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

2010

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

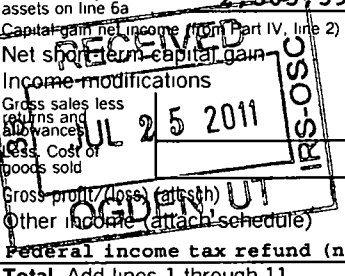
For calendar year 2010, or tax year beginning 2010, and ending

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

Name of foundation: CRAWLEY FAMILY FOUNDATION; Employer identification number: 73-1463271; Telephone number: (405) 232-9700; City or town: Oklahoma City; State: OK; ZIP code: 73102; Fair market value of all assets at end of year: \$ 6,226,463.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Administrative Expenses (13-26), and Summary (27).

REVENUE, ADMINISTRATIVE EXPENSES, SCANNED JUL 29 2011



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		283,447.	324,155.	324,155.
	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		1,393,054.	1,873,369.	2,035,735.
	c	Investments – corporate bonds (attach schedule)		295,206.	0.	0.
	11	Investments – land, buildings, and equipment, basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13. Stmt		3,224,534.	3,561,013.	3,866,573.	
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)		5,196,241.	5,758,537.	6,226,463.	
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)				
NET ASSETS OR FUND BALANCES	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		5,196,241.	5,758,537.	
	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)		5,196,241.	5,758,537.		
31	Total liabilities and net assets/fund balances (see the instructions)		5,196,241.	5,758,537.		

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	5,196,241.
2	Enter amount from Part I, line 27a	2	562,296.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	5,758,537.
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	5,758,537.

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 2 (short-term)	P	Various	Various
b See Schedule 2 (long-term)	P	Various	Various
c Capital gains distributions (short-term)	P	Various	Various
d Capital gains distributions (long-term)	P	Various	Various
e See Columns (a) thru (d)			

(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 464,188.	0.	490,663.	-26,475.
b 2,096,602.	0.	2,263,482.	-166,880.
c 33.	0.	0.	33.
d 1,582.	0.	0.	1,582.
e See Columns (e) thru (h)	0.	0.	3,185.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-26,475.
b			-166,880.
c 0.	0.	0.	33.
d 0.	0.	0.	1,582.
e See Columns (i) thru (l)	0.	0.	3,185.

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	-188,555.
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))
	2009	560,500.	4,312,723.	0.129964
	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
2 Total of line 1, column (d)				2 0.736987
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years				3 0.147397
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5				4 5,590,453.
5 Multiply line 4 by line 3				5 824,016.
6 Enter 1% of net investment income (1% of Part I, line 27b)				6 151.
7 Add lines 5 and 6				7 824,167.
8 Enter qualifying distributions from Part XII, line 4				8 483,000.

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	303.
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	303.
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	303.
6 Credits/Payments		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	500.
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	500.
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	197.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 197. Refunded	11	

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)? <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>		X
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 <i>General Instruction G</i> ? <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 2010 or the taxable year beginning in 2010 (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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	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 <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country		Yes	No X

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

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

	Yes	No
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 2010 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 2010)	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 2010?	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)? Yes 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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (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		0.00		
0				
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	5,133,468.
b Average of monthly cash balances	1b	542,119.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	5,675,587.
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	5,675,587.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	85,134.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,590,453.
6 Minimum investment return. Enter 5% of line 5	6	279,523.

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	279,523.
2a Tax on investment income for 2010 from Part VI, line 5	2a	303.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		303.
3 Distributable amount before adjustments Subtract line 2c from line 1	3		279,220.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		279,220.
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		279,220.

Part XIII **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	483,000.
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	483,000.
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	483,000.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				279,220.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	279,704.			
b From 2006	294,674.			
c From 2007	326,986.			
d From 2008	307,014.			
e From 2009	344,953.			
f Total of lines 3a through e	1,553,331.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 483,000.				
a Applied to 2009, 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 2010 distributable amount				279,220.
e Remaining amount distributed out of corpus	203,780.			
5 Excess distributions carryover applied to 2010 (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	1,757,111.			
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 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see instructions)	279,704.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,477,407.			
10 Analysis of line 9				
a Excess from 2006	294,674.			
b Excess from 2007	326,986.			
c Excess from 2008	307,014.			
d Excess from 2009	344,953.			
e Excess from 2010	203,780.			

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 2010, 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)

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

	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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
<p>a Paid during the year See Schedule 3</p>				483,000.
Total				483,000.
<p>b Approved for future payment</p>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Table with columns: Enter gross amounts unless otherwise indicated, Unrelated business income (a) Business code, (b) Amount, Excluded by section 512, 513, or 514 (c) Exclusion code, (d) Amount, (e) Related or exempt function income (see the instructions). Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 15,803), 4 Dividends and interest from securities (14, 44,184), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, -188,555), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (13, -128,568), 13 Total (13, -128,568).

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions). Row 1 contains the word 'None'.

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

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

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.

Sign Here			7-20-11	President
	Signature of officer or trustee		Date	Title
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date
	Mark Waggoner			07/20/11
	Firm's name	Waggoner Accounting Services LLC		Firm's EIN
	Firm's address	105 North Hudson, Suite 310 OKLAHOMA CITY OK 73102-4815		Phone no (405) 232-1577

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

2010

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) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

CRAWLEY FAMILY FOUNDATION

73-1463271

Part II 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	\$ 1,000,000.	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	James B Crawley 105 North Hudson, Suite 800 Oklahoma City OK 73102	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	Mary W Crawley 105 North Hudson, Suite 800 Oklahoma City OK 73102	\$ 60,000.	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)

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.	27.		
Bank charges and fees	840.	46.		
Foreign taxes	731.	40.		
Investment interest	74.	4.		
Nondeductible expenses	7.	0.		
Loss from LPs	1,034.	1,034.		
Total	<u>3,181.</u>	<u>1,151.</u>		

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(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)
Flow-through from LP (short-term)	P	Various	Various
Flow-through from LP (long-term)	P	Various	Various
Flow-through from LP (Section 1231)	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (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)
2,755.	0.	0.	2,755.
54.	0.	0.	54.
376.	0.	0.	376.
Total	<u>0.</u>	<u>0.</u>	<u>3,185.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

(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	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
0.	0.	0.	2,755.
0.	0.	0.	54.
0.	0.	0.	376.
Total	<u>0.</u>	<u>0.</u>	<u>3,185.</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	623.	34.		
Total		<u>623.</u>	<u>34.</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	43,653.	43,653.		
Total		<u>43,653.</u>	<u>43,653.</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	1,873,369.	2,035,735.
Total	<u>1,873,369.</u>	<u>2,035,735.</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
881,777.40 shares Aetos Capital LLC	816,245.	881,778.
7,416.67 shares Buffal Mid Cap Fund	63,635.	125,416.
30,441.40 shares GKM Growth Fund	400,000.	421,309.
9,907.04 shares Heartland Value Plus Fund	235,535.	295,230.
5,400.26 shares JP Morgan Mid Cap Growth Fund	63,635.	124,152.
1,450.58 shares Oppenheimer Developing Markets Fund	50,207.	52,322.
8,274.981 shares TCW Small Cap Growth Fund	217,963.	242,871.
15,286.00 shares Thornburg Int'l Value Fund	463,007.	437,791.
250,000 units FWCM Fixed Income Limited Partnership	250,542.	246,941.
1,000,000 units FWCM Income Equity Limited Partnership	1,000,244.	1,038,763.
Total	<u>3,561,013.</u>	<u>3,866,573.</u>

7/20/2011

CRAWLEY FAMILY FOUNDATION

#73-1463271

Schedule 1

Supporting Schedule to Form 990-PF, Part II, Line 10b - Investments - Corporate Stock
2010

			End of Year	
			Book Value	Fair Mkt Value
1,116	shs	ABBOTT LABORATORIES	54,373	53,468
867	shs	ADOBE SYS INC	25,397	26,686
1,363	shs	AMERICAN TOWER CORP	57,252	70,385
1,741	shs	AVON PRODS INC	55,840	50,593
1,012	shs	BAXTER INTERNATIONAL INC	57,872	51,227
727	shs	BERKSHIRE HATHAWAY INC	56,894	58,240
286	shs	BLACKROCK INC	51,933	54,506
952	shs	CELGENE CORP	51,755	56,301
2,768	shs	CHARLES SCHWAB CORP	52,527	47,360
760	shs	CHEVRON CORPORATION	56,590	69,350
2,254	shs	CISCO SYS INC	58,577	45,598
1,216	shs	COOPER INDUSTRIES PLC NEW IRELAND COM	54,044	70,881
1,460	shs	DANAHER CORP	55,612	68,868
1,325	shs	ECOLAB INC	59,509	66,807
1	shs	ENBRIDGE ENERGY MGMT, LLC	0	45
1,288	shs	GILEAD SCIENCES INC	47,367	46,677
796	shs	HALLIBURTON CO COM	28,504	32,501
1,298	shs	HONEYWELL INTERNATIONAL INC	65,312	69,002
457	shs	INTL BUSINESS MACHINES CORP	56,938	67,069
1,084	shs	ITT INDS INC	63,945	56,487
1,028	shs	KOHL'S CORP	57,631	55,862
907	shs	LAUDER ESTEE COS INC	43,362	73,195
2,014	shs	MICROSOFT CORPORATION	56,589	56,211
419	shs	MONSANTO CO	28,812	29,179
797	shs	NIKE INC CL B	47,505	68,080
2,308	shs	ORACLE CORP	49,250	72,240
894	shs	PEPSICO INC	49,871	58,405
1,388	shs	QUALCOMM INC	55,445	68,692
772	shs	SCHLUMBERGER LTD	49,952	64,462
2,460	shs	STAPLES INC	59,392	56,014
1,277	shs	STATE STREET CORPORATION	70,795	59,176
1,020	shs	STRYKER CORP	51,751	54,774
2,323	shs	TEXAS INSTRUMTS	65,887	75,498
1,140	shs	THERMOS FISHER CORP	62,440	63,110
1,064	shs	WAL MART STORES INC	53,852	57,382
2,484	shs	WILLIAMS COMPANIES	60,594	61,404
			<u>\$ 1,873,369</u>	<u>\$ 2,035,735</u>

CRAWLEY FAMILY FOUNDATION
#73-1463271

Schedule 2

Supporting Schedule to Form 990-PF, Part IV, Lines 1a and 1b - Capital Gains and Losses for Tax on Investment Income
2010

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
CFF- Bonds -First Western Investment	ALTRIA GROUP INC	100	06/11/10	11/24/10	10,648 50	9,957 40	691 10
CFF- Bonds -First Western Investment	AMERICAN EXPRESS CO	100	07/30/09	01/25/10	10,548 90	10,079 80	469 10
CFF- Bonds -First Western Investment	AMERICAN EXPRESS CO	100	01/25/10	09/13/10	11,448 30	11,388 20	90 10
CFF- Bonds -First Western Investment	AMERICAN EXPRESS CO	100	09/13/10	11/24/10	9,952 90	9,938 40	14 50
CFF- First Western Investment Account	CAMERON INTL CORP	204	04/09/10	05/04/10	7,449 93	9,302 05	(1,852 12)
CFF- Bonds -First Western Investment	CITIGROUP INCORPORATED	100	09/30/09	02/12/10	10,471 30	10,265 10	206 20
CFF- Bonds -First Western Investment	CITIGROUP INCORPORATED	100	02/12/10	11/24/10	11,176 20	10,511 00	665 20
CFF- Bonds -First Western Investment	FPL GROUP CAP INC	50	05/18/10	06/07/10	4,994 55	4,996 70	(2 15)
CFF- Bonds -First Western Investment	FPL GROUP CAP INC	50	05/18/10	06/11/10	4,999 45	4,996 70	2 75
CFF- Bonds -First Western Investment	GENERAL ELEC	250	06/28/10	11/24/10	25,996 00	24,964 75	1,031 25
CFF- Bonds -First Western Investment	GOLDMAN SACHS GROUP INC	100	09/29/09	07/26/10	11,009 50	10,922 90	86 60
CFF- First Western Investment Account	GOLDMAN SACHS GROUP INC	14	03/03/10	04/23/10	2,238 16	2,187 78	50 38
CFF- First Western Investment Account	GOLDMAN SACHS GROUP INC	56	04/09/10	04/23/10	8,952 65	9,724 40	(771 75)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	46 822	12/21/09	04/07/10	854 97	745 87	109 10
CFF- Bonds -First Western Investment	JEFFRIES GROUP INC	100	09/28/09	06/30/10	10,546 20	10,055 50	490 70
CFF- Bonds -First Western Investment	JEFFRIES GROUP INC	100	06/30/10	11/24/10	10,585 30	10,170 30	415 00
CFF- Bonds -First Western Investment	LOEWS CORP	100	06/12/09	05/18/10	10,694 40	10,841 00	(146 60)
CFF- Bonds -First Western Investment	MEDTRONIC INC	100	06/12/09	02/04/10	9,940 49	9,652 50	287 99
CFF- Bonds -First Western Investment	MEDTRONIC INC	100	07/16/10	11/24/10	9,996 45	9,980 00	16 45
CFF- Bonds -First Western Investment	PACIFIC GAS & ELECTRIC CO	100	06/12/09	06/10/10	10,000 00	10,000 00	0 00
CFF- Bonds -First Western Investment	PROCTER & GAMBLE	100	02/08/10	11/24/10	10,125 10	9,992 70	132 40
CFF- Bonds -First Western Investment	TRANSOCEAN INC	50	06/07/10	06/11/10	4,212 01	4,181 25	30 76
CFF- First Western Investment Account	VAN KAMPEN SMALL CAP VALUE FUND CLASS I	16,383 22	04/07/10	09/02/10	242,799 36	272,453 00	(29,653 64)
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	125 39	12/24/09	11/19/10	1,850 76	1,759 27	91 49
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	140 894	03/31/10	11/19/10	2,079 60	2,048 79	30 81
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	354 188	06/30/10	11/19/10	5,227 81	4,448 60	779 21
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	15 38	07/30/10	11/19/10	227 01	204 40	22 61
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	349 71	09/29/10	11/19/10	5,161 72	4,923 92	237 80
TOTAL SHORT TERM					464,187.52	490,662.28	(26,474.76)

CRAWLEY FAMILY FOUNDATION

#73-1463271

Schedule 2

Supporting Schedule to Form 990-PF, Part IV, Lines 1a and 1b - Capital Gains and Losses for Tax on Investment Income 2010

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
LONG TERM							
CFF- First Western Investment Account	AMERICAN TOWER CORP	154	09/25/07	03/03/10	6,516 03	6,437 66	78 37
CFF- Bonds -First Western Investment	AMGEN INC	100	06/11/09	11/24/10	9,429 87	9,387 50	42 37
CFF- First Western Investment Account	BLACKROCK INC	36	06/18/07	03/03/10	7,847 18	5,635 28	2,211 90
CFF- First Western Investment Account	CAMERON INTL CORP	179	02/14/08	03/03/10	7,315 35	7,289 88	25 47
CFF- First Western Investment Account	CAMERON INTL CORP	632	02/14/08	05/04/10	23,080 19	25,738 58	(2,658 39)
CFF- First Western Investment Account	CAMERON INTL CORP	159	04/24/08	05/04/10	5,806 57	8,013 60	(2,207 03)
CFF- First Western Investment Account	CAMERON INTL CORP	306	04/13/09	05/04/10	11,174 90	6,991 15	4,183 75
CFF- Bonds -First Western Investment	CATERPILLAR FINAL SVCS	100	06/12/09	11/24/10	10,342 90	10,453 50	(110 60)
CFF- First Western Investment Account	CISCO SYS INC	165	04/11/07	03/03/10	4,022 34	4,318 05	(295 71)
CFF- First Western Investment Account	DANAHER CORP	52	01/30/08	03/03/10	3,867 33	3,907 44	(40 11)
CFF- Bonds -First Western Investment	GENERAL ELEC	100	06/11/09	06/24/10	10,464 70	10,377 50	87 20
CFF- First Western Investment Account	GOLDMAN SACHS GROUP INC	38	11/01/04	04/23/10	6,075 01	3,651 80	2,423 21
CFF- First Western Investment Account	GOLDMAN SACHS GROUP INC	10	07/11/05	04/23/10	1,598 69	1,038 60	560 09
CFF- First Western Investment Account	GOLDMAN SACHS GROUP INC	20	03/27/06	04/23/10	3,197 37	3,016 00	181 37
CFF- First Western Investment Account	GOLDMAN SACHS GROUP INC	54	08/16/06	04/23/10	8,632 91	8,139 96	492 95
CFF- First Western Investment Account	GOLDMAN SACHS GROUP INC	56	04/19/07	04/23/10	8,952 65	12,005 84	(3,053 19)
CFF- First Western Investment Account	GOLDMAN SACHS GROUP INC	93	04/24/08	04/23/10	14,867 79	16,776 27	(1,908 48)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	1,743 294	05/23/05	04/07/10	31,832 55	32,721 63	(889 08)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	1,648 352	07/08/05	04/07/10	30,098 91	33,000 00	(2,901 09)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	112 948	01/31/06	04/07/10	2,062 43	2,237 51	(175 08)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	2,105 822	03/23/06	04/07/10	38,452 31	45,212 00	(6,759 69)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	5 120	12/21/06	04/07/10	93 49	110 02	(16 53)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	126 632	12/21/06	04/07/10	2,312 30	2,721 33	(409 03)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	1,348 263	04/17/07	04/07/10	24,619 28	29,500 00	(4,880 72)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	34 724	12/20/07	04/07/10	634 06	676 07	(42 01)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	404 341	12/20/07	04/07/10	7,383 27	7,872 51	(489 24)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	2,884 111	04/24/08	04/07/10	52,663 87	55,000 00	(2,336 13)
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	44 575	12/22/08	04/07/10	813 94	570 56	243 38
CFF- First Western Investment Account	HARBOR SMALL CAP VALUE FUND	29 313	12/22/08	04/07/10	535 26	375 20	160 06
CFF- First Western Investment Account	INTL BUSINESS MACHINES CORP	32	06/16/08	03/03/10	4,089 22	3,950 08	139 14
CFF- Bonds -First Western Investment	JOHN DEERE	100	06/12/09	10/15/10	10,000 00	10,363 50	(363 50)
CFF- Bonds -First Western Investment	JP MORGAN CHASE & CO	100	09/29/09	11/24/10	10,814 30	10,722 30	92 00
CFF- First Western Investment Account	LAUDER ESTEE COS INC	47	07/11/05	03/03/10	2,830 70	1,828 77	1,001 93
CFF- First Western Investment Account	LAUDER ESTEE COS INC	319	03/27/06	03/03/10	19,212 65	12,035 87	7,176 78
CFF- First Western Investment Account	LAUDER ESTEE COS INC	69	03/27/06	03/05/10	4,246 39	2,603 37	1,643 02
CFF- Bonds -First Western Investment	MCDONALDS CORP	100	06/11/09	11/24/10	10,212 70	10,720 00	(507 30)
CFF- Bonds -First Western Investment	METLIFE INC	100	06/12/09	11/24/10	10,524 50	10,457 50	67 00
CFF- First Western Investment Account	MICROSOFT CORPORATION	3	03/27/06	03/03/10	86 33	81 24	5 09
CFF- First Western Investment Account	MICROSOFT CORPORATION	54	08/16/06	03/03/10	1,554 00	1,313 82	240 18
CFF- Bonds -First Western Investment	MORGAN STANLEY	100	06/11/09	11/24/10	10,242 00	10,544 20	(302 20)
CFF- First Western Investment Account	ORACLE CORP	109	09/24/08	03/03/10	2,691 63	2,196 35	495 28
CFF- Bonds -First Western Investment	REGIONS BK ALA MTN	550	07/31/09	11/24/10	56,649 45	57,114 75	(465 30)
CFF- Bonds -First Western Investment	SOUTH CAROLINA ELECTRIC & GAS CO	100	06/12/09	11/24/10	10,088 40	10,727 00	(638 60)
CFF- First Western Investment Account	STAPLES INC	230	03/27/06	03/03/10	5,936 23	5,687 05	249 18
CFF- First Western Investment Account	STAPLES INC	263	08/16/06	03/03/10	6,787 94	6,212 06	575 88
CFF- First Western Investment Account	STRYKER CORP	59	04/12/06	03/03/10	3,131 17	2,553 34	577 83
CFF- First Western Investment Account	SYSCO CORP	109	05/04/06	02/17/10	2,993 68	3,290 08	(296 40)

CRAWLEY FAMILY FOUNDATION
#73-1463271
Schedule 2

Supporting Schedule to Form 990-PF, Part IV, Lines 1a and 1b - Capital Gains and Losses for Tax on Investment Income
2010

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
CFF- First Western Investment Account	SYSCO CORP	482	08/16/06	02/17/10	13,238 10	13,491 18	(253 08)
CFF- First Western Investment Account	SYSCO CORP	276	04/19/07	02/17/10	7,580 33	9,359 16	(1,778 83)
CFF- First Western Investment Account	SYSCO CORP	249	04/19/07	02/19/10	6,937 18	8,443 59	(1,506 41)
CFF- First Western Investment Account	SYSCO CORP	617	04/24/08	02/19/10	17,189 71	17,557 85	(368 14)
CFF- First Western Investment Account	THORNBERG INTERNATIONAL VALUE FUND	1,486 261	07/08/05	11/22/10	41,972 01	31,404 70	10,567 31
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	7,761 283	08/02/07	11/19/10	114,556 54	150,000 00	(35,443 46)
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	23 126	09/27/07	11/19/10	341 34	464 74	(123 40)
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	431 567	11/15/07	11/19/10	6,369 93	7,715 42	(1,345 49)
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	440 435	11/15/07	11/19/10	6,500 82	7,873 96	(1,373 14)
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	13 155	12/27/07	11/19/10	194 17	236 76	(42 59)
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	52,982 360	02/21/08	11/19/10	782,019 64	858,783 25	(76,763 61)
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	134 737	03/27/08	11/19/10	1,988 72	2,200 08	(211 36)
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	29,501 408	04/22/08	11/19/10	435,440 78	500,000 00	(64,559 22)
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	147 643	06/26/08	11/19/10	2,179 21	2,502 31	(323 10)
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	309 461	09/28/08	11/19/10	4,567 64	4,657 28	(89 64)
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	3,482 734	11/20/08	11/19/10	51,405 15	32,750 00	18,655 15
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	270 544	12/24/08	11/19/10	3,993 23	2,873 91	1,119 32
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	297 411	03/25/09	11/19/10	4,389 79	3,087 97	1,301 82
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	242 104	06/24/09	11/19/10	3,573 46	2,748 41	825 05
CFF- First Western Investment Account	VICTORY DIVERSIFIED STOCK FD CLASS I	215 528	09/30/09	11/19/10	3,181 19	2,899 02	282 17
CFF- First Western Investment Account	WAL MART STORES INC	35	03/27/06	03/03/10	1,883 32	1,692 10	201 22
CFF- First Western Investment Account	WAL MART STORES INC	19	08/16/06	03/03/10	1,022 38	845 88	176 50
CFF- Bonds -First Western Investment	WALT DISNEY	100	06/11/09	11/24/10	10,322 40	10,731 00	(408 60)
CFF- Bonds -First Western Investment	WELLS FARGO & CO	600	06/26/09	11/24/10	61,603 80	61,788 00	(184 20)
CFF- First Western Investment Account	WILLIAMS COMPANIES	342	07/03/08	03/03/10	7,366 89	13,809 10	(6,442 21)
TOTAL LONG TERM					2,096,602.47	2,263,482.39	(166,879.92)

OVERALL TOTAL

2,560,789.99 2,754,144.67 (193,354.68)

CRAWLEY FAMILY FOUNDATION

#73-1463271

Schedule 3

Supporting Schedule to Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year
2010

Date	Account	Num	Description	Memo	Amount
1/27/2010	CFF First Western Checking	299	Oklahoma City Orchestra League	Symphony Show House - Sponsor	5,000.00
3/23/2010	CFF First Western Checking	300	Community Literacy Centers, Inc	2010 Donation	25,000.00
3/23/2010	CFF First Western Checking	301	Dean A McGee Eye Institute	2010 Donation	5,000.00
3/23/2010	CFF First Western Checking	302	Friends Of The Sterling C Evans Library	2010 Donation	5,000.00
3/23/2010	CFF First Western Checking	303	Cleveland County Habitat For Humanity	2010 Donation	5,000.00
3/23/2010	CFF First Western Checking	304	Harvard Business School	2010 Donation	5,000.00
3/23/2010	CFF First Western Checking	305	Oklahoma Arts Institute	2010 Donation	7,000.00
3/23/2010	CFF First Western Checking	306	Oklahoma City Philharmonic	2010 Donation	5,000.00
3/23/2010	CFF First Western Checking	307	Presbyterian Urban Missions, Inc	2010 Donation	30,000.00
3/23/2010	CFF First Western Checking	308	The Association Of Former Students	2010 Donation	2,000.00
3/23/2010	CFF First Western Checking	309	University Of Oklahoma Foundation	1st installment on pledge, Fred Jones Art Museum	30,000.00
3/23/2010	CFF First Western Checking	310	Women's Foundation of Oklahoma	2010 Donation	1,000.00
5/26/2010	CFF First Western Checking	311	YWCA Of Metropolitan Dallas	LCS donation, ASC	10,000.00
6/28/2010	CFF First Western Checking	312	Opera Colorado	Associate donation - MCT	10,000.00
6/28/2010	CFF First Western Checking	313	Montview Boulevard Presbyterian Church	Associate donation - MCT	5,000.00
8/2/2010	CFF First Western Checking	314	OU Foundation	2nd installment, School of Dance	20,000.00
8/2/2010	CFF First Western Checking	315	University Of Oklahoma Foundation	2nd installment on pledge, Hoving Graduate Fellowship	20,000.00
8/2/2010	CFF First Western Checking	316	University Of Oklahoma Foundation	2nd/final installment on pledge, addtl Hoving Fellow	5,000.00
9/2/2010	CFF First Western Checking	319	Oklahoma City Art Museum	Season Sponsor, CPC	50,000.00
9/15/2010	CFF First Western Checking	320	University Of Oklahoma Foundation	REF SEF32806 RELS, Religious studies abroad	5,000.00
9/22/2010	CFF First Western Checking	321	Girl Scouts Of Western Massachusetts	Associate donation, SBC	5,000.00
9/22/2010	CFF First Western Checking	322	Women's Fund Of Western Massachusetts	Associate donation, SBC	10,000.00
9/22/2010	CFF First Western Checking	323	Food Bank Of Western Mass	Associate donation, SBC	7,500.00
10/20/2010	CFF First Western Checking	324	Montview Blvd Presbyterian Church	Associate donation, MCT, outdoor sanctuary	1,000.00
10/20/2010	CFF First Western Checking	325	Kent Denver School	2010 Associate donation, MCT, new dining hall	1,000.00
10/20/2010	CFF First Western Checking	326	Graland Country Day School	2010 Associate donation, MCT, Commons & Foundation Ctr	1,000.00
11/11/2010	CFF First Western Checking	327	Austin Presbyterian Seminary	Annual Fund, FY 2010-2011	10,000.00
12/8/2010	CFF First Western Checking	328	Austin Presbyterian Seminary	2nd installment, CFF Annual Fellowship Fund	60,000.00
12/8/2010	CFF First Western Checking	330	Goodland Academy	2010 Donation	10,000.00
12/8/2010	CFF First Western Checking	331	Texas A&M Foundation	Music endowment	10,000.00
12/8/2010	CFF First Western Checking	332	Texas A&M	Study Abroad pledge # 2236127	10,000.00
12/8/2010	CFF First Western Checking	333	Texas A&M	MSC renovation pledge # 2456522	75,000.00
12/8/2010	CFF First Western Checking	334	Friendship Bridge	2010 Donation	30,000.00
12/20/2010	CFF First Western Checking	335	Denver Museum Of Contemporary Art	Associate donation, MCT	2,500.00

TOTAL

483,000.00

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization CRAWLEY FAMILY FOUNDATION	Employer identification number 73-1463271
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions 105 North Hudson, #800	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Oklahoma City	OK 73102

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ James B Crawley _____
- Telephone No ▶ (405) 232-9700 _____ FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ calendar year 20 10 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	151.
3b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	500.
3c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions