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## Return of Organization Exempt From Income Tax

2012

Department of the Treasury  
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public  
Inspection

<b>A For the 2012 calendar year, or tax year beginning</b>		<b>, 2012, and ending</b>	
<b>B Check if applicable</b>		<b>C Name of organization</b>	
<input type="checkbox"/> Address change		Crowley-Shanahan Foundation	
<input type="checkbox"/> Name change		Doing Business As	
<input type="checkbox"/> Initial return		Number and street (or P O box if mail is not delivered to street addr)	
<input type="checkbox"/> Terminated		5050 Quorum Drive	
<input type="checkbox"/> Amended return		Room/suite 700	
<input type="checkbox"/> Application pending		City, town or country Dallas	
		State ZIP code + 4 TX 75254	
		<b>F Name and address of principal officer</b>	
		Ruth C. Shanahan 5050 Quorum Drive, Ste 70 Dallas TX 75254	
<b>I Tax-exempt status</b>		<b>J Website:</b> ► N/A	
<input checked="" type="checkbox"/> 501(c)(3)		(501(c) ( ) (insert no) 4947(a)(1) or 527)	
<b>K Form of organization</b>		<b>L Year of Formation</b>	
<input checked="" type="checkbox"/> Corporation		1988	
<input type="checkbox"/> Trust			
<input type="checkbox"/> Association			
<input type="checkbox"/> Other ►			
		<b>M State of legal domicile</b> TX	

<b>Part I Summary</b>					
<b>Activities &amp; Governance</b>	1 Briefly describe the organization's mission or most significant activities	The Organization is operated exclusively to benefit organizations described in Sections 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986.			
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets				
	3 Number of voting members of the governing body (Part VI, line 1a)	3	7		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	4		
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5			
	6 Total number of volunteers (estimate if necessary)	6	8		
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.		
	b Net unrelated business taxable income from Form 990-T, line 34	7b			
		<b>Prior Year</b>			
	8 Contributions and grants (Part VIII, line 1h)				
	9 Program service revenue (Part VIII, line 2g)				
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	786,081.	377,647.		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	786,081.	377,647.			
12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	946,700.	727,460.			
<b>Revenue</b>	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)				
	14 Benefits paid to or for members (Part IX, column (A), line 4)				
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)				
	16a Professional fundraising fees (Part IX, column (A), line 11e)				
	b Total fundraising expenses (Part IX, column (D), line 25) ► <input type="checkbox"/> 0.				
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	155,293.	73,497.		
	18 Total expenses Add lines 13A through 17 (must equal Part IX, column (A), line 25)	1,101,993.	800,957.		
	19 Revenue less expenses Subtract line 18 from line 12	-315,912.	-423,310.		
		<b>Current Year</b>			
	20 Total assets (Part X, line 16) <b>RECEIVED RE AUG 19 2013 OGDEN, UT</b>	Beginning of Current Year	End of Year		
21 Total liabilities (Part X, line 26)	11,272,323.	11,372,040.			
22 Net assets or fund balances Subtract line 21 from line 20	10,888.	5,458.			
	11,261,435.	11,366,582.			
<b>Part II Signature Block</b>					
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 officer) is based on all information of which preparer has any knowledge					
<b>Sign Here</b>		Signature of officer			
► Ruth C. Shanahan		Date			
Type or print name and title					
Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
Kimberly J. Black		<i>Kimberly J. Black, CPA</i>	08/06/13	P01420324	
Firm's name		Firm's address		Firm's EIN ►	
► Kimberly J. Black, CPA		► 4416 Saber Court			
Plano		TX 75024		Phone no (972) 618-8986	

May the IRS discuss this return with the preparer shown above? (see instructions)

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0101 03/14/13

Form 990 (2012)

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III 1 Briefly describe the organization's mission

The Organization is operated exclusively to benefit organizations described in Sections 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes  No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes  No

If 'Yes,' describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

**4a** (Code \_\_\_\_\_) (Expenses \$ 800,957, including grants of \$ 727,460,) (Revenue \$ 377,647)

The Foundation is organized and shall be operated exclusively for the benefit of organizations described in Sections 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986.

**4b** (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_, including grants of \$ \_\_\_\_\_,) (Revenue \$ \_\_\_\_\_)

**4c** (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_, including grants of \$ \_\_\_\_\_,) (Revenue \$ \_\_\_\_\_)

**4d** Other program services (Describe in Schedule O)

(Expenses \$ \_\_\_\_\_, including grants of \$ \_\_\_\_\_,) (Revenue \$ \_\_\_\_\_)

**4e Total program service expenses ►** 800,957.

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	1 X	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I	3 X	
4	<b>Section 501(c)(3) organizations</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II	4 X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III	5 X	
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I	6 X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II	7 X	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III	8 X	
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV	9 X	
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V	10 X	
11	If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI	11 a X	
b	Did the organization report an amount for investments – other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII	11 b X	
c	Did the organization report an amount for investments – program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII	11 c X	
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX	11 d X	
e	Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X	11 e X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X	11 f X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, and XII	12a X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional	12b X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E	13 X	
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV	14b X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV	15 X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV	16 X	
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)	17 X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II	18 X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III	19 X	
20a	Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H	20 X	
b	If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20 b X	

**Part IV Checklist of Required Schedules (continued)**

	<b>Yes</b>	<b>No</b>
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II	<b>21</b> X	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III	<b>22</b>	X
<b>23</b> Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J	<b>23</b>	X
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25	<b>24a</b>	X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<b>24b</b>	
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	<b>24c</b>	
<b>d</b> Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	<b>24d</b>	
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I	<b>25a</b>	X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I	<b>25b</b>	X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II	<b>26</b>	X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If 'Yes,' complete Schedule L, Part III	<b>27</b>	X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	<b>28a</b>	X
<b>a</b> A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	<b>28b</b>	X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	<b>28c</b>	X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV	<b>29</b>	X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M	<b>30</b>	X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M	<b>31</b>	X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I	<b>32</b>	X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II	<b>33</b>	X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I	<b>34</b>	X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1	<b>35a</b>	X
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<b>35b</b>	X
<b>b</b> If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2	<b>36</b>	X
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2	<b>37</b>	X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI	<b>38</b>	X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O		

BAA

Form 990 (2012)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V 

	Yes	No
1 a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1 a	1
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1 b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1 c	X
2 a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2 a	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>		
3 a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3 a	X
b If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O	3 b	
4 a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4 a	X
b If 'Yes,' enter the name of the foreign country ►  See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
5 a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5 a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5 b	X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	5 c	
6 a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6 a	X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6 b	
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7 a	X
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7 b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7 c	X
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7 d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7 e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7 f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7 g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7 h	
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	X
<b>9 Sponsoring organizations maintaining donor advised funds.</b>		
a Did the organization make any taxable distributions under section 4966?	9 a	X
b Did the organization make a distribution to a donor, donor advisor, or related person?	9 b	X
<b>10 Section 501(c)(7) organizations.</b> Enter		
a Initiation fees and capital contributions included on Part VIII, line 12	10 a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10 b	
<b>11 Section 501(c)(12) organizations.</b> Enter		
a Gross income from members or shareholders	11 a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11 b	
<b>12a Section 4947(a)(1) non - exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12 a	
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12 b	
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
a Is the organization licensed to issue qualified health plans in more than one state?		
<i>Note. See the instructions for additional information the organization must report on Schedule O</i>		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13 b	
c Enter the amount of reserves on hand	13 c	
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?	14 a	X
b If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O	14 b	

**Part VI Governance, Management and Disclosure** For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

### Section A. Governing Body and Management

		Yes	No
1 a	7		
1 b	4		
2	X		
3	X		
4	X		
5	X		
6	X		
7 a	X		
7 b	X		
8 a	X		
8 b	X		
9	X		

### Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10 a	X	
10 b		
11 a	X	
12 a	X	
12 b		
12 c		
13	X	
14	X	
15		
15 a	X	
15 b	X	
16 a	X	
16 b		

### Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► -----

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply

Own website  Another's website  Upon request  Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

► Ruth C. Shanahan 5050 Quorum Dr, Ste 700 Dallas TX 75254 (972) 687-9044

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of 'key employee'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organiza- tions below dotted line)	(C)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated			
(1) Ruth Shanahan	4.00		X		X			0.	0.	0.
Pres/Board Chrmn/Dir										
(2) Ralph Shanahan	0.50		X		X			0.	0.	0.
2ndVP/AsstSec/Dir										
(3) David Shanahan	1.00		X		X			0.	0.	0.
1stVP/Treas/Dir										
(4) Shirley Dobson	0.25		X					0.	0.	0.
Director										
(5) Cliff Barrows	0.25		X					0.	0.	0.
Director										
(6) John Thomas	0.50		X					0.	0.	0.
Director										
(7) Joe Kuhn	0.25		X					0.	0.	0.
Director										
(8) Sarah Overman	0.50			X				0.	0.	0.
Secretary										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

## Part VII | Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)			(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099 MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Or director	Individual trustee	Officer				Institutional trustee
(15)								
(16)								
(17)								
(18)								
(19)								
(20)								
(21)								
(22)								
(23)								
(24)								
(25)								
<b>1 b Sub-total</b>						0.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>								
<b>d Total (add lines 1b and 1c)</b>						0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►

	Yes	No
3 Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person	5	X

## Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►

**Part VIII Statement of Revenue**Check if Schedule O contains a response to any question in this Part VIII 

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS</b>	<b>1 a</b> Federated campaigns				
	<b>1 b</b> Membership dues				
	<b>1 c</b> Fundraising events				
	<b>1 d</b> Related organizations				
	<b>1 e</b> Government grants (contributions)				
	<b>1 f</b> All other contributions, gifts, grants, and similar amounts not included above				
	<b>1 g</b> Noncash contributions included in lns 1a-1f	\$			
	<b>1 h Total.</b> Add lines 1a-1f	►			
<b>PROGRAM SERVICE REVENUE</b>	<b>Business Code</b>				
	<b>2 a</b> - - - - -				
	<b>b</b> - - - - -				
	<b>c</b> - - - - -				
	<b>d</b> - - - - -				
	<b>e</b> - - - - -				
	<b>f</b> All other program service revenue				
	<b>g Total.</b> Add lines 2a-2f	►			
<b>3</b> Investment income (including dividends, interest and other similar amounts)	►	272,799.	272,799.	0.	0.
<b>4</b> Income from investment of tax-exempt bond proceeds	►				
<b>5</b> Royalties	►				
<b>6 a</b> Gross rents	(i) Real	(ii) Personal			
<b>b</b> Less rental expenses					
<b>c</b> Rental income or (loss)					
<b>d</b> Net rental income or (loss)	►				
<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	923,162.				
<b>b</b> Less cost or other basis and sales expenses					
	818,314.				
<b>c</b> Gain or (loss)					
	104,848.				
<b>d</b> Net gain or (loss)	►	104,848.	104,848.	0.	0.
<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c)					
See Part IV, line 18	a				
<b>b</b> Less direct expenses	b				
<b>c</b> Net income or (loss) from fundraising events	►				
<b>9 a</b> Gross income from gaming activities					
See Part IV, line 19	a				
<b>b</b> Less direct expenses	b				
<b>c</b> Net income or (loss) from gaming activities	►				
<b>10 a</b> Gross sales of inventory, less returns and allowances					
<b>b</b> Less cost of goods sold	a				
<b>c</b> Net income or (loss) from sales of inventory	►				
<b>Miscellaneous Revenue</b>		<b>Business Code</b>			
<b>11 a</b> - - - - -					
<b>b</b> - - - - -					
<b>c</b> - - - - -					
<b>d</b> All other revenue					
<b>e Total.</b> Add lines 11a-11d	►				
<b>12 Total revenue.</b> See instructions	►	377,647.	377,647.	0.	0.

**Part IX | Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX 

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	727,460.	727,460.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	6,370.	0.	6,370.	0.
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	27,975.	0.	27,975.	0.
g Other (If line 11g amt exceeds 10% of line 25, column (A) amt, list line 11g expenses on Sch O)	5,010.	0.	5,010.	0.
12 Advertising and promotion				
13 Office expenses	607.	0.	607.	0.
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	2,855.	0.	2,855.	0.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a <u>Bank Fees</u>	555.	0.	555.	0.
b <u>Foreign Tax Paid</u>	1,301.	0.	1,301.	0.
c <u>Misc. Inv. Expense</u>	3,019.	0.	3,019.	0.
d <u>Misc. Expense</u>	12,295.	0.	12,295.	0.
e All other expenses				
25 Total functional expenses Add lines 1 through 24e	800,957.	727,460.	73,497.	0.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**Check if Schedule O contains a response to any question in this Part X 

		(A) Beginning of year	(B) End of year
ASSETS	1 Cash – non-interest-bearing	6,608.	1 627.
	2 Savings and temporary cash investments	3,347,327.	2 2,131,936.
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	
	b Less accumulated depreciation	10b	10c
	11 Investments – publicly traded securities	7,713,920.	11 9,235,854.
	12 Investments – other securities See Part IV, line 11	0.	12 0.
	13 Investments – program-related See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets See Part IV, line 11	204,468.	15 3,623.
	<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	<b>11,272,323.</b>	<b>16 11,372,040.</b>
LIABILITIES	17 Accounts payable and accrued expenses	10,888.	17 5,458.
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	25	
	<b>26 Total liabilities.</b> Add lines 17 through 25	<b>10,888.</b>	<b>26 5,458.</b>
	<b>Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
	27 Unrestricted net assets	3,238,731.	27 3,343,878.
	28 Temporarily restricted net assets	28	
	29 Permanently restricted net assets	8,022,704.	29 8,022,704.
NET ASSETS OR FUND BALANCES	<b>Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.</b>		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building, or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	33 Total net assets or fund balances	11,261,435.	33 11,366,582.
	<b>34 Total liabilities and net assets/fund balances</b>	<b>11,272,323.</b>	<b>34 11,372,040.</b>

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Form 990 (2012)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI 

1 Total revenue (must equal Part VIII, column (A), line 12)	1	377,647.
2 Total expenses (must equal Part IX, column (A), line 25)	2	800,957.
3 Revenue less expenses Subtract line 2 from line 1	3	-423,310.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	11,261,435.
5 Net unrealized gains (losses) on investments	5	528,457.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	
10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	11,366,582.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII 

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
2b Were the organization's financial statements audited by an independent accountant?	2b	X
If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both		
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
2c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
3b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

BAA

Form 990 (2012)

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization

Crowley-Shanahan Foundation

Employer identification number

75-2251477

**Part I | Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1  A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.  
 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E )  
 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.  
 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state  
 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II )  
 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.  
 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II )  
 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II )  
 9  An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )  
 10  An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.  
 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h  
     a  Type I      b  Type II      c  Type III – Functionally integrated      d  Type III – Non-functionally integrated  
 e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)  
 f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box   
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  
     (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?  
     (ii) A family member of a person described in (i) above?  
     (iii) A 35% controlled entity of a person described in (i) or (ii) above?  
 h Provide the following information about the supported organization(s)

	Yes	No
11 g (i)		
11 g (ii)		
11 g (iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) See Stmt 1									727,460.
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									727,460.

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

Schedule A (Form 990 or 990-EZ) 2012

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants')						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
<b>6 Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
<b>11 Total support.</b> Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					<b>12</b>	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b>						► <input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	<b>15</b>	%
<b>16a 33-1/3% support test – 2012.</b> If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
<b>b 33-1/3% support test – 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
<b>17a 10%-facts-and-circumstances test – 2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
<b>b 10%-facts-and-circumstances test – 2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	►	<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal yr beginning in) ►

1 Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants')

2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose

3 Gross receipts from activities that are not an unrelated trade or business under section 513

4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf

5 The value of services or facilities furnished by a governmental unit to the organization without charge

**6 Total.** Add lines 1 through 5

**7a** Amounts included on lines 1, 2, and 3 received from disqualified persons

**b** Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year

**c** Add lines 7a and 7b

**8 Public support** (Subtract line 7c from line 6)

	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1						
2						
3						
4						
5						
<b>6 Total.</b>						
<b>7a</b>						
<b>b</b>						
<b>c</b>						
<b>8 Public support</b>						

**Section B. Total Support**

Calendar year (or fiscal yr beginning in) ►

**9** Amounts from line 6

**10a** Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources

**b** Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975

**c** Add lines 10a and 10b

**11** Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on

**12** Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)

**13 Total support.** (Add lns 9, 10c, 11, and 12)

	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9						
10a						
b						
c						
11						
12						
<b>13 Total support.</b>						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ►

**Section C. Computation of Public Support Percentage**

**15** Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))

**16** Public support percentage from 2011 Schedule A, Part III, line 15

15	%
16	%

**Section D. Computation of Investment Income Percentage**

**17** Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))

**18** Investment income percentage from 2011 Schedule A, Part III, line 17

17	%
18	%

**19a 33-1/3% support tests – 2012.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

**b 33-1/3% support tests – 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

## Part IV

**Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

**SCHEDULE D**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service  
Name of the organization

OMB No 1545-0047

**Supplemental Financial Statements**

► Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
 ► Attach to Form 990. ► See separate instructions.

**2012****Open to Public  
Inspection**

Employer identification number

Crowley-Shanahan Foundation

75-2251477

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?  Yes  No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?  Yes  No

**Part II Conservation Easements.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ► \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year  
► \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  
► \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?  Yes  No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**  
Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ► \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

b Assets included in Form 990, Part X ► \$ \_\_\_\_\_



**Part VII Investments – Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
Total. (Column (b) must equal Form 990, Part X, column (B) line 12) ►		

**Part VIII Investments – Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13) ►		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, column (B), line 15) ►

**Part X Other Liabilities.** See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25) ►	

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

**Part XI | Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1 Total revenue, gains, and other support per audited financial statements	1
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a Net unrealized gains on investments	2a
b Donated services and use of facilities	2b
c Recoveries of prior year grants	2c
d Other (Describe in Part XIII )	2d
e Add lines 2a through 2d	2e
3 Subtract line 2e from line 1	3
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1	
a Investment expenses not included on Form 990, Part VIII, line 7b	4a
b Other (Describe in Part XIII )	4b
c Add lines 4a and 4b	4c
5 Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12 )	5

**Part XII | Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1 Total expenses and losses per audited financial statements	1
2 Amounts included on line 1 but not on Form 990, Part IX, line 25	
a Donated services and use of facilities	2a
b Prior year adjustments	2b
c Other losses	2c
d Other (Describe in Part XIII )	2d
e Add lines 2a through 2d	2e
3 Subtract line 2e from line 1	3
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a Investment expenses not included on Form 990, Part VIII, line 7b	4a
b Other (Describe in Part XIII )	4b
c Add lines 4a and 4b	4c
5 Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18 )	5

**Part XIII | Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

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**Part XIII** **Supplemental Information (continued)**

**SCHEDULE I**  
(Form 990)

OMB No 1545-0047  
**2012**

Department of the Treasury  
Internal Revenue Service

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 or 22.  
► Attach to Form 990.

Name of the organization

**Crowley-Shanahan Foundation**

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for monitoring the use of grant funds in the United States  
► Attach to Form 990.

**Open to Public .  
Inspection**

Employer identification number

75-2251477

**Part I General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non cash assistance	(f) Method of valuation (book, FMV, appraisal or other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) <u>M Crowley Cancer Research</u> -- 1700 Pacific #1100 -- -- -- Dallas TX 75201	75-2727375			190,400.			Support
(2) <u>Family Talk</u> -- 540 Elkton Dr Ste 220 -- Colorado Springs CO 80907				71,150.			Support
(3) <u>Billy Graham Evangel Assn.</u> -- P.O. Box 1270 -- -- -- Charlotte NC 28201				192,310.			Support
(4) <u>FBC of Dallas</u> -- 1707 San Jacinto -- -- Dallas TX 75201	41-0692230			191,400.			Support
(5) <u>JAF Ministries</u> -- P.O. Box 2222 -- -- -- Akron OH 44309	95-3402002			20,000.			Support
(6) <u>National Prayer Committee</u> -- P.O. Box 15616 -- -- -- Colorado Springs CO 80935	75-1914068			50,000.			Support
(7) -- -- -- -- -- -- -- --							
(8) -- -- -- -- -- -- -- --							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

TEEA3901 11/30/12

**Schedule I (Form 990) (2012)**

**Part III Grants and Other Assistance to Individuals in the Unit**  
Part III can be duplicated if additional space is needed.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non cash assistance
1					
2					
3					
4					
5					
6					

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Pt 1 Line 2 The Organization is operated exclusively to benefit organizations described in Sections 509(a)(1) or 509(a)(2) of the IRC. The Board of Directors meet annually to determine which of these organizations will receive support and the amount is also determined and agreed upon. Checks are written and distributed prior to year end.

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300

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

Crowley-Shanahan Foundation

Employer identification number

75-2251477

Pt VI, Line 2 Ruth and Ralph Shanahan, the President and 2nd V.P.

are married. They are also the parents of David Shanahan,  
1st V.P., Asst. Secretary, and Treasurer.

Pt VI, Line 11b The Form 990 is completed and reviewed by the Foundation's  
accountants. The Form 990 is then submitted to the  
Foundation's President for her final review and  
signature before filing the return.

Pt VI, Line 19 The Organization makes its governing documents  
and financial statements available to the public  
upon request.

Pt XI Line 5 - Other changes in net assets of \$ 528,457 is  
due to the unrealized gain on marketable securities  
in 2012.

## Schedule O (Form 990) Supplemental Information to Form 990

**Form 990, Page 6, Line 9 (continued)**

Name	Address	City	St	ZIP
Sarah Overman	1700 Pacific Ave, Ste 1100	Dallas	TX	75201
David Shanahan	1700 Pacific Ave., #1100	Dallas	TX	75201
Shirley Dobson	540 Elkton Dr, Ste 201	Colorado Springs	CO	80907
John Thomas	1707 San Jacinto	Dallas	TX	75201
Cliff Barrows	1 Billy Graham Pkwy	Charlotte	NC	28201
Joseph Kuhn	1700 Pacific Ave, Ste 1100	Dallas	TX	75201

**THE CROWLEY-SHANAHAN FOUNDATION**  
**E.I.N.: 75-2251477**  
**2012 FORM 990**

**SCHEDULE 1**

**FORM 990, SCHEDULE A, PART I, LINE 11(h) - SUPPORTED ORGANIZATIONS.**

<b>(i) Name of Supported Organization</b>	<b>(ii) EIN</b>	<b>(iii) Type of Organization</b>	<b>(iv) Is the org in gov doc?</b>	<b>(v) Did you notify org of your support?</b>	<b>(vi) Is the org in the U S.?</b>	<b>(vii) Amount of support</b>
MARY C CROWLEY CANCER RESEARCH CTR	75-2727375	9	N	Y	Y	\$ 190,400
BILLY GRAHAM EVANGELISTIC ASSOC	41-0692230	11(a)	Y	Y	Y	192,310
FIRST BAPTIST CHURCH OF DALLAS	75-0926762	5	Y	Y	Y	191,400
FAMILY TALK	27-1394708	11(a)	Y	Y	Y	71,150
NATIONAL DAY OF PRAYER TASK FORCE	75-1914068	11(a)	Y	Y	Y	50,000
JAF MINISTRIES	95-3402002	11(a)	Y	Y	Y	20,000
PRISON FELLOWSHIP	62-0988294	11(a)	Y	Y	Y	2,500
SAMARITAN'S PURSE	58-1437002	11(a)	Y	Y	Y	2,000
CHAPLAINCY MINISTRIES, INC	75-1827269	11(a)	Y	Y	Y	1,000
DALLAS BAPTIST UNIVERSITY	75-6001300	6	Y	Y	Y	2,200
WYCLIFFE BIBLE TRANSLATORS	95-1831097	11(a)	Y	Y	Y	500
YOUNG LIFE	84-0385934	11(a)	Y	Y	Y	500
FAMILY RESEARCH COUNCIL	52-1792772	11(a)	Y	Y	Y	250
DALLAS LIFE FOUNDATION	75-5079075	11(a)	Y	Y	Y	500
DARREN PATTERSON CHRISTIAN ACADEMY	74-2281128	6	Y	Y	Y	250
HAPPY HILL FARM	51-0236530	11(a)	Y	Y	Y	500
DISCOVERY INSTITUTE	91-1521697	11(a)	Y	Y	Y	1,000
THE PEOPLE'S CHURCH AT OAK MOUNTAIN	20-0871473	5	Y	Y	Y	1,000
<b>TOTAL SUPPORT</b>						<b>\$ 727,460</b>

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions  <b>Crowley-Shanahan Foundation</b> Number, street, and room or suite number. If a P O box, see instructions  <b>5050 Quorum Drive, #700</b> City, town or post office, state, and ZIP code. For a foreign address, see instructions  <b>Dallas</b>	Employer identification number (EIN) or  <b>75-2251477</b> Social security number (SSN)
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Enter the Return code for the return that this application is for (file a separate application for each return)

**01**

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

- The books are in the care of ► Ruth C. Shanahan

Telephone No ► 1972 687 9044 FAX No ► 1972 687 9043

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)        If this is for the whole group, check this box ►  If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 2012 or
- tax year beginning       , 20       , and ending       , 20

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

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

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