271299 HOUSTON,TX 77277	NONE	PUBLIC	ON BEHALF OF THE CRAIN FAMILY	261,000
EXPECTANT HEART PREGNANCY CENTER PO BOX 1084 LONGVIEW,TX 75606	NONE	PUBLIC	MATCHING CONTRIBUTION	500
FAY SCHOOL THE 48 MAIN STREET SOUTHBOROUGH,MA 01772	NONE	PUBLIC	FOR PRIVATE EDUCATION	1,000
FIRST PRESBYTERIAN CHURCH 301 N CENTER STREET LONGVIEW,TX 75601	NONE	PUBLIC	IN MEMORY OF ANN LACY CRAIN	35,000
FORUM OF THE CIVICS FOUNDATION 2503 WESTHEIMER HOUSTON,TX 77098	NONE	PUBLIC	UNRESTRICTED GENERAL CONTRIBUTION	5,000
GLADEWATER VOLUNTEER FIRE DEPARTMEN 511 S TYLER RD GLADEWATER,TX 75647	NONE	PUBLIC	GENERAL CONTRIBUTION	250
GOOD SHEPHERD FOUNDATION 700 E MARSHALL AVE LONGVIEW,TX 75601	NONE	PUBLIC	IN MEMORY OF ANN LACY CRAIN	10,000
GREGG CO HISTORICAL FOUNDATION PO BOX 3342 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	4,000
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	IN MEMORY OF ANN LACY CRAIN	1,000
HEARTLIGHT MINISTRIES PO BOX 480 HALLSVILLE,TX 75650	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
<b>Total . . . . . ▶ 3a</b>				1,966,483

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				
HIWAY 80 RESCUE MISSION PO BOX 3223 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
HOPE'S CLOSET 1011 WAL ST STE 100 LONGVIEW,TX 75605	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
HOUSTON MUSEUM OF NAT SCIENCES 5555 HERMANN PARK DRIVE HOUSTON,TX 77030	NONE	PUBLIC	2015 ANNUAL FUND	10,000
HOUSTON PBS 4343 ELGIN ST HOUSTON,TX 77204	NONE	PUBLIC	ON BEHALF OF THE CRAINS	2,000
HOUSTON PUBLIC RADIO PO BOX 4878 HOUSTON,TX 77210	NONE	PUBLIC	FOR PUBLIC COMMUNICATION SERVICES	1,000
HOUSTON SPCA 900 PORTWAY DR HOUSTON,TX 77024	NONE	PUBLIC	FOR SAFETY OF ANIMALS	2,000
HUMANE SOCIETY OF NORTHEAST TEXAS 303 ENTERPRISE LONGVIEW,TX 75604	NONE	PUBLIC	GENERAL CONTRIBUTION	500
JUDSON-METRO VOLUNTEER FIRE DEPARTM PO BOX 429 JUDSON,TX 75660	NONE	PUBLIC	GENERAL CONTRIBUTION	250
JUNIOR LEAGUE OF HOUSTON DEPT 304 PO BOX 4346 HOUSTON,TX 77210	NONE	PUBLIC	JAZZ QUINTET SPONSOR FOR BON TEMPS BALL	5,000
JUNIOR LEAGUE OF LONGVIEW PO BOX 866 LONGVIEW,TX 75606	NONE	PUBLIC	COMMUNITY PROJECTS	1,000
KENYON COLLEGE DUFF STREET GAMBIER,OH 43022	NONE	PUBLIC	ON BEHALF OF THE CRAINS	10,000
KIDLINKS FOUNDATION 5485 BELT LINE RD STE 200 DALLAS,TX 75254	NONE	PUBLIC	15TH ANNUAL ENERGY GOLF CLASSIC SPONSOR	2,500
LAWRENCEVILLE SCHOOL THE PO BOX 6125 LAWRENCEVILLE,NJ 08648	NONE	PUBLIC	FOR PRIVATE EDUCATION	111,000
LONGVIEW COMMUNITY MINISTRIES PO BOX 1023 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	8,500
LONGVIEW HABITAT FOR HUMANITY 300 W TYLER ST LONGVIEW,TX 75601	NONE	PUBLIC	BUILDING CAMPAIGN	5,000
<b>Total . . . . . ▶ 3a</b>				1,966,483

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	FOR THE PIP MENTOR PROGRAM	4,000
LONGVIEW SYMPHONY LEAGUE PO BOX 1825 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
LONGVIEW SYMPHONY LEAGUE PO BOX 1825 LONGVIEW,TX 75606	NONE	PUBLIC	PAST & PUCCINI TABLE SPONSOR	400
LONGVIEW UNITY AND DIVERSITY PO BOX 1952 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	250
LONGVIEW WORLD OF WONDERS 112 E TYLER AVE LONGVIEW,TX 75601	NONE	PUBLIC	HANDS ON DISCOVERY CENTER	250,000
MARTIN HOUSE CAC THE 606 W GARFIELD DRIVE SUITE D LONGIEW,TX 75602	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
MD ANDERSON PO BOX 4464 HOUSTON,TX 77210	NONE	PUBLIC	ON BEHALF OF THE CRAINS	25,000
THE METHODIST HOSPITAL FOUNDATION 6565 FANNIN STREET HOUSTON,TX 77030	NONE	PUBLIC	FOR MEDICAL RESEARCH & CARE	10,000
MIRACLE LEAGUE OF EAST TEXAS PO BOX 2761 LONGVIEW,TX 75606	NONE	PUBLIC	GENERAL CONTRIBUTION	2,000
NEUHAUS EDUCATION CENTER 4433 BISSONNET BELLAIRE,TX 77401	NONE	PUBLIC	SPONSORSHIP FOR ANNUAL BENEFIT LUNCHEON	5,000
NEWGATE MISSION PO BOX 3891 LONGVIEW,TX 75606	NONE	PUBLIC	FOR SOCIAL WORK SERVICES TO JOBLESS	10,000
PRESBYTERIAN CAMPS AT GILMONT 6075 STATE HWY 155N GILMER,TX 75644	NONE	PUBLIC	FOR CHRISTIAN SUMMER CAMP	5,000
PRESBYTERIAN CAMPS AT GILMONT 6075 STATE HWY 155N GILMER,TX 75644	NONE	PUBLIC	MATCHING CONTRIBUTIONS	1,200
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS,TN 38112	NONE	PUBLIC	FOR THE CRAIN FAMILY COUNSELING SUPPORT FUND	75,000
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK HOUSTON,TX 77027	NONE	PUBLIC	FOR CHRISTIAN EDUCATION	51,000
<b>Total . . . . . ▶ 3a</b>				1,966,483

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				
RIVER OAKS GARDEN CLUB 2503 WESTHEIMER HOUSTON,TX 77098	NONE	PUBLIC	THE AZALEA TRAIL	2,500
SABINE VOLUNTEER FIRE DEPARTMENT 6144 GATEWAY CIRCLE KILGORE,TX 75662	NONE	PUBLIC	FOR PUBLIC SAFETY	250
SALVATION ARMY THE 519 EAST COTTON STREET LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750100 DALLAS,TX 75275	NONE	PUBLIC	GENERAL CONTRIBUTION	32,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750100 DALLAS,TX 75275	NONE	PUBLIC	CONTRIBUTION IN SUPPORT OF CENTURY CELEBRATION AND PROMENADE	200,000
ST JOHN DIVINE EPISCOPAL CHURCH 2450 RIVER OAKS BLVD HOUSTON,TX 77019	NONE	PUBLIC	FOR CHRISTIAN MINISTRY	25,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON,TX 77019	NONE	PUBLIC	FOR CHRISTIAN EDUCATION	20,000
ST JUDE CHILDREN'S RESEARCH HOSPITA 501 ST JUDE PLACE MEMPHIS,TN 38105	NONE	PUBLIC	MATCHING CONTRIBUTION	100
TANGLEWOOD FOUNDATION 5757 WOODWAY STE 160 HOUSON,TX 77057	NONE	PUBLIC	FOR GENERAL FOUNDATION	1,000
TEXAS CHILDRENS HOSPITAL INC PO BOX 840982 DALLAS,TX 75284	NONE	PUBLIC	FOR CHILDREN'S MEDICAL CARE	100,000
TEXAS COUNTRY MUSIC HALL OF FAME 310 W PANOLA ST CARTHAGE,TX 75633	NONE	PUBLIC	FOR PRESERVATION OF TEXAS COUNTRY MUSIC HISTORY	1,000
TEXAS SHAKESPEARE FESTIVAL PO BOX 2788 KILGORE,TX 75633	NONE	PUBLIC	FOR HISTORICAL THEATRE PRODUCTION	2,500
TEXAS SPECIAL CHILDRENS PROJECTS 513 N FREDONIA ST LONGVIEW,TX 75601	NONE	PUBLIC	FOR CHILDREN'S PROGRAMS	260
THETA CHARITY ANTIQUES SHOW 4212 SAN FELIPE PMB 345 HOUSTON,TX 77027	NONE	PUBLIC	FOR FUNDRAISING FOR MEDICAL RESEARCH, EDUCATION, AND ART	5,000
TIRR FOUNDATION 4605 POST OAK PLACE SUITE 222 HOUSTON,TX 77027	NONE	PUBLIC	FOR THE ADVANCEMENT OF MEDICAL TECHNOLOGY	1,000
<b>Total . . . . . ▶ 3a</b>				1,966,483

**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>				
TRINITY PAWLING SCHOOL 700 ROUTE 22 PAWLING,NY 12564	NONE	PUBLIC	FOR BOYS BOARDING SCHOOL	1,000
TRINITY SCHOOL OF TEXAS THE 215 TEAGUE ST LONGVIEW,TX 75601	NONE	PUBLIC	FOR THE SPRING GALA	1,000
UNITED FUND OF KILGORE PO BOX 1832 KILGORE,TX 75663	NONE	PUBLIC	FOR HEALTH AND HUMAN SERVICES	500
UNIVERSITY OF TEXAS LAW SCHOOL 727 EAST DEAN KEETON ST AUSTIN,TX 78705	NONE	PUBLIC	FOR LAW EDUCATION	1,000
UNIVERSITY OF THE SOUTH SEWANEE 735 UNIVERSITY AVENUE SEWANEE,TN 37383	NONE	PUBLIC	FOR GENERAL EDUCATION	10,000
UT-AUSTIN-MCCOMBS SCHOOL OF BUSINES 1 UNIVERSITY STATION B6000 AUSTIN,TX 78712	NONE	PUBLIC	TO FURTHER BUSINESS EDUCATION	25,000
WASHINGTON LEE UNIVERSITY 204 W WASHINGTON ST DVLPMNT BLDG LEXINGTON,VA 24450	NONE	PUBLIC	GENERAL CONTRIBUTION	25,000
WHITE OAK VOLUNTEER FIRE DEPARTMENT PO BOX 336 WHITE OAK,TX 75693	NONE	PUBLIC	FOR PUBLIC SAFETY	300
WINDRIDGE THERAPEUTIC EQUESTRIAN CE PO BOX 5932 LONGVIEW,TX 75608	NONE	PUBLIC	FOR EQUESTRIAN HEALTH	1,000
WINONA VOLUNTEER FIRE DEPARTMENT 1111 DALLAS STREET WINONA,TX 75792	NONE	PUBLIC	FOR PUBLIC SAFETY	250
WOUNDED WARRIOR PROJECT PO BOX 758516 TOPEKA,KS 66675	NONE	PUBLIC	FOR DISABLED VETERANS	2,000
YELLOWSTONE ACADEMY 3000 TRULLEY ST HOUSTON,TX 77004	NONE	PUBLIC	TO FURTHER EDUCATION FOR INNER CITY CHILDREN	5,000
ZOOLOGICAL SOCIETY OF HOUSTON PO BOX 4759 HOUSTON,TX 77210	NONE	PUBLIC	TO PROMOTE WILDLIFE CONSERVATION AND EDUCATION	1,000
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON,TX 77054	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
CAMP FOR ALL 10500 NW FREEWAY STE 200 HOUSTON,TX 77092	NONE	PUBLIC	BELIEVE IN MAGIC GALA	20,000
<b>Total . . . . . ▶ 3a</b>				1,966,483

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				
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DRIVE HOUSTON,TX 77007	NONE	PUBLIC	ON BEHALF OF WALTER AND MARY CRAIN	1,000
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS,CO 80920	NONE	PUBLIC	MATCHING CONTRIBUTION	200
GEORGE BUSH PRESIDENTIAL LIBRARY FO 2943 SMU BOULEVARD DALLAS,TX 75205	NONE	PUBLIC	GENERAL CONTRIBUTION	5,000
GLASSELL SCHOOL OF ART 5101 MONTROSE BLVD HOUSTON,TX 77006	NONE	PUBLIC	ON BEHALF OF WALTER & MARY CRAIN	5,000
GREAT TEXAS BALLOON RACE 410 N CENTER STREET LONGVIEW,TX 75601	NONE	PUBLIC	SPONSORSHIP FOR SPECIAL SHAPE BALLOON	2,500
HOLT INTERNATIONAL CHILDREN'S SERVI P O BOX 2880 EUGENE,OR 97402	NONE	PUBLIC	MATCHING CONTRIBUTION	500
HOUSTON APHASIA RECOVERY CENTER 3701 BRIARPARK DIVE STE 310 HOUSTON,TX 77042	NONE	PUBLIC	ON BEHALF OF LACY CRAIN	1,000
LONGVIEW JAYCEES 1511 JUDSON ROAD F LONGVIEW,TX 75601	NONE	PUBLIC	TICKETS FOR THE ANNUAL CHILDREN'S MAGIC FESTIVAL	44
LONGVIEW NEWS JOURNAL 320 E METHVIN ST LONGVIEW,TX 75601	NONE	PUBLIC	NEWSPAPERS IN EDUCATION TO BENEFIT CRISMAN SCHOOL	250
MENNONITE DISASTER SERVICE 583 AIRPORT ROAD LITITZ,PA 17543	NONE	PUBLIC	MATCHING CONTRIBUTION	500
MERCY MANOR P O BOX 1019 WHITE OAK,TX 75693	NONE	PUBLIC	MATCHING CONTRIBUTION	500
MICKEY MELTON MEMORIAL GOLF TOURNAM P O BOX 2146 LONGVIEW,TX 75606	NONE	PUBLIC	FOR FOOD SPONSORSHIP	1,727
MIDTOWN ARTS AND THEATER CENTER HOU 3414 LA BRANCH HOUSTON,TX 77004	NONE	PUBLIC	FOR CAPITAL CAMPAIGN	10,000
NATIONAL ARCHIVES TRUST FUND 700 PENNSYLVANIA AVENUE NW WASHINGTON DC,DC 20408	NONE	PUBLIC	ON BEHALF OF THE CRAINS	50,000
THE PARISH SCHOOL 11001 HAMMERLY BLVD HOUSTON,TX 77043	NONE	PUBLIC	22ND ANNUAL GALA	1,000
<b>Total . . . . . ▶ 3a</b>				1,966,483

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				
UPSHUR COUNTY HOPE HOUSE FOR PETS PO BOX 187 GILMER,TX 75644	NONE	PUBLIC	FOR SPONSORSHIP OF FURRY FIESTA STRAIGHT FLUSH	3,000
PARTNERSHIP CONTRIBUTIONS VARIOUS VARIOUS,TX 75701	NONE	PUBLIC	GENERAL CONTRIBUTIONS	2
AMERICAN CANCER SOCIETY 1301 S BROADWAY TYLER,TX 75701	NONE		2015 CATTLE BARON SPONSOR FOR WRANGLER BARON	1,500
ARCHWAY ACADEMY 6221 MAIN ST HOUSTON,TX 77030	NONE	PUBLIC	GENERAL CONTRIBUTION	8,000
ARROW FOUNDATION 2929 FM 2920 SPRING,TX 77388	NONE		SPONSOR 2015 LUNCHEON	500
HANKAMER SCHOOL OF BUSINESS 1621 S 3RD STREET WACO,TX 76706	NONE	PUBLIC	MATCHING CONTRIBUTION	250
BLANTON MUSEUM OF ART 200 E MARTIN LUTHER KING JR BLVD AUSTIN,TX 78712	NONE	PUBLIC	IN HONOR OF JUDY & CHARLES TATE	10,000
BOYS AND GIRLS CLUB OF AMERICA 710 ROBERTSON BLVD HENDERSON,TX 75652	NONE	PUBLIC	IN MEMORY OF MICHAEL WILHITE SR	250
CONNER WILSON BENEFIT FUND B POST OFFICE BOX 2146 LONGVIEW,TX 75606	NONE	I	TO FUND CHILDREN'S COLLEGE FUND	150
CRIME STOPPERS OF HOUSTON 3001 MAIN ST HOUSTON,TX 77002	NONE	PUBLIC	ON BEHALF OF LACY CRAIN	1,000
DORS COMMUNITY SERVICES 1125 JUDSON RD LONGVIEW,TX 75601	NONE	PUBLIC	LEADERSHIP LONGVIEW PLATINUM SPONSOR	1,000
EAST TEXAS OIL MUSEUM 1100 BROADWAY BLVD KILGORE,TX 75662	NONE	PUBLIC	GENERAL CONTRIBUTION	2,000
ETCPA ED FUND INC PO BOX 5100 TYLER,TX 75712	NONE	PUBLIC	FOR ACCOUNTING SCHOLARSHIPS	500
GEORGE W BUSH FOUNDATION 2943 SMU BOULEVARD DALLAS,TX 75205	NONE	PUBLIC	GENERAL CONTRIBUTION	10,000
HEARTS ANONYMOUS 20 RIM ROAD KILGORE,TX 75662	NONE	PUBLIC	MATCHING CONTRIBUTION	100
<b>Total . . . . . ▶ 3a</b>				1,966,483

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				
HELPING HANDS OF KILGORE 201 S MARTIN ST KILGORE,TX 75662	NONE	PUBLIC	MATCHING CONTRIBUTION	375
HOLLY HALL SILVER TEA 2000 HOLLY HALL STREET HOUSTON,TX 77054	NONE	PUBLIC	CUP OF TEA UNDERWRITER	1,000
HOUSTON ARBORETUM NATURE CENTER 4501 WOODWAY DRIVE HOUSTON,TX 77024	NONE	PUBLIC	39TH ANNUAL ALFRESCO GALA	500
HOUSTON BALLET 601 PRESTON ST HOUSTON,TX 77002	NONE	PUBLIC	IN HONOR OF CLAIRE WHITEHEAD	25,000
HOUSTON BARC FOUNDATION 3200 CARR STREET HOUSTON,TX 77026	NONE	PUBLIC	GENERAL CONTRIBUTION	1,000
HOUSTON REVISION 6856 BELLAIRE BLVD HOUSTON,TX 77074	NONE	PUBLIC	2015 LUNCHEON	1,000
KERRVILLE FOLK FESTIVAL FOUNDATION 3876 MEDINA HWY KERRVILLE,TX 78028	NONE	PUBLIC	MATCHING CONTRIBUTION	250
MOUNT PILGRIM BAPTIST CHURCH 830 TEXAS HIGHWAY 155 AVINGER,TX 75630	NONE	PUBLIC	FOR YOUTH GROUP TRIP	2,000
RIVER OAKS PARK 3600 LOCKE LN HOUSTON,TX 77027	NONE	PUBLIC	FOR WALKWAY PAVER	1,000
TEXAS PARKS WILDLIFE - AUSTIN CHAPT 4200 SMITH SCHOOL ROAD AUSTIN,TX 78744	NONE	PUBLIC	TO PROMOTE MANAGEMENT OF WILDLIFE	1,000
TEXAS PARKS WILDLIFE - HOUSTON CHAP 10101 SOUTHWEST FWY 206 HOUSTON,TX 77074	NONE	PUBLIC	TO PROMOTE MANAGEMENT OF WILDLIFE	1,000
THE MEADOWS MUSEUM 5900 BISHOP BLVD DALLAS,TX 75205	NONE	PUBLIC	FOR THE ADVANCEMENT OF KNOWLEDGE OF ART	5,000
THE MEADOWS SCHOOL OF ART 6101 BISHOP BLVD DALLAS,TX 75205	NONE	PUBLIC	FOR ART EDUCATION	5,000
THEATRE LONGVIEW 1001 W HAWKINS PKWY LONGVIEW,TX 75605	NONE	PUBLIC	FOR LOCAL THEATRE	500
UNITED NEGRO COLLEGE FUND 1805 7TH STREET NW WASHINGTON,DC 20001	NONE	PUBLIC	FOR SCHOLARSHIPS FOR BLACK STUDENTS	1,000
<b>Total . . . . . ▶ 3a</b>				1,966,483



**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>				
URBAN HARVEST 2311 CANAL STREET SUITE 200 HOUSTON,TX 77003		PUBLIC	FOR COMMUNITY GARDENS AND EDUCATION	1,000
UNITED SERVICE ORGANIZATION 207 S HOUSTON DALLAS,TX 75202	NONE	PUBLIC	FOR UNITED STATES SERVICE MEMBERS	1,000
UT HEALTH OFFICE OF DEVELOPMENT 7000 FANNIN SUITE 1200 HOUSTON,TX 77030	NONE	PUBLIC	FOR HEALTHCARE DISCOVERY AND EDUCATION	1,000
AMERICAN HEART ASSOCIATION 1125 JUDSON ROAD 150 LONGVIEW,TX 79601	NONE		SPONSORSHIP FOR GO RED FOR WOMEN	1,500
ASBURY HOUSE 320 S CENTER STREET LONGVIEW,TX 75601	NONE	PUBLIC	GENERAL CONTRIBUTION	2,500
BOYS AND GIRLS CLUB OF GREGG COUNTY PO BOX 2426 LONGVIEW,TX 75602	NONE	PUBLIC	MATCHING CONTRIBUTIONS	1,000
GOOD SHEPHERD EPISCOPAL CHURCH 2525 OLD JACKSONVILLE HWY TYLER,TX 75701	NONE	PUBLIC	IN MEMORY OF JOHN M CRAIN	1,000
GREGG COUNTY HISTORICAL FOUNDATION PO BOX 3342 LONGVIEW,TX 75606	NONE	PUBLIC	SPONSORSHIP FOR LANDMARKS OF LONGVIEW	1,250
GREGG COUNTY HISTORICAL FOUNDATION PO BOX 3342 LONGVIEW,TX 75606	NONE	PUBLIC	SPONSORSHIP FOR DALTON DAYS SHERIFF	1,500
GREGG COUNTY HISTORICAL FOUNDATION PO BOX 3342 LONGVIEW,TX 75606	NONE	PUBLIC	MATCHING CONTRIBUTION	250
HIWAY 80 RESCUE MISSION 3117 W MARSHALL AVE LONGVIEW,TX 75604	NONE	PUBLIC	MATCHING CONTRIBUTION	50
HOUSTON ARBORETUM NATURE CENTER 4501 WOODWAY DR HOUSTON,TX 77024	NONE	PUBLIC	FOR THE CAPITAL CAMPAIGN	25,000
LONGVIEW HABITAT FOR HUMANITY 300 W TYLER ST LONGVIEW,TX 75601	NONE	PUBLIC	2015 RAISIN' THE ROOF	7,500
LONGVIEW HABITAT FOR HUMANITY 300 W TYLER AVE LONGVIEW,TX 75601	NONE	PUBLIC	2015 WOMEN BUILD	2,500
LONGVIEW WORLD OF WONDERS 112 E TYLER AVE LONGVIEW,TX 75601	NONE	PUBLIC	BOURBON & BOWTIES SPONSORSHIP	5,000
<b>Total . . . . .</b> ► <b>3a</b>				1,966,483

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>				
LONGVIEW WORLD OF WONDERS 112 E TYLER AVE LONGVIEW,TX 75601	NONE	PUBLIC	FOR FRONT FACADE	9,450
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS,TN 38112	NONE	PUBLIC	FOR LIBERAL ARTS EDUCATION SERVICES	10,000
WASHINGTON AND LEE UNIVERSITY 204 W WASHINGTON ST LEXINGTON,VA 24450	NONE	PUBLIC	CAMPAIGN FOR WASHINGTON & LEE	200,000
WASHINGTON AND LEE UNIVERSITY 204 W WASHINGTON ST LEXINGTON,VA 24450	NONE	PUBLIC	FOR HARLAN BECKLEY SCHOLARSHIP	20,000
<b>Total . . . . . ▶ 3a</b>				1,966,483

**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		<b>(e)</b> Related or exempt function income (See the instructions )
<b>11</b> Other revenue	<b>(a)</b> Business code	<b>(b)</b> Amount	<b>(c)</b> Exclusion code	<b>(d)</b> Amount	
<b>a</b> PARTNERSHIP INCOME			14	79,379	
<b>b</b> PARTNERSHIP RENTAL INCOME			14	-470	
<b>c</b> PARTNERSHIP UBTI	211110	-15,584			
<b>d</b> PARTNERSHIP UBTI SEC 1231	211110	-39			
<b>e</b> ROYALTY INCOME			15	148,355	
<b>f</b> TAX EXEMPT INCOME					12

**TY 2015 Accounting Fees Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSES	4,800	4,800	0	0

**TY 2015 General Explanation Attachment****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 15000324**Software Version:** 2015v2.0

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 MADEAVAILABLE TO THE FOUNDATION FREE OF CHARGE

**TY 2015 Investments Corporate Bonds Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 15000324**Software Version:** 2015v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MET WEST TOTAL RETURN BOND CL I	9,260,414	9,109,426

**TY 2015 Investments Corporate Stock Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 15000324**Software Version:** 2015v2.0

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ALLERGAN INC	449,265	460,313
AMERICAN INTL GROUP INC	36,659	3,864
BP PLC SPONS ADR	135,000	102,533
EXXON MOBIL CORP	107,750	311,800
WEINGARTEN REALTY REIT	21,054	38,903
VANGUARD TOTAL STOCK MARKET	8,384,016	12,504,666
HARBOR INTERNATIONAL INST REINVEST	1,686,919	1,558,781
BLACKROCK GLOBAL BALANCED	3,395,922	3,167,203
FREEPORT-MCMORAN COPPER & GOLD	37,782	9,478
MURPHY OIL CORP	11,159	4,490
MURPHY USA INC	1,800	3,037
WELLS FARGO ADVANTAGE ASSET	1,702,972	1,544,555

**TY 2015 Investments - Other Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 15000324**Software Version:** 2015v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ASB ALLEGIANCE REAL ESTATE FUND	AT COST	2,779,928	3,884,310
GT REAL ASSETS	AT COST	52,986	73,807
GT EMERGING MARKETS (QP), LP	AT COST	213,597	218,268
GT SPECIAL OPPORTUNITIES III	AT COST	101,131	100,718
GT OFFSHORE FUND, LTD	AT COST	1,303,762	1,303,762
MIDLAND US QP FUND, LP	AT COST	455,611	493,509
MIDLAND INTL EQUITY QP FUND, LP	AT COST	483,906	482,043
BLACK STONE MINERALS CO, LP	AT COST		
BLACK STONE MINERALS CO (CU)	AT COST	132,852	1,057,749
BLACK STONE MINERALS CO (SUB)	AT COST	173,013	1,402,133
PALLADIAN, LP	AT COST	12,622	13,950



**TY 2015 Legal Fees Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL SERVICES	2,980	2,980	0	0

**TY 2015 Other Decreases Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Amount
BASIS ADJUSTMENT TO STOCK INVESTMENT	13,256

**TY 2015 Other Expenses Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	8,806	8,806		
DUES AND SUBSCRIPTIONS	750	750		
NON-DEDUCTIBLE EXPENSES	632			
NON-DEDUCTIBLE PTRSHP EXP	21			
O&G COST DEPLETION	49,836	49,836		
PARTNERSHIP OTHER DEDUCTIONS	65,440	65,440		

**TY 2015 Other Income Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	79,379	79,379	
PARTNERSHIP RENTAL INCOME	-470	-470	
PARTNERSHIP UBTI	-15,584		
PARTNERSHIP UBTI SEC 1231	-39		
ROYALTY INCOME	148,355	148,355	
TAX EXEMPT INCOME	12		

**TY 2015 Other Professional Fees Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	51,544	51,544	0	0

**TY 2015 Taxes Schedule****Name:** THE CRAIN FOUNDATION**EIN:** 75-2698267**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ON INVESTMENT INCOME	24,535			
OTHER FOREIGN TAX	4,611	4,611		
PARTNERSHIP FOREIGN TAX	1,404	1,404		
STATE TAX EXPENSE ON ROYALTY	365	365		

<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>2015</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)

Filers of:	Section:
Form 990 or 990-EZ	<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>
Form 990-PF	<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>

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 33<sup>1</sup>/<sub>3</sub>% 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).

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





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
-	<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> <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> <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> <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> <div></div>	