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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2009**, or tax year beginning _____, **2009**, and ending _____

G Check all that apply. Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

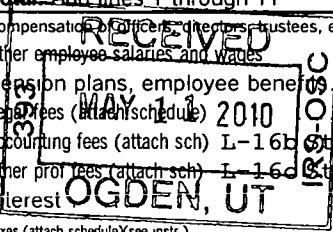
Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation CRAWLEY FAMILY FOUNDATION		A Employer identification number 73-1463271
	Number and street (or P O box number if mail is not delivered to street address) 105 North Hudson	Room/suite 800	B Telephone number (see the instructions) (405) 232-9700
	City or town Oklahoma City	State ZIP code OK 73102	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 4,958,205.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>		

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 the instructions).)</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	670,000.			
2 CK <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	5,915.	5,915.		
4 Dividends and interest from securities	33,064.	33,064.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-123,278.			
b Gross sales price for all assets on line 6a 327,381.				
7 Capital gain net income (from Part IV, line 2)		0.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	585,701.	38,979.		
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 sch) L-16b Stmt	629.	42.		
c Other prof fees (attach sch) L-16c Stmt	34,434.	34,434.		
17 Interest				
18 Taxes (attach schedule)(see instr)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	213.	14.		
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	495.	33.		
24 Total operating and administrative expenses. Add lines 13 through 23	35,771.	34,523.		
25 Contributions, gifts, grants paid	560,500.			560,500.
26 Total expenses and disbursements. Add lines 24 and 25	596,271.	34,523.		560,500.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-10,570.			
b Net investment income (if negative, enter -0-)		4,456.		
C Adjusted net income (if negative, enter -0-)				

POSTMARK DATE: MAY 10 2009

SCANNED MAY 12 2010

ADMINISTRATIVE AND OPERATING EXPENSES



ME

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	541,030.	283,447.	283,447.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	1,583,838.	1,393,054.	1,399,818.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	0.	295,206.	297,284.
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) L-13 Stmt	3,081,943.	3,224,534.	2,977,656.	
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 instructions Also, see page 1, item I)	5,206,811.	5,196,241.	4,958,205.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
FUNDS ASSETS OR	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	5,206,811.	5,196,241.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see the instructions)	5,206,811.	5,196,241.		
31 Total liabilities and net assets/fund balances (see the instructions)	5,206,811.	5,196,241.		

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	5,206,811.
2 Enter amount from Part I, line 27a	2	-10,570.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	5,196,241.
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	5,196,241.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Schedule 3 (short-term)	P	Various	Various
b See Schedule 3 (long-term)	P	Various	Various
c Litigation settlement (long-term)	P	Various	Various
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 216,335.	0.	297,943.	-81,608.
b 111,047.	0.	153,371.	-42,324.
c 654.	0.	0.	654.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-81,608.
b			-42,324.
c 0.	0.	0.	654.
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	-123,278.
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 the instructions) If (loss), enter -0- in Part I, line 8]	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	537,333.	4,609,789.	0.116563
2007	525,202.	4,046,233.	0.129800
2006	436,797.	2,860,175.	0.152717
2005	367,847.	1,768,977.	0.207943
2004	132,448.	1,160,802.	0.114100
2 Total of line 1, column (d)			0.721123
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			0.144225
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4,312,723.
5 Multiply line 4 by line 3			622,002.
6 Enter 1% of net investment income (1% of Part I, line 27b)			45.
7 Add lines 5 and 6			622,047.
8 Enter qualifying distributions from Part XII, line 4			560,500.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	89.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	89.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	89.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,910.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,910.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,821.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 500. Refunded	11	1,321.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
<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>		
c Did the foundation file Form 1120-POL for this year?		X
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>		X
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>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
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>		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) OK - Oklahoma		
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>	X	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>James B Crawley</u> Telephone no. ▶ <u>(405) 232-9700</u> Located at ▶ <u>105 North Hudson, Suite 800, Oklahoma City OK</u> ZIP + 4 ▶ <u>73102</u>			
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			

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
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	
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 2009?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2 b	X
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__		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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

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

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

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

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

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

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**

If 'Yes' to 6b, file Form 8870. X

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**

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
James B Crawley 105 N Hudson, Suite 800 Oklahoma City OK 73102	President	0.00	0.	0.
Mary W Crawley 105 N Hudson, Suite 800 Oklahoma City OK 73102	Secretary	0.00	0.	0.
Sara B Crawley 105 N Hudson, Suite 800 Oklahoma City OK 73102	Treasurer	0.00	0.	0.
Linda C Shirley 105 N Hudson, Suite 800 Oklahoma City OK 73102	Director	0.00	0.	0.

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				
0	0.00			
0				
0				
0				

Total number of other employees paid over \$50,000 None

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 ▶ None

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 ▶	

BAA

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	3,952,061.
b Average of monthly cash balances	1b	426,338.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	4,378,399.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	4,378,399.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	65,676.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,312,723.
6 Minimum investment return. Enter 5% of line 5	6	215,636.

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	215,636.
2a Tax on investment income for 2009 from Part VI, line 5	2a	89.	
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	89.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	215,547.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	215,547.
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	215,547.

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	560,500.
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	560,500.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	560,500.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				215,547.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	80,512.			
b From 2005	279,704.			
c From 2006	294,674.			
d From 2007	326,986.			
e From 2008	307,014.			
f Total of lines 3a through e	1,288,890.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 560,500.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				215,547.
e Remaining amount distributed out of corpus	344,953.			
5 Excess distributions carryover applied to 2009 (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	1,633,843.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	80,512.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,553,331.			
10 Analysis of line 9				
a Excess from 2005	279,704.			
b Excess from 2006	294,674.			
c Excess from 2007	326,986.			
d Excess from 2008	307,014.			
e Excess from 2009	344,953.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

James B Crawley

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

None

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Schedule 4				560,500.
Total			▶ 3a	560,500.
b Approved for future payment				
Total			▶ 3b	

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

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

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

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

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

SIGNATURE HERE	Signature of officer or trustee <u>James B. Crawley</u>		Date <u>5-6-10</u>	Title <u>President</u>
	Preparer's signature <u>Maria J Waggoner</u>	Date <u>05/04/10</u>	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature in the instrs)
	Firm's name (or yours if self-employed), address, and ZIP code <u>Waggoner Accounting Services LLC</u> <u>105 North Hudson, Suite 310</u> <u>OKLAHOMA CITY OK 73102-4815</u>	EIN <u> </u>	Phone no <u>(405) 232-1577</u>	Preparer's identifying number (See Signature in the instrs)
	BAA			

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2009

Name of the organization

CRAWLEY FAMILY FOUNDATION

Employer identification number

73-1463271

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 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, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules –

- For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year . . . ▶ \$ _____

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization CRAWLEY FAMILY FOUNDATION	Employer identification number 73-1463271
--	---

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Crawley Petroleum Corporation 105 North Hudson, Suite 800 Oklahoma City OK 73102	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	JBC Investment Company, A Limited Partnership 105 North Hudson, Suite 800 Oklahoma City OK 73102	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Mary W Crawley 105 North Hudson, Suite 800 Oklahoma City OK 73102	\$ 70,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Membership fees - Assoc of Small Foundations	495.	33.		
Total	<u>495.</u>	<u>33.</u>		

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Waggoner Accounting	Bookkeeping, tax retur	629.	42.		
Total		<u>629.</u>	<u>42.</u>		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
First Western Trust	Portfoliomangement	34,434.	34,434.		
Total		<u>34,434.</u>	<u>34,434.</u>		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Schedule 1	1,393,054.	1,399,818.
Total	<u>1,393,054.</u>	<u>1,399,818.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See Schedule 2	295,206.	297,284.
Total	<u>295,206.</u>	<u>297,284.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
<u>838,420.20 shares Aetos Capital LLC</u>	<u>816,244.</u>	<u>838,420.</u>
<u>7,416.67 shares Buffal Mid Cap Fund</u>	<u>63,635.</u>	<u>100,867.</u>
<u>10,534.32 shares Harbor Small Cap Value Fund</u>	<u>210,743.</u>	<u>172,131.</u>
<u>5,400.26 shares JP Morgan Mid Cap Growth Fund</u>	<u>63,635.</u>	<u>98,933.</u>
<u>16,588.66 shares Thornburg Int'l Value Fund</u>	<u>489,725.</u>	<u>420,854.</u>
<u>96,312.643 shares Victory Diversified Stock Fund</u>	<u>1,580,552.</u>	<u>1,346,451.</u>
Total	<u>3,224,534.</u>	<u>2,977,656.</u>

5/4/2010

CRAWLEY FAMILY FOUNDATION

#73-1463271

Schedule 1

Supporting Schedule to Form 990-PF, Part II, Line 10b - Investments - Corporate Stock
2009

			End of Year	
			Book Value	Fair Mkt Value
721	shs	ABBOTT LABORATORIES	33,369	38,927
1,195	shs	AMERICAN TOWER CORP	49,886	51,636
1,412	shs	AVON PRODS INC	44,950	44,478
335	shs	BAXTER INTERNATIONAL INC	18,884	19,658
11	shs	BERKSHIRE HATHAWAY INC	42,617	36,146
240	shs	BLACKROCK INC	40,967	55,728
1,276	shs	CAMERON INTL CORP	48,033	53,337
712	shs	CELGENE CORP	36,718	39,644
426	shs	CHEVRON CORPORATION	31,616	32,798
1,999	shs	CISCO SYS INC	51,888	47,856
447	shs	COOPER INDUSTRIES PLC NEW IRELAND COM	19,272	19,060
652	shs	DANAHER CORP	49,058	49,030
1,022	shs	ECOLAB INC	46,127	45,561
1	shs	ENBRIDGE ENERGY MGMT, LLC	0	35
942	shs	GILEAD SCIENCES INC	31,571	40,760
271	shs	GOLDMAN SACHS GROUP INC	44,628	45,756
993	shs	HONEYWELL INTERNATIONAL INC	52,018	38,926
383	shs	INTL BUSINESS MACHINES CORP	47,277	50,135
845	shs	ITT INDS INC	51,116	42,030
727	shs	KOHL'S CORP	40,599	39,207
1,105	shs	LAUDER ESTEE COS INC	44,680	53,438
1,616	shs	MICROSOFT CORPORATION	44,701	49,256
578	shs	NIKE INC CL B	31,914	38,188
1,914	shs	ORACLE CORP	38,567	46,950
569	shs	PEPSICO INC	28,913	34,595
328	shs	QUALCOMM INC	13,876	15,173
2,225	shs	STAPLES INC	53,776	54,713
904	shs	STATE STREET CORPORATION	53,620	39,360
901	shs	STRYKER CORP	44,037	45,383
1,733	shs	SYSCO CORP	52,142	48,420
1,769	shs	TEXAS INSTRUMTS	52,030	46,100
844	shs	THERMOS FISHER CORP	47,348	40,250
872	shs	WAL MART STORES INC	42,720	46,608
2,404	shs	WILLIAMS COMPANIES	64,136	50,676
			<u>\$ 1,393,054</u>	<u>\$ 1,399,818</u>

5/4/2010

CRAWLEY FAMILY FOUNDATION

#73-1463271

Schedule 2

Supporting Schedule to Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

2009

			End of Year	
			Book	Fair Mkt
			Value	Value
10,000	shs	AMERICAN EXPRESS CO	10,080	10,487
10,000	shs	AMGEN INC	9,388	9,875
10,000	shs	CATERPILLAR FINAL SVCS	10,454	10,614
10,000	shs	CITIGROUP INC	10,265	10,368
10,000	shs	DEERE JOHN	10,364	10,347
10,000	shs	GENERAL ELEC	10,378	10,563
10,000	shs	GOLDMAN SACHS GROUP INC	10,923	10,938
10,000	shs	JEFFRIES GROUP INC	10,056	10,269
10,000	shs	JP MORGAN CHASE & CO	10,722	10,665
10,000	shs	LOEWS CORP	10,841	10,842
10,000	shs	MCDONALDS CORP	10,720	10,597
10,000	shs	MEDTRONIC INC	9,652	10,150
10,000	shs	METLIFE INC	10,458	10,750
10,000	shs	MORGAN STANLEY	10,544	10,595
10,000	shs	PACIFIC GAS & ELECTRIC CO	10,000	10,040
55,000	shs	REGIONS BK ALA MTN	57,115	57,073
10,000	shs	SOUTH CAROLINA ELECTRIC & GAS CO	10,727	10,511
10,000	shs	WALT DISNEY	10,731	10,658
60,000	shs	WELLS FARGO & CO	61,788	61,942
			<u>61,788</u>	<u>61,942</u>
			<u>\$ 295,206</u>	<u>\$ 297,284</u>

CRAWLEY FAMILY FOUNDATION

#73-1463271

Schedule 3

Supporting Schedule to Form 990-PF, Part IV, Lines 1a and 1b - Capital Gains and Losses for Tax on Investment Income

2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
CFF- Bonds -First Western Investment	DISCOVERY FINL SVCS	150	6/11/2009	6/18/2009	14,165.62	14,137.50	28.12
CFF- Bonds -First Western Investment	MEDTRONIC INC	650	6/12/2009	7/30/2009	63,539.38	62,741.25	798.13
CFF- Bonds -First Western Investment	BANK OF AMERICA	100	6/11/2009	9/28/2009	10,570.60	10,375.20	195.40
CFF- Bonds -First Western Investment	GOLDMAN SACHS GROUP INC	100	6/11/2009	9/29/2009	10,401.50	10,361.50	40.00
CFF- Bonds -First Western Investment	JP MORGAN CHASE & CO	100	6/11/2009	9/29/2009	10,635.40	10,531.70	103.70
CFF- Bonds -First Western Investment	CITIGROUP INCORPORATED	100	6/12/2009	9/30/2009	10,123.20	10,085.00	38.20
CFF- First Western Investment Account	BANK OF AMERICA	762	10/16/2008	2/25/2009	2,186.93	15,923.67	(13,736.74)
CFF- First Western Investment Account	BANK OF AMERICA	627	11/10/2008	2/25/2009	1,799.48	14,386.33	(12,586.85)
CFF- First Western Investment Account	GENERAL ELEC	538	4/24/2008	2/25/2009	4,815.07	17,511.90	(12,696.83)
CFF- First Western Investment Account	ISHARES TR S&P MIDCAP 400 GROWTH	1,379.00	7/17/2008	2/25/2009	68,242.60	116,863.08	(48,620.48)
CFF- First Western Investment Account	GENENTECH INC	209	4/24/2008	3/26/2009	19,855.00	15,025.74	4,829.26
TOTAL SHORT TERM					216,334.78	297,942.87	(81,608.09)
LONG TERM							
CFF- First Western Investment Account	GENERAL ELEC	233	3/27/2006	2/24/2009	2,117.96	8,033.84	(5,915.88)
CFF- First Western Investment Account	GENERAL ELEC	332	8/16/2006	2/24/2009	3,017.86	10,796.64	(7,778.78)
CFF- First Western Investment Account	GENERAL ELEC	185	4/19/2007	2/24/2009	1,681.64	6,547.15	(4,865.51)
CFF- First Western Investment Account	GENERAL ELEC	211	4/19/2007	2/25/2009	1,888.44	7,467.29	(5,578.85)
CFF- First Western Investment Account	GENENTECH INC	103	3/27/2006	3/26/2009	9,785.00	9,025.89	759.11
CFF- First Western Investment Account	GENENTECH INC	154	8/16/2006	3/26/2009	14,630.00	12,209.12	2,420.88
CFF- First Western Investment Account	GENENTECH INC	11	11/13/2006	3/26/2009	1,045.00	919.71	125.29
CFF- First Western Investment Account	GENENTECH INC	207	4/19/2007	3/26/2009	19,665.00	16,876.71	2,788.29
CFF- First Western Investment Account	KOHL'S CORP	77	11/1/2004	11/18/2009	4,264.74	3,941.63	323.11
CFF- First Western Investment Account	KOHL'S CORP	266	3/27/2006	11/18/2009	14,732.72	13,746.88	985.84
CFF- First Western Investment Account	COMCAST CORP CL A	1,938.00	7/3/2007	12/9/2009	30,498.75	54,102.57	(23,603.82)
CFF- First Western Investment Account	COMCAST CORP CL A	478	4/24/2008	12/9/2009	7,522.39	9,703.40	(2,181.01)
CFF- First Western Investment Account	UNITEDHEALTH GROUP INC			12/21/2009	197.09	0.00	197.09
TOTAL LONG TERM					111,046.59	153,370.83	(42,324.24)
OVERALL TOTAL					327,381.37	451,313.70	(123,932.33)