Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

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: OK — ZIP code: 73102

C If exemption application is pending, check here ► ☐

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

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 6,576,449.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	1,216,342.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	17,905.	17,905.		
	4 Dividends and interest from securities	92,241.	92,241.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	116,660.			
	b Gross sales price for all assets on line 6a 2,118,412.				
	7 Capital gain net income (from Part IV, line 2)		1,029,013.		
	8 Net short-term capital gain			0.	
	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) Ordinary income from LP investments	2,872.	2,872.		
	12 **Total.** Add lines 1 through 11	1,446,020.	1,142,031.	0.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	676.	534.		
	c Other prof fees (attach sch) L-16c Stmt	51,108.	51,108.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	16,869.	16,623.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	68,653.	68,265.		
	25 Contributions, gifts, grants paid	694,625.			694,625.
	26 **Total expenses and disbursements.** Add lines 24 and 25	763,278.	68,265.		694,625.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	682,742.			
	b **Net investment income** (if negative, enter -0-)		1,073,766.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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	324,155.	350,771.	350,771.
	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 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	1,873,369.	1,561,893.	1,645,505.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	3,561,013.	4,528,615.	4,580,173.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	5,758,537.	6,441,279.	6,576,449.
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.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,758,537.	6,441,279.	
	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 instructions)	5,758,537.	6,441,279.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	5,758,537.	6,441,279.	

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	5,758,537.
2 Enter amount from Part I, line 27a	2	682,742.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	6,441,279.
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	6,441,279.

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	34,200 shs RealD Inc stock	D	04/15/07	05/13/11
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	234,489.		234,336.	153.
b	783,429.		700,117.	83,312.
c	1,057,126.		113,989.	943,137.
d	34,113.		0.	34,113.
e	See Columns (e) thru (h)		40,957.	-31,702.

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))
a	0.	0.	0.	153.
b	0.	0.	0.	83,312.
c				943,137.
d	0.	0.	0.	34,113.
e	See Columns (i) thru (l)	0.	0.	-31,702.

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	1,029,013.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-40,522.

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))
2010	483,000.	5,590,453.	0.086397
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

2	**Total** of line 1, column (d)	2	0.615441
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	0.123088
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,826,793.
5	Multiply line 4 by line 3	5	840,296.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,738.
7	Add lines 5 and 6	7	851,034.
8	Enter qualifying distributions from Part XII, line 4	8	694,625.

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 instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1				
Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	21,475.
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	21,475.
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	21,475.
6 Credits/Payments				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	197.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	30,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	30,197.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	2.
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	8,720.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ►		**Refunded** ►	11	8,720.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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? *If 'Yes,' attach a detailed description of the activities.*	2		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? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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? If 'No,' attach explanation*	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10	X	

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

			Yes	No
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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	**12**		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	**13**	X	

Website address ► N/A

14 The books are in care of ► James B Crawley Telephone no ► (405) 232-9700

Located at ► 105 North Hudson, Suite 800, Oklahoma City OK ZIP + 4 ► 73102

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 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	**16**		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		**1 b**		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
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 2011?		**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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		**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?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 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 2011.)*		**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 2011?		**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** X (No)

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

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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	6,379,758.
b Average of monthly cash balances		1b	550,996.
c Fair market value of all other assets (see instructions)		1c	
d Total (add lines 1a, b, and c)		1d	6,930,754.
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	6,930,754.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	103,961.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	6,826,793.
6 **Minimum investment return.** Enter 5% of line 5		6	341,340.

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	341,340.
2a Tax on investment income for 2011 from Part VI, line 5	2a	21,475.		
b Income tax for 2011 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	21,475.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	319,865.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	319,865.
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	319,865.

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	694,625.
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	694,625.
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	694,625.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				319,865.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006 294,674.				
b From 2007 326,986.				
c From 2008 307,014.				
d From 2009 344,953.				
e From 2010 203,780.				
f Total of lines 3a through e	1,477,407.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 694,625.				
a Applied to 2010, 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 2011 distributable amount				319,865.
e Remaining amount distributed out of corpus	374,760.			
5 Excess distributions carryover applied to 2011 *(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	1,852,167.			
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 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7 (see instructions)	294,674.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,557,493.			
10 Analysis of line 9				
a Excess from 2007 326,986.				
b Excess from 2008 307,014.				
c Excess from 2009 344,953.				
d Excess from 2010 203,780.				
e Excess from 2011 374,760.				

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 2011, 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 ► [X] 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				694,625.
Total			► **3a**	694,625.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	17,905.	
4 Dividends and interest from securities			14	92,241.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
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	1,029,013.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,139,159.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,139,159.

(See worksheet in line 13 instructions to verify calculations)

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

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 instructions)
	None

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

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

Sign Here

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

▶ James B. Crawley | 8-14-12 ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Mark G Waggoner	Mark G Waggoner	08/01/12		

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, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2011

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

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $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, total 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 total 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 its Form 990, or check the box on line H of its Form 990-EZ or on Part I, 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)

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

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Crawley Petroleum Corporation 105 North Hudson, Suite 800 Oklahoma City OK 73102	$ 1,026,342.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	James B Crawley 105 North Hudson, Suite 800 Oklahoma City OK 73102	$ 130,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	Mary W Crawley 105 North Hudson, Suite 800 Oklahoma City OK 73102	$ 60,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization: CRAWLEY FAMILY FOUNDATION

Employer identification number: 73-1463271

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	34,200 shs RealD Inc stock	$ 1,026,342.	04/27/11

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

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

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

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

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

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	695.	549.		
Bank charges and fees	304.	240.		
Foreign taxes	2,043.	2,043.		
Investment interest	1,766.	1,766.		
Other investment expenses	12,025.	12,025.		
Nondeductible expenses	36.	0.		
Total	16,869.	16,623.		

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)
0.		40,675.	-40,675.
9,255.		0.	9,255.
0.		282.	-282.
Total		40,957.	-31,702.

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			(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	
			-40,675.
0.	0.	0.	9,255.
			-282.
Total	0.	0.	-31,702.

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	676.	534.		
Total		676.	534.		

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	Portfolio management	51,108.	51,108.		
Total		51,108.	51,108.		

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
See Schedule 1	1,561,893.	1,645,505.
Total	1,561,893.	1,645,505.

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

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
See Schedule 1	4,528,615.	4,580,173.
Total	4,528,615.	4,580,173.

CRAWLEY FAMILY FOUNDATION
#73-1463271
Schedule 1
Supporting Schedule to Form 990-PF, Part II, Line 10b - Investments - Corporate Stock
2011

			End of Year Book Value	End of Year Fair Mkt Value
200	shs	ABB LTD	5,292	3,766
874	shs	ABBOTT LABORATORIES	42,673	49,145
400	shs	ACCENTURE LTD CL A	22,659	21,292
55	shs	AGRIUM INC	4,403	3,691
325	shs	ALLIANZ SE SP	4,430	3,118
861	shs	AMERICAN TOWER CORP	36,267	51,669
125	shs	ANGLO AMERN PLC	2,991	2,311
60	shs	ANHEUSER BUSCH CO	3,628	3,659
100	shs	ASTRAZENECA PLC	5,166	4,629
175	shs	ATLAS COPCO	4,132	3,339
125	shs	BAE SYS	2,203	2,215
175	shs	BARCLAYS	3,122	1,923
70	shs	BASF SE	6,224	4,897
773	shs	BAXTER INTERNATIONAL INC	44,399	38,248
200	shs	BAYERISCHE MOTOREN WERKE	5,772	4,479
45	shs	BHP BILLITON LTD	3,329	2,628
237	shs	BLACKROCK INC	44,262	42,243
50	shs	BOC HONG KONG HLDGS LTD	3,160	2,369
125	shs	BRITISH AMERN TOB	11,197	11,860
80	shs	BROOKFIELD ASSET MANAGEMENT	2,628	2,198
250	shs	BT GROUP	8,111	7,410
100	shs	CANON INC	4,506	4,404
60	shs	CARNIVAL	2,482	1,976
763	shs	CELGENE CORP	42,898	51,579
2,725	shs	CHARLES SCHWAB CORP	51,684	30,684
447	shs	CHEVRON CORPORATION	33,283	47,561
40	shs	CHINA MOBILE HK LTD	2,070	1,940
2,788	shs	CISCO SYS INC	66,312	50,407
864	shs	DANAHER CORP	33,219	40,643
125	shs	DBS GROUP HLDGS LTD	5,966	4,442
1,109	shs	DISCOVERY COMMUNICATIONS INC	41,681	45,436
828	shs	ECOLAB INC	37,643	47,867
0 943	shs	ENBRIDGE ENERGY MGMT, LLC	0	35
400	shs	ENEL SOCIETA PER AZIONI	2,783	1,632
50	shs	FOMENTO ECONOMICO MEX	3,101	3,485
125	shs	FUJIFILM HODGS CORP	3,579	2,962
1,090	shs	GILEAD SCIENCES INC	43,897	44,614
928	shs	HALLIBURTON CO COM	40,148	32,025
80	shs	HITACHI LTD	4,644	4,171
100	shs	HONDA MTR LTD	3,739	3,055
776	shs	HONEYWELL INTERNATIONAL INC	35,725	42,176
50	shs	HSBC HOLDINGS	2,582	1,905
125	shs	INTERCONTINENTAL HTLS GRP	2,629	2,249
271	shs	INTL BUSINESS MACHINES CORP	33,978	49,831
423	shs	INTUIT	20,005	22,246
500	shs	KEPPEL LTD	9,165	7,172
883	shs	KOHLS CORP	49,807	43,576
459	shs	LAUDER ESTEE COS INC	25,038	51,555
60	shs	LVMH MOET HENNESSY LOU VUITTON	2,033	1,704
217	shs	MCDONALDS CORP	19,081	21,772
1,857	shs	MICROSOFT CORPORATION	52,769	48,208
15	shs	MITSUI & CO LTD	5,078	4,667

CRAWLEY FAMILY FOUNDATION
#73-1463271
Schedule 1
Supporting Schedule to Form 990-PF, Part II, Line 10b - Investments - Corporate Stock
2011

			End of Year Book Value	End of Year Fair Mkt Value
330	shs	MONSANTO CO	22,692	23,123
40	shs	NATIONAL GRID TRANSCO PLC	2,032	1,939
175	shs	NESTLE	10,917	10,106
559	shs	NIKE INC CL B	34,176	53,871
85	shs	NIPPON TELEG & TEL CORP	2,133	2,153
250	shs	NISSAN MOTORS	4,754	4,497
125	shs	NOVARTIS	7,692	7,146
80	shs	OIL CO LUKOIL	4,894	4,240
1,385	shs	ORACLE CORP	30,652	35,525
60	shs	ORIX CORPORATION	2,804	2,461
647	shs	PEPSICO INC	37,424	42,928
150	shs	PETROLEO BRASILEIRO SA PETROBRAS	4,545	3,524
789	shs	QUALCOMM INC	30,986	43,158
75	shs	REPSOL YPF	2,386	2,311
50	shs	ROCHE HLDG LTD	2,086	2,128
283	shs	ROPER INDS INC	21,254	24,584
65	shs	ROYAL DUTCH SHELL PLC	4,622	4,751
300	shs	ROYAL KPN	4,242	3,600
185	shs	SANOFI-AVENTIS SPONS ADR	6,943	6,760
175	shs	SBERBANK RUSSIA	2,639	1,718
537	shs	SCHLUMBERGER LTD	34,822	36,682
30	shs	SHIRE LIMITED AMERCAN DEPOSITARY	2,793	3,117
35	shs	SIEMENS A G	4,569	3,346
1,036	shs	STATE STREET CORPORATION	55,871	41,761
761	shs	STRYKER CORP	40,413	37,829
1,338	shs	TEXAS INSTRUMTS	35,711	38,949
716	shs	THERMOS FISHER CORP	38,066	32,199
125	shs	TOKIO MARINE HOLDGS INC	3,404	2,770
100	shs	TOTAL S A	5,681	5,111
50	shs	UNILEVER N V NEW YORK	1,535	1,676
634	shs	UNITED PARCEL SERVICE	47,211	46,402
100	shs	VALE S A	2,734	2,060
175	shs	VODAFONE GROUP PLC	4,989	4,905
180	shs	VOLVO AKTIEBOLAGET	3,305	1,977
829	shs	WAL MART STORES INC	43,390	49,541
1,218	shs	WESTERN UN CO	21,398	22,241
1,500	shs	WILLIAMS COMPANIES	26,469	49,530
80	shs	ZURICH FINL SVCS	2,086	1,818
			$ 1,561,893	$ 1,645,505

7/31/2012

CRAWLEY FAMILY FOUNDATION
#73-1463271
Schedule 2
Supporting Schedule to Form 990-PF, Part II, Line 13 - Investments - Other
2011

			End of Year	
			Book Value	Fair Mkt Value
876,158.070	shs	AETOS CAPITAL LLC	$ 816,244	$ 876,158
1,175 312	shs	ALPINE INTERNATIONAL REAL ESTATE EQUITY FUND CLASS Y	30,618	21,062
7,571 017	shs	BUFFALO MID CAP FUND	66,006	118,108
2,714 974	shs	COHEN & STEERS INTERNATIONAL REALTY FUND INC	30,723	24,489
23,675.440	shs	GKM GROWTH FUND	311,095	339,269
11,379.955	shs	HEARTLAND VALUE PLUS FUND	281,039	315,111
13,662.854	shs	JP MORGAN MID CAP GROWTH FUND	263,254	267,519
3,864.679	shs	NUVEEN REAL ESTATE SEC FUND	77,024	73,313
2,930.023	shs	OPPENHEIMER DEVELOPING MARKETS FUND	102,141	84,883
3,211 176	shs	TCW SMALL CAP GROWTH FUND CLASS I	255,357	245,466
373.051	shs	THORNBURG INTERNATIONAL VALUE FUND	570,019	463,623
13,854 716	shs	FORWARD HIGH YIELD BD INSTL FUND	144,060	134,391
9,268 703	shs	PIMCO FDS TOTAL RETURN FUND INSTL	102,298	100,751
13,027.601	shs	THIRD AVENUE FOCUSED CREDIT FUND INS	150,227	123,762
350,000	shs	FWCM FIXED INCOME LP	351,976	356,710
1,000,000	shs	FWCM INCOME EQUITY LP	976,534	1,035,558
			$ 4,528,615	$ 4,580,173

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
2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
CFF- First Western "Eagle" Account	AGRIUM INC	10	5/25/2011	7/15/2011	893 67	800 60	93 07
CFF- First Western "Eagle" Account	AGRIUM INC	10	5/25/2011	7/19/2011	887 70	800 60	87 10
CFF- First Western "Eagle" Account	FUJIFILM HODGS CORP	75	5/25/2011	7/25/2011	2,299 45	2,147 25	152 20
CFF- First Western "Eagle" Account	TURKCELL ILETISIM HIZMET	175	5/25/2011	7/25/2011	2,199 70	2,487 63	(287 93)
CFF- First Western "Eagle" Account	SONY CORP	75	5/25/2011	8/19/2011	1,654 44	2,039 25	(384 81)
CFF- First Western "Eagle" Account	SOCIETE GENERALE FRANCE	375	5/25/2011	9/15/2011	1,542 08	4,473 75	(2,931 67)
CFF- First Western "Eagle" Account	BAYER A G	30	7/25/2011	9/16/2011	1,575 98	2,380 50	(804 52)
CFF- First Western "Eagle" Account	FOCUS MEDIA HOLDG LTD	25	5/25/2011	9/26/2011	769 53	828 25	(58 72)
CFF- First Western "Eagle" Account	CNOOC LTD	15	5/25/2011	9/27/2011	2,182 37	3,480 89	(1,298 52)
CFF- First Western "Eagle" Account	BNP PARIBAS	125	5/25/2011	9/28/2011	2,058 71	4,645 00	(2,586 29)
CFF- First Western "Eagle" Account	SONY CORP	60	5/25/2011	10/12/2011	1,201 70	1,631 40	(429 70)
CFF- First Western "Eagle" Account	SONY CORP	15	5/25/2011	10/13/2011	301 74	407 85	(106 11)
CFF- First Western "Eagle" Account	VALE S A	50	5/25/2011	10/27/2011	1,139 27	1,367 00	(227 73)
CFF- First Western "Eagle" Account	PRECISION DRILLING CORP	325	5/25/2011	11/2/2011	4,101 19	4,689 75	(588 56)
CFF- First Western "Eagle" Account	INFINEON TECHNOLOGIES	250	5/25/2011	11/15/2011	2,222 26	2,847 50	(625 24)
CFF- First Western "Eagle" Account	VOLVO AKTIEBOLAGET	150	5/25/2011	11/15/2011	1,761 87	2,754 00	(992 13)
CFF- First Western "Eagle" Account	UBS AG	125	5/25/2011	11/17/2011	1,482 61	2,301 25	(818 64)
CFF- First Western "Eagle" Account	BHP BILLITON LTD	20	5/25/2011	11/17/2011	1,249 57	1,533 20	(283 63)
CFF- First Western "Eagle" Account	INFINEON TECHNOLOGIES	225	5/25/2011	11/23/2011	1,772 31	2,562 75	(790 44)
CFF- First Western "Eagle" Account	FOCUS MEDIA HOLDG LTD	75	5/25/2011	11/25/2011	998 01	2,484 75	(1,486 74)
CFF- First Western Investment Account	ITT INDS INC	32	3/3/2010	1/13/2011	1,689 90	1,638 72	51 18
CFF- First Western Investment Account	ITT INDS INC	207	4/9/2010	1/13/2011	10,931 55	11,190 42	(258 87)
CFF- First Western Investment Account	BERKSHIRE HATHAWAY INC	174	4/9/2010	4/5/2011	14,544 76	14,038 32	506 44
CFF- First Western Investment Account	ADOBE SYS INC	170	9/10/2010	5/23/2011	5,917 58	4,979 89	937 69
CFF- First Western Investment Account	DISCOVERY COMMUNICATIONS INC	199	1/13/2011	5/23/2011	8,931 94	7,949 61	982 33
CFF- First Western Investment Account	GKM GROWTH FUND	6,765 96	11/22/2010	5/23/2011	100,203 87	88,904 72	11,299 15
CFF- First Western Investment Account	HALLIBURTON CO COM	213	11/17/2010	5/23/2011	9,994 76	7,627 38	2,367 38
CFF- First Western Investment Account	ROPER INDS INC	103	1/13/2011	5/23/2011	8,543 15	7,735 41	807 74
CFF- First Western Investment Account	UNITED PARCEL SERVICE	202	2/25/2011	5/23/2011	14,939 65	15,054 05	(114 40)
CFF- First Western Investment Account	ADOBE SYS INC	18	9/10/2010	6/10/2011	596 68	527 28	69 40
CFF- First Western Investment Account	DISCOVERY COMMUNICATIONS INC	9	1/13/2011	6/10/2011	373 40	359 53	13 87
CFF- First Western Investment Account	HALLIBURTON CO COM	140	11/17/2010	6/10/2011	6,802 87	5,013 30	1,789 57
CFF- First Western Investment Account	ROPER INDS INC	12	1/13/2011	6/10/2011	960 58	901 21	59 37
CFF- First Western Investment Account	UNITED PARCEL SERVICE	25	2/25/2011	6/10/2011	1,750 96	1,863 13	(112 17)
CFF- First Western Investment Account	ADOBE SYS INC	679	9/10/2010	9/9/2011	16,013 53	19,890 28	(3,876 75)
TOTAL SHORT TERM					**234,489.34**	**234,336.42**	**152.92**

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
2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
LONG TERM							
CFF- First Western Investment Account	ITT INDS INC	585	11/26/07	01/13/11	30,893 51	36,212 44	(5,318 93)
CFF- First Western Investment Account	ITT INDS INC	260	04/24/08	01/13/11	13,730 45	14,903 80	(1,173 35)
CFF- First Western Investment Account	BERKSHIRE HATHAWAY INC	150	01/23/07	04/05/11	12,538 59	10,896 69	1,641 90
CFF- First Western Investment Account	BERKSHIRE HATHAWAY INC	200	04/19/07	04/05/11	16,718 12	14,654 20	2,063 92
CFF- First Western Investment Account	BERKSHIRE HATHAWAY INC	200	04/24/08	04/05/11	16,718 12	17,066 20	(348 08)
CFF- First Western Investment Account	BERKSHIRE HATHAWAY INC	3	03/03/10	04/05/11	250 77	238 32	12 45
CFF- First Western Investment Account	COOPER INDUSTRIES PLC NEW IRELAND COM	433	12/16/09	05/23/11	27,232 83	18,668 06	8,564 77
CFF- First Western Investment Account	ABBOTT LABORATORIES	211	04/03/09	05/23/11	11,354 96	10,201 85	1,153 11
CFF- First Western Investment Account	AMERICAN TOWER CORP	436	09/25/07	05/23/11	22,759 11	18,226 11	4,533 00
CFF- First Western Investment Account	AVON PRODS INC	135	03/27/06	05/23/11	4,055 00	4,164 75	(109 75)
CFF- First Western Investment Account	BAXTER INTERNATIONAL INC	200	12/09/09	05/23/11	12,006 76	11,274 26	732 50
CFF- First Western Investment Account	BLACKROCK INC	32	06/18/07	05/23/11	6,173 00	5,009 14	1,163 86
CFF- First Western Investment Account	CELGENE CORP	152	10/19/06	05/23/11	9,237 86	6,967 59	2,270 27
CFF- First Western Investment Account	CHEVRON CORPORATION	278	12/23/08	05/23/11	28,573 29	20,701 52	7,871 77
CFF- First Western Investment Account	DANAHER CORP	556	01/30/08	05/23/11	30,391 87	20,889 75	9,502 12
CFF- First Western Investment Account	ECOLAB INC	382	04/01/08	05/23/11	20,164 70	16,806 55	3,358 15
CFF- First Western Investment Account	GILEAD SCIENCES INC	92	11/01/04	05/23/11	3,701 08	1,612.30	2,088 78
CFF- First Western Investment Account	INTL BUSINESS MACHINES CORP	173	06/16/08	05/23/11	29,475 64	21,355 10	8,120 54
CFF- First Western Investment Account	KOHLS CORP	119	03/27/06	05/23/11	6,712 06	6,149 92	562 14
CFF- First Western Investment Account	KOHLS CORP	39	08/16/06	05/23/11	2,199 75	2,341 95	(142 20)
CFF- First Western Investment Account	LAUDER ESTEE COS INC	67	03/27/06	05/23/11	6,831 86	2,527 91	4,303 95
CFF- First Western Investment Account	LAUDER ESTEE COS INC	177	08/16/06	05/23/11	18,048 34	6,538 38	11,509 96
CFF- First Western Investment Account	LAUDER ESTEE COS INC	25	11/13/06	05/23/11	2,549 20	1,001 75	1,547 45
CFF- First Western Investment Account	LAUDER ESTEE COS INC	49	04/19/07	05/23/11	4,996 43	2,464 70	2,531 73
CFF- First Western Investment Account	LAUDER ESTEE COS INC	106	04/24/08	05/23/11	10,808 61	4,721 62	6,086 99
CFF- First Western Investment Account	MICROSOFT CORPORATION	40	08/16/06	05/23/11	986 58	973 20	13 38
CFF- First Western Investment Account	MONSANTO CO	36	04/13/10	05/23/11	2,348 59	2,475 46	(126 87)
CFF- First Western Investment Account	NIKE INC CL B	227	10/14/08	05/23/11	19,208 37	12,712.91	6,495 46
CFF- First Western Investment Account	ORACLE CORP	882	09/24/08	05/23/11	29,871 79	17,772 30	12,099 49
CFF- First Western Investment Account	PEPSICO INC	213	11/25/08	05/23/11	15,165 17	10,733.88	4,431 29
CFF- First Western Investment Account	QUALCOMM INC	328	10/19/09	05/23/11	18,531 64	13,876 14	4,655 50
CFF- First Western Investment Account	QUALCOMM INC	201	02/19/10	05/23/11	11,356 28	7,848 97	3,507 31
CFF- First Western Investment Account	SCHLUMBERGER LTD	182	02/17/10	05/23/11	15,216 72	11,717 58	3,499 14
CFF- First Western Investment Account	STAPLES INC	202	08/16/06	05/23/11	3,351 82	4,771 24	(1,419 42)
CFF- First Western Investment Account	STAPLES INC	174	11/13/06	05/23/11	2,887 21	4,564 02	(1,676 81)
CFF- First Western Investment Account	STAPLES INC	558	04/19/07	05/23/11	9,258 99	14,909 76	(5,650 77)
CFF- First Western Investment Account	STAPLES INC	798	04/24/08	05/23/11	13,241 36	17,631 81	(4,390 45)
CFF- First Western Investment Account	STAPLES INC	728	04/09/10	05/23/11	12,079 83	17,515 02	(5,435 19)
CFF- First Western Investment Account	STATE STREET CORPORATION	61	03/27/06	05/23/11	2,862 94	3,770 41	(907 47)
CFF- First Western Investment Account	STATE STREET CORPORATION	150	08/16/06	05/23/11	7,040 01	9,118 50	(2,078 49)
CFF- First Western Investment Account	STATE STREET CORPORATION	23	04/19/07	05/23/11	1,079 47	1,560 32	(480 85)
CFF- First Western Investment Account	STRYKER CORP	216	04/12/06	05/23/11	13,808 86	9,347 84	4,461 02
CFF- First Western Investment Account	STRYKER CORP	45	08/16/06	05/23/11	2,876 85	2,109 15	767 70
CFF- First Western Investment Account	TEXAS INSTRUMTS	246	03/27/06	05/23/11	8,650 03	7,478 40	1,171 63
CFF- First Western Investment Account	TEXAS INSTRUMTS	224	08/16/06	05/23/11	7,876 45	6,843 20	1,033 25
CFF- First Western Investment Account	TEXAS INSTRUMTS	166	11/13/06	05/23/11	5,837 01	4,885 38	951 63
CFF- First Western Investment Account	TEXAS INSTRUMTS	281	04/19/07	05/23/11	9,880 73	8,831 83	1,048 90

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
2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
CFF- First Western Investment Account	THERMOS FISHER CORP	358	07/10/08	05/23/11	22,469 64	20,580 38	1,889 26
CFF- First Western Investment Account	WAL MART STORES INC	192	08/16/06	05/23/11	10,560 29	8,547 84	2,012 45
CFF- First Western Investment Account	WILLIAMS COMPANIES	745	07/03/08	05/23/11	22,731 97	30,081 24	(7,349 27)
CFF- First Western Investment Account	WILLIAMS COMPANIES	119	10/20/08	05/23/11	3,631 01	2,013 36	1,617 65
CFF- First Western Investment Account	HONEYWELL INTERNATIONAL INC	477	08/30/07	05/23/11	28,408 57	27,035 79	1,372 78
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0 425	08/09/04	05/27/11	13 01	0 03	12 98
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0 009	01/31/05	05/27/11	0 28	0 00	0 28
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0 008	02/28/05	05/27/11	0 24	0 00	0 24
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0 002	05/13/05	05/27/11	0 06	0 00	0 06
CFF- First Western Investment Account	COOPER INDUSTRIES PLC NEW IRELAND COM	14	12/16/09	06/10/11	859 58	603 59	255 99
CFF- First Western Investment Account	COOPER INDUSTRIES PLC NEW IRELAND COM	37	02/02/10	06/10/11	2,271 75	1,614 03	657 72
CFF- First Western Investment Account	ABBOTT LABORATORIES	31	04/03/09	06/10/11	1,597 86	1,498 85	99 01
CFF- First Western Investment Account	AMERICAN TOWER CORP	66	09/25/07	06/10/11	3,404 87	2,759 00	645 87
CFF- First Western Investment Account	AVON PRODS INC	16	03/27/06	06/10/11	447 51	493 60	(46 09)
CFF- First Western Investment Account	BAXTER INTERNATIONAL INC	39	12/09/09	06/10/11	2,279 89	2,198 48	81 41
CFF- First Western Investment Account	BLACKROCK INC	17	06/18/07	06/10/11	3,243 02	2,661 10	581 92
CFF- First Western Investment Account	CELGENE CORP	21	10/19/06	06/10/11	1,250 21	962 63	287 58
CFF- First Western Investment Account	CELGENE CORP	16	04/19/07	06/10/11	952 54	927 36	25 18
CFF- First Western Investment Account	CHEVRON CORPORATION	35	12/23/08	06/10/11	3,512 18	2,606 31	905 87
CFF- First Western Investment Account	CISCO SYS INC	121	04/11/07	06/10/11	1,876 67	3,166 57	(1,289 90)
CFF- First Western Investment Account	DANAHER CORP	40	01/30/08	06/10/11	2,086 75	1,502 86	583 89
CFF- First Western Investment Account	ECOLAB INC	115	04/01/08	06/10/11	6,212 18	5,059 56	1,152 62
CFF- First Western Investment Account	GILEAD SCIENCES INC	106	11/01/04	06/10/11	4,352 73	1,857 65	2,495 08
CFF- First Western Investment Account	HONEYWELL INTERNATIONAL INC	45	08/30/07	06/10/11	2,572 59	2,550 54	22.05
CFF- First Western Investment Account	INTL BUSINESS MACHINES CORP	13	06/16/08	06/10/11	2,141 57	1,604 72	536 85
CFF- First Western Investment Account	LAUDER ESTEE COS INC	24	04/24/08	06/10/11	2,327 23	1,069 05	1,258 18
CFF- First Western Investment Account	MICROSOFT CORPORATION	117	08/16/06	06/10/11	2,806 77	2,846 61	(39 84)
CFF- First Western Investment Account	MONSANTO CO	53	04/13/10	06/10/11	3,587 50	3,644 43	(56 93)
CFF- First Western Investment Account	NIKE INC CL B	11	10/14/08	06/10/11	902 20	616 04	286 16
CFF- First Western Investment Account	ORACLE CORP	41	09/24/08	06/10/11	1,314 84	826 15	488 69
CFF- First Western Investment Account	PEPSICO INC	34	11/25/08	06/10/11	2,350 71	1,713 39	637 32
CFF- First Western Investment Account	QUALCOMM INC	70	02/19/10	06/10/11	3,968 92	2,733 47	1,235 45
CFF- First Western Investment Account	SCHLUMBERGER LTD	53	02/17/10	06/10/11	4,445 55	3,412 26	1,033 29
CFF- First Western Investment Account	CHARLES SCHWAB CORP	63	04/21/10	06/10/11	1,025 31	1,196 79	(171 48)
CFF- First Western Investment Account	STATE STREET CORPORATION	7	04/19/07	06/10/11	300 92	474 88	(173 96)
CFF- First Western Investment Account	TEXAS INSTRUMTS	68	04/19/07	06/10/11	2,271 15	2,137 24	133 91
CFF- First Western Investment Account	THERMOS FISHER CORP	66	07/10/08	06/10/11	4,142 74	3,794 15	348 59
CFF- First Western Investment Account	WAL MART STORES INC	43	08/16/06	06/10/11	2,324 10	1,914 36	409 74
CFF- First Western Investment Account	WILLIAMS COMMUNICATIONS GROUP	120	04/09/10	06/10/11	3,614 33	2,030 28	1,584 05
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0 006	05/13/05	08/24/11	0 17	0 00	0 17
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0 008	08/12/05	08/24/11	0 23	0 00	0 23
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0 004	11/29/05	08/24/11	0 12	0 00	0 12
CFF- First Western Investment Account	COOPER INDUSTRIES PLC NEW IRELAND COM	393	02/02/10	08/25/11	16,399 44	17,143 60	(744 16)
CFF- First Western Investment Account	COOPER INDUSTRIES PLC NEW IRELAND COM	113	03/03/10	08/25/11	4,715 36	5,115 78	(400 42)
CFF- First Western Investment Account	COOPER INDUSTRIES PLC NEW IRELAND COM	226	04/09/10	08/25/11	9,430 72	10,898 67	(1,467 95)
CFF- First Western Investment Account	AVON PRODS INC	139	03/27/06	11/03/11	2,542 62	4,288 15	(1,745 53)
CFF- First Western Investment Account	AVON PRODS INC	410	08/16/06	11/03/11	7,499 82	11,377 50	(3,877 68)
CFF- First Western Investment Account	AVON PRODS INC	151	04/19/07	11/03/11	2,762 13	5,821 05	(3,058 92)

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
2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
CFF- First Western Investment Account	AVON PRODS INC	369	04/24/08	11/03/11	6,749 84	14,852 25	(8,102 41)
CFF- First Western Investment Account	AVON PRODS INC	192	04/13/09	11/03/11	3,512 11	3,952 78	(440 67)
CFF- First Western Investment Account	AVON PRODS INC	66	03/03/10	11/03/11	1,207 29	2,008 65	(801 36)
CFF- First Western Investment Account	AVON PRODS INC	263	04/09/10	11/03/11	4,810 86	8,881 51	(4,070 65)
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0 004	11/29/05	11/30/11	0 12	0 00	0 12
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0 009	03/30/06	11/30/11	0 28	0 00	0 28
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0 005	05/16/06	11/30/11	0 16	0 00	0 16
TOTAL LONG TERM					**783,429.12**	**700,116.71**	**83,312.41**
OVERALL TOTAL					**1,017,918.46**	**934,453.13**	**83,465.33**

CRAWLEY FAMILY FOUNDATION
#73-1463271
Schedule 4
Supporting Schedule to Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year
2011

Date	Account	Num	Description	Memo	Amount
3/16/2011	CFF First Western Checking	336	OU Foundation	SKH donation, Shale Conf Student Scholarship	1,000.00
3/31/2011	CFF First Western Checking	337	Community Literacy Centers, Inc	15 tickets, Literacy Live 2011	1,125.00
4/11/2011	CFF First Western Checking	338	Community Literacy Centers, Inc	2011 Donation	25,000.00
4/11/2011	CFF First Western Checking	339	Presbyterian Urban Missions, Inc	2011 Donation	30,000.00
4/11/2011	CFF First Western Checking	340	ADVANCE- Dallas, ASC Luncheon	Associate donation, Shirley, 2011 Donation	10,000.00
4/18/2011	CFF First Western Checking	341	Dean A. McGee Eye Institute	2011 Donation	5,000.00
40651	CFF First Western Checking	342	Friends Of The Sterling C. Evans Library	2011 Donation	5,000.00
40651	CFF First Western Checking	343	Habitat For Humanity	2011 Donation	5,000.00
40651	CFF First Western Checking	344	Harvard Business School	2011 Donation	10,000.00
40651	CFF First Western Checking	345	Oklahoma Arts Institute	2011 Donation	7,000.00
40651	CFF First Western Checking	346	Oklahoma City Philharmonic	2011 Donation	5,000 00
40651	CFF First Western Checking	347	The Association Of Former Students	2011 Donation	2,000.00
40651	CFF First Western Checking	349	Women's Fund Of Western Massachusetts	2011 Donation	1,000.00
40651	CFF First Western Checking	350	Infant Crisis Services, Inc	2011 Donation	5,000 00
40651	CFF First Western Checking	348	University Of Oklahoma Foundation	2nd installment on pledge, Fred Jones Art Museum	30,000.00
40686	CFF First Western Checking	351	Women's Foundation of Oklahoma	2011 Donation	1,000 00
40710	CFF First Western Checking	352	Oklahoma City Community Foundation	2011 Donation to Center for Children & Families, MWC	10,000 00
40749	CFF First Western Checking	355	University Of Oklahoma Foundation	3rd installment, Hoving Fellowship	20,000 00
40749	CFF First Western Checking	354	University Of Oklahoma Foundation	3rd/final installment, School of Dance	20,000 00
40750	CFF First Western Checking	356	The Victory School Trust Malawi	SKH donation; Nick von Christierson Fund Raiser	1,500 00
40794	CFF First Western Checking	359	Oklahoma City Art Museum	Season Sponsor, CPC	50,000.00
40798	CFF First Western Checking	360	Oklahoma City Philharmonic	2011 Donation, Video Archiving/Levine-one time donation	10,000.00
40814	CFF First Western Checking	364	Opera Colorado	2011 Associate donation, MCT	10,000.00
40814	CFF First Western Checking	365	Montview Blvd Presbyterian Church	2011 Associate donation, MCT	5,000.00
40814	CFF First Western Checking	362	Women's Fund Of Western Massachusetts	2011 Associate donation, SBC	15,000.00
40814	CFF First Western Checking	363	Food Bank Of Western Mass	2011 Associate donation, SBC	10,000.00
40814	CFF First Western Checking	361	Girls Scouts Of Central & Western MA	2011 Association donation, SBC	5,000 00
40821	CFF First Western Checking	366	Regional Food Bank Of Oklahoma	Food for Kids Backpack Program, Norman	5,000.00
40850	CFF First Western Checking	367	CREATE	SKH donation	500 00
40878	CFF First Western Checking	369	Denver Museum Of Contemporary Art	Associate donation, MCT	2,500.00
40879	CFF First Western Checking	374	Friendship Bridge	2011 Donation	30,000 00
40879	CFF First Western Checking	375	Goodland Academy	2011 Donation	10,000 00
40879	CFF First Western Checking	373	Austin Presbyterian Seminary	3rd installment, CFF Annual Fellowship Fund	60,000 00
40879	CFF First Western Checking	370	Texas A&M Foundation	Full funding of Faculty Music endowment	200,000 00
40879	CFF First Western Checking	372	Texas A&M Foundation	Memorial Student Center pledge # 2456522	75,000 00
40879	CFF First Western Checking	371	Texas A&M Foundation	Study Abroad, account #2236127	10,000 00
40896	CFF First Western Checking	376	Full Circle Senior Adult Day Center	2011 Donation	2,000 00
				TOTAL	**694,625.00**

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **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 ► [X]
- 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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions CRAWLEY FAMILY FOUNDATION	Employer identification number (EIN) or [X] 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	Social security number (SSN) [ ]
	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	01	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 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► [X] calendar year 20 11 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**	$ 30,197.
b 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**	$ 197.
c 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**	$ 30,000.

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