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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**

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

For calendar year 2012, or tax year beginning**, 2012, and ending**

Name of foundation

CRAWLEY FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

105 North Hudson

Room/suite

800

City or town

Oklahoma City

State

OK

ZIP code

73102**G** Check all that apply☐ Initial return☐ Final return☐ Address change☐ Initial Return of a former public charity☐ Amended return☐ Name change**H** Check type of organization:☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at end of year
(from Part II, column (c), line 16)**\$ 7,247,521.****J** Accounting method☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number**73-1463271****B** Telephone number (see the instructions)**(405) 232-9700****C** If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**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)

1 Contributions, gifts, grants, etc. received (att sch)

450,000.2 ☐ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

17,927.**17,927.**

4 Dividends and interest from securities

118,093.**118,093.**

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

315,416.

b Gross sales price for all assets on line 6a

2,937,434.

7 Capital gain net income (from Part IV, line 2)

315,416.

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)

See Line 11 Stmt

19,129.**10,409.**12 **Total.** Add lines 1 through 11**920,565.****461,845.****0.**

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****690.****346.**c Other prof fees (attach sch) **L-16c Stmt****54,498.****54,498.**

17 Interest

18 Taxes (attach schedule) (see instrs) **Federal income ta****30,000.****0.**

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

18,963.**18,566.**24 **Total operating and administrative expenses.** Add lines 13 through 23**104,151.****73,410.**

25 Contributions, gifts, grants paid

589,500.**589,500.**26 **Total expenses and disbursements.** Add lines 24 and 25**693,651.****73,410.****589,500.**

27 Subtract line 26 from line 12:

a **Excess of revenue over expenses and disbursements****226,914.**b **Net investment income** (if negative, enter -0)**388,435.**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	350,771.	174,499.	174,499.
	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	1,561,893.	1,842,997.	2,097,481.
	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	4,528,615.	4,650,697.	4,975,541.	
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)	6,441,279.	6,668,193.	7,247,521.	
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)			
FUND ASSETS	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 and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,441,279.	6,668,193.	
	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)	6,441,279.	6,668,193.	
	31 Total liabilities and net assets/fund balances (see instructions)	6,441,279.	6,668,193.	

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	6,441,279.
2 Enter amount from Part I, line 27a	2	226,914.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	6,668,193.
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	6,668,193.

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)
1 a	See Schedule 3 (short-term)	P	Various	Various
b	See Schedule 3 (long-term)	P	Various	Various
c	Capital gains distributions (long-term)	P	Various	Various
d	Flow-through from LP (short-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 519,482.		548,368.	-28,886.
b 2,343,243.		2,064,791.	278,452.
c 36,365.		0.	36,365.
d 0.		8,326.	-8,326.
e See Columns (e) thru (h)		533.	37,811.

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			-28,886.
b 0.	0.	0.	278,452.
c 0.	0.	0.	36,365.
d			-8,326.
e See Columns (i) thru (l)	0.	0.	37,811.

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	315,416.
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	-37,212.

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))
2011	694,625.	6,826,793.	0.101750
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

2 Total of line 1, column (d)	2	0.564474
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	0.112895
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,945,596.
5 Multiply line 4 by line 3	5	784,123.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,884.
7 Add lines 5 and 6	7	788,007.
8 Enter qualifying distributions from Part XII, line 4	8	589,500.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see 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	7,769.
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	7,769.
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	7,769.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8		173.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		7,942.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) OK - Oklahoma		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>James B. Crawley</u> Telephone no <u>(405) 232-9700</u> Located at <u>105 North Hudson, Suite 800, Oklahoma City OK</u> ZIP + 4 <u>73102</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ 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. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b 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)	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 2012?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James B Crawley 105 N Hudson, Suite 800 Oklahoma City OK 73102	President	0.00	0.	0.
Mary W Crawley 105 N Hudson, Suite 800 Oklahoma City OK 73102	Secretary	0.00	0.	0.
Sara B Crawley 105 N Hudson, Suite 800 Oklahoma City OK 73102	Treasurer	0.00	0.	0.
Linda C Shirley 105 N Hudson, Suite 800 Oklahoma City OK 73102	Director	0.00	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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	

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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	1 a	6,743,689.
b	Average of monthly cash balances	1 b	307,677.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	7,051,366.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,051,366.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	105,770.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,945,596.
6	Minimum investment return. Enter 5% of line 5	6	347,280.

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	347,280.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	7,769.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	7,769.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	339,511.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	339,511.
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	339,511.

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	1 a	589,500.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	589,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	589,500.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				339,511.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	326,986.			
b From 2008	307,014.			
c From 2009	344,953.			
d From 2010	203,780.			
e From 2011	374,760.			
f Total of lines 3a through e	1,557,493.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 589,500.				
a Applied to 2011, 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 2012 distributable amount				339,511.
e Remaining amount distributed out of corpus	249,989.			
5 Excess distributions carryover applied to 2012 (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	1,807,482.			
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 2011 Subtract line 4a from line 2a Taxable amount — see instructions			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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	326,986.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,480,496.			
10 Analysis of line 9.				
a Excess from 2008	307,014.			
b Excess from 2009	344,953.			
c Excess from 2010	203,780.			
d Excess from 2011	374,760.			
e Excess from 2012	249,989.			

N/A

4942(1)(5)

(4) Gross investment income

[illegible]

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Schedule 4				589,500.
Total			3 a	589,500.
b Approved for future payment				
Total			3 b	

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

2012

Name of the organization

CRAWLEY FAMILY FOUNDATION

Employer identification number

73-1463271

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

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	JBC Investment Company 105 North Hudson, Suite 800 Oklahoma City OK 73102	\$ 100,000.	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	\$ 200,000.	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.)
4	Sara B Crawley 105 North Hudson, Suite 800 Oklahoma City OK 73102	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	Linda C Shirley 105 North Hudson, Suite 800 Oklahoma City OK 73102	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	Martha C Tracey 105 North Hudson, Suite 800 Oklahoma City OK 73102	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
<u>Ordinary income from LP investme</u>	<u>10,409.</u>	<u>10,409.</u>	
<u>Federal income tax refund</u>	<u>8,720.</u>	<u>0.</u>	
Total	<u>19,129.</u>	<u>10,409.</u>	

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 -				
<u>Assoc of Small Foundations</u>	<u>695.</u>	<u>349.</u>		
<u>Bank charges and fees</u>	<u>103.</u>	<u>52.</u>		
<u>Foreign taxes</u>	<u>3,641.</u>	<u>3,641.</u>		
<u>Investment interest</u>	<u>2,470.</u>	<u>2,470.</u>		
<u>Other investment expenses</u>	<u>12,054.</u>	<u>12,054.</u>		
Total	<u>18,963.</u>	<u>18,566.</u>		

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

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<u>Flow-through from LP (long-term)</u>	<u>P</u>	<u>Various</u>	<u>Various</u>
<u>Flow-through from LP (Section 1231)</u>	<u>P</u>	<u>Various</u>	<u>Various</u>

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)
<u>38,344.</u>		<u>0.</u>	<u>38,344.</u>
<u>0.</u>		<u>533.</u>	<u>-533.</u>
Total		<u>533.</u>	<u>37,811.</u>

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

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
<u>0.</u>	<u>0.</u>	<u>0.</u>	<u>38,344.</u>

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

Continued

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			- 533 .
Total		0 .	37,811 .

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	690 .	346 .		
Total		690 .	346 .		

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	54,498 .	54,498 .		
Total		54,498 .	54,498 .		

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Schedule 1	1,842,997 .	2,097,481 .
Total		1,842,997 . 2,097,481 .

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
See Schedule 1	4,650,697 .	4,975,541 .

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

Continued

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Total	<u>4,650,697.</u>	<u>4,975,541.</u>

CRAWLEY FAMILY FOUNDATION

#73-1463271

Schedule 1

Supporting Schedule to Form 990-PF, Part II, Line 10b - Investments - Corporate Stock
2012

			End of Year	
			Book Value	Fair Mkt Value
459	shs	ABBOTT LABORATORIES	\$ 23,878	\$ 30,065
215	shs	ACCENTURE LTD CL A	12,179	14,298
80	shs	AGRIUM INC	6,797	7,990
625	shs	ALLIANZ SE SP	7,421	8,636
392	shs	AMERICAN TOWER CORP	16,717	30,290
341	shs	ANHEUSER BUSCH CO	23,382	29,807
60	shs	ANHEUSER BUSCH CO	3,628	5,245
275	shs	ASSA ABLOY AB	4,037	5,134
325	shs	ATLAS COPCO	7,126	7,903
262	shs	AUTOMATIC DATA PROCESSING INC	14,521	14,916
225	shs	BAE SYS	4,162	4,929
35	shs	BAIDU INC	4,459	3,510
175	shs	BARCLAYS	2,918	3,031
180	shs	BASF SE	15,146	16,885
434	shs	BAXTER INTERNATIONAL INC	25,095	28,930
375	shs	BAYERISCHE MOTOREN WERKE	10,152	12,019
180	shs	BHP BILLITON LTD	11,626	12,667
151	shs	BLACKROCK INC	30,447	31,213
100	shs	BOC HONG KONG HLDGS LTD	6,256	6,219
200	shs	BRITISH AMERN TOB	19,227	20,250
155	shs	BROOKFIELD ASSET MANAGEMENT	5,193	5,681
450	shs	BT GROUP	14,956	17,114
60	shs	CANADIAN PAC RY LTD	4,641	6,097
110	shs	CARNIVAL	4,176	4,263
384	shs	CELGENE CORP	21,005	30,132
2,241	shs	CHARLES SCHWAB CORP	41,021	32,181
277	shs	CHEVRON CORPORATION	20,834	29,955
65	shs	CHINA MOBILE HK LTD	3,534	3,817
1,578	shs	CISCO SYS INC	33,637	31,007
55	shs	COPA HOLDINGS SA	4,217	5,470
546	shs	DANAHER CORP	21,252	30,521
225	shs	DBS GROUP HLDGS LTD	10,718	10,934
80.000	shs	DEUTSCHE BANK	2,614	3,543
508	shs	DISCOVERY COMMUNICATIONS INC	17,941	32,248
413	shs	ECOLAB INC	18,668	29,695
50	shs	FOMENTO ECONOMICO MEX	3,101	5,035
386	shs	GILEAD SCIENCES INC	17,883	28,352
911	shs	HALLIBURTON CO COM	38,759	31,603
80	shs	HITACHI LTD	4,727	4,663
200	shs	HONDA MTR LTD	6,940	7,388
478	shs	HONEYWELL INTERNATIONAL INC	18,451	30,339
150	shs	HSBC HOLDINGS	7,292	7,961
152	shs	INTL BUSINESS MACHINES CORP	19,289	29,116
245	shs	INTUIT	11,587	14,571
1,527	shs	ISHARES CORE S&P MID-CAP	145,159	155,296
1,264	shs	ISHARES RUSSELL 2000 INDEX FUND	99,982	106,578
150	shs	KAO CORP	4,204	3,902
775	shs	KEPPEL LTD	14,089	13,959
553	shs	KOHL'S CORP	28,707	23,768
501	shs	LAUDER ESTEE COS INC	15,751	29,990
110	shs	LVMH MOET HENNESSY LOU VUITTON	3,547	4,026
170	shs	MCDONALDS CORP	15,129	14,996

CRAWLEY FAMILY FOUNDATION

#73-1463271

Schedule 1

Supporting Schedule to Form 990-PF, Part II, Line 10b - Investments - Corporate Stock
2012

			End of Year	
			Book Value	Fair Mkt Value
1,081	shs	MICROSOFT CORPORATION	32,055	28,873
30	shs	MITSUI & CO LTD	9,558	8,903
164	shs	MONSANTO CO	11,277	15,523
90	shs	NATIONAL GRID TRANSCO PLC	4,639	5,170
350	shs	NESTLE	21,687	22,789
600	shs	NIKE INC CL B	19,671	30,960
160	shs	NIPPON TELEG & TEL CORP	3,879	3,365
450	shs	NISSAN MOTORS	8,552	8,442
100	shs	NOVARTIS	6,154	6,330
60	shs	NOVO NORDISK	8,988	9,793
155	shs	OIL CO LUKOIL	9,131	10,149
958	shs	ORACLE CORP	23,556	31,921
185	shs	ORIX CORPORATION	8,918	10,478
420	shs	PEPSICO INC	26,743	28,741
210	shs	PETSMART	14,083	14,351
1,035	shs	POSTNL N V	3,964	3,982
465	shs	QUALCOMM INC	18,334	28,765
150	shs	REPSOL YPF	3,591	3,033
125	shs	REXAM PLC SP	4,320	4,430
205	shs	ROCHE HLDG LTD	8,962	10,302
130	shs	ROPER INDS INC	9,763	14,492
130	shs	ROYAL DUTCH SHELL PLC	9,093	8,964
125	shs	SANDS CHINA LTD	3,969	5,475
360	shs	SANOFI-AVENTIS SPONS ADR	14,109	17,057
60	shs	SAP AG	3,703	4,823
650	shs	SBERBANK RUSSIA	8,201	7,911
409	shs	SCHLUMBERGER LTD	27,475	28,343
65	shs	SEVEN & I HOLDGS CO	4,301	3,664
55	shs	SHIRE LIMITED AMERICAN DEPOSITARY	4,993	5,070
40	shs	SIEMENS A G	4,082	4,379
638	shs	STATE STREET CORPORATION	29,100	29,992
545	shs	STRYKER CORP	28,563	29,877
150	shs	SUNCOR ENERGY INC	4,469	4,947
250	shs	SWEDBANK A B	4,544	4,881
60	shs	SYNGENTA AG	3,989	4,848
999	shs	TEXAS INSTRUMTS	25,451	30,859
470	shs	THERMOS FISHER CORP	23,961	29,977
225	shs	TOTAL S A	11,694	11,702
100	shs	TRANSOCEAN INC	4,432	4,466
125	shs	UNILEVER N V NEW YORK	4,242	4,840
404	shs	UNITED PARCEL SERVICE	30,073	29,787
175	shs	VALE S A	4,080	3,551
365	shs	VALEO	9,001	9,055
9,859	shs	VANGUARD TAX-MANAGED INTL	331,500	347,333
99	shs	VISA INC	9,888	15,006
225	shs	VODAFONE GROUP PLC	6,465	5,668
330	shs	VOLVO AKTIEBOLAGET	5,163	4,505
418	shs	WAL MART STORES INC	23,341	28,520
884	shs	WILLIAMS COMPANIES	13,490	28,942
155	shs	ZURICH INS GROUP LTD	3,619	4,122
			<u>\$ 1,842,997</u>	<u>\$ 2,097,481</u>

4/24/2013

CRAWLEY FAMILY FOUNDATION

#73-1463271

Schedule 2

Supporting Schedule to Form 990-PF, Part II, Line 13 - Investments - Other
2012

			End of Year	
			Book Value	Fair Mkt Value
932,276.930	shs	AETOS CAPITAL LLC	\$ 816,245	\$ 932,277
5,267.073	shs	COHEN & STEERS INTERNATIONAL REALTY FUND INC	56,525	59,834
28,431.303	shs	FORWARD HIGH YIELD BD INSTL FUND	291,764	295,117
37,218.338	shs	FWCM FIXED INCOME FUND	360,473	371,811
23,209.759	shs	HEARTLAND VALUE PLUS FUND	631,844	687,937
14,294.162	shs	JP MORGAN MID CAP GROWTH FUND	276,758	310,183
4,080.972	shs	NUVEEN REAL ESTATE SEC FUND	81,562	86,761
16,969.117	shs	OPPENHEIMER DEVELOPING MARKETS FUND	559,826	591,883
30,542.817	shs	PIMCO COMMODITY REALRETURN STRATEGY FUND	210,686	202,804
15,131.280	shs	PRUDENTIAL JENNISON EQUITY INCOME FUND	205,369	211,535
16,147.630	shs	THORNBURG INTERNATIONAL VALUE FUND	487,299	453,587
771,810.720	shs	FWCM INCOME EQUITY LP	672,346	771,811
			<u>\$ 4,650,697</u>	<u>\$ 4,975,541</u>

CRAWLEY FAMILY FOUNDATION

#73-1463271

Schedule 3

Supporting Schedule to Form 990-PF, Part IV, Lines 1a and 1b - Capital Gains and Losses for Tax on Investment Income
2012

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
SHORT TERM							
CFF- First Western "Eagle" Account	TOKIO MARINE HOLDGS INC	125	5/25/2011	1/17/2012	2,870.54	3,403.75	(533.21)
CFF- First Western "Eagle" Account	NOVARTIS	25	5/25/2011	1/31/2012	1,370.66	1,538.40	(167.74)
CFF- First Western "Eagle" Account	FUJIFILM HODGS CORP	125	5/25/2011	2/9/2012	2,944.94	3,578.75	(633.81)
CFF- First Western "Eagle" Account	ASTRAZENECA PLC	50	5/25/2011	2/21/2012	2,269.51	2,583.00	(313.49)
CFF- First Western "Eagle" Account	ENEL SOCIETA PER AZIONI	400	6/1/2011	3/26/2012	1,473.81	2,782.96	(1,309.15)
CFF- First Western "Eagle" Account	ABB LTD	100	5/25/2011	3/28/2012	2,027.96	2,646.00	(618.04)
CFF- First Western "Eagle" Account	KEPPEL LTD	100	5/25/2011	4/23/2012	1,830.68	1,833.00	(2.32)
CFF- First Western "Eagle" Account	ASTRAZENECA PLC	50	5/25/2011	5/1/2012	2,168.81	2,583.00	(414.19)
CFF- First Western "Eagle" Account	SIEMENS A G	20	5/25/2011	5/9/2012	1,768.21	2,611.00	(842.79)
CFF- First Western "Eagle" Account	POSTNL N V	0.938	6/27/2012	8/30/2012	3.38	3.80	(0.42)
CFF- First Western "Eagle" Account	ROYAL KPN	100	11/18/2011	9/11/2012	823.98	1,309.96	(485.98)
CFF- First Western "Eagle" Account	ROYAL KPN	150	8/3/2012	9/11/2012	1,235.97	1,254.00	(18.03)
CFF- First Western "Eagle" Account	WPX ENERGY INC	500	1/10/2012	1/12/2012	8,264.79	4,891.42	3,373.37
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.022	5/13/2011	3/6/2012	0.74	0.00	0.74
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.711	4/25/2011	3/6/2012	26.44	0.08	26.36
CFF- First Western Investment Account	INTUIT	39	9/9/2011	3/20/2012	2,339.18	1,844.46	494.72
CFF- First Western Investment Account	ACCENTURE LTD CL A	34	6/10/2011	3/20/2012	2,161.34	1,926.00	235.34
CFF- First Western Investment Account	VISA INC	22	1/12/2012	3/20/2012	2,574.61	2,197.43	377.18
CFF- First Western Investment Account	BUFFALO MID CAP FUND	154.350	12/21/2011	5/7/2012	2,664.08	2,370.81	293.27
CFF- First Western Investment Account	WESTERN UN CO	178	11/3/2011	5/9/2012	3,144.22	3,127.07	17.15
CFF- First Western Investment Account	INTUIT	50	9/9/2011	5/9/2012	2,838.43	2,384.69	473.74
CFF- First Western Investment Account	MCDONALDS CORP	34	8/25/2011	5/9/2012	3,259.50	2,989.70	269.80
CFF- First Western Investment Account	ACCENTURE LTD CL A	62	6/10/2011	5/9/2012	3,897.85	3,512.13	385.72
CFF- First Western Investment Account	VISA INC	28	1/12/2012	5/9/2012	3,294.96	2,796.73	498.23
CFF- First Western Investment Account	AUTOMATIC DATA PROCESSING INC	57	3/20/2012	5/9/2012	3,051.14	3,159.21	(108.07)
CFF- First Western Investment Account	ANHEUSER BUSCH CO	61	5/2/2012	5/9/2012	4,487.66	4,435.98	51.68
CFF- First Western Investment Account	BLACKROCK CAPITAL APPRECIATION FUND	10	5/2/2012	5/9/2012	1,832.46	1,565.36	267.10
CFF- First Western Investment Account	ALPINE INTERNATIONAL REAL ESTATE EQUITY FD CL Y	34.628	12/30/2011	7/26/2012	658.28	617.77	40.51
CFF- First Western Investment Account	BLACKROCK CAPITAL APPRECIATION FUND	16,327.890	5/2/2012	7/26/2012	371,622.78	407,217.57	(35,594.79)
CFF- First Western Investment Account	THIRD AVENUE FOCUSED CREDIT FUND	235.032	9/21/2011	7/30/2012	2,315.07	2,413.78	(98.71)
CFF- First Western Investment Account	WESTERN UN CO	165	11/3/2011	7/30/2012	2,795.03	2,898.69	(103.66)
CFF- First Western Investment Account	INTUIT	52	9/9/2011	7/30/2012	2,943.13	2,459.28	483.85
CFF- First Western Investment Account	MCDONALDS CORP	19	8/25/2011	7/30/2012	1,677.47	1,670.71	6.76
CFF- First Western Investment Account	THIRD AVENUE FOCUSED CREDIT FUND	287.228	12/21/2011	7/30/2012	2,829.20	2,705.69	123.51
CFF- First Western Investment Account	THIRD AVENUE FOCUSED CREDIT FUND	259.357	12/21/2011	7/30/2012	2,554.67	2,443.14	111.53
CFF- First Western Investment Account	THIRD AVENUE FOCUSED CREDIT FUND	326.068	12/21/2011	7/30/2012	3,211.77	3,071.56	140.21
CFF- First Western Investment Account	VISA INC	38	1/12/2012	7/30/2012	4,641.21	3,795.56	845.65
CFF- First Western Investment Account	AUTOMATIC DATA PROCESSING INC	69	3/20/2012	7/30/2012	3,823.89	3,824.31	(0.42)
CFF- First Western Investment Account	THIRD AVENUE FOCUSED CREDIT FUND	252.231	3/21/2012	7/30/2012	2,484.48	2,527.35	(42.87)
CFF- First Western Investment Account	ANHEUSER BUSCH CO	140	5/2/2012	7/30/2012	10,728.66	10,180.94	547.72
CFF- First Western Investment Account	THIRD AVENUE FOCUSED CREDIT FUND	224.966	6/20/2012	7/30/2012	2,215.92	2,191.17	24.75
CFF- First Western Investment Account	WESTERN UN CO	51	3/20/2012	11/7/2012	609.47	924.12	(314.65)
CFF- First Western Investment Account	PIMCO FDS TOTAL RETURN FUND	273.327	VARIOUS	11/20/2012	3,165.14	3,023.74	141.40
CFF- First Western Investment Account	PIMCO FDS TOTAL RETURN FUND	1,821.228	VARIOUS	11/20/2012	21,089.81	20,096.42	993.39
CFF- First Western Investment Account	VISA INC	31	1/12/2012	11/26/2012	4,539.85	3,096.38	1,443.47
CFF- First Western Investment Account	AUTOMATIC DATA PROCESSING INC	27	3/20/2012	11/26/2012	1,483.35	1,496.47	(13.12)
CFF- First Western Investment Account	ANHEUSER BUSCH CO	75	5/2/2012	11/26/2012	6,429.60	5,454.07	975.53

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Schedule 3

Supporting Schedule to Form 990-PF, Part IV, Lines 1a and 1b - Capital Gains and Losses for Tax on Investment Income
2012

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
CFF- First Western Investment Account	PEISMA	44	11/8/2012	11/26/2012	3,037.69	2,950.78	86.91
TOTAL SHORT TERM					519,482.32	548,368.19	(28,885.87)
LONG TERM							
CFF- First Western "Eagle" Account	PETROLEO BRASILEIRO SA PETROBRAS	150	5/25/2011	6/20/2012	2,631.29	4,545.00	(1,913.71)
CFF- First Western "Eagle" Account	ROYAL KPN	150	5/25/2011	6/27/2012	1,332.61	2,199.00	(866.39)
CFF- First Western "Eagle" Account	ABB LTD	20	5/25/2011	7/12/2012	317.99	529.20	(211.21)
CFF- First Western "Eagle" Account	ABB LTD	80	5/25/2011	7/12/2012	1,274.59	2,116.80	(842.21)
CFF- First Western "Eagle" Account	BARCLAYS	100	5/25/2011	7/16/2012	1,026.36	1,784.00	(757.64)
CFF- First Western "Eagle" Account	CANON INC	50	5/25/2011	7/19/2012	1,866.91	2,253.00	(386.09)
CFF- First Western "Eagle" Account	INTERCONTINENTAL HTLS GRP	125	5/25/2011	7/19/2012	2,920.71	2,628.75	291.96
CFF- First Western "Eagle" Account	ANGLO AMERN PLC	125	5/25/2011	7/26/2012	1,875.72	2,991.25	(1,115.53)
CFF- First Western "Eagle" Account	CANON INC	50	5/25/2011	8/20/2012	1,698.15	2,253.00	(554.85)
CFF- First Western "Eagle" Account	ROYAL KPN	50	5/25/2011	9/11/2012	411.99	733.00	(321.01)
CFF- First Western "Eagle" Account	VODAFONE GROUP PLC	100	5/25/2011	10/2/2012	2,844.50	2,851.00	(6.50)
CFF- First Western "Eagle" Account	HITACHI LTD	50	5/25/2011	10/26/2012	2,655.58	2,809.50	(153.92)
CFF- First Western "Eagle" Account	HITACHI LTD	25	7/20/2011	10/26/2012	1,327.79	1,528.69	(200.90)
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.005	5/16/2006	2/29/2012	0.17	0.00	0.17
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.010	8/14/2006	2/29/2012	0.33	0.00	0.33
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.001	11/15/2006	2/29/2012	0.03	0.00	0.03
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.008	11/15/2006	3/6/2012	0.27	0.00	0.27
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.009	2/14/2007	3/6/2012	0.30	0.00	0.30
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.008	5/15/2007	3/6/2012	0.27	0.00	0.27
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.009	8/14/2007	3/6/2012	0.30	0.00	0.30
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.010	2/14/2008	3/6/2012	0.34	0.00	0.34
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.010	5/15/2008	3/6/2012	0.34	0.00	0.34
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.011	8/14/2008	3/6/2012	0.37	0.00	0.37
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.016	11/14/2008	3/6/2012	0.54	0.00	0.54
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.019	2/13/2009	3/6/2012	0.64	0.00	0.64
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.017	5/15/2009	3/6/2012	0.57	0.00	0.57
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.015	8/14/2009	3/6/2012	0.51	0.00	0.51
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.013	11/13/2009	3/6/2012	0.44	0.00	0.44
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.012	2/12/2010	3/6/2012	0.40	0.00	0.40
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.013	5/14/2010	3/6/2012	0.44	0.00	0.44
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.012	8/13/2010	3/6/2012	0.40	0.00	0.40
CFF- First Western Investment Account	ENBRIDGE ENERGY MGMT, LLC	0.012	11/18/2010	3/6/2012	0.40	0.00	0.40
CFF- First Western Investment Account	BLACKROCK INC	9	6/18/2007	3/15/2012	1,835.88	1,408.82	427.06
CFF- First Western Investment Account	CELGENE CORP	97	4/19/2007	3/15/2012	7,372.96	5,622.12	1,750.84
CFF- First Western Investment Account	CELGENE CORP	63	4/24/2008	3/15/2012	4,788.63	4,033.57	755.06
CFF- First Western Investment Account	DANAHER CORP	23	1/30/2008	3/15/2012	1,260.61	884.14	396.47
CFF- First Western Investment Account	ABBOTT LABORATORIES	46	4/3/2009	3/20/2012	2,716.25	2,224.10	492.15
CFF- First Western Investment Account	ABBOTT LABORATORIES	51	6/8/2009	3/20/2012	3,011.50	2,290.20	721.30
CFF- First Western Investment Account	AMERICAN TOWER CORP	180	9/25/2007	3/20/2012	11,357.28	7,524.54	3,832.74
CFF- First Western Investment Account	AMERICAN TOWER CORP	1	4/30/2008	3/20/2012	63.10	41.61	21.49
CFF- First Western Investment Account	BAXTER INTERNATIONAL INC	4	12/9/2009	3/20/2012	239.16	225.49	13.67
CFF- First Western Investment Account	CHEVRON CORPORATION	33	12/23/2008	3/20/2012	3,630.26	2,457.37	1,172.89
CFF- First Western Investment Account	CISCO SYS INC	432	4/11/2007	3/20/2012	8,600.45	11,305.44	(2,704.99)
CFF- First Western Investment Account	CISCO SYS INC	87	4/19/2007	3/20/2012	1,732.03	2,315.07	(583.04)

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
CFF- First Western Investment Account	DISCOVERY COMMUNICATIONS INC	153	1/13/2011	3/20/2012	7,319.68	6,112.01	1,207.67
CFF- First Western Investment Account	ECOLAB INC	62	4/1/2008	3/20/2012	3,698.23	2,727.77	970.46
CFF- First Western Investment Account	GILEAD SCIENCES INC	86	11/1/2004	3/20/2012	4,046.22	1,507.15	2,539.07
CFF- First Western Investment Account	GILEAD SCIENCES INC	22	8/16/2007	3/20/2012	1,035.08	682.99	352.09
CFF- First Western Investment Account	HONEYWELL INTERNATIONAL INC	19	8/30/2007	3/20/2012	1,154.80	1,076.90	77.90
CFF- First Western Investment Account	INTL BUSINESS MACHINES CORP	47	6/16/2008	3/20/2012	9,661.11	5,801.67	3,859.44
CFF- First Western Investment Account	LAUDER ESTEE COS INC	183	4/24/2008	3/20/2012	11,650.43	4,075.74	7,574.69
CFF- First Western Investment Account	MICROSOFT CORPORATION	360	8/16/2006	3/20/2012	11,801.20	8,758.80	3,042.40
CFF- First Western Investment Account	MICROSOFT CORPORATION	99	4/19/2007	3/20/2012	3,245.33	2,845.26	400.07
CFF- First Western Investment Account	MONSANTO CO	38	4/13/2010	3/20/2012	2,997.76	2,612.99	384.77
CFF- First Western Investment Account	NIKE INC CL B	144	10/14/2008	3/20/2012	15,922.36	8,064.58	7,857.78
CFF- First Western Investment Account	QUALCOMM INC	85	2/19/2010	3/20/2012	5,530.85	3,319.22	2,211.63
CFF- First Western Investment Account	ROPER INDS INC	52	1/13/2011	3/20/2012	5,136.98	3,905.26	1,231.72
CFF- First Western Investment Account	STATE STREET CORPORATION	15	4/19/2007	3/20/2012	685.34	1,017.60	(332.26)
CFF- First Western Investment Account	UNITED PARCEL SERVICE	48	2/25/2011	3/20/2012	3,782.33	3,577.20	205.13
CFF- First Western Investment Account	WAL MART STORES INC	4	8/16/2006	3/20/2012	244.64	178.08	66.56
CFF- First Western Investment Account	WAL MART STORES INC	75	4/19/2007	3/20/2012	4,586.91	3,609.00	977.91
CFF- First Western Investment Account	GKM GROWTH FUND	23,675.45	11/22/2010	5/2/2012	408,638.09	311,095.28	97,542.81
CFF- First Western Investment Account	ABBOTT LABORATORIES	143	6/3/2009	5/4/2012	8,906.61	6,421.53	2,485.08
CFF- First Western Investment Account	BUFFALO MID CAP FUND	7,416.667	2/26/2009	5/7/2012	128,011.67	63,635.00	64,376.67
CFF- First Western Investment Account	AMERICAN TOWER CORP	83	4/30/2008	5/9/2012	5,504.43	3,453.76	2,050.67
CFF- First Western Investment Account	BAXTER INTERNATIONAL INC	47	12/9/2009	5/9/2012	2,570.84	2,649.45	(78.61)
CFF- First Western Investment Account	CELGENE CORP	43	4/24/2008	5/9/2012	3,001.33	2,753.07	248.26
CFF- First Western Investment Account	CHARLES SCHWAB CORP	210	4/21/2010	5/9/2012	2,830.73	3,989.29	(1,158.56)
CFF- First Western Investment Account	CHEVRON CORPORATION	37	12/23/2008	5/9/2012	3,839.77	2,755.24	1,084.53
CFF- First Western Investment Account	CISCO SYS INC	241	4/19/2007	5/9/2012	4,599.38	6,413.01	(1,813.63)
CFF- First Western Investment Account	DANAHER CORP	99	1/30/2008	5/9/2012	5,303.31	3,719.58	1,583.73
CFF- First Western Investment Account	DISCOVERY COMMUNICATIONS INC	230	1/13/2011	5/9/2012	12,316.22	9,188.00	3,128.22
CFF- First Western Investment Account	ECOLAB INC	142	4/1/2008	5/9/2012	9,012.53	6,247.46	2,765.07
CFF- First Western Investment Account	GILEAD SCIENCES INC	204	8/16/2006	5/9/2012	10,279.32	6,333.18	3,946.14
CFF- First Western Investment Account	HALLIBURTON CO COM	167	11/17/2010	5/9/2012	5,430.72	5,980.15	(549.43)
CFF- First Western Investment Account	HONEYWELL INTERNATIONAL INC	32	8/30/2007	5/9/2012	1,898.20	1,813.72	84.48
CFF- First Western Investment Account	HONEYWELL INTERNATIONAL INC	64	4/24/2008	5/9/2012	3,796.39	3,861.48	(65.09)
CFF- First Western Investment Account	INTL BUSINESS MACHINES CORP	31	6/16/2008	5/9/2012	6,348.03	3,826.64	2,521.39
CFF- First Western Investment Account	KOHL'S CORP	2	8/16/2006	5/9/2012	99.94	120.10	(20.16)
CFF- First Western Investment Account	KOHL'S CORP	37	11/13/2006	5/9/2012	1,848.84	2,718.39	(869.55)
CFF- First Western Investment Account	KOHL'S CORP	76	4/19/2007	5/9/2012	3,797.63	5,841.36	(2,043.73)
CFF- First Western Investment Account	LAUDER ESTEE COS INC	111	4/24/2008	5/9/2012	6,697.90	2,472.17	4,225.73
CFF- First Western Investment Account	MICROSOFT CORPORATION	139	4/19/2007	5/9/2012	4,307.51	3,994.86	312.65
CFF- First Western Investment Account	MONSANTO CO	33	4/13/2010	5/9/2012	2,420.82	2,269.18	151.64
CFF- First Western Investment Account	NIKE INC CL B	65	10/14/2008	5/9/2012	7,254.49	3,640.26	3,614.23
CFF- First Western Investment Account	ORACLE CORP	175	9/24/2008	5/9/2012	4,980.51	3,526.25	1,454.26
CFF- First Western Investment Account	PEPSICO INC	117	11/25/2008	5/9/2012	7,705.45	5,896.07	1,809.38
CFF- First Western Investment Account	QUALCOMM INC	75	2/19/2010	5/9/2012	4,650.23	2,928.72	1,721.51
CFF- First Western Investment Account	ROPER INDS INC	40	1/13/2011	5/9/2012	4,021.50	3,004.05	1,017.45
CFF- First Western Investment Account	SCHLUMBERGER LTD	64	2/17/2010	5/9/2012	4,483.10	4,120.47	362.63
CFF- First Western Investment Account	SCHLUMBERGER LTD	4	3/3/2010	5/9/2012	280.19	244.36	35.83
CFF- First Western Investment Account	STATE STREET CORPORATION	139	4/19/2007	5/9/2012	6,282.65	9,429.76	(3,147.11)

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2012

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
CFF- First Western Investment Account	STATE STREET CORPORATION	14	4/24/2008	5/9/2012	632.79	936.56	(303.77)
CFF- First Western Investment Account	STRYKER CORP	115	8/16/2006	5/9/2012	6,198.36	5,390.05	808.31
CFF- First Western Investment Account	TEXAS INSTRUMENTS	109	4/19/2007	5/9/2012	3,335.32	3,425.87	(90.55)
CFF- First Western Investment Account	TEXAS INSTRUMENTS	49	4/24/2008	5/9/2012	1,499.37	1,499.94	(0.57)
CFF- First Western Investment Account	THERMOS FISHER CORP	69	7/10/2008	5/9/2012	3,725.91	3,966.61	(240.70)
CFF- First Western Investment Account	UNITED PARCEL SERVICE	74	2/25/2011	5/9/2012	5,754.85	5,514.85	240.00
CFF- First Western Investment Account	WAL MART STORES INC	72	4/19/2007	5/9/2012	4,229.90	3,464.64	765.26
CFF- First Western Investment Account	WILLIAMS COMMUNICATIONS GROUP	311	10/15/2008	5/9/2012	10,160.98	4,289.43	5,871.55
CFF- First Western Investment Account	PIMCO FDS TOTAL RETURN FUND	7,364.685	5/23/2011	6/7/2012	82,779.06	81,306.12	1,472.94
CFF- First Western Investment Account	BLACKROCK INC	24	6/13/2007	7/25/2012	3,965.67	3,756.85	208.82
CFF- First Western Investment Account	WILLIAMS COMMUNICATIONS GROUP	181	10/15/2008	7/25/2012	5,520.37	2,496.42	3,023.95
CFF- First Western Investment Account	ALPINE INTERNATIONAL REAL ESTATE EQUITY FD CL Y	1,140.684	5/23/2011	7/26/2012	21,684.40	30,000.00	(8,315.60)
CFF- First Western Investment Account	ABBOTT LABORATORIES	134	6/8/2009	7/30/2012	8,583.85	6,017.37	2,566.48
CFF- First Western Investment Account	ACCENTURE LTD CL A	25	6/10/2011	7/30/2012	1,440.22	1,416.18	24.04
CFF- First Western Investment Account	AMERICAN TOWER CORP	134	4/30/2008	7/30/2012	9,278.53	5,575.95	3,702.58
CFF- First Western Investment Account	BAXTER INTERNATIONAL INC	45	12/9/2009	7/30/2012	2,562.24	2,536.71	25.53
CFF- First Western Investment Account	BAXTER INTERNATIONAL INC	95	3/3/2010	7/30/2012	5,409.18	5,431.15	(21.97)
CFF- First Western Investment Account	CELGENE CORP	60	4/24/2008	7/30/2012	3,924.51	3,841.49	83.02
CFF- First Western Investment Account	CHARLES SCHWAB CORP	286	4/21/2010	7/30/2012	3,526.30	5,433.03	(1,906.73)
CFF- First Western Investment Account	CHEVRON CORPORATION	25	12/23/2008	7/30/2012	2,649.44	1,861.65	787.79
CFF- First Western Investment Account	CHEVRON CORPORATION	18	4/13/2009	7/30/2012	1,907.60	1,233.72	673.88
CFF- First Western Investment Account	CHEVRON CORPORATION	33	3/3/2010	7/30/2012	3,497.26	2,396.95	1,100.31
CFF- First Western Investment Account	CHEVRON CORPORATION	76	1/30/2008	7/30/2012	3,889.19	2,855.44	1,033.75
CFF- First Western Investment Account	DANAHER CORP	28	4/24/2008	7/30/2012	1,432.86	1,056.44	376.42
CFF- First Western Investment Account	DANAHER CORP	75	1/13/2011	7/30/2012	3,709.03	2,996.09	712.94
CFF- First Western Investment Account	DISCOVERY COMMUNICATIONS INC	34	4/1/2008	7/30/2012	2,222.53	1,495.87	726.66
CFF- First Western Investment Account	ECOLAB INC	101	4/24/2008	7/30/2012	6,602.22	4,852.70	1,749.52
CFF- First Western Investment Account	ECOLAB INC	14	8/16/2006	7/30/2012	716.13	434.63	281.50
CFF- First Western Investment Account	GILEAD SCIENCES INC	138	4/19/2007	7/30/2012	7,058.95	5,499.30	1,559.65
CFF- First Western Investment Account	GILEAD SCIENCES INC	160	11/17/2010	7/30/2012	4,999.30	5,729.49	(730.19)
CFF- First Western Investment Account	HALLIBURTON CO COM	97	4/24/2008	7/30/2012	5,526.94	5,852.57	(325.63)
CFF- First Western Investment Account	HONEYWELL INTERNATIONAL INC	25	6/16/2008	7/30/2012	4,788.64	3,086.00	1,702.64
CFF- First Western Investment Account	INTL BUSINESS MACHINES CORP	85	4/19/2007	7/30/2012	4,072.60	6,533.10	(2,460.50)
CFF- First Western Investment Account	KOHL'S CORP	29	4/24/2008	7/30/2012	1,389.48	1,327.73	61.75
CFF- First Western Investment Account	KOHL'S CORP	14	4/24/2008	7/30/2012	730.50	311.81	418.69
CFF- First Western Investment Account	LAUDER ESTEE COS INC	162	4/19/2007	7/30/2012	4,683.31	4,655.88	27.43
CFF- First Western Investment Account	MICROSOFT CORPORATION	71	4/13/2010	7/30/2012	6,026.79	4,882.17	1,144.62
CFF- First Western Investment Account	MONSANTO CO	6	10/14/2008	7/30/2012	562.01	336.02	225.99
CFF- First Western Investment Account	NIKE INC CL B	270	9/24/2008	7/30/2012	7,912.49	5,440.50	2,471.99
CFF- First Western Investment Account	ORACLE CORP	92	11/25/2008	7/30/2012	6,454.57	4,636.23	1,818.34
CFF- First Western Investment Account	PEPSICO INC	41	4/13/2009	7/30/2012	2,876.50	2,152.91	723.59
CFF- First Western Investment Account	PEPSICO INC	66	2/19/2010	7/30/2012	3,789.63	2,577.27	1,212.36
CFF- First Western Investment Account	QUALCOMM INC	20	1/13/2011	7/30/2012	1,878.56	1,502.02	376.54
CFF- First Western Investment Account	ROPER INDS INC	63	3/3/2010	7/30/2012	4,296.50	3,848.67	447.83
CFF- First Western Investment Account	SCHLUMBERGER LTD	17	4/9/2010	7/30/2012	1,159.37	1,135.92	23.45
CFF- First Western Investment Account	SCHLUMBERGER LTD	57	4/24/2008	7/30/2012	2,241.19	3,813.13	(1,571.94)
CFF- First Western Investment Account	STATE STREET CORPORATION	52	8/16/2006	7/30/2012	2,667.80	2,437.24	230.56
CFF- First Western Investment Account	STRYKER CORP	48	4/24/2008	7/30/2012	2,462.58	3,122.93	(660.35)

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
CFE- First Western Investment Account	TCW SMALL CAP GROWTH FUND CLASS I	8,274 981	4/7/2010	7/30/2012	209,936 27	217,963 00	(8,026 73)
CFE- First Western Investment Account	TCW SMALL CAP GROWTH FUND CLASS I	1,169 654	6/1/2011	7/30/2012	29,674 12	37,393 85	(7,719 73)
CFE- First Western Investment Account	TEXAS INSTRUMENTS	70	4/24/2008	7/30/2012	1,875 26	2,142 78	(267 52)
CFE- First Western Investment Account	THERMOS FISHER CORP	82	7/10/2008	7/30/2012	4,420 52	4,713 94	(293 42)
CFE- First Western Investment Account	THIRD AVENUE FOCUSED CREDIT FUND	8,525 149	5/23/2011	7/30/2012	83,972 72	100,000 00	(16,027 28)
CFE- First Western Investment Account	THIRD AVENUE FOCUSED CREDIT FUND	3,198 845	6/1/2011	7/30/2012	31,508 62	37,394 50	(5,885 88)
CFE- First Western Investment Account	THIRD AVENUE FOCUSED CREDIT FUND	195 922	6/22/2011	7/30/2012	1,929 83	2,198 25	(268 42)
CFE- First Western Investment Account	UNITED PARCEL SERVICE	78	2/25/2011	7/30/2012	5,805 41	5,812 95	(7 54)
CFE- First Western Investment Account	UNITED PARCEL SERVICE	4	4/5/2011	7/30/2012	297 71	297 75	(0 04)
CFE- First Western Investment Account	WAL MART STORES INC	225	4/19/2007	7/30/2012	16,224 38	10,827 00	5,397 38
CFE- First Western Investment Account	WAL MART STORES INC	10	4/24/2008	7/30/2012	721 08	562 86	158 22
CFE- First Western Investment Account	WESTERN UNION	875	11/3/2011	11/7/2012	10,456 54	15,371 82	(4,915 28)
CFE- First Western Investment Account	HEARTLAND VALUE PLUS FUND	3,474 635	9/2/2010	11/21/2012	100,034 74	82,487 83	17,546 91
CFE- First Western Investment Account	HONEYWELL INTERNATIONAL INC	69	4/24/2008	11/21/2012	4,173 61	4,163 16	10 45
CFE- First Western Investment Account	HONEYWELL INTERNATIONAL INC	17	4/13/2009	11/21/2012	1,028 28	506 73	521 55
CFE- First Western Investment Account	THORNBURG INTERNATIONAL VALUE FUND	1,226 560	7/8/2005	11/21/2012	32,687 82	25,917 21	6,770 61
CFE- First Western Investment Account	THORNBURG INTERNATIONAL VALUE FUND	199 964	1/31/2006	11/21/2012	5,329 04	4,580 05	748 99
CFE- First Western Investment Account	THORNBURG INTERNATIONAL VALUE FUND	2,196 169	3/27/2006	11/21/2012	58,527 91	57,320 00	1,207 91
CFE- First Western Investment Account	THORNBURG INTERNATIONAL VALUE FUND	36 730	3/31/2006	11/21/2012	978 85	963 44	15 41
CFE- First Western Investment Account	THORNBURG INTERNATIONAL VALUE FUND	74 449	10/4/2006	11/21/2012	1,984 07	2,012 36	(28 29)
CFE- First Western Investment Account	THORNBURG INTERNATIONAL VALUE FUND	241 977	11/21/2006	11/21/2012	6,448 69	6,671 29	(222 60)
CFE- First Western Investment Account	THORNBURG INTERNATIONAL VALUE FUND	38 876	12/29/2006	11/21/2012	1,036 05	1,109 53	(73 48)
CFE- First Western Investment Account	THORNBURG INTERNATIONAL VALUE FUND	1,751 592	4/17/2007	11/21/2012	46,679 94	55,000 00	(8,320 06)
CFE- First Western Investment Account	THORNBURG INTERNATIONAL VALUE FUND	59 013	6/27/2007	11/21/2012	1,572 70	1,950 97	(378 27)
CFE- First Western Investment Account	THORNBURG INTERNATIONAL VALUE FUND	984 301	8/3/2007	11/21/2012	26,231 62	33,279 21	(7,047 59)
CFE- First Western Investment Account	ABBOTT LABORATORIES	41	6/8/2009	11/26/2012	2,580 48	1,841 14	739 34
CFE- First Western Investment Account	ACCENTURE LTD CL A	64	6/10/2011	11/26/2012	4,255 26	3,625 42	629 84
CFE- First Western Investment Account	AMERICAN TOWER CORP	71	4/30/2008	11/26/2012	5,231 16	2,954 43	2,276 73
CFE- First Western Investment Account	BAXTER INTERNATIONAL INC	148	3/3/2010	11/26/2012	9,797 21	8,461 16	1,336 05
CFE- First Western Investment Account	BLACKROCK INC	43	6/18/2007	11/26/2012	8,315 58	7,084 10	1,231 48
CFE- First Western Investment Account	CELGENE CORP	37	4/24/2008	11/26/2012	2,837 16	2,368 92	468 24
CFE- First Western Investment Account	CELGENE CORP	79	4/13/2009	11/26/2012	6,057 72	3,273 84	2,783 88
CFE- First Western Investment Account	CHARLES SCHWAB CORP	393	4/21/2010	11/26/2012	5,069 59	7,465 66	(2,396 07)
CFE- First Western Investment Account	CHEVRON CORPORATION	24	3/3/2010	11/26/2012	2,485 62	1,743 24	742 38
CFE- First Western Investment Account	CISCO SYS INC	357	4/19/2007	11/26/2012	6,507 64	9,499 77	(2,992 13)
CFE- First Western Investment Account	CISCO SYS INC	180	4/24/2008	11/26/2012	3,281 17	4,491 00	(1,209 83)
CFE- First Western Investment Account	DANAHER CORP	92	4/24/2008	11/26/2012	4,832 07	3,471 16	1,360 91
CFE- First Western Investment Account	DISCOVERY COMMUNICATIONS INC	85	1/13/2011	11/26/2012	4,880 47	3,395 56	1,484 91
CFE- First Western Investment Account	DISCOVERY COMMUNICATIONS INC	58	8/11/2011	11/26/2012	3,330 21	2,048 37	1,281 84
CFE- First Western Investment Account	ECOLAB INC	76	4/24/2008	11/26/2012	5,335 84	3,651 53	1,684 31
CFE- First Western Investment Account	GILEAD SCIENCES INC	78	4/19/2007	11/26/2012	5,891 49	3,108 30	2,783 19
CFE- First Western Investment Account	GILEAD SCIENCES INC	162	4/24/2008	11/26/2012	12,236 17	8,449 11	3,787 06
CFE- First Western Investment Account	HALLIBURTON CO COM	103	11/17/2010	11/26/2012	3,240 06	3,688 36	(448 30)
CFE- First Western Investment Account	INTL BUSINESS MACHINES CORP	16	6/16/2008	11/26/2012	3,028 89	1,975 04	1,053 85
CFE- First Western Investment Account	INTUIT	37	9/9/2011	11/26/2012	2,150 39	1,749 87	400 52
CFE- First Western Investment Account	KOHL'S CORP	113	4/24/2008	11/26/2012	5,881 52	5,173 56	707 96
CFE- First Western Investment Account	LAUDER ESTEE COS INC	109	4/24/2008	11/26/2012	6,310 28	2,427 62	3,882 66
CFE- First Western Investment Account	MCDONALDS CORP	12	8/25/2011	11/26/2012	1,027 54	1,055 19	(27 65)

CRAWLEY FAMILY FOUNDATION

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Schedule 3

Supporting Schedule to Form 990-PF, Part IV, Lines 1a and 1b - Capital Gains and Losses for Tax on Investment Income
2012

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
CFF- First Western Investment Account	MICROSOFT CORPORATION	16	4/19/2007	11/26/2012	425 19	459 84	(34 65)
CFF- First Western Investment Account	MONSANTO CO	24	4/13/2010	11/26/2012	2,137 39	1,650 31	487 08
CFF- First Western Investment Account	NIKE INC CL B	44	10/14/2008	11/26/2012	4,200 91	2,464 18	1,736 73
CFF- First Western Investment Account	ORACLE CORP	133	9/24/2008	11/26/2012	3,996 85	2,679 95	1,316 90
CFF- First Western Investment Account	PEPSICO INC	45	4/13/2009	11/26/2012	3,091 43	2,362 95	728 48
CFF- First Western Investment Account	QUALCOMM INC	98	2/19/2010	11/26/2012	6,074 27	3,826 86	2,247 41
CFF- First Western Investment Account	ROPER INDS INC	41	1/13/2011	11/26/2012	4,628 79	3,079 15	1,549 64
CFF- First Western Investment Account	SCHLUMBERGER LTD	62	4/9/2010	11/26/2012	4,336 18	4,142 77	193 41
CFF- First Western Investment Account	STATE STREET CORPORATION	173	4/24/2008	11/26/2012	7,824 61	11,573 18	(3,748.57)
CFF- First Western Investment Account	STRYKER CORP	85	4/24/2008	11/26/2012	4,562 18	5,530 19	(968 01)
CFF- First Western Investment Account	TEXAS INSTRUMTS	205	4/24/2008	11/26/2012	5,974 59	6,275 28	(300 69)
CFF- First Western Investment Account	THERMOS FISHER CORP	172	7/10/2008	11/26/2012	10,606 67	9,887 78	718 89
CFF- First Western Investment Account	UNITED PARCEL SERVICE	26	4/5/2011	11/26/2012	1,854 80	1,935 40	(80 60)
CFF- First Western Investment Account	WAL MART STORES INC	25	4/24/2008	11/26/2012	1,722 96	1,407 14	315 82
CFF- First Western Investment Account	WILLIAMS COMPANIES	149	10/20/2008	11/26/2012	4,873 99	2,055 06	2,818 93
CFF- First Western Investment Account	FWCM INCOME EQUITY LP	350,000	12/1/2010	12/3/2012	350,000 00	313,705 38	36,294 62
TOTAL LONG TERM					2,343,242.83	2,064,790.57	278,452.26

OVERALL TOTAL

2,862,725.15 2,613,158.76 249,566.39

4/25/2013

CRAWLEY FAMILY FOUNDATION

#73-1463271

Schedule 4

Supporting Schedule to Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year
2012

Date	Account	Num	Description	Memo	Amount
1/23/2012	CFF First Western Checking	377	Dwight Mission	2012 Donation.	5,000.00
1/23/2012	CFF First Western Checking	378	Williams College	MCT associate donation	2,500.00
1/24/2012	CFF First Western Checking	379	Food & Shelter For Friends	2012 Donation.	3,000.00
3/14/2012	CFF First Western Checking	380	Trinity River Mission	ASC, Associate donation, LCS	10,000.00
4/4/2012	CFF First Western Checking	381	Community Literacy Centers, Inc	2012 Donation	30,000.00
4/4/2012	CFF First Western Checking	382	Regional Food Bank Of Oklahoma	2012 Donation	10,000.00
4/4/2012	CFF First Western Checking	383	Friends Of The Sterling C Evans Library	2012 Donation	5,000.00
4/4/2012	CFF First Western Checking	384	Habitat For Humanity	2012 Donation	5,000.00
4/4/2012	CFF First Western Checking	385	Harvard Business School	2012 Donation	5,000.00
4/4/2012	CFF First Western Checking	386	Infant Crisis Services, Inc	2012 Donation	10,000.00
4/4/2012	CFF First Western Checking	387	Oklahoma Arts Institute	2012 Donation	7,000.00
4/4/2012	CFF First Western Checking	388	The Urban Mission	2012 Donation	30,000.00
4/4/2012	CFF First Western Checking	389	Oklahoma Foundation For Excellence	2012 Donation	10,000.00
4/19/2012	CFF First Western Checking	390	Dean A. McGee Eye Institute	2012 Donation	5,000.00
4/19/2012	CFF First Western Checking	391	Oklahoma City Philharmonic	2012 Donation	5,000.00
4/19/2012	CFF First Western Checking	392	Women's Foundation of Oklahoma	2012 Donation, 7 of 10 in pledge	1,000.00
4/19/2012	CFF First Western Checking	393	The Association Of Former Students	2012 Donation	2,000.00
4/19/2012	CFF First Western Checking	394	Women's Fund Of Western Massachusetts	1st year of 3 year pledge, 2012 donation	25,000.00
4/19/2012	CFF First Western Checking	395	University Of Oklahoma Foundation	3rd installment on pledge, Taos gallery, Fred J Museum	30,000.00
5/1/2012	CFF First Western Checking	396	Opera Colorado	2012 Associate donation, MCT	10,000.00
5/11/2012	CFF First Western Checking	397	Austin Presbyterian Seminary	1st installment on 5 year pledge, Promise & Practice	100,000.00
5/11/2012	CFF First Western Checking	398	Austin Presbyterian Seminary	1st installment on 3 year pledge, annual fund	5,000.00
7/26/2012	CFF First Western Checking	401	University Of Oklahoma Foundation	Completion of 2009 pledge.	20,000.00
8/24/2012	CFF First Western Checking	402	Opera Colorado	2012 Associate donation, MCT	5,000.00
9/11/2012	CFF First Western Checking	404	Center For Children & Families	1st installment on 5 yr Capital Campaign pledge	5,000.00
9/11/2012	CFF First Western Checking	405	Oklahoma City Art Museum	Season Sponsor, CPC	50,000.00
10/4/2012	CFF First Western Checking	406	Food Bank Of Western Mass	2012 Associate donation, SBC	12,000.00
10/4/2012	CFF First Western Checking	407	Girl Scouts Of Western Massachusetts	Associate donation, SBC	7,000.00
11/27/2012	CFF First Western Checking	409	Keystone Adventure School & Farm	Scholarship, SKH	10,000.00
12/11/2012	CFF First Western Checking	410	Austin Presbyterian Seminary	Last installment on pledge.	30,000.00
12/11/2012	CFF First Western Checking	411	Friendship Bridge	2012 Donation	30,000.00
12/11/2012	CFF First Western Checking	412	Goodland Academy	2012 Donation	10,000.00
12/11/2012	CFF First Western Checking	413	Texas A&M Foundation	Final installment, Study abroad pledge # 2236127	10,000.00
12/11/2012	CFF First Western Checking	414	Texas A&M Foundation	MSC pledge, # 2456522	75,000.00
12/11/2012	CFF First Western Checking	415	MCA Denver	split Crawley & Associate donation MCT	5,000.00
12/11/2012	CFF First Western Checking	416	Montview Boulevard Presbyterian Church	Associate donation - MCT	5,000.00
TOTAL					589,500.00