Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under 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.

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization: CROWLEY-CARTER FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) / Room/suite: 12222 MERIT DRIVE, SUITE 1900

City, town, or post office, state, and ZIP code: DALLAS, TX 75251

D Employer identification number: 75-2262612

E Telephone number: (214) 890-6730

G Gross receipts $ 16,472,373.

F Name and address of principal officer: CHRISTINA CARTER URSCHEL 12222 MERIT DRIVE, SUITE 1900, DALLAS, TX 7

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

H(c) Group exemption number ▶

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1988 M State of legal domicile: TX

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities. THE ORGANIZATION IS OPERATED EXCLUSIVELY FOR THE BENEFIT OF CHARITABLE & EDUC. ORGANIZATIONS.

2 Check this box ▶ ☐ 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	5
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	5
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	5
7 a	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	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	250.	6,506,140.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	819,501.	588,051.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-36,366.	21,720.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	783,385.	7,115,911.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	345,746.	425,000.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	115,015.	96,271.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	460,761.	521,271.
	19	Revenue less expenses Subtract line 18 from line 12	322,624.	6,594,640.
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	21,795,375.	29,702,953.
	21	Total liabilities (Part X, line 26)	349,729.	441,335.
	22	Net assets or fund balances Subtract line 21 from line 20	21,445,646.	29,261,618.

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OGDEN, UT

Part II Signature Block

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.

Sign Here

▶ Christina Carter Urschel — Signature of officer — Date 5-13-13

▶ CHRISTINA CARTER URSCHEL, PRESIDENT — Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM H. MOZLEY	[signature]	5-13-13		P00168876

Firm's name ▶ JUDD, THOMAS, SMITH & CO., P.C. — Firm's EIN ▶ 75-1668928

Firm's address ▶ 12222 MERIT DR., SUITE 1900 DALLAS, TX 75251 — Phone no. 972-661-5872

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

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Part III | Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission
FINANCIAL SUPPORT OF ORGANIZATIONS THAT POSITIVELY AFFECT THE SPIRITUAL, PHYSICAL AND EMOTIONAL WELL-BEING OF MEN, WOMEN AND CHILDREN.

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 [X] 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 [X] 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 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 $ 125,000. including grants of $ 125,000.) (Revenue $ ________)
SUPPORTED ORGANIZATION: TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN

MISSION: HEALTHCARE FOR CHILDREN WITH ORTHOPEDIC AND LEARNING DISABILITY PROBLEMS.

PROGRAM OBJECTIVE: CURRENT AND LONG-TERM OBJECTIVE IS TO SERVE CHILDREN WHO ARE TEXAS RESIDENTS AND PROVIDE SERVICES AT NO COST TO ITS PATIENTS.

PROGRAM ACCOMPLISHMENTS: SUPPORT TOWARDS SPECIALIZED PROSTHETICS, AND GENERAL SUPPORT FOR THE HPE 2014 BUDGET.

4b (Code ________) (Expenses $ 75,000. including grants of $ 75,000.) (Revenue $ ________)
SUPPORTED ORGANIZATION: BAYLOR HEALTH CARE SYSTEM FOUNDATION

MISSION: TO SERVE, CARE FOR, AND IMPROVE THE HEALTH AND LIVES OF THE PEOPLE IN OUR COMMUNITIES.

PROGRAM OBJECTIVE: CURRENT AND LONG-TERM OBJECTIVE IS TO PROVIDE PHILANTHROPIC SUPPORT FOR ESSENTIAL NEEDS OF THE BAYLOR HEALTH CARE SYSTEM, SPECIFICALLY FOR THE BAYLOR NEUROSCIENCE CENTER TO SUPPORT THE WORK OF DR. STUART B. BLACK, CHIEF OF NEUROLOGY AND CO-DIRECTOR OF THE CENTER.

PROGRAM ACCOMPLISHMENTS: BAYLOR HEALTH CARE SYSTEM FOUNDATION RAISES

4c (Code ________) (Expenses $ 50,000. including grants of $ 50,000.) (Revenue $ ________)
SUPPORTED ORGANIZATION: DALLAS BAPTIST UNIVERSITY

MISSION: TO PROVIDE CHRIST-CENTERED QUALITY HIGHER EDUCATION IN THE ARTS, SCIENCES, AND PROFESSIONAL STUDIES AT BOTH THE UNDERGRADUATE AND GRADUATE LEVELS TO TRADITIONAL AGE AND ADULT STUDENTS IN ORDER TO PRODUCE SERVANT LEADERS WHO HAVE THE ABILITY TO INTEGRATE FAITH AND LEARNING THROUGH THEIR RESPECTIVE CALLINGS.

PROGRAM OBJECTIVE: TO PROVIDE PHILANTHROPIC SUPPORT, SPECIFICALLY TO PROVIDE FOR THE CONSTRUCTION OF A CLASSROOM IN THE JEANNETTE AND CLETYS SADLER GLOBAL MISSION CENTER, A MULTI-PURPOSE FACILITY OF APPROX. 20,000 SQUARE FEET.

4d Other program services (Describe in Schedule O.)
(Expenses $ 175,000. including grants of $ 175,000.) (Revenue $ ________)

4e Total program service expenses ▶ 425,000.

SEE SCHEDULE O FOR CONTINUATION(S)

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*?	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	**Section 501(c)(3) organizations.** 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*	11a	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*	11b		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*	11c		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*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		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*	11f		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*	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*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

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Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	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*	22		X
23	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*	23		X
24a	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, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
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*	25b		X
26	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*	26		X
27	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*	27		X
28	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):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	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*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	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*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
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*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	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*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

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

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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 [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 5			
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b	Enter the number of voting members included in line 1a, above, who are independent	1b 5			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Did the organization have members or stockholders?		6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		X

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		X
b	Other officers or key employees of the organization	15b		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ NONE

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

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how), the organization made 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 ▶

CHRISTINA CARTER URSCHEL - (214) 890-6730

12222 MERIT DRIVE, SUITE 1900, DALLAS, TX 75251

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

[X] 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 organizations below line)	(C) Position (do not check more than one box unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) CHRISTINA CARTER URSCHEL CHAIRMAN/PRES/TREAS	8.00	X		X				0.	0.	0.
(2) RONALD L CARTER SECRETARY	4.00	X		X				0.	0.	0.
(3) MILLIE COOPER DIRECTOR	0.30	X						0.	0.	0.
(4) JEANNE GRUBBS DIRECTOR	0.30	X						0.	0.	0.
(5) MR. WILLIAM J HENDRIX DIRECTOR	0.30	X						0.	0.	0.

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
1b Sub-total ▶								0.	0.	0.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								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 ▶ 0

		Yes	No
3 Did the organization list any **former** 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 NONE	(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 of compensation from the organization ▶ 0

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
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	6,506,140.				
	g	Noncash contributions included in lines 1a-1f $ 6,251,241.						
	h	**Total.** Add lines 1a-1f ▶			6,506,140.			
Program Service Revenue				Business Code				
	2 a							
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	**Total.** Add lines 2a-2f ▶						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶			429,023.			429,023.
	4	Income from investment of tax-exempt bond proceeds ▶						
	5	Royalties ▶						
			(i) Real	(ii) Personal				
	6 a	Gross rents						
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) ▶						
			(i) Securities	(ii) Other				
	7 a	Gross amount from sales of assets other than inventory	9,515,490.					
	b	Less cost or other basis and sales expenses	9,356,462.					
	c	Gain or (loss)	159,028.					
	d	Net gain or (loss) ▶			159,028.			159,028.
	8 a	Gross income from fundraising events (not including $ ______ of contributions reported on line 1c). See Part IV, line 18	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from fundraising events ▶						
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
	b	Less. direct expenses	b					
	c	Net income or (loss) from gaming activities ▶						
	10 a	Gross sales of inventory, less returns and allowances	a					
	b	Less. cost of goods sold	b					
	c	Net income or (loss) from sales of inventory ▶						
		Miscellaneous Revenue		Business Code				
	11 a	FOREIGN CURRENCY TRANSLATION LOSS		523000	20,803.			20,803.
	b	MISCELLANEOUS INCOME		523000	917.			917.
	c							
	d	All other revenue						
	e	**Total.** Add lines 11a-11d ▶			21,720.			
	12	**Total revenue** See instructions. ▶			7,115,911.	0.	0.	609,771.

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	425,000.	425,000.		
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 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	19,624.		19,624.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	43,287.		43,287.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses	7,308.		7,308.	
14 Information technology				
15 Royalties				
16 Occupancy	3,272.		3,272.	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	312.		312.	
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 CONTRACT LABOR	14,327.		14,327.	
b FOREIGN TAXES WITHHELD	7,208.		7,208.	
c AUTO - PARKING, MILEAGE	933.		933.	
d				
e All other expenses				
25 **Total functional expenses** Add lines 1 through 24e	521,271.	425,000.	96,271.	0.
26 **Joint costs** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ 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		14,246.	1	18,850.
	2	Savings and temporary cash investments		1,757,265.	2	1,188,879.
	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 instr) Complete Part II of Sch 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 7,321.			
	b	Less accumulated depreciation	10b 6,230.	1,403.	10c	1,091.
	11	Investments - publicly traded securities		19,999,012.	11	28,466,176.
	12	Investments - other securities See Part IV, line 11			12	
	13	Investments - program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		23,449.	15	27,957.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		21,795,375.	16	29,702,953.
Liabilities	17	Accounts payable and accrued expenses		4,229.	17	16,335.
	18	Grants payable		345,500.	18	425,000.
	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	
	26	**Total liabilities.** Add lines 17 through 25		349,729.	26	441,335.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		21,445,646.	27	29,261,618.
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	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		21,445,646.	33	29,261,618.
	34	Total liabilities and net assets/fund balances		21,795,375.	34	29,702,953.

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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	7,115,911.
2	Total expenses (must equal Part IX, column (A), line 25)	2	521,271.
3	Revenue less expenses Subtract line 2 from line 1	3	6,594,640.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	21,445,646.
5	Net unrealized gains (losses) on investments	5	1,221,332.
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	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	29,261,618.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [X]

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash [X] Accrual ☐ 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. [X] Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	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. ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	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
b	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		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization	Employer identification number
CROWLEY-CARTER FOUNDATION	75-2262612

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 [X] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to 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 [X] Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

e [X] 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 it is a Type I, Type II, or Type III supporting organization, check this box [X]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(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?	11g(i)		X
(ii) A family member of a person described in (i) above?	11g(ii)		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		X

h Provide the following information about the supported organization(s).

(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 col. (i) listed in your governing document? Yes	No	(v) Did you notify the organization in col. (i) of your support? Yes	No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	No	(vii) Amount of monetary support
BAYLOR HEALTH CARE	75-1606705	3	X						75,000.
SALVATION ARMY	75-0800678	7	X						5,000.
TEXAS SCOTTISH RIT	75-0818178	3	X						125,000.
CAMP JOHN MARC	20-2349855	7	X						25,000.
DALLAS BAPTIST UNIV	75-6001300	2	X						50,000.
Total 12									425,000.

SEE PART IV FOR LINE 11 CONTINUATION

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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						
4 **Total.** 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)						
6 **Public support.** 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)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) | 12 |

13 **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

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | %

15 Public support percentage from 2011 Schedule A, Part II, line 14 | 15 | %

16a **33 1/3% support test - 2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2011.** 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 **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2012.** 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 **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2011.** 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 **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

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 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 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)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
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 lines 9 10c, 11 and 12)						

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))	15	%
16	Public support percentage from 2011 Schedule A, Part III, line 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))	17	%
18	Investment income percentage from **2011** Schedule A, Part III, line 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 (Schedule A, Part I, Line 11h - Information regarding supported organizations (continuation)

(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 col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
LOVERS LANE UNITED METHO	75-1717845	1	X						20,000.
MARY CROWLEY MEDICAL RES	75-2727375	7	X						25,000.
WEST DALLAS COMMUNITY SC	75-2576975	2	X						15,000.
ST MARKS SCHOOL OF TE	75-0827460	2	X						25,000.
DALLAS CTR FOR PERFORMI	75-2890923	7		X					15,000.
NETWORK OF COMMUNITY MI	75-2060900	7		X					20,000.
CAMPUS CRUSADE FOR	95-6006173	1		X					25,000.
Continuation Total									145,000.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: CROWLEY-CARTER FOUNDATION
Employer identification number: 75-2262612

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)

☐ Preservation of land for public use (e g , recreation or education)
☐ Preservation of an historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ 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
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

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.

1a 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 III | Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other ____________

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV | Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII ☐

Part V | Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ▶ ________%

b Permanent endowment ▶ ________%

c Temporarily restricted endowment ▶ ________%

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI | Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		3,076.	3,076.	0.
e Other		4,245.	3,154.	1,091.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				1,091.

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. (Col. (b) must equal Form 990, Part X, col. (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. (Col. (b) must equal Form 990, Part X, col. (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, col (B) line 15)* ▶	

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

1. (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, col (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

232054
12-10-12

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

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

▶ Attach to Form 990.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization: CROWLEY-CARTER FOUNDATION

Employer identification number: 75-2262612

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? [X] Yes [ ] No

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, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BAYLOR HEALTH CARE SYSTEM FOUNDATION - 2001 BRYAN STREET - DALLAS, TX 75201	75-1606705	501(C)(3)	75,000.	0.			SUPPORT BAYLOR NEUROSCIENCE CENTER, DR. STUART B. BLACK
CAMP JOHN MARC 2824 SWISS AVE DALLAS, TX 75204	20-2349855	501(C)(3)	25,000.	0.			CAMP JOINT ADVENTURE WHICH SERVES CHILDREN WHO HAVE JUVENILE ARTHRITIS OR LUPUS
DALLAS BAPTIST UNIVERSITY 3000 MOUNTAIN CREEK PARKWAY DALLAS, TX 75211	75-6001300	501(C)(3)	50,000.	0.			CAPITAL CAMPAIGN TO FUND CLASSROOM IN MULTI-PURPOSE BUILDING
LOVERS LANE UNITED METHODIST CHURCH - 9200 INWOOD RD - DALLAS, TX 75220	75-1717845	501(C)(3)	20,000.	0.			YOUTH MINISTRY SUPPORT
MARY CROWLEY CANCER RESEARCH CENTER - 1700 PACIFIC AVE, STE 1100 - DALLAS, TX 75201	75-2727375	501(C)(3)	25,000.	0.			TARGETED THERAPY FOR EWING'S SARCOMA
SALVATION ARMY 8787 N STEMMONS, STE 800 DALLAS, TX 75247	75-0800678	501(C)(3)	5,000.	0.			GENERAL OPERATIONS SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 12.

3 Enter total number of other organizations listed in the line 1 table ▶ 0.

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2012)**

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

232101
12-18-12

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(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, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TEXAS SCOTTISH RITE HOSPITAL FOR CHILDREN - 2222 WELBORN ST - DALLAS, TX 75219	75-0818178	501(C)(3)	125,000.	0.			SUPPORT TOWARDS SPECIALIZED PROSTHETICS, AND GENERAL SUPPORT FOR THE HPE 2014 BUDGET.
WEST DALLAS COMMUNITY SCHOOL 2300 CANADA DR DALLAS, TX 75212	75-2576975	501(C)(3)	15,000.	0.			STUDENT SCHOLARSHIPS
ST. MARK'S SCHOOL OF TEXAS 10600 PRESTON RD DALLAS, TX 75230	75-0827460	501(C)(3)	25,000.	0.			THE ST. MARK'S CENTENNIAL CHALLENGE FUND SUPPORTING TEACHERS, EXPANDED STUDENT ACCESSIBILITY AND
DALLAS CENTER FOR THE PERFORMING ARTS DBA AT&T PERFORMING ARTS CENTER - 2100 ROSS AVENUE, SUITE 650 - DALLAS, TX 75201	75-2890923	501(C)(3)	15,000.	0.			SUPPORT THE CENTER'S COMMMUNITY OUTREACH PROGRAMS AND SERVICES
NETWORK OF COMMUNITY MINISTRIES INC - 741 S SHERMAN ST - RICHARDSON, TX 75081	75-2060900	501(C)(3)	20,000.	0.			INITIATIVE FOR IMPOVERISHED CHILDREN RAISED BY GRANDPARENTS
CAMPUS CRUSDADE FOR CHRIST INC, MILITARY MINISTRY - 100 LAKE HART DR, STE 2200 - ORLANDO, FL 32832	95-6006173	501(C)(3)	25,000.	0.			MILITARY MINISTRY FOR BASIC TRAINING RECRUITS AND ENLISTED INDIVIDUALS

232241
05-01-12

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22
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

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

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: ST. MARK'S SCHOOL OF TEXAS

(H) PURPOSE OF GRANT OR ASSISTANCE: THE ST. MARK'S CENTENNIAL CHALLENGE FUND SUPPORTING TEACHERS, EXPANDED STUDENT ACCESSIBILITY AND CAMPUS IMPROVEMENTS.

GRANTS AWARDED BY THE CROWLEY-CARTER FOUNDATION ARE MONITORED AND MANAGED BY ITS BOARD OF DIRECTORS.

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: CROWLEY-CARTER FOUNDATION

Employer identification number: 75-2262612

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded	X	1	6,251,241.	FAIR MARKET VALUE
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ ( )				
26	Other ▶ ( )				
27	Other ▶ ( )				
28	Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement | 29 |

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31		X
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b	If "Yes," describe in Part II			
33	If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

232141
12-20-12

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B): DON AND LINDA CARTER FOUNDATION (75-2701545), A TEXAS NON-PROFIT CORPORATION, MERGED WITH THE CROWLEY-CARTER FOUNDATION (75-2262612), A TEXAS NON-PROFIT CORPORATION. ALL ASSETS,INCLUDING ALL THE PUBLICLY TRADED SECURITIES HELD BY THE DON AND LINDA CARTER FOUNDATION AT THE DATE OF THE MERGER, DECEMBER 20, 2012, WERE TRANSFERRED AT FMV TO THE CROWLEY-CARTER FOUNDATION. SEE ATTACHMENT TO FORM 990.

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	Employer identification number
CROWLEY-CARTER FOUNDATION	75-2262612

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

AND MANAGES CHARITABLE FUNDS TO FURTHER BAYLOR HEALTH CARE'S SYSTEM'S MISSION OF SERVING ALL PEOPLE WITH EXEMPLARY HEALTH CARE, MEDICAL EDUCATION, RESEARCH AND COMMUNITY SERVICE.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

PROGRAM ACCOMPLISHMENTS: DALLAS BAPTIST UNIVERSITY HAS PROVIDED HIGHER EDUCATION OPPORTUNITIES IN AN ENVIRONMENT THAT UNASHAMEDLY INCORPORATES FAITH IN JESUS CHRIST WITH THE ACADEMIC EXPERIENCE FOR STUDENTS FROM ACROSS THE NATION AND AROUND THE WORLD FOR OVER 100 YEARS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:
FINANCIAL SUPPORT OF ORGANIZATIONS THAT POSITIVELY AFFECT THE SPIRITUAL, PHYSICAL AND EMOTIONAL WELL-BEING OF MEN, WOMEN AND CHILDREN.
EXPENSES $ 175,000. INCLUDING GRANTS OF $ 175,000. REVENUE $ 0.

FORM 990, PART VI, SECTION A, LINE 2: CHRISTINA CARTER URSCHEL AND RONALD L. CARTER = "FAMILY RELATIONSHIP"

FORM 990, PART VI, SECTION B, LINE 11: A DRAFT COPY OF FORM 990 WAS APPROVED BY THE EXECUTIVE COMMITTEE AND THE FINAL COPY WAS ULTIMATELY EXECUTED BY THE PRESIDENT.

FORM 990, PART VI, SECTION B, LINE 12C: TO ENSURE THE ORGANIZATION

Name of the organization: CROWLEY-CARTER FOUNDATION

Employer identification number: 75-2262612

OPERATES IN A MANNER CONSISTENT WITH CHARITABLE PURPOSES AND DOES NOT ENGAGE IN ACTIVITIES THAT COULD JEOPARDIZE ITS TAX-EXEMPT STATUS, PERIODIC REVIEWS SHALL BE CONDUCTED BY THE EXECUTIVE COMMITTEE.

FORM 990, PART VI, SECTION C, LINE 19: THE FOUNDATION MAKES THESE DOCUMENTS AVAILABLE TO THE PUBLIC:

1. GOVERNING DOCUMENTS
2. ARTICLES OF INCORPORATION AND BYLAWS
3. FINANCIAL STATEMENTS

THESE DOCUMENTS ARE MADE AVAILABLE BY CONTACTING THE FOUNDATION OFFICE.

PART XII, LINE 2C:

THE INDEPENDENT MEMBERS OF THE BOARD ASSUME RESPONSIBILITY FOR OVERSIGHT OF THE COMPILATION OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10 990

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	FURNITURE & FIXTURES														
7	OFFICE FURNITURE	07/15/04	200DB	7.00	HY	17	1,319.			660.	659.	658.		0.	658.
8	OFFICE FURNITURE	08/19/04	200DB	7.00	HY	17	1,368.			684.	684.	684.		0.	684.
	* 990 PAGE 10 TOTAL FURNITURE & FIXTURES						2,687.			1,344.	1,343.	1,342.		0.	1,34[illegible]
	MACHINERY & EQUIPMENT														
6	PRINTER	12/16/03	200DB	5.00	MQ	17	1,025.			513.	512.	512.		0.	512.
9	DELL COMPUTER	02/22/06	200DB	5.00	HY	17	2,051.				2,051.	2,051.		0.	2,051.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPMENT						3,076.			513.	2,563.	2,563.		0.	2,563.
	OTHER														
10	APPLE IMAC COMPUTER	02/22/11	ADS	5.00	HY	17	1,558.				1,558.	156.		312.	468.
	* 990 PAGE 10 TOTAL OTHER						1,558.				1,558.	156.		312.	468.
	* GRAND TOTAL 990 PAGE 10 DEPR						7,321.			1,857.	5,464.	4,061.		312.	4,373.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization 990

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172 **2012** Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
CROWLEY-CARTER FOUNDATION	FORM 990 PAGE 10	75-2262612

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	312.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	312.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first.)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year:					
43 Amortization of costs that began before your 2012 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

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Be CROWLEY-CARTER FOUNDATION A
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Proceeds from Broker and Barter Exchange Transactions

Account: 8M3050
OMB No: 1545-0715

SHORT-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
CITIGROUP INC GLBL SR NT 5 1/8% 05/05/14 / CUSIP: 172967CK5 / Symbol:							
09/18/12	37,000.000	39,230.73	01/18/12	38,490.36	740.37	Sale	
DOW CHEMICAL CO 7.6% 05/15/14 / CUSIP: 260543BW2 / Symbol:							
12/17/12	56,000.000	61,394.25	01/19/12	63,730.80	-2,336.55	Sale	
FEDERAL HOME LOAN BANK 1% 03/27/13 / CUSIP: 313372RK2 / Symbol:							
	2 tax lots for 01/19/12. Total proceeds (and cost when required) reported to the IRS.						
	200,000.000	*201,868.00*	*02/16/11*	*199,974.24*	*1,893.76*	*Sale*	
	490,000.000	*494,576.60*	*02/24/11*	*491,169.14*	*3,407.46*	*Sale*	
01/19/12	690,000.000	696,444.60	VARIOUS	691,143.38	5,301.22	Total of 2 lots	
FEDERAL HOME LOAN BANK 3 1/8% 12/13/13 / CUSIP: 3133XSP93 / Symbol:							
	2 tax lots for 01/18/12. Total proceeds (and cost when required) reported to the IRS.						
	400,000.000	*420,672.00*	*04/08/11*	*418,656.00*	*2,016.00*	*Sale*	
	200,000.000	*210,336.00*	*01/03/12*	*210,470.00*	*-134.00*	*Sale*	
01/18/12	600,000.000	631,008.00	VARIOUS	629,126.00	1,882.00	Total of 2 lots	
FED HOME LN BANK FHLB 1 5/8% 09/26/12 / CUSIP: 3133XUUJ0 / Symbol:							
09/26/12	200,000.000	200,000.00	01/03/12	202,164.00	-2,164.00	Bond maturity	
FED NATL MTG ASSN 4 3/8% 09/15/12 / CUSIP: 31359MPF4 / Symbol:							
09/15/12	170,000.000	170,000.00	01/13/12	174,763.40	-4,763.40	Bond maturity	
FED NATL MTG ASSOC 0 5/8% 09/24/12 / CUSIP: 31398A3N0 / Symbol:							
09/24/12	550,000.000	550,000.00	01/17/12	551,919.50	-1,919 50	Bond maturity	
JPMORGAN CHASE & CO 3.7% 01/20/15 / CUSIP: 46625HHP8 / Symbol:							
08/06/12	100,000.000	105,663.00	01/19/12	104,203.00	1,460.00	Sale	
US TREASURY NOTES 0 3/8% 09/30/12 / CUSIP: 912828NX4 / Symbol:							
	2 tax lots for 09/30/12. Total proceeds (and cost when required) reported to the IRS.						
	400,000.000	*400,000.00*	*11/17/11*	*400,890.63*	*-890.63*	*Bond maturity*	
	200,000.000	*200,000.00*	*01/03/12*	*200,382.81*	*-382.81*	*Bond maturity*	
09/30/12	600,000.000	600,000.00	VARIOUS	601,273.44	-1,273.44	Total of 2 lots	

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**For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS.
\# Less commissions.

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2012 VIII, LINE 7

Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8M3050
OMB No. 1545-0715

SHORT-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition (These columns are not reported to the IRS)	Cost or other basis	Gain or loss	Additional Information	Notes
	Totals:	3,053,740.58		3,056,813.88	-3,073.30		

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition (These columns are not reported to the IRS)	Cost or other basis	Gain or loss	Additional Information	Notes
FEDERAL FARM CREDIT BANK 2% 01/17/12 / CUSIP: 31331GKY4 / Symbol:							
01/17/12	550,000.000	550,000.00	01/20/09	551,622.50	-1,622.50	Bond maturity	
FEDERAL HOME LOAN BANK 4 7/8% 12/13/13 / CUSIP: 3133XHW57 / Symbol:							
01/18/12	415,000.000	449,951.30	12/16/10	458,209.80	-8,258.50	Sale	
FEDERAL HOME LOAN BANK 5% 09/14/12 / CUSIP: 3133XLX73 / Symbol:							
09/14/12	500,000.000	500,000.00	12/20/07	520,865.00	-20,865.00	Bond maturity	
FEDERAL HOME LOAN BANK 1 7/8% 06/20/12 / CUSIP: 3133XTS49 / Symbol:							
06/20/12	500,000.000	500,000.00	06/10/11	508,295.00	-8,295.00	Bond maturity	
FEDERAL HOME LOAN BANK 2% 09/14/12 / CUSIP: 3133XUK93 / Symbol:							
09/14/12	200,000.000	200,000.00	09/10/10	205,094.00	-5,094.00	Bond maturity	
FED HOME LN BANK FHLB 1 5/8% 09/26/12 / CUSIP: 3133XUUJ0 / Symbol:							
09/26/12	200,000.000	200,000.00	05/31/11	203,484.00	-3,484.00	Bond maturity	
FEDERAL HOME LOAN BANK 1 3/4% 12/14/12 / CUSIP: 3133XVNT4 / Symbol:							
	2 tax lots for 01/19/12. Total proceeds (and cost when required) reported to the IRS.						
	300,000.000	*304,269.00*	*12/11/09*	*301,062.00*	*3,207.00*	*Sale*	
	235,000.000	*238,344.05*	*12/15/09*	*237,728.35*	*615.70*	*Sale*	
01/19/12	535,000.000	542,613.05	VARIOUS	538,790.35	3,822.70	Total of 2 lots	
FEDERAL HOME LOAN BANK 0.67% 01/13/12 / CUSIP: 3133XYZC2 / Symbol:							
01/13/12	175,000.000	175,000.00	09/10/10	175,442.93	-442.93	Bond maturity	

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Less commissions.

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2012 1099-B

Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8M3050
OMB No. 1545-0715

LONG-TERM TRANSACTIONS *6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional information	Notes
GOVT NATL MTG ASN #470318X 7% 05/15/29 / CUSIP: 36209FPB9 / Symbol:							
01/31/12	0.000	13.52	05/07/02	14.03	-0.51	Principal payment	
02/29/12	0.000	16.06	05/07/02	16.67	-0.61	Principal payment	
03/31/12	0.000	925.94	05/07/02	961.24	-35.30	Principal payment	
04/30/12	0.000	10.42	05/07/02	10.82	-0.40	Principal payment	
05/31/12	0.000	10.48	05/07/02	10.88	-0.40	Principal payment	
06/30/12	0.000	10.56	05/07/02	10.96	-0.40	Principal payment	
07/31/12	0.000	10.61	05/07/02	11.02	-0.41	Principal payment	
08/31/12	0.000	10.68	05/07/02	11.09	-0.41	Principal payment	
09/30/12	0.000	10.77	05/07/02	11.18	-0.41	Principal payment	
10/31/12	0.000	10.81	05/07/02	11.23	-0.42	Principal payment	
11/30/12	0.000	10.89	05/07/02	11.30	-0.41	Principal payment	
01/15/13	0.000	10.96	05/07/02	11.37	-0.41	Principal payment	
	Security total:	1,051.70		1,091.79	-40.09		
GOVT NATL MTG ASN #496229X 7% 05/15/29 / CUSIP: 36210MHE4 / Symbol:							
01/31/12	0.000	9.12	06/04/01	9.29	-0.17	Principal payment	
02/29/12	0.000	9.18	06/04/01	9.35	-0.17	Principal payment	
03/31/12	0.000	9.23	06/04/01	9.41	-0.18	Principal payment	
04/30/12	0.000	9.29	06/04/01	9.47	-0.18	Principal payment	
05/31/12	0.000	9.35	06/04/01	9.52	-0.17	Principal payment	
06/30/12	0.000	9.41	06/04/01	9.58	-0.17	Principal payment	
07/31/12	0.000	9.46	06/04/01	9.64	-0.18	Principal payment	
08/31/12	0.000	9.52	06/04/01	9.71	-0.19	Principal payment	
09/30/12	0.000	9.58	06/04/01	9.76	-0.18	Principal payment	
10/31/12	0.000	9.64	06/04/01	9.83	-0.19	Principal payment	
11/30/12	0.000	9.70	06/04/01	9.89	-0.19	Principal payment	
01/15/13	0.000	9.76	06/04/01	9.95	-0.19	Principal payment	
	Security total:	113.24		115.40	-2.16		
	Totals:	**3,118,729.29**		**3,163,010.77**	**-44,281.48**		
TOTAL SHORT TERM AND LONG TERM, COVERED AND NON COVERED		6,172,469 87		6,219,824 65	(47,354 78)		

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**For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS.
Less commissions.

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TAX ID 75-2262612
2012 FORM 990 ATT TO PART VIII, LINE 7
2012

Proceeds from Broker and Barter Exchange Transactions

Account 8G4993
OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
					These columns are not reported to the IRS		
ABERTIS INFRAESTR ADR / CUSIP: 003381100 / Symbol: ABRT Y							
07/10/12	0.500	3.12	02/21/12	4.18	-1.06	Sale	
	2 tax lots for 08/02/12. Total proceeds (and cost when required) reported to the IRS.						
	238.000	*1,405.74*	*02/15/12*	*1,969.69*	*-563.95*	*Sale*	
	262.000	*1,547.49*	*02/21/12*	*2,192.09*	*-644.60*	*Sale*	
08/02/12	500.000	2,953.23	VARIOUS	4,161.78	-1,208.55	Total of 2 lots	
	2 tax lots for 08/03/12. Total proceeds (and cost when required) reported to the IRS.						
	24.500	*147.73*	*02/15/12*	*202.76*	*-55.03*	*Sale*	
	325.500	*1,962.69*	*02/17/12*	*2,659.15*	*-696.46*	*Sale*	
08/03/12	350.000	2,110.42	VARIOUS	2,861.91	-751.49	Total of 2 lots	
	2 tax lots for 08/06/12. Total proceeds (and cost when required) reported to the IRS.						
	200.500	*1,269.09*	*11/21/11*	*1,415.66*	*-146.57*	*Sale*	
	199.500	*1,262.77*	*02/17/12*	*1,629.80*	*-367.03*	*Sale*	
08/06/12	400.000	2,531.86	VARIOUS	3,045.46	-513.60	Total of 2 lots	
	2 tax lots for 08/07/12. Total proceeds (and cost when required) reported to the IRS.						
	377.000	*2,423.19*	*11/21/11*	*2,661.87*	*-238.68*	*Sale*	
	23.000	*147.83*	*11/22/11*	*162.33*	*-14.50*	*Sale*	
08/07/12	400.000	2,571.02	VARIOUS	2,824.20	-253.18	Total of 2 lots	
	2 tax lots for 08/08/12. Total proceeds (and cost when required) reported to the IRS.						
	187.000	*1,197.41*	*11/22/11*	*1,319.81*	*-122.40*	*Sale*	
	113.000	*723.57*	*11/23/11*	*787.43*	*-63.86*	*Sale*	
08/08/12	300.000	1,920.98	VARIOUS	2,107.24	-186.26	Total of 2 lots	
08/09/12	175.000	1,108.07	11/23/11	1,219.46	-111.39	Sale	
08/10/12	27.000	168.04	11/23/11	188.15	-20.11	Sale	
	Security total:	13,366.74		16,412.38	-3,045.64		
AJINOMOTO INC ADR / CUSIP: 009707100 / Symbol: AJIN Y							
	2 tax lots for 09/20/12. Total proceeds (and cost when required) reported to the IRS.						
	100.000	*1,496.36*	*11/22/11*	*1,180.40*	*315.96*	*Sale*	
	400.000	*5,985.42*	*02/22/12*	*4,740.72*	*1,244.70*	*Sale*	
09/20/12	500.000	7,481.78	VARIOUS	5,921.12	1,560.66	Total of 2 lots	

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**For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS.
\# Less commissions.

CROWLEY-CARTER FOUNDATION
TAX ID 75-2262612
2012 FORM 990 ATT TO PART VIII, LINE 7

N.A.

Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8G4993

OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
AJINOMOTO INC ADR / CUSIP: 009707100 / Symbol: AJIN Y (cont'd)							
2 tax lots for 09/24/12. Total proceeds (and cost when required) reported to the IRS.							
	150.000	*2,301.62*	*11/22/11*	*1,770.60*	*531.02*	*Sale*	
	350.000	*5,370.46*	*02/17/12*	*4,091.19*	*1,279.27*	*Sale*	
09/24/12	500.000	7,672.08	VARIOUS	5,861.79	1,810.29	Total of 2 lots	
2 tax lots for 09/27/12. Total proceeds (and cost when required) reported to the IRS.							
	100.000	*1,566.92*	*11/28/11*	*1,167.61*	*399.31*	*Sale*	
	150.000	*2,350.39*	*02/17/12*	*1,753.37*	*597.02*	*Sale*	
09/27/12	250.000	3,917.31	VARIOUS	2,920.98	996.33	Total of 2 lots	
10/01/12	200.000	3,102.03	11/28/11	2,335.23	766.80	Sale	
2 tax lots for 10/03/12. Total proceeds (and cost when required) reported to the IRS.							
	150.000	*2,307.67*	*11/25/11*	*1,751.04*	*556.63*	*Sale*	
	50.000	*769.22*	*11/28/11*	*583.81*	*185.41*	*Sale*	
10/03/12	200.000	3,076.89	VARIOUS	2,334.85	742.04	Total of 2 lots	
10/04/12	250.000	3,840.82	11/25/11	2,918.41	922.41	Sale	
10/05/12	250.000	3,871.41	11/25/11	2,918.41	953.00	Sale	
2 tax lots for 10/09/12. Total proceeds (and cost when required) reported to the IRS.							
	100.000	*1,556.73*	*11/25/11*	*1,167.36*	*389.37*	*Sale*	
	100.000	*1,556.72*	*02/21/12*	*1,166.14*	*390.58*	*Sale*	
10/09/12	200.000	3,113.45	VARIOUS	2,333.50	779.95	Total of 2 lots	
10/10/12	300.000	4,619.84	02/21/12	3,498.43	1,121.41	Sale	
2 tax lots for 10/11/12. Total proceeds (and cost when required) reported to the IRS.							
	50.000	*755.26*	*02/21/12*	*583.07*	*172.19*	*Sale*	
	300.000	*4,531.58*	*02/21/12*	*3,498.42*	*1,033.16*	*Sale*	
10/11/12	350.000	5,286.84	VARIOUS	4,081.49	1,205.35	Total of 2 lots	
	Security total:	45,982.45		35,124.21	10,858.24		
BARCLAYS PLC ADR / CUSIP: 06738E204 / Symbol: BCS							
3 tax lots for 07/03/12. Total proceeds (and cost when required) reported to the IRS.							
	250.000	*2,646.74*	*02/15/12*	*3,771.10*	*-1,124.36*	*Sale*	
	250.000	*2,646.74*	*02/16/12*	*3,870.77*	*-1,224.03*	*Sale*	

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\# Less commissions.

N.A. Account 8G4993

2012 1099-B **Proceeds from Broker and Barter Exchange Transactions** (continued) OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	These columns are not reported to the IRS Gain or loss	Additional Information	Notes
BARCLAYS PLC ADR / CUSIP: 06738E204 / Symbol: BCS (cont'd)							
	250.000	*2,646.74*	*02/17/12*	*3,949.87*	*-1,303.13*	*Sale*	
07/03/12	750.000	7,940.22	VARIOUS	11,591.74	-3,651.52	Total of 3 lots	
07/05/12	400.000	4,148.27	11/21/11	4,037.28	110.99	Sale	
07/06/12	350.000	3,572.79	11/21/11	3,532.62	40.17	Sale	
07/10/12	300.000	3,089.15	11/21/11	3,027.96	61.19	Sale	
07/11/12	250.000	2,553.04	11/21/11	2,523.30	29.74	Sale	
2 tax lots for 07/12/12. Total proceeds (and cost when required) reported to the IRS.							
	150.000	*1,512.97*	*11/21/11*	*1,513.98*	*-1.01*	*Sale*	
	50.000	*504.32*	*11/22/11*	*484.97*	*19.35*	*Sale*	
07/12/12	200.000	2,017.29	VARIOUS	1,998.95	18.34	Total of 2 lots	
07/13/12	50.000	507.64	11/22/11	484.96	22.68	Sale	
	Security total:	23,828.40		27,196.81	-3,368.41		
CARNIVAL CORP CL A / CUSIP: 143658300 / Symbol: CCL							
01/17/12	450.000	13,309.17	11/21/11	14,224.50	-915.33	Sale	
09/27/12	600.000	21,947.03	11/21/11	18,966.00	2,981.03	Sale	
	Security total:	35,256.20		33,190.50	2,065.70		
CENTURYLINK INC / CUSIP: 156700106 / Symbol: CTL							
2 tax lots for 11/02/12. Total proceeds (and cost when required) reported to the IRS.							
	50.000	*1,922.16*	*02/15/12*	*1,898.91*	*23.25*	*Sale*	
	100.000	*3,844.33*	*02/16/12*	*3,838.54*	*5.79*	*Sale*	
11/02/12	150.000	5,766.49	VARIOUS	5,737.45	29.04	Total of 2 lots	
CITIGROUP INC / CUSIP: 172967424 / Symbol: C							
2 tax lots for 11/15/12. Total proceeds (and cost when required) reported to the IRS.							
	50.000	*1,775.13*	*08/21/12*	*1,540.15*	*234.98*	*Sale*	
	300.000	*10,650.78*	*08/29/12*	*8,988.18*	*1,662.60*	*Sale*	
11/15/12	350.000	12,425.91	VARIOUS	10,528.33	1,897.58	Total of 2 lots	
COMCAST CORP CL A NEW / CUSIP: 20030N101 / Symbol: CMCS A							
2 tax lots for 05/24/12. Total proceeds (and cost when required) reported to the IRS.							
	450.000	*12,961.51*	*11/21/11*	*9,570.83*	*3,390.68*	*Sale*	

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Less commissions.

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CROWLEY-CARTER FOUNDATION
TAX ID 75-2262612
2012 FORM 990 ATT TO PART VIII, LINE 7

npany N.A.

Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8G4993
OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

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COMCAST CORP CL A NEW / CUSIP: 20030N101 / Symbol: CMCS A (cont'd)							
	150.000	*4,320.50*	*11/22/11*	*3,205.14*	*1,115.36*	*Sale*	
05/24/12	600.000	17,282.01	VARIOUS	12,775.97	4,506.04	Total of 2 lots	
05/25/12	400.000	11,554.78	11/21/11	8,507.40	3,047.38	Sale	
05/30/12	250.000	7,245.99	11/21/11	5,317.12	1,928.87	Sale	
	Security total:	36,082.78		26,600.49	9,482.29		
DEUTSCHE POST AG ADR / CUSIP: 25157Y202 / Symbol: DPSG Y							
	2 tax lots for 06/21/12. Total proceeds (and cost when required) reported to the IRS.						
	150.000	*2,571.48*	*12/20/11*	*2,248.00*	*323.48*	*Sale*	
	300.000	*5,142.97*	*12/21/11*	*4,577.70*	*565.27*	*Sale*	
06/21/12	450.000	7,714.45	VARIOUS	6,825.70	888.75	Total of 2 lots	
06/22/12	400.000	6,708.37	12/20/11	5,994.68	713.69	Sale	
06/25/12	400.000	6,569.85	11/21/11	5,871.72	698.13	Sale	
	3 tax lots for 06/26/12. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*811.35*	*11/21/11*	*733.97*	*77.38*	*Sale*	
	100.000	*1,622.70*	*11/22/11*	*1,466.87*	*155.83*	*Sale*	
	250.000	*4,056.76*	*12/19/11*	*3,662.40*	*394.36*	*Sale*	
06/26/12	400.000	6,490.81	VARIOUS	5,863.24	627.57	Total of 3 lots	
06/27/12	100.000	1,620.79	12/19/11	1,464.96	155.83	Sale	
	Security total:	29,104.27		26,020.30	3,083.97		
FIRSTENERGY CORP / CUSIP: 337932107 / Symbol: FE							
	2 tax lots for 05/24/12. Total proceeds (and cost when required) reported to the IRS.						
	250.000	*11,723.42*	*11/21/11*	*10,888.52*	*834.90*	*Sale*	
	50.000	*2,344.68*	*11/22/11*	*2,153.80*	*190.88*	*Sale*	
05/24/12	300.000	14,068.10	VARIOUS	13,042.32	1,025.78	Total of 2 lots	
05/25/12	100.000	4,692.67	11/22/11	4,307.61	385.06	Sale	
	2 tax lots for 06/20/12. Total proceeds (and cost when required) reported to the IRS.						
	100.000	*4,860.27*	*11/22/11*	*4,307.61*	*552.66*	*Sale*	
	50.000	*2,430.14*	*01/26/12*	*2,135.90*	*294.24*	*Sale*	
06/20/12	150.000	7,290.41	VARIOUS	6,443.51	846.90	Total of 2 lots	

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pany N.A.

Proceeds from Broker and Barter Exchange Transactions (continued)

2012 1099-B*

Account 8G4993

OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part I, with Box A checked

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FIRSTENERGY CORP / CUSIP: 337932107 / Symbol: FE (cont'd)							
3 tax lots for 06/21/12. Total proceeds (and cost when required) reported to the IRS.							
	100.000	4,865.89	01/23/12	4,192.73	673.16	Sale	
	50.000	2,432.95	01/26/12	2,135.89	297.06	Sale	
	50.000	2,432.94	01/27/12	2,110.16	322.78	Sale	
06/21/12	200.000	9,731.78	VARIOUS	8,438.78	1,293.00	Total of 3 lots	
2 tax lots for 06/22/12. Total proceeds (and cost when required) reported to the IRS.							
	50.000	2,409.48	01/23/12	2,096.36	313.12	Sale	
	75.000	3,614.22	01/24/12	3,106.76	507.46	Sale	
06/22/12	125.000	6,023.70	VARIOUS	5,203.12	820.58	Total of 2 lots	
2 tax lots for 06/25/12. Total proceeds (and cost when required) reported to the IRS.							
	25.000	1,192.51	01/24/12	1,035.59	156.92	Sale	
	100.000	4,770.02	01/25/12	4,072.89	697.13	Sale	
06/25/12	125.000	5,962.53	VARIOUS	5,108.48	854.05	Total of 2 lots	
Security total:		47,769.19		42,543.82	5,225.37		
GDF SUEZ ADR / CUSIP: 36160B105 / Symbol: GDFZ Y							
03/21/12	200.000	5,240.45	11/21/11	5,086.14	154.31	Sale	
2 tax lots for 03/22/12. Total proceeds (and cost when required) reported to the IRS.							
	75.000	1,937.01	11/21/11	1,907.30	29.71	Sale	
	50.000	1,291.34	11/23/11	1,241.62	49.72	Sale	
03/22/12	125.000	3,228.35	VARIOUS	3,148.92	79.43	Total of 2 lots	
Security total:		8,468.80		8,235.06	233.74		
JOHNSON & JOHNSON / CUSIP: 478160104 / Symbol: JNJ							
2 tax lots for 11/07/12. Total proceeds (and cost when required) reported to the IRS.							
	200.000	14,026.14	02/15/12	12,945.12	1,081.02	Sale	
	50.000	3,506.54	02/16/12	3,248.24	258.30	Sale	
11/07/12	250.000	17,532.68	VARIOUS	16,193.36	1,339.32	Total of 2 lots	
KON PHILIP ELEC ADR / CUSIP: 500472303 / Symbol: PHG							
06/12/12	0.100	1.81	03/15/12	2.10	-0.29	Sale	
12/12/12	125.000	3,295.75	03/15/12	2,622.56	673.19	Sale	

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CROWLEY-CARTER FOUNDATION
TAX ID 75-2262612
2012 FORM 990 ATT TO PART
VIII, LINE 7

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2012 1099-B* Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8G4993

OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

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1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional information	Notes
					These columns are not reported to the IRS		
KON PHILIP ELEC ADR / CUSIP: 500472303 / Symbol: PHG (cont'd)							
	5 tax lots for 12/14/12. Total proceeds (and cost when required) reported to the IRS.						
	100.000	*2,632.11*	*03/08/12*	*2,031.69*	*600.42*	*Sale*	
	100.000	*2,632.10*	*03/09/12*	*2,032.89*	*599.21*	*Sale*	
	100.000	*2,632.10*	*03/13/12*	*2,060.26*	*571.84*	*Sale*	
	124.900	*3,287.49*	*03/15/12*	*2,620.47*	*667.02*	*Sale*	
	50.100	*1,318.68*	*05/31/12*	*886.52*	*432.16*	*Sale*	
12/14/12	475.000	12,502.48	VARIOUS	9,631.83	2,870.65	Total of 5 lots	
12/17/12	2.000	52.51	05/31/12	35.39	17.12	Sale	
	Security total:	15,852.55		12,291.88	3,560.67		
LOWES COS INC / CUSIP: 548661107 / Symbol: LOW							
	2 tax lots for 11/07/12. Total proceeds (and cost when required) reported to the IRS.						
	350.000	*11,487.93*	*03/08/12*	*10,255.88*	*1,232.05*	*Sale*	
	100.000	*3,282.27*	*03/09/12*	*2,977.58*	*304.69*	*Sale*	
11/07/12	450.000	14,770.20	VARIOUS	13,233.46	1,536.74	Total of 2 lots	
11/08/12	100.000	3,251.04	03/08/12	2,930.25	320.79	Sale	
	Security total:	18,021.24		16,163.71	1,857.53		
MCGRAW-HILL COMPANIES INC / CUSIP: 580645109 / Symbol: MHP							
	3 tax lots for 10/19/12. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*2,802.86*	*02/03/12*	*2,323.86*	*479.00*	*Sale*	
	150.000	*8,408.59*	*02/07/12*	*6,667.17*	*1,541.42*	*Sale*	
	150.000	*8,408.59*	*02/08/12*	*6,877.86*	*1,530.73*	*Sale*	
10/19/12	350.000	19,620.04	VARIOUS	16,068.89	3,551.15	Total of 3 lots	
11/29/12	50.000	2,578.46	02/07/12	2,289.05	289.41	Sale	
	Security total:	22,198.50		18,357.94	3,840.56		
MERCK KGAA ADR / CUSIP: 589339100 / Symbol: MKGA Y							
	4 tax lots for 12/19/12. Total proceeds (and cost when required) reported to the IRS.						
	100.000	*4,342.25*	*01/24/12*	*3,348.56*	*993.69*	*Sale*	
	100.000	*4,342.25*	*01/26/12*	*3,415.17*	*927.08*	*Sale*	
	100.000	*4,342.25*	*01/27/12*	*3,447.13*	*895.12*	*Sale*	

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Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8G4993

OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS **6 - COVERED tax lot for which cost basis is reported to the IRS****

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MERCK KGAA ADR / CUSIP: 589339100 / Symbol: MKGA Y (cont'd)							
	50.000	2,171.13	01/30/12	1,736.10	435.03	Sale	
12/19/12	350.000	15,197.88	VARIOUS	11,946.96	3,250.92	Total of 4 lots	
MUNICH RE GROUP ADR / CUSIP: 626188106 / Symbol: MURG Y							
3 tax lots for 10/19/12. Total proceeds (and cost when required) reported to the IRS.							
	500.000	8,226.21	01/23/12	6,456.55	1,769.66	Sale	
	500.000	8,226.22	01/30/12	6,534.90	1,691.32	Sale	
	750.000	12,339.33	01/31/12	9,896.32	2,443.01	Sale	
10/19/12	1,750.000	28,791.76	VARIOUS	22,887.77	5,903.99	Total of 3 lots	
NEWMONT MINING CORP / CUSIP: 651639106 / Symbol: NEM							
08/29/12	250.000	12,100.48	11/21/11	16,211.20	-4,110.72	Sale	
2 tax lots for 08/30/12. Total proceeds (and cost when required) reported to the IRS.							
	175.000	8,504.85	11/21/11	11,347.84	-2,842.99	Sale	
	75.000	3,644.93	12/19/11	4,628.66	-983.73	Sale	
08/30/12	250.000	12,149.78	VARIOUS	15,976.50	-3,826.72	Total of 2 lots	
Security total:		24,250.26		32,187.70	-7,937.44		
OW REAL RETURN FUND / CUSIP: 680414703 / Symbol: OWRR X							
08/15/12	11,224.490	105,397.96	02/08/12	110,000.00	-4,602.04	Sale	
ORIENTAL LAND CO LTD ADR / CUSIP: 68620X104 / Symbol: OLCL Y							
2 tax lots for 11/16/12. Total proceeds (and cost when required) reported to the IRS.							
	250.000	3,183.78	04/17/12	2,776.23	407.55	Sale	
	250.000	3,183.78	04/26/12	2,757.55	426.23	Sale	
11/16/12	500.000	6,367.56	VARIOUS	5,533.78	833.78	Total of 2 lots	
11/20/12	250.000	3,233.31	04/27/12	2,754.85	478.46	Sale	
11/26/12	250.000	3,135.08	04/20/12	2,754.13	380.95	Sale	
11/27/12	250.000	3,172.53	04/23/12	2,752.02	420.51	Sale	
11/29/12	250.000	3,230.58	04/24/12	2,748.13	482.45	Sale	
11/30/12	150.000	1,921.00	04/13/12	1,648.08	272.92	Sale	
12/03/12	100.000	1,285.92	04/13/12	1,098.72	187.20	Sale	
12/04/12	200.000	2,583.12	04/12/12	2,194.50	388.62	Sale	

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Account 8G4993

Proceeds from Broker and Barter Exchange Transactions
(continued)

OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

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ORIENTAL LAND CO LTD ADR / CUSIP: 68620X104 / Symbol: OLCL Y (cont'd)							
	2 tax lots for 12/05/12. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*645.92*	*04/12/12*	*548.62*	*97.30*	*Sale*	
	50.000	*645.92*	*04/25/12*	*547.99*	*97.93*	*Sale*	
12/05/12	100.000	1,291.84	VARIOUS	1,096.61	195.23	Total of 2 lots	
12/06/12	100.000	1,282.93	04/25/12	1,095.97	186.96	Sale	
12/07/12	100.000	1,273.30	04/25/12	1,095.97	177.33	Sale	
12/11/12	150.000	1,898.13	04/09/12	1,613.74	284.39	Sale	
	2 tax lots for 12/12/12. Total proceeds (and cost when required) reported to the IRS.						
	100.000	*1,258.81*	*04/05/12*	*1,069.35*	*189.46*	*Sale*	
	100.000	*1,258.81*	*04/09/12*	*1,075.83*	*182.98*	*Sale*	
12/12/12	200.000	2,517.62	VARIOUS	2,145.18	372.44	Total of 2 lots	
	2 tax lots for 12/13/12. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*614.08*	*04/04/12*	*534.38*	*79.70*	*Sale*	
	150.000	*1,842.26*	*04/05/12*	*1,604.03*	*238.23*	*Sale*	
12/13/12	200.000	2,456.34	VARIOUS	2,138.41	317.93	Total of 2 lots	
12/17/12	200.000	2,447.72	04/04/12	2,137.50	310.22	Sale	
12/18/12	250.000	3,061.36	04/02/12	2,662.05	399.31	Sale	
	Security total:	41,158.34		35,469.64	5,688.70		
PHILLIPS 66 COMMON / CUSIP: 718546104 / Symbol: PSX							
05/01/12	0.500	15.41	11/21/11	16.39	-0.98	Sale	
	5 tax lots for 05/02/12. Total proceeds (and cost when required) reported to the IRS.						
	62.500	*1,993.34*	*11/21/11*	*2,048.84*	*-55.50*	*Sale*	
	25.000	*797.34*	*02/06/12*	*850.71*	*-53.37*	*Sale*	
	62.500	*1,993.34*	*02/07/12*	*2,153.97*	*-160.63*	*Sale*	
	50.000	*1,594.68*	*02/08/12*	*1,731.41*	*-136.73*	*Sale*	
	75.000	*2,392.01*	*02/15/12*	*2,642.66*	*-250.65*	*Sale*	
05/02/12	275.000	8,770.71	VARIOUS	9,427.59	-656.88	Total of 5 lots	
05/03/12	12.000	375.83	11/21/11	393.38	-17.55	Sale	
	Security total:	9,161.95		9,837.36	-675.41		

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y.N.A. Account 8G4993

2012 1099-B **Proceeds from Broker and Barter Exchange Transactions** (continued) OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

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SK TELECOM ADR / CUSIP: 78440P108 / Symbol: SKM							
	2 tax lots for 05/01/12. Total proceeds (and cost when required) reported to the IRS.						
	150.000	*2,025.21*	*11/22/11*	*2,145.53*	*-120.32*	*Sale*	
	350.000	*4,725.49*	*11/23/11*	*4,986.98*	*-261.49*	*Sale*	
05/01/12	500.000	6,750.70	VARIOUS	7,132.51	-381.81	Total of 2 lots	
	2 tax lots for 05/03/12. Total proceeds (and cost when required) reported to the IRS.						
	100.000	*1,320.87*	*11/21/11*	*1,424.15*	*-103.28*	*Sale*	
	150.000	*1,981.31*	*11/23/11*	*2,137.27*	*-155.96*	*Sale*	
05/03/12	250.000	3,302.18	VARIOUS	3,561.42	-259.24	Total of 2 lots	
05/04/12	150.000	1,974.14	11/21/11	2,136.23	-162.09	Sale	
05/07/12	200.000	2,697.30	11/21/11	2,848.30	-151.00	Sale	
	2 tax lots for 05/09/12. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*662.36*	*11/21/11*	*712.07*	*-49.71*	*Sale*	
	150.000	*1,987.06*	*01/26/12*	*2,121.80*	*-134.74*	*Sale*	
05/09/12	200.000	2,649.42	VARIOUS	2,833.87	-184.45	Total of 2 lots	
	2 tax lots for 05/10/12. Total proceeds (and cost when required) reported to the IRS.						
	100.000	*1,319.06*	*01/26/12*	*1,414.53*	*-95.47*	*Sale*	
	50.000	*659.53*	*01/31/12*	*698.67*	*-39.14*	*Sale*	
05/10/12	150.000	1,978.59	VARIOUS	2,113.20	-134.61	Total of 2 lots	
05/14/12	150.000	1,937.04	01/31/12	2,096.00	-158.96	Sale	
	2 tax lots for 05/18/12. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*602.75*	*01/31/12*	*698.66*	*-95.91*	*Sale*	
	100.000	*1,205.49*	*02/03/12*	*1,390.00*	*-184.51*	*Sale*	
05/18/12	150.000	1,808.24	VARIOUS	2,088.66	-280.42	Total of 2 lots	
	4 tax lots for 05/21/12. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*602.53*	*01/23/12*	*677.29*	*-74.76*	*Sale*	
	150.000	*1,807.59*	*02/03/12*	*2,085.00*	*-277.41*	*Sale*	
	250.000	*3,012.66*	*02/06/12*	*3,415.08*	*-402.42*	*Sale*	
	250.000	*3,012.66*	*02/07/12*	*3,455.00*	*-442.34*	*Sale*	
05/21/12	700.000	8,435.44	VARIOUS	9,632.37	-1,196.93	Total of 4 lots	
05/23/12	200.000	2,311.57	01/23/12	2,709.18	-397.61	Sale	
	Security total:	33,844.62		37,151.74	-3,307.12		

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**For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS.
\# Less commissions.

any N.A. Account 8G4993

2012 1099-B

Proceeds from Broker and Barter Exchange Transactions (continued)

OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
					These columns are not reported to the IRS		
SANOFI - ADR / CUSIP: 80105N105 / Symbol: SNY							
08/29/12	50.000	2,043.31	02/07/12	1,872.18	171.13	Sale	
2 tax lots for 08/31/12. Total proceeds (and cost when required) reported to the IRS.							
	200.000	*8,208.75*	*02/07/12*	*7,488.72*	*720.03*	*Sale*	
	150.000	*6,156.57*	*02/08/12*	*5,570.86*	*585.71*	*Sale*	
08/31/12	350.000	14,365.32	VARIOUS	13,059.58	1,305.74	Total of 2 lots	
09/04/12	100.000	4,087.80	02/08/12	3,713.91	353.69	Sale	
	Security total:	20,476.23		18,645.67	1,830.56		
TARGET CORP / CUSIP: 87612E106 / Symbol: TGT							
04/02/12	200.000	11,634.86	11/21/11	10,447.48	1,187.38	Sale	
2 tax lots for 08/21/12. Total proceeds (and cost when required) reported to the IRS.							
	300.000	*19,179.08*	*11/21/11*	*15,671.22*	*3,507.86*	*Sale*	
	100.000	*6,393.03*	*01/25/12*	*5,092.24*	*1,300.79*	*Sale*	
08/21/12	400.000	25,572.11	VARIOUS	20,763.46	4,808.65	Total of 2 lots	
	Security total:	37,206.97		31,210.94	5,996.03		
TELE2 AB ADR / CUSIP: 87952P307 / Symbol: TLTZ Y							
10/16/12	250.000	2,232.32	02/21/12	2,479.62	-247.30	Sale	
2 tax lots for 10/17/12. Total proceeds (and cost when required) reported to the IRS.							
	500.000	*4,461.35*	*02/06/12*	*4,947.65*	*-486.30*	*Sale*	
	250.000	*2,230.68*	*02/08/12*	*2,425.10*	*-194.42*	*Sale*	
10/17/12	750.000	6,692.03	VARIOUS	7,372.75	-680.72	Total of 2 lots	
10/18/12	750.000	6,639.00	02/08/12	7,275.30	-636.30	Sale	
	Security total:	15,563.35		17,127.67	-1,564.32		
TOKYO GAS LTD ADR / CUSIP: 889115101 / Symbol: TKGS Y							
10/19/12	500.000	10,711.31	02/17/12	9,292.34	1,418.97	Sale	
10/22/12	150.000	3,147.81	02/17/12	2,787.70	360.11	Sale	
2 tax lots for 10/23/12. Total proceeds (and cost when required) reported to the IRS.							
	150.000	*3,085.00*	*11/22/11*	*2,582.60*	*502.40*	*Sale*	
	100.000	*2,056.67*	*02/17/12*	*1,858.47*	*198.20*	*Sale*	
10/23/12	250.000	5,141.67	VARIOUS	4,441.07	700.60	Total of 2 lots	
10/24/12	100.000	2,045.32	11/22/11	1,721.73	323.59	Sale	

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\# Less commissions.

CROWLEY-CARTER FOUNDATION
TAX ID 75-2262612
2012 FORM 990 ATT TO PART VIII, LINE 7

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Y.N.A.

Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8G4993

OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
	Security total:	21,046.11		18,242.84	2,803.27		
UNILEVER NV ADR / CUSIP: 904784709 / Symbol: UN							
	2 tax lots for 08/20/12. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*1,720.26*	*11/21/11*	*1,615.90*	*104.36*	*Sale*	
	100.000	*3,440.51*	*11/22/11*	*3,283.87*	*156.64*	*Sale*	
08/20/12	150.000	5,160.77	VARIOUS	4,899.77	261.00	Total of 2 lots	
08/21/12	350.000	12,165.90	11/21/11	11,311.30	854.60	Sale	
08/22/12	175.000	6,008.28	11/21/11	5,655.65	352.63	Sale	
08/23/12	75.000	2,580.46	11/21/11	2,423.85	156.61	Sale	
	Security total:	25,915.41		24,290.57	1,624.84		
WESTERN UNION CO / CUSIP: 959802109 / Symbol: WU							
	3 tax lots for 12/11/12. Total proceeds (and cost when required) reported to the IRS.						
	250.000	*3,283.48*	*02/03/12*	*4,922.67*	*-1,639.19*	*Sale*	
	250.000	*3,283.47*	*02/07/12*	*4,917.73*	*-1,634.26*	*Sale*	
	500.000	*6,566.95*	*02/08/12*	*9,048.50*	*-2,481.55*	*Sale*	
12/11/12	1,000.000	13,133.90	VARIOUS	18,888.90	-5,755.00	Total of 3 lots	
YUM BRANDS INC / CUSIP: 988498101 / Symbol: YUM							
04/02/12	250.000	17,571.88	12/01/11	14,068.90	3,502.98	Sale	
	3 tax lots for 04/03/12. Total proceeds (and cost when required) reported to the IRS.						
	100.000	*7,056.80*	*11/21/11*	*5,318.34*	*1,738.46*	*Sale*	
	100.000	*7,056.81*	*11/22/11*	*5,457.27*	*1,599.54*	*Sale*	
	150.000	*10,585.20*	*12/01/11*	*8,441.34*	*2,143.86*	*Sale*	
04/03/12	350.000	24,698.81	VARIOUS	19,216.95	5,481.86	Total of 3 lots	
04/04/12	125.000	8,763.98	11/21/11	6,647.93	2,116.05	Sale	
04/05/12	75.000	5,269.60	11/21/11	3,988.75	1,280.85	Sale	
	Security total:	56,304.27		43,922.53	12,381.74		
NOBLE CORPORATION / CUSIP: H5833N103 / Symbol: NE							
	3 tax lots for 03/08/12. Total proceeds (and cost when required) reported to the IRS						
	350.000	*13,646.56*	*11/22/11*	12,143 57	1,502 99	*Sale*	
	200.000	*7,798.04*	*01/26/12*	*7,087.47*	*710.57*	*Sale*	

These columns (Gain or loss, Additional Information, Notes) are not reported to the IRS.

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\# Less commissions.

N.A.
2012 1099-B*
Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8G4993
OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
NOBLE CORPORATION / CUSIP: H5833N103 / Symbol: NE (cont'd)							
	100.000	*3,899.02*	*01/27/12*	*3,532.68*	*366.34*	*Sale*	
03/08/12	650.000	25,343.62	VARIOUS	22,909.97	2,433.65	Total of 3 lots	
	4 tax lots for 03/09/12. Total proceeds (and cost when required) reported to the IRS.						
	25.000	*979.80*	*11/22/11*	*867.40*	*112.40*	*Sale*	
	125.000	*4,898.99*	*01/23/12*	*4,297.38*	*601.61*	*Sale*	
	100.000	*3,919.19*	*01/25/12*	*3,449.38*	*469.81*	*Sale*	
	50.000	*1,959.59*	*01/30/12*	*1,722.02*	*237.57*	*Sale*	
03/09/12	300.000	11,757.57	VARIOUS	10,336.18	1,421.39	Total of 4 lots	
03/12/12	75.000	2,901.31	01/23/12	2,578.42	322.89	Sale	
	Security total:	40,002.50		35,824.57	4,177.93		
	Totals:	819,107.71		762,084.85	57,022 86		

SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
US TREASURY BILLS 05/03/12 / CUSIP: 9127953N9 / Symbol:							
02/06/12	595,000.000	594,880.61	12/13/11	594,965.05	-84.44	Sale	
	4 tax lots for 02/08/12. Total proceeds (and cost when required) reported to the IRS.						
	426,000.000	*425,927.16*	*12/13/11*	*425,974.97*	*-47.81*	*Sale*	
	74,000.000	*73,987.96*	*12/14/11*	*73,997.12*	*-9.16*	*Sale*	
	92,000.000	*91,984.96*	*01/06/12*	*91,994.71*	*-9.75*	*Sale*	
	4,000.000	*3,999.34*	*01/09/12*	*3,999.75*	*-0.41*	*Sale*	
02/08/12	596,000.000	595,899.42	VARIOUS	595,966.55	-67.13	Total of 4 lots	
	Security total:	1,190,780.03		1,190,931.60	-151.57		
US TREASURY BONDS 3 1/8% 02/15/42 / CUSIP: 912810QU5 / Symbol:							
03/26/12	378,000.000	363,234.37	02/21/12	372,315.22	-9,080.85	Sale	
	Totals:	1,554,014.40		1,563,246.82	-9,232.42		

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Less commissions.

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CROWLEY-CARTER FOUNDATION
TAX ID 75-2262612
2012 FORM 990 ATT TO PART VIII, LINE 7

N.A.

2012 1099-B*

Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8G4993

OMB No. 1545-0715

1c - LONG-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
FREEPORT-MCMRN CPPR&GOLD / CUSIP: 35671D857 / Symbol: FCX							
	2 tax lots for 12/06/12. Total proceeds (and cost when required) reported to the IRS.						
	300.000	*9,237.63*	*11/21/11*	*10,794.69*	*-1,557.06*	*Sale*	
	250.000	*7,698.03*	*12/01/11*	*9,864.02*	*-2,165.99*	*Sale*	
12/06/12	550.000	16,935.66	VARIOUS	20,658.71	-3,723.05	Total of 2 lots	
KON PHILIP ELEC ADR / CUSIP: 500472303 / Symbol: PHG							
12/11/12	100.000	2,628.76	11/22/11	1,852.10	776.66	Sale	
	3 tax lots for 12/12/12. Total proceeds (and cost when required) reported to the IRS.						
	250.000	*6,591.50*	*11/21/11*	*4,599.57*	*1,991.93*	*Sale*	
	50.000	*1,318.30*	*11/22/11*	*926.05*	*392.25*	*Sale*	
	25.000	*659.15*	*11/23/11*	*452.39*	*206.76*	*Sale*	
12/12/12	325.000	8,568.95	VARIOUS	5,978.01	2,590.94	Total of 3 lots	
	Security total:	11,197.71		7,830.11	3,367.60		
MCGRAW-HILL COMPANIES INC / CUSIP: 580645109 / Symbol: MHP							
11/27/12	200.000	10,376.15	11/22/11	8,713.12	1,663.03	Sale	
	2 tax lots for 11/28/12. Total proceeds (and cost when required) reported to the IRS.						
	125.000	*6,435.34*	*11/21/11*	*5,412.18*	*1,023.16*	*Sale*	
	25.000	*1,287.07*	*11/22/11*	*1,089.14*	*197.93*	*Sale*	
11/28/12	150.000	7,722.41	VARIOUS	6,501.32	1,221.09	Total of 2 lots	
11/29/12	25.000	1,289.23	11/21/11	1,082.44	206.79	Sale	
	Security total:	19,387.79		16,296.88	3,090.91		
MERCK KGAA ADR / CUSIP: 589339100 / Symbol: MKGA Y							
12/12/12	50.000	2,252.87	11/21/11	1,564.37	688.50	Sale	
12/14/12	100.000	4,477.45	11/21/11	3,128.73	1,348.72	Sale	
12/17/12	100.000	4,455.65	11/21/11	3,128.73	1,326.92	Sale	
	2 tax lots for 12/19/12. Total proceeds (and cost when required) reported to the IRS.						
	25.000	*1,085.56*	*11/21/11*	*782.18*	*303.38*	*Sale*	
	75.000	*3,256.69*	*11/23/11*	*2,339.98*	*916.71*	*Sale*	
12/19/12	100.000	4,342.25	VARIOUS	3,122.16	1,220.09	Total of 2 lots	
	Security total:	15,528.22		10,943.99	4,584.23		

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Less commissions.

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CROWLEY-CARTER FOUNDATION
TAX ID 75-2262612
2012 FORM 990 ATT TO PART VIII, LINE 7

y N.A.

2012 1099-B

Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8G4993

OMB No. 1545-0715

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS.

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
SUNCORP GROUP ADR / CUSIP: 86723Y100 / Symbol: SNMY Y							
2 tax lots for 12/13/12. Total proceeds (and cost when required) reported to the IRS.							
	150.000	1,578.67	11/21/11	1,252.76	325.91	Sale	
	350.000	3,683.56	11/22/11	2,873.19	810.37	Sale	
12/13/12	500.000	5,262.23	VARIOUS	4,125.95	1,136.28	Total of 2 lots	
2 tax lots for 12/17/12. Total proceeds (and cost when required) reported to the IRS.							
	150.000	1,574.95	11/22/11	1,231.36	343.59	Sale	
	350.000	3,674.88	11/23/11	2,830.07	844.81	Sale	
12/17/12	500.000	5,249.83	VARIOUS	4,061.43	1,188.40	Total of 2 lots	
12/18/12	250.000	2,649.74	11/23/11	2,021.47	628.27	Sale	
	Security total:	13,161.80		10,208.85	2,952.95		
WESTERN UNION CO / CUSIP: 959802109 / Symbol: WU							
3 tax lots for 12/12/12. Total proceeds (and cost when required) reported to the IRS.							
	350.000	4,627.17	11/21/11	5,694.40	-1,067.23	Sale	
	500.000	6,610.25	11/22/11	8,284.30	-1,674.05	Sale	
	50.000	661.03	11/23/11	821.10	-160.07	Sale	
12/12/12	900.000	11,898.45	VARIOUS	14,799.80	-2,901.35	Total of 3 lots	
12/13/12	250.000	3,296.23	11/21/11	4,067.42	-771.19	Sale	
	Security total:	15,194.68		18,867.22	-3,672.54		
WHARF HOLDINGS ADR / CUSIP: 962257200 / Symbol: WARF Y							
12/12/12	250.000	3,827.39	12/02/11	2,486.78	1,340.61	Sale	
2 tax lots for 12/14/12. Total proceeds (and cost when required) reported to the IRS.							
	250.000	3,854.06	12/01/11	2,477.50	1,376.56	Sale	
	250.000	3,854.07	12/02/11	2,486.77	1,367.30	Sale	
12/14/12	500.000	7,708.13	VARIOUS	4,964.27	2,743.86	Total of 2 lots	
12/17/12	150.000	2,282.45	12/01/11	1,486.50	795.95	Sale	
2 tax lots for 12/18/12. Total proceeds (and cost when required) reported to the IRS.							
	100.000	1,498.59	12/01/11	991.00	507.59	Sale	
	100.000	1,498.58	12/06/11	977.90	520.68	Sale	
12/18/12	200.000	2,997.17	VARIOUS	1,968.90	1,028.27	Total of 2 lots	
12/19/12	150.000	2,291.00	12/06/11	1,466.85	824 15	Sale	

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Less commissions.

Y N.A.

Account 8G4993

Proceeds from Broker and Barter Exchange Transactions

2012 1099-B (continued) OMB No. 1545-0715

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
	Security total:	19,106.14		12,373.30	6,732.84		
ACCENTURE PLC CL A / CUSIP: G1151C101 / Symbol: ACN							
2 tax lots for 11/27/12. Total proceeds (and cost when required) reported to the IRS.							
	175.000	11,778.21	11/21/11	9,555.11	2,223.10	Sale	
	75.000	5,047.81	11/22/11	4,129.02	918.79	Sale	
11/27/12	250.000	16,826.02	VARIOUS	13,684.13	3,141.89	Total of 2 lots	
	Totals:	127,338.02		110,863.19	16,474.83		

These columns are not reported to the IRS: Gain or loss, Additional Information, Notes

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
MICROSOFT CORP / CUSIP: 594918104 / Symbol: MSFT							
2 tax lots for 03/07/12. Total proceeds (and cost when required) reported to the IRS.							
	231.000	7,345.76	10/22/09	6,109.76	1,236.00	Sale	
	269.000	8,554.15	08/05/10	6,826.92	1,727.23	Sale	
03/07/12	500.000	15,899.91	VARIOUS	12,936.68	2,963.23	Total of 2 lots	
OW LARGE CAP STRATEGIES FD / CUSIP: 680414109 / Symbol: OWLS X							
02/08/12	7,755.946	75,000.00	09/18/08	73,138.57	1,861.43	Sale	
OW REAL RETURN FUND / CUSIP: 680414703 / Symbol: OWRR X							
3 tax lots for 08/15/12. Total proceeds (and cost when required) reported to the IRS.							
	2,932.135	27,532.75	06/12/07	34,833.76	-7,301.01	Sale	
	5,706.792	53,586.78	12/18/07	72,875.74	-19,288.96	Sale	
	22,980.033	215,782.51	04/18/08	327,235.67	-111,453.16	Sale	
08/15/12	31,618.960	296,902.04	VARIOUS	434,945.17	-138,043.13	Total of 3 lots	

These columns are not reported to the IRS: Date of acquisition, Cost or other basis, Gain or loss, Additional Information, Notes

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax returns.
**For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS.
\# Less commissions.

ny,N.A. Account 8G4993

2012 1099-B* **Proceeds from Broker and Barter Exchange Transactions** (continued) OMB No. 1545-0715

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition (These columns are not reported to the IRS)	Cost or other basis	Gain or loss	Additional information	Notes
ACE LIMITED / CUSIP: H0023R105 / Symbol: ACE							
2 tax lots for 06/21/12. Total proceeds (and cost when required) reported to the IRS.							
	9.000	*649.05*	*06/09/10*	*447.89*	*201.16*	*Sale*	
	91.000	*6,562.59*	*06/10/10*	*4,587.07*	*1,975.52*	*Sale*	
06/21/12	100.000	7,211.64	VARIOUS	5,034.96	2,176.68	Total of 2 lots	
06/25/12	150.000	10,625.49	06/09/10	7,464.86	3,160.63	Sale	
Security total:		17,837.13		12,499.82	5,337.31		
Totals:		405,639.08		533,520.24	-127,881.16		
TOTAL SHORT TERM AND LONG TERM, COVERED AND NON COVERED		2,906,099.21		2,969,715 10	(63,615.89)		

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**For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS.
Less commissions

CROWLEY-CARTER FOUNDATION
75-2262612
STATEMENT CONCERNING MERGER
ATTACHMENT TO 2012 FORM 990

Resolutions to merge the Don and Linda Carter Foundation (75-2701545), a Texas non-profit corporation, with the Crowley-Carter Foundation (75-2262612)("the Foundation"), a Texas non-profit corporation, were adopted by the Board of Directors of the Foundation at a meeting of the Board on December 20, 2012.

Pursuant to the Articles of Incorporation of the Don and Linda Carter Foundation, its residual assets were distributed to the Foundation as an organization exempt from federal income tax under §501(c)(3) of the Code that is not a private foundation with the meaning of §509 of the Code.

The values of the assets received from the Don and Linda Carter Foundation are as follows:

Description	Book Value	Fair Market Value
Cash	$ 254,604	$ 254,604
Publicly traded securities	5,529,509	6,251,241
Totals	$5,784,113	$6,505,845

CROWLEY-CARTER FOUNDATION
TAX ID 75-2262612
ATTACHMENT TO 2012 FORM 990
PART VIII, LINE 7

REALIZED CAPITAL GAIN LOSS SCHEDULE

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	NET GAIN (LOSS)	WP REF
BESSEMER 8M3050 (SEE ATT SCH)	6,172,470	6,219,825	(47,355)	AX-8
BESSEMER 8G4993 (SEE ATT SCH)	2,906,099	2,969,715	(63,616)	AX-49
			0	
MERRILL LYNCH 02368 (SEE ATT SCH)	67,287	44,306	22,981	BX-12
MERRILL LYNCH 02369 (SEE ATT SCH)	62,519	51,629	10,890	CX-11
20000 CVS CAREMARK CORP 5 75% (ML 02370)	23,638	19,366	4,272	DX-7
20000 CVS CAREMARK CORP 5 75% ADD'L PROCEEDS (ML 02370)	600	0	600	D-20
MERRILL LYNCH 02371 (SEE ATT SCH)	58,426	49,441	8,985	EX-12
GOVT NATL MTG ASN #470318X 7% (BESSEMER 8M3050)	2,100	2,180	(80)	A-46
CLASS ACTION PROCEEDS	320	0	320	AX-65
XEROX CORP LITIGATION SETTLEMENT	15	0	15	AX-65
CAPITAL GAIN DISTRIBUTION	222,016	0	222,016	AX-31
TO FORM 990, PART VIII, LINE 7	9,515,490	9,356,462	159,028	