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Form **990-PF**

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.

Dep	rtmen	t of the Treasury			i reated as a Privat				
Inter	nal Re	venue Service N		n may l	be able to use a copy of this		rting requi	rements.	Open to public Inspection
		idar year 2012 or tax year	r beginning			, and ending			
Na	me o	f foundation					A Employ	er identificatio	n number
,		«	····	_			۱ ۵۰	200104	,
		AN CROWN EXC						<u>-2991942</u>	<u>. </u>
NU		and street (or P O box number i		o street	address)	Room/suite		one number	200
		AST OHIO STE	KEET_			#30	1:	<u>2-280-80</u>	
		own, state, and ZIP code					C If exemp	tion application is	pending, check here
			0611-2783					_	
G (ineck	all that apply:	Initial return		_	ormer public charity	D 1. Fore	ign organization	s, check here
			Final return		Amended return		2. Fores	gn organizations m	eeting the 85% test, omputation
			Address change		Name change		check	here and attach o	omputation -
H 1	_				empt private foundation	-4			atus was terminated
		ction 4947(a)(1) nonexem			Other taxable private found		ī)(A), check here
		arket value of all assets at e	end of year J Ac		ng method: X Cash	Accrual	ı		60-month termination
	om i -\$	Part II, col (c), line 16)	DOG Part		her (specify) mn (d) must be on cash i	hasis 1	under s	section 507(b)(i)(B), check here
	art I			, colu					(d) Disbursements
	<u> </u>	The total of amounts in colu	mns (b), (c), and (d) ma	y not	(a) Revenue and expenses per books	(b) Net investment income		djusted net ncome	for charitable purposes
		necessarily equal the amoun			2,459,328.			I/A	(cash basis only)
	1	Contributions, gifts, grant	•		4,409,340.			I/A	
	2	Interest on savings and tempo	n is not required to attach Sc orary	ав	90.	90.			STATEMENT 1
	3	cash investments			33,616.	33,616.			STATEMENT 2
	4	Dividends and interest fro	om securities		33,010.	33,010.	 		SIMIEMENI 4
		Gross rents							
	b	` <i>'</i> -					1	220	DEIVED
<u>n</u>	l la	Net gain or (loss) from sale of a Gross sales price for all	assets not on line 10						<u> </u>
Revenue	7	assets on line 6a Capital gain net income (from	Dort IV (ro. 2)			0.		~	0 0 2012
æ	8	Net short-term capital gai	•			•		S JUN	0 \$ 2013 9
	9	Income modifications	116						<u> </u>
	10a	Gross sales less returns and allowances						OGL	
	.	Less Cost of goods sold	·				1		
	l	Gross profit or (loss)						•	
	11	Other income							
	12	Total. Add lines 1 throug	h 11		2,493,034.	33,706.		-	
	13	Compensation of officers, dire			0.	0.			0.
	14	Other employee salaries a	ind wages						
	15	Pension plans, employee	benefits						
ses	16a	Legal fees	STMT	3	562.	0.			562.
ë	Ь	Accounting fees		•					
Ĕ	C	Other professional fees	STMT	4	3,486.	0.			3,486.
and Administrative Expenses	17	Interest							
rati	18	Taxes	STMT	5	7,825.	0.			0.
nist	19	Depreciation and depletio	n		2,426.	0.			<u></u>
Ē	20	Occupancy							
¥	21	Travel, conferences, and	meetings		18,998.	0.			18,998.
aug	22	Printing and publications							
b	23	Other expenses	ŞTMT	6	318,151.	0.		 	318,151.
Operating	24	Total operating and adm	inistrative						
þei		expenses. Add lines 13 ti	hrough 23		351,448.				341,197.
0	25	Contributions, gifts, grant	s paid		2,688,000.		<u> </u>		2,688,000.
	26	Total expenses and disb	ursements.				[
	<u> </u>	Add lines 24 and 25			3,039,448.	0.	<u> </u>		3,029,197.
	27	Subtract line 26 from line	12:						
	a	Excess of revenue over expen-	ses and disbursements	3	-546,414.		ļ		<u> </u>
	b	Net investment income (f negative, enter -0-)			33,706.			
	l c	Adjusted net income (if ne	egative, enter -0-)				1 N	I/A	1

		SUSAN CROWN EXCHANGE INC			<u> 1991942 Page 2</u>
P	art	II , Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	
느		Column should be for end-on-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	20,000.	20,000.	20,000.
	2	Savings and temporary cash investments	1,515,378.	957,397.	957,397.
	1	Accounts receivable ▶			
	-	Less: allowance for doubtful accounts ▶			
	*	Pledges receivable -			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable			
	`	Less: allowance for doubtful accounts			
"	ا ا	Inventories for sale or use			
Assets	8				·
Ş		Prepaid expenses and deferred charges			
•	I	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 9	524,684.	524,684.	1,514,285.
	C	Investments - corporate bonds	ii		
	11	Investments - land, buildings, and equipment basis	1		
		Less accumulated depreciation	l		
	12	Investments - mortgage loans			
	13	Investments - other			
					
	14	Land, buildings, and equipment: basis 14,555.		10 100	10 100
		Less accumulated depreciation STMT 8 ▶ 2,426.	0.	12,129.	12,129. 6,175.
	15	Other assets (describe ► STATEMENT 10)	6,737.	6,175.	6,175.
				1	
	16	Total assets (to be completed by all filers)	2,066,799.	1,520,385.	<u>2,509,986.</u>
	17	Accounts payable and accrued expenses			
	18	Grants payable			
s	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
2	21	Mortgages and other notes payable			
<u>:</u>					
	22	Other liabilities (describe)	- 		
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
"	1	and complete lines 24 through 26 and lines 30 and 31.			
ë	24	Unrestricted			
<u>a</u>	25	Temporarily restricted			
Ba	26	Permanently restricted			
5	-	Foundations that do not follow SFAS 117, check here			
Ē	ĺ	and complete lines 27 through 31.		1	
ğ	22		0.	0.	
ets	27	Capital stock, trust principal, or current funds	0.	0.	
ŠŠ	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds	2,066,799.	1,520,385.	
ž	30	Total net assets or fund balances	2,066,799.	1,520,385.	
	31	Total liabilities and net assets/fund balances	2,066,799.	1,520,385.	
P	art	Analysis of Changes in Net Assets or Fund Ba	lances		
					
		I net assets or fund balances at beginning of year - Part II, column (a), line 30)		
		st agree with end-of-year figure reported on prior year's return)		1	2,066,799.
2	Ente	r amount from Part I, line 27a		2	-546,414.
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	1,520,385.
		eases not included in line 2 (itemize)		5	0.
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, colu	ımn (b), line 30	. 6	1,520,385.
<u>~</u>		the access of inter-seathers at one of your time 4 things into of 1 art in one	1211		Form 000-DE (2012)

Part IV Capital Gains	and Losses for Tax on I	nvestmen	Income	170 5 11				· · · · · · · · · · · · · · · · · · ·
	cribe the kind(s) of property sold (e. varehouse; or common stock, 200 sh] · P -	ow acquired Purchase Donation	(c) Date (mo., c	acquired day, yr.)	(d) Date sold (mo., day, yr.)
1a								
b NO	ONE							
<u>C</u>								
_d				<u> </u>				
<u>e</u>				Щ.		<u> </u>		
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale				ain or (loss s (f) minus (
<u>a</u>								
<u>b</u>								
<u>c</u>		 					··-	
<u>d</u>								
e		<u> </u>	40/04/60					
Complete only for assets snow	ng gain in column (h) and owned by						Col. (h) gain not less thai	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (1), if any				(from col. (
<u>a</u>								
<u>b</u>								
<u> </u>								
d								
e								·
2 Capital gain net income or (net c	apıtal loss) { If gaın, also ente	r in Part I, line)- in Part I, line	7 7	}	2			
3 Net short-term capital gain or (lo	ss) as defined in sections 1222(5) a							
If gain, also enter in Part I, line 8		(0).] [
If (loss), enter -0- in Part I, line 8					3			
Part V Qualification t	Inder Section 4940(e) for	Reduced	Tax on Net	Inve	stment In	come		
If section 4940(d)(2) applies, leave	e foundations subject to the section this part blank.	.,		•				Yes X No
If "Yes," the foundation does not qua	alify under section 4940(e). Do not co	omplete this pa	rt		~= <u>-</u> -			
	each column for each year; see the	instructions bef	ore making any ei	ntries.				/4/
(a) Base period years Calendar year (or tax year beginn	ing in) Adjusted qualifying dis	stributions	Net value of no	(c) ncharit			Distrib (col. (b) div	(d) oution ratio ided by col. (c))
2011		23,668.			<u>321,53</u>			1.043994
2010		9,074.			<u>124,32</u>			.008979
2009		4,491.			<u>823,75</u>			.638515
2008	25	6,715.			<u>495,92</u>	5.		517649
2007								
2 Total of line 1, column (d)						2		2,209137
3 Average distribution ratio for the	5-year base period - divide the total	on line 2 by 5,	or by the number	of year	'S			
the foundation has been in existe	ence if less than 5 years					3		.552284
4 Enter the net value of noncharita	ble-use assets for 2012 from Part X,	line 5				4		2,318,614.
5 Multiply line 4 by line 3						5		1,280,533.
6 Enter 1% of net investment inco	me (1% of Part I, line 27b)					6		337.
7 Add lines 5 and 6						7		1,280,870.
8 Enter qualifying distributions from	m Part XII, line 4					8		3,029,197.
* *	n line 7, check the box in Part VI, line	e 1b, and comp	lete that part using	g a 1%	tax rate.			

	n 990-PF (2012) SUSAN CROWN EXCHANGE INC. 26-299 Int VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see			Page 4 ns)
18	Exempt operating foundations described in section 4940(d)(2), check here and enter *N/A* on line 1.			
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)			
t	Domestic foundations that meet the section 4940(e) requirements in Part V, check here X and enter 1%		_3	37.
	of Part I, line 27b			
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
3	Add lines 1 and 2		3	37.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		3	37.
6	Credits/Payments:			
а	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 378.			
b	Exempt foreign organizations - tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d		3	78.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			41.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax			0.
Pa	rt VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		Yes	No
	any political campaign?	1a		_X_
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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. ▶ \$ 0 . (2) On foundation managers. ▶ \$:
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			•
	managers. ▶ \$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		<u>X</u>
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	ł		! !
	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?	5		X_
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	ĺ		
	By language in the governing instrument, or		ĺ	[
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law	ŀ		
	remain in the governing instrument?	6	X_	
7	Did the foundation have at least \$5,000 in assets at any time during the year?	7	X	<u> </u>
	If "Yes," complete Part II, col. (c), and Part XV.	1	}	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	DE			
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	<u>8b</u>	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 2012 or the taxable year beginning in 2012 (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
		rm 990	-PF	(2012)

Part VII-A Statements Regarding Activities (continued)	orm	990-PF (2012) SUSAN CROWN EXCHANGE INC.	26-2991	942		Page 5
section 512(b)(13)? If Yes, attach schedule (see instructions) 10 did the foundation make a distribution to adonic advessed find over which the foundation or a disqualited person had advesory privileges? If Yes, attach statement (see instructions) 10 did the foundation comply with the bother inspection (equirements) for its annual returns and exemption application? Website address > "HTTP: / /WWW.SCEPDN.ORG" 11 The books are in care of > SUSAN CROWN EXCHANGE INC. Located at PA & EAST OHTO STREET #30 CHICAGO, IL Section 4947(a)(1) nonexempt charatable trusts filing Form 999-PF in leve of Form 1941 - Check here and earter the amount of tax-exempt interest received or accrued during the year and earter the amount of tax-exempt interest received or accrued during the year and earter the amount of tax-exempt interest received or accrued during the year 16 At any time during catendary year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial accounts? Set the instructions for exceptions and fining requirements for form TDF 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 15 Ves No. 15 During the year did the foundation (either directly or indirectly): (1) Engage in the sale or excharge, or itemsing of properly with disqualided person? (2) Borrow money from, lend money	Pa					
12 Did the foundation make a distribution to a donor advesed fund over which the foundation or a disqualified person had advisory privileges? If Yes, fatach statement (see microsite) 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Webste address ▶ "HTTP: //WWW.SCEFDN.ORG" 18 The blooks are in one of ■ SUSAN CROWN EXCHANGE INC. Telephone no. ▶ (312) 280 –80 20 Coated at ▶ 4 EAST OHIO STREET #30, CHICAGO, IL ZIP+4 ▶60611 – 2783 Section 4947(91) nonexempt charable fursts filling form 990-Pr in law of form 1041 - Other kind and enter the amount of tax-exempt interest received or accreed during the year A kany time during clainfarty are 2012, 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 10 F90-22.1, 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. 10 During the year did the foundation (either directly or indirectly): 11) Engage in the safe or exchinge, or lessing of property with a disqualified person? 22) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? 33) Furnish goods, services, or facilities to (or accept them from) a disqualified person? 44) Pay compensation tie, or apy or reimbruse the expenses of, a disqualified person? 45) Pay accompensation tie, or apy or reimbruse the expenses of, a disqualified person? 45) Furnish goods, services, or facilities to (or accept them from) a disqualified person? 45) Pay accompensation to give entire the services to a disqualified person? 46) Pay accompensation to, or apy or reimbruse the expenses of, a disqualified person? 47) Furnish goods, services, or facilities to or to employ the official fo	11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of				
12 Did the foundation make a distribution to a donor advesed fund over which the foundation or a disqualified person had advisory privileges? If 'Yes, statch statement (see instructions) 13 Did the foundation comply with the public inspection requirements for dis anneal returns and exemption application? Webstra address ▶ ■**HTTP: / WWW.SCEFDN.ORG** 14 The books are in circle of ▶ SUSAN CROWN EXCHANGE INC. Telephone no. ▶ (3.12) 28.0–80.20 Located at ▶ 4 EAST OHIO STREET #30, CHICAGO, IL 279.4 ₱ \$50.611–2783 Section 439.7(9) (1) nonexempt hardrable flusts thing for m9.99.4 for like of form 1041 - Check here and enter the amount of lax-exempt interest received or accrued during the year 15 At any time during clasticary zero 102, dut 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 fining requirements for Form TD F-90-22.1, II '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. 10 Juring the year did the foundation (either directly or indirectly); 11) Engage in the sale or exchange, or learning of property with a disqualified person? 22) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualided person? 33) Furnish goods, services, or learning to property with a disqualified person? 44) Pay compensation to, or pay or remitures the expenses or, al disqualified person? 45) Pay compensation to, or pay or remitures the expenses or, al disqualified person? 45) Pay and the pay of the pay in the property of the pay in the foundation of given man termination of given man termination of pay or man and the pay of the pay in the property of the		section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		_X_
13	12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory p	orivileges?			
Website address ▶ "HTTP: / / WWW. SCREDN.ORG" 16 The books are in care of ▶ SUSAN CROWN EXCHANGE INC. Telephone no.▶ (3.12) 280-80.20 Located at ▶ 4 EAST ORIO STREET #3.0, CHICAGO, IL 15 Section 4947(a)(1) nonexempt charitable trusts thing Form 999-PF in lieu of Form 1041 - Check hore and enter the amount of lax-exempt interest received occurred during the year 16 At any time during calendary year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account of interest process or a curred form TD F90-22.1, if Yes," enter the name of the foregon country. See the instructions for exceptions and fining requirements for Form TD F90-22.1, if Yes," enter the name of the foregon country. Perform 4720 if any item is checked in the "Yes" column, unless an exception applies. 19 Juring they seed did the foundation (either directly or indirectly); (1) Engage in the sale or exchange, or lesaing of properly with a disqualified person? (2) Borrow money from, lend money for, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, for facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or remburse the expenses of, a disqualified person? (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 (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for		If "Yes," attach statement (see instructions)		12		<u>X</u>
14. The books are in care of IP SUSAN CROWN EXCHANGE INC. Located at IP 4 BAST OHIO STREET #30. CHICAGO IL 15 Section 497(2)(1) nonexempt charitable trusts thing-form 990-PF in leu of Farm 1041- Check here and enter the amount of lax-exempt interest received or accrued during the year 16. At any time during cleading year 2012, dubt 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. See the instructions for exceptions and filing requirements for Form 10 F 90-22.1. If Yes,* enter the name of the foreign country? 17. See the instructions for exceptions and filing requirements for Form 10 F 90-22.1. If Yes,* enter the name of the foreign country. 18. File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 19. During the year did the foundation (either directly or indirectly); 10. Bronge in the sale or exchange, or leasing to property with a disqualified person? 21. Bronge in the sale or exchange, or leasing of property with a disqualified person? 22. Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? 23. Furnish goods, services, or facilities to (or accept them from) a disqualified person? 24. Pey compensation to, or pay or remitivists the expenses of, disqualified person? 25. Transfer any income or assess to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? 26. Agree to pay money or property to a povernment 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, or section 33.4941(b)-3 or in a current notice regarding disaster assistance cleak here 29. Did the foundation engage in a prior year in any of the acts discribed in 1a, other than excepted acts, that were not corrected before the first day of the taxy set beginning in 2012? 2	13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
Located at N A BAST OHIO STREET #30, CHICAGO IL Section 4947(a) nonexempl charitable trusts fling form 990-FF in lieu of Form 1041 - Check here and enter the amount of lax-exempt interest received or accrued during the year 16 At any time during calendary year 2012, did the foundation have an interest in or a signature or other authority over a bank, societies, or other financial accounting? See the instructions for exceptions and filing requirements for Form 10 F 90-22.1. If Yes,* enter the name of the foreign country See the instructions for exceptions and filing requirements for Form 10 F 90-22.1. If Yes,* enter the name of the foreign country Part VIII-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. 1 During the year did the foundation (lether 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 boundation argeed to make a grant to or to employ the official for a period direct termination of government resurve, it termination gleaster assistance (see instructions)? (6) Agree to pay money or property to a government official? (Exception. Check 'No' If the foundation engage in a prior year in any of the acts discribed in 1a, other than excepted acts, that were not corrected before the first day of the axyse beginning in 2012? Taxes on failure to distribute income (section 4942) (aloss not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets						
15 Section 4947(a/t) nonexempt charable trusts filing Form 990-PF in the or Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 16 At any time during calendar year 2012, 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 fining requirements for Form 10 F 90-22.1. If Yes,* enter the name of the foreign country. Part VIII-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. 10 During the year did the foundation (either foreity) or indirectly); (11) Engage in the sele or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (6) Agree to pay money or properly to a government official? (Exception, Check No.* If the foundation of government service, if termistating within 90 days, or services or serv	14					
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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." 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. 1 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?			15	N		NIa
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(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.) b If any answer is "Yes" to Ta(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 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 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years Yes X 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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? If "Yes," did it have excess business holdings in 2012 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 47		(5) Transfer any income or assets to a disqualified person (or make any of either available				
If the foundation agreed to make a grant to or to employ the official for a period after termination of government service, it terminating within 90 days.) If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here © 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 2012? 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(i)(3) or 4942(i)(5): a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years \[\] 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.) If The provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 10 If "Yes," did it have excess business holdings in 2012 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 2012) 4 Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not bee		for the benefit or use of a disqualified person)?	es 🗓 No	}	1	
termination of government service, if terminating within 90 days.) 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)? Crganizations 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 2012? 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(i)(3) or 4942(i)(5)): a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years \[\subset		(6) Agree to pay money or property to a government official? (Exception. Check "No"				
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance (see instructions)? © 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 2012? Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(5)): a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If Yes Its the years \[Yes \] Is the years \[Yes \] X No If Yes, this the 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.) If Yes, its the years here. 13a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 15 If Yes, its the years here. 16 If Yes, its the years here. 17 If Yes, its the years here. 18 If Yes, its the years here. 19 If Yes, its the years here. 19 If Yes, its the years here. 20 If Yes, its the year here. 20 If Yes, its the years here. 21 If years here. 22 If years here. 23 Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 19 If Yes, its the years here. 21 If years here. 22 If years here. 23 Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year here. 24 If years here. 25 If years here. 26 If years here. 27 If years here. 28 No 2		if the foundation agreed to make a grant to or to employ the official for a period after				
section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 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 2012? 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(i)(3) or 4942(i)(5)): a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If Yes, list the years A tree 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.) C If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. D If Yes, did it have excess business holdings in 2012 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 2012) A Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purpose? 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 2012?		······································	es 💹 No			
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 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years \(\bar{\text{No}} \) \(\bar{\text{Yes}} \) \(\bar{\text{No}} \) is the year's undistributed income? (If applying 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.) c If the provisions of section 4942(a)(2) are being applied to any of the year's listed in 2a, list the years here. b 1 "Yes," did it have excess business holdings in 2012 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 2012) 4a 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 2012? 4b X	þ					
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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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ——————————————————————————————————	a		es X No	-		
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had not been removed from jeopardy before the first day of the tax year beginning in 2012?			that	48	 	_ <u></u>
That not been formered in our journal of the most day of the tast journal of the second of the secon	b		е іпаі			v
		nao not been removed from jeopardy before the first day of the tax year beginning in 2012?	Fo)-PF /	

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Form 990-PF (2012) SUSAN CROWN EXCHANGE INC.	26-2991	942 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	ion Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter **	'NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
OWL CREEK PARTNERS, LLC	ACCTNG, TAX, ADMIN &	
	CHARITABLE STAFFING	312,000.
<u> </u>	-	
		-
	-[
	1	
 	<u> </u>	
	1	
Total number of others receiving over \$50,000 for professional services	<u> </u>	0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic number of organizations and other beneficiaries served, conferences convened, research papers produc	al information such as the ced, etc.	Expenses
1 N/A		
2		
3		
4		
<u> </u>		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on lin	ies 1 and 2.	Amount
1N/A		
		·
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

P	art X. Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndation	s, see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		· · · · · · · · · · · · · · · · · · ·
а	Average monthly fair market value of securities	1a	1,341,791.
	Average of monthly cash balances	1b	1,341,791. 1,012,132.
	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,353,923.
	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 0 •		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,353,923.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,309.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,318,614.
6	Minimum investment return. Enter 5% of line 5	6	115,931.
_	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	ıd certair	1
1	Minimum investment return from Part X, line 6	1	115,931.
2a	227		
ь	Income tax for 2012. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	337.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	115,594.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	115,594.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	115,594.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		2 222 425
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	3,029,197.
b	Program-related investments - total from Part IX-B	1b	0.
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		3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,029,197.
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	5	337.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,028,860.
	Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation (4940(e) reduction of tax in those years.	qualifies	for the section

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI,	Обіраз	10010 01101 10 2011	2011	2012
line 7				115,594.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:				
,		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 157,176.				
c From 2009 1,073,859.				
d From 2010				
eFrom 2011 2,323,635.				
f Total of lines 3a through e	3,554,670.			
4 Qualifying distributions for 2012 from				
Part XII, line 4: ► \$ 3,029,197.				
a Applied to 2011, but not more than line 2a			0 <u>.</u>	
b Applied to undistributed income of prior				
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			115 504
d Applied to 2012 distributable amount	2 012 602		·	115,594.
e Remaining amount distributed out of corpus	2,913,603.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
& Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,468,273.			
b Prior years' undistributed income. Subtract	7		· · · · · · · · · · · · · · · · · · ·	
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		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2011. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2013				0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.	6 460 272			
Subtract lines 7 and 8 from line 6a	6,468,273.			
10 Analysis of line 9: a Excess from 2008 157, 176.				
b Excess from 2009 137,176. 1,073,859.			ı	
c Excess from 2010				
d Excess from 2011 2,323,635.				
e Excess from 2012 2,913,603.				
			-	Form 990-PF (2012)

	<u>ROWN EXCHAN</u>				991942 Page 10
Part XIV Private Operating Fo			I-A, question 9)	<u>N/A</u>	
1 a If the foundation has received a ruling or					
foundation, and the ruling is effective for			▶ ∟		
b Check box to indicate whether the found		ig foundation described		4942(j)(3) or4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	/b) 2011	Prior 3 years	(d) 2009	(a) Total
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(0) 2003	(e) Total
investment return from Part X for					
each year listed					<u> </u>
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:			1		
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,			1		
dividends, rents, payments on			1		
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 Info	rmation (Comple	te this part only	if the foundat	tion had \$5,000 or m	ore in assets
at any time during the					
1 Information Regarding Foundation	n Managers:				 :-
a List any managers of the foundation who	have contributed more	than 2% of the total cont	ributions received b	y the foundation before the clo	ose of any tax
year (but only if they have contributed m	ore than \$5,000). (See s	ection 507(d)(2).)			
SUSAN CROWN			<u></u>		
b List any managers of the foundation who			or an equally large (portion of the ownership of a p	partnership or
other entity) of which the foundation has	a 10% or greater interes	it.			
NONE					<u>.</u>
2 Information Regarding Contribution					
Check here 🕨 🗓 if the foundation or					
the foundation makes gifts, grants, etc. (·				0 0.
a The name, address, and telephone numb	er or e-mail of the perso	n to whom applications :	should be addressed	i:	
					
b The form in which applications should be	e submitted and informat	ion and materials they s	noula include:		
A A supplementation of the second					
c Any submission deadlines:					
d Any restrictions or limitations on awards	such as hy deographics	l areas, charitable fields	kinds of institutions	s, or other factors:	
a rany restrictions of miniations on awards	, obon as by geograpine	a. oao, onanaoio noido,	oo or mondadions	.,	
					_
102801 40 05 40					Form 990-PF (2012)

Part XV Supplementary Informati		· · · · · · · · · · · · · · · · · · ·	· · ·	
3 Grants and Contributions Paid During th	e 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	Foundation status of	Purpose of grant or contribution	Amount
<u> </u>	any foundation manager or substantial contributor	recipient		
a Paid during the year				
		1		
COMMON SENSE MEDIA	N/A	501(C)(3)		
550 TOWNSEND SUITE 435				
SAN FRANCISCO, CA 94103			·	1,862,000
NATIONAL ACADEMY OF SCIENCES	N/A	501(C)(3)		
2101 CONSTITUTION AVEENUE NW				
WASHINGTON, DC 20418				25,000
CFY	N/A	501(C)(3)		
520 EIGHTH AVE FLOOR 25				
NEW YORK, NY 10018				350,000
EDNOVO	N/A	501(C)(3)		
1032 ELWELL COURT				
PALO ALTO, CA 94303				250,000
THE EMPOWERMENT PLAN	N/A	501(C)(3)		
1401 VERMONT STREET				
DETROIT MI 48216	ONTERNATION OF THE	<u> </u>		27,000
	ONTINUATION SHEE	ST(S)	> 3a	2 688 000
b Approved for future payment				
NONE				
Total			. > 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.				oy section 512, 513, or 514	(e)
•	(a) Business	(b) Amount	(C) Exclu- sion	(d)	Related or exempt
1 Program service revenue:	code	Alliount	code	Amount	function income
a		<u> </u>			
b					
c		·			
d		_ 			
e					<u> </u>
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	90.	
4 Dividends and interest from securities			14	33,616.	
5 Net rental income or (loss) from real estate:		- <u></u>			
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	<u> </u>		 		
9 Net income or (loss) from special events					
O Gross profit or (loss) from sales of inventory					
1 Other revenue:					
b	 				
			 		, , , , , , , , , , , , , , , , , , ,
c		 -			
θ					
2 Subtotal. Add columns (b), (d), and (e)		(5.	_33,706.	0
3 Total. Add line 12, columns (b), (d), and (e)	·			13	
See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	the Acces	nnlichment of	Evennt D	urnosas	

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).					
223621 12-05-12	Form 990-PF (2012)					

1. Did the arganization directly or undirectly enable in any other contents of the Code (other than section 501(c)) or granizations) or in section 527, relating to political organizations? a Triansfer from the reporting foundation to a noncharidable exempt organization of. (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharidable exempt organization (2) Purchases of assets from a noncharidable exempt organization (3) Rend of foreigns, sequement, or other assets (4) Rendbursement arrangements (5) Cash or collegists, equipment, mailing lists, other assets, or gard employees (6) Performance of services or mambership or fundrasing solicitations (6) Performance of services or mambership or fundrasing solicitations (6) Performance of services or mambership or fundrasing solicitations (6) Ferformance of services or mambership or fundrasing solicitations (6) Ferformance of services or mambership or fundrasing solicitations (6) Lists of the solicities, equipment, mailing lists, other assets, or gard employees (6) If the anower to say of the above is "res", complete the following schedule. Column (p) should always show the fair market value of the goods, other assets, or services resemble. (6) Amount minorized (6) Name of organization (7) A Secretary of the collegist of the goods, other assets, or services resemble. (8) Amount minorized (9) Recomption of the collegist of the pools, other assets, or services resemble and an arrangement, show in section 501(c) of the Collegist of the collegist of the pools, other assets, or services resemble and an arrangement of the pools of the			Exempt Organ	izations						-	
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N/A Sign 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 shown below (see inst.)? Signature of officer or trustee Print/Type preparer's name Preparer's signature Date Check if self- employed Firm's name ► HENRY CROWN AND COMPANY Firm's name ► HENRY CROWN AND COMPANY Firm's address ► 222 NORTH LASALLE STREET - SUITE 2000 CHICAGO, IL 60601-1109 Phone no. (312)236-6300	b 11"	Yes, co	4 1 11			I 43 7		/ \ D			
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 prepare (other than taxpayer) is based on all information of which preparer has any knowledge 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 statements. Signature of officer or trustee			<u></u>	anization		(b) Type of organization		(c) Description of relationsh	ib		
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								For	m 990	-PF (2012)

SUSAN CROWN EXCHANGE INC.

Part XV | Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor ANDERSON RANCH N/A 501(C)(3) P O BOX 5598 10,000. SNOWMASS VILLAGE, CO 81615 501(C)(3) A BETTER CHICAGO N/A 222 MERCHANDISE MART PLAZA 5,000. CHICAGO, IL 60654 501(C)(3) N/A ARTREACH AT LILLSTREET 4401 NORTH RAVENSWOOD 1,000. CHICAGO, IL 60640 N/A 501(C)(3) **ASHOKA** 1700 NORTH MOORE STREET 10,000. ARLINGTON, WA 22209 BRIDGES OF UNDERSTANDING FOUNDATION N/A 501(C)(3) 1630 CRESCENT PL, NW 10 000 WASHINGTON, DC 20009 N/A 501(C)(3) DONORSCHOOSE, ORG 213 WEST 35TH STREET, 2ND FL EAST 10,000. NEW YORK, NY 10001 THE FAMILY INSTITUTE AT NORTHWESTERN N/A 501(C)(3) UNIVERSITY 618 LIBRARY PLACE 25,000. EVANSTON, IL 60201 N/A 501(C)(3) HORIZON HOSPICE & PALLIATIVE CARE, INC. 833 W. CHICAGO AVE 1,000. CHICAGO, IL 60642 501(C)(3) ICIVICS INC N/A 1875 K STREET NW NO 500 5,000. WASHINGTON DC 20006 N/A 501(C)(3) BULLYPROOF OUTREACH 681F SOUTH 2ND STREET 1,000, CARBONDALE, CA 81623 174 000 Total from continuation sheets

SUSAN CROWN EXCHANGE INC.

Part XV | Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to **Amount** status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor MARWEN FOUNDATION INC 501(C)(3) N/A 833 NORTH ORLEANS STREET NO. 1 CHICAGO IL 60610 5,000. NORTHWESTERN MEMORIAL FOUNDATION N/A 501(C)(3) 251 E HURON 541 N FAIRBANKS CHICAGO IL 60611 25,000. 501(C)(3) N/A NOBLE NETWORK OF CHARTER SCHOOLS 1 NORTH STATE STREET 7TH FLOOR CHICAGO IL 60602 10,000. 501(C)(3) TEAM RUBICON N/A 5550 VENTURA CANYON AVE #108 5,000, SHERMAN OAKS, CA 91401 THE CATHEDRAL SHELTER OF CHICAGO 501(C)(3) N/A 1668 WEST ODGEN AVENUE 1,000. CHICAGO, IL 60612 501(C)(3) FREE SPIRIT MEDIA NFP N/A 1817 S. CALIFORNIA AVENUE 1,000. CHICAGO IL 60608 GIRLS 4 SCIENCE N/A 501(C)(3) 47 W 126TH PLACE 1,000. CHICAGO IL 60628 JAZZ AT ASPEN-SNOWMASS 501(C)(3) N/A 110 E HALLAM ST NO 104 10,000. ASPEN, CO 81611 501(C)(3) POLARIS PROJECT N/A PO BOX 53315 10,000. WASHINGTON DC 20009 JUVENILE PROTECTIVE ASSOCIATION N/A 501(C)(3) 1707 N HALSTED STREET 1,000. CHICAGO IL 60614 Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor 501(C)(3) JEWISH CHILD AND FAMILY SERVICES N/A 216 WEST JACKSON BLVD NO 800 CHICAGO IL 60606 1,000. PLAYING FOR CHANGE FOUNDATION N/A 501(C)(3) 3103-B S LA CIENEGA BLVD LOS ANGELES, CA 90016 1,000. 501(C)(3) REFUGEES INTERNATIONAL INC N/A 2001 S ST., NW WASHINGTON, DC 20009 2,500. 501(C)(3) GROWING HOME INC N/A 2732 N. CLARK 2,500. CHICAGO, IL 60614 ASPEN COMMUNITY FOUNDATION 501(C)(3) N/A 110 EAST HALOAM STREET NO 126 10,000. ASPEN_ CO 81611 501(C)(3) CANINE THERAPY CORPS, INC N/A 1700 WEST IRVING PARK ROAD CHICAGO, IL 60613 2,500. 501(C)(3) EMERGENCY FUND N/A 651 WEST WASHINGTON 2,500. CHICAGO, IL 60661 N/A 501(C)(3) CHICAGO LEGAL CLINIC, INC 2938 EAST 91ST STREET CHICAGO IL 60617 2,500. CHICAGO ALLIANCE AGAINST SEXUAL N/A 501(C)(3) EXPLOITATION (CAASE) 3304 N. LINCOLN AVE, 2ND FLOOR 2,500. CHICAGO, IL 60657 Total from continuation sheets

2012 DEPRECIATION AND AMORTIZATION REPORT FORM $990-PF\ PAGE\ 1$

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r Accumulated Current Current Year on Depreciation	55. 2,426. 55. 0. 0. 2,426.
basis For Depreciation	14,555.
Bus % Reduction In Excl Basis	
Unadjusted No Cost Or Basis	16 14,555.
e Method Life	071212SL 3.00
Date Acquired	INT PG 1
Description	GRANTS SOFTWAE * TOTAI DEPR
Asset	4

FORM 990-PF INTEREST ON SAV	'INGS A	ND TEM	PORARY C	ASH I	NVESTMENTS	STATEMENT	1
SOURCE						AMOUNT	
NORTHERN TRUST SECURITIES, I	NC.						90.
TOTAL TO FORM 990-PF, PART I	, LINE	3, CO	LUMN A				90.
FORM 990-PF DIVIDEN	DS AND	INTER	EST FROM	SECUI	RITIES	STATEMENT	2
SOURCE		GROSS	AMOUNT		ITAL GAINS IVIDENDS	COLUMN (A AMOUNT)
NORTHERN TRUST COMPANY NORTHERN TRUST SECURITIES, I	NC.		20. 33,596.	0.		20 33,596	
TOTAL TO FM 990-PF, PART I,	LN 4 =		33,616.		0.	33,6	16.
FORM 990-PF		LEGAL	FEES			STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM		
LEGAL FEES	<u> </u>	562.	***	0.		5	62.
TO FM 990-PF, PG 1, LN 16A		562.		0.		5	62.
FORM 990-PF	OTHER I	PROFES	SIONAL F	EES		STATEMENT	4
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM		
PROFESSIONAL FEES		3,486.		0.		3,4	86.
TO FORM 990-PF, PG 1, LN 16C	!	3,486.		0.		3,4	B6.

FORM 990-PF	TAX	ES	STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DELAWARE FRANCHISE TAX 2011 990-PF EXTENSION PAYMENT	25. 7,800.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	7,825.	0.		0.	
FORM 990-PF	OTHER E	XPENSES	S	PATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2011 ADMINISTRATIVEE EXPENSES MISCELLANEOUS EXPENSES	312,000. 6,151.	0.		312,000. 6,151.	
TO FORM 990-PF, PG 1, LN 23	318,151.	0.		318,151.	
	FOOTN	OTES	S	PATEMENT 7	
PART II, LINE 10B: INVESTMENT BAXTER INTERNATIONAL, INC: BOOK VALUE FMV BOEING CO: 255 SHARES BOOK VALUE FMV GENERAL ELECTRIC: 2,316 SI BOOK VALUE FMV	21,699 SHA			510,483. 1,446,455. 262. 19,217. 13,939. 48,613.	
TOTAL BOOK VALUE TOTAL FMV				524,684. 1,514,285.	

FORM 990-PF DEPRECIATION O	F ASSETS NO	T HELD FOR	INVESTMENT	STATEMENT 8	
DESCRIPTION O'	COST OR THER BASIS	ACCUMULAT DEPRECIAT		FAIR MARKET E VALUE	
GRANTS MANAGEMENT SOFTWARE	14,555.	2,4	26. 12,12		
TO 990-PF, PART II, LN 14 =	14,555.	2,4	26. 12,12		
FORM 990-PF	CORPORA	TE STOCK		STATEMENT 9	
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE	
VARIOUS STOCKS (SEE FOOTNOTE)		524,684.	1,514,285.	
TOTAL TO FORM 990-PF, PART I	I, LINE 10B	:	524,684.	1,514,285.	
FORM 990-PF	OTHER	ASSETS		STATEMENT 10	
DESCRIPTION		NNING OF OK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
ORGANIZATION EXPENSES		13,423.	13,423.	13,423	
LESS AMORTIZED ORGANIZATION EXPENSE		-6,686.	-7,248.	-7,248.	
TO FORM 990-PF, PART II, LINI	 E 15	6,737.	6,175.	6,175.	

	T OF OFFICERS, D FOUNDATION MANA	STATEMENT 11		
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE
SUSAN CROWN 222 NORTH LASALLE STREET SUITE	PRESIDENT			
2000 CHICAGO, IL 606011109	0.25	0.	0.	0.
WILLIAM C KUNKLER III 222 NORTH LASALLE STREET SUITE	TREASURER/SECR	RETARY		
2000 CHICAGO, IL 606011109	0.25	0.	0.	0.
ELI EVANS 1 LEXINGTON AVENUE APT. 3C NEW YORK, NY 10010	TRUSTEE 0.25	0.	0.	0.
PAUL JANSEN 3 ELLIS COURT LAFAYETTE, CA 94549	TRUSTEE 0.25	0.	0.	0.
MARTHA MINOW 75 FRESH POND PARKWAY CAMBRIDGE, MA 02138	TRUSTEE 0.25	0.	0.	0.
JENNIFER JACOBY HURD 2140 N. KENMORE STREET CHICAGO, IL 60614	TRUSTEE 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	0.	0.	0.