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Form **990**Department of the Treasury
Internal Revenue Service**Return Organization Exempt From Income Tax**

Under section 501(c)(3), 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

2012Open 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

DAVID M CROWLEY FOUNDATION

Doing Business As

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

8750 N CENTRAL EXPRESSWAY #1720

Room/suite

City, town, or post office, state, and ZIP code

DALLAS, TX 75231

F Name and address of principal officer: SANDRA L. HALLMARK

SAME AS C ABOVE

D Employer identification number

75-2350254

E Telephone number

214/265-0555

G Gross receipts \$ 54,930,125.**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)**H(c) Group exemption number** ▶**I Tax-exempt status:** ☒ 501(c)(3) ☐ 501(c)() (insert no.) ☐ 4947(a)(1) or ☐ 527**J Website:** ▶ N/A**K Form of organization:** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation:** 1990**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 AND 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	2
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	4
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total unrelated business revenue from Part VIII, column (B), line 2	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	0.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	6,039,640.	4,718,666.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0.	2,456.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,039,640.	4,721,122.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	3,789,556.	2,618,957.
	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)	436,845.	441,076.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.	0.	0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	860,369.	857,143.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	5,086,770.	3,917,176.
	19	Revenue less expenses Subtract line 18 from line 12	952,870.	803,946.
	Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year
21		Total liabilities (Part X, line 26)	108,299,941.	113,005,922.
22		Net assets or fund balances Subtract line 21 from line 20	3,452,402.	2,670,318.

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	Signature of officer	WILLIAM J. HENDRIX, V.P.	Date	5-13-13
	Type or print name and title	WILLIAM J. HENDRIX, VICE PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name	WILLIAM H. MOZLEY	Date	5-9-13
	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

232001 12-10-12

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

Form 990 (2012)

Gile 11

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:

THE ORGANIZATION IS OPERATED EXCLUSIVELY FOR THE BENEFIT OF CHARITABLE
AND EDUCATIONAL ORGANIZATIONS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?☐ Yes ☒ No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 500,000. including grants of \$ 500,000.) (Revenue \$ _____)SUPPORTED ORGANIZATION: UT SOUTHWESTERN MEDICAL CENTER

MISSION: A) TO IMPROVE HEALTH CARE IN OUR COMMUNITY, TEXAS, OUR
NATION, AND THE WORLD, B) TO EDUCATE THE NEXT GENERATION OF LEADERS IN
PATIENT CARE, BIOMEDICAL SCIENCE AND DISEASE PREVENTION, C) CONDUCT
HIGH-IMPACT, INTERNATIONALLY RECOGNIZED RESEARCH, AND D) TO DELIVER
PATIENT CARE THAT BRINGS UT SOUTHWESTERN'S SCIENTIFIC ADVANCES TO THE
BEDSIDE - FOCUSING ON QUALITY, SAFETY, AND SERVICE.

PROGRAM OBJECTIVE: TO CONTINUE TO BE A PREMIER EDUCATIONAL, CLINICAL,
AND RESEARCH INSTITUTION WITH CUTTING-EDGE APPROACH TO MEDICINE.

4b (Code _____) (Expenses \$ 212,500. including grants of \$ 212,500.) (Revenue \$ _____)SUPPORTED ORGANIZATION: CATHOLIC CHARITIES OF DALLASMISSION: PROVIDING SERVICES TO STRENGTHEN FAMILIES

PROGRAM OBJECTIVE: CURRENT AND LONG-TERM OBJECTIVE IS TO PROVIDE
SERVICES THAT STRENGTHEN FAMILIES INCLUDING ADOLESCENT & FAMILY
COUNSELING, ELDERLY SERVICES, IMMIGRATION SERVICES, OUTREACH, CHILD DAY
CARE AND FAMILY ASSISTANCE.

PROGRAM ACCOMPLISHMENTS: PROVIDE GENERAL SUPPORT**4c** (Code _____) (Expenses \$ 212,500. including grants of \$ 212,500.) (Revenue \$ _____)SUPPORTED ORGANIZATION: SALVATION ARMY

MISSION: TO PREACH THE GOSPEL OF JESUS CHRIST AND TO MEET HUMAN NEEDS
IN HIS NAME WITHOUT DISCRIMINATION

PROGRAM OBJECTIVE: CURRENT AND LONG-TERM OBJECTIVE IS TO PROVIDE
COMMUNITY AND FELLOWSHIP THROUGH YOUTH CAMPS, TO REBUILD LIVES THROUGH
DISASTER RELIEF, PRISONER REHABILITATION, DRUG AND ALCOHOL
REHABILITATION, AND FIGHT HUMAN TRAFFICKING, AND TO PROVIDE COMFORT AND
SUPPORT THROUGH CHRISTMAS CHARITY, ELDER SERVICES, AND REACHING OUT TO
THE LONELY (LEAGUE OF MERCY).

4d Other program services (Describe in Schedule O)(Expenses \$ 1,693,957. including grants of \$ 1,693,957.) (Revenue \$ _____)**4e** Total program service expenses 2,618,957.

Part IV Checklist of Required Schedules

- 1** Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?
If "Yes," complete Schedule A
- 2** Is the organization required to complete *Schedule B, Schedule of Contributors*?
- 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*
- 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*
- 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*
- 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*
- 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*
- 8** Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*
- 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*
- 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*
- 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*
 - 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*
 - 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*
 - 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*
 - e** Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part 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*
- 12a** Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*
- 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
- 13** Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*
- 14a** Did the organization maintain an office, employees, or agents outside of the United States?
- 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*
- 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*
- 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*
- 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*
- 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*
- 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*
- 20a** Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*
- b** If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	x	
2		x
3		x
4		x
5		x
6		x
7		x
8		x
9		x
10		x
11a	x	
11b		x
11c		x
11d		x
11e	x	
11f		x
12a	x	
12b		x
13		x
14a		x
14b		x
15		x
16		x
17		x
18		x
19		x
20a		x
20b		

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? <i>If "Yes," complete Schedule I, Parts I and II</i>	☒	
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? <i>If "Yes," complete Schedule I, Parts I and III</i>		☒
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? <i>If "Yes," complete Schedule J</i>	☒	
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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		☒
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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? <i>If "Yes," complete Schedule L, Part I</i>		☒
25b 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? <i>If "Yes," complete Schedule L, Part I</i>		☒
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? <i>If "Yes," complete Schedule L, Part II</i>		☒
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? <i>If "Yes," complete Schedule L, Part III</i>		☒
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):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		☒
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		☒
28c 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? <i>If "Yes," complete Schedule L, Part IV</i>		☒
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		☒
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		☒
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		☒
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		☒
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? <i>If "Yes," complete Schedule R, Part I</i>		☒
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		☒
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		☒
35b 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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		☒
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? <i>If "Yes," complete Schedule R, Part VI</i>		☒
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

Form 990 (2012)

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

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

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

Section A. Governing Body and Management

- 1a** Enter the number of voting members of the governing body at the end of the tax year
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.
- 1b** Enter the number of voting members included in line 1a, above, who are independent
- 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?
- 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?
- 4** Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?
- 5** Did the organization become aware during the year of a significant diversion of the organization's assets?
- 6** Did the organization have members or stockholders?
- 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?
- b** Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?
- 8** Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
- a** The governing body?
- b** Each committee with authority to act on behalf of the governing body?
- 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

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

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

- 10a** Did the organization have local chapters, branches, or affiliates?
- 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?
- 11a** Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?
- 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
- b** Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
- c** Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done
- 13** Did the organization have a written whistleblower policy?
- 14** Did the organization have a written document retention and destruction policy?
- 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
- b** Other officers or key employees of the organization
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?
- 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?

	Yes	No
10a		X
10b		
11a	X	
12a	X	
12b	X	
12c	X	
13	X	
14	X	
15a	X	
15b	X	
16a		X
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 ☒ 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: WENDELL W. JUDD - 214-265-0555

8750 N CENTRAL EXPRESSWAY #1720, DALLAS, TX 75231

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Part VII	Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees <i>(continued)</i>
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(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)						(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total								358,600.	0.	0.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								358,600.	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

- 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*
- 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*
- 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*

	Yes	No
3		x
4	x	
5		x

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
MORGAN STANLEY SMITH BARNEY, 300 CRESCENT COURT STE 120, DALLAS, TX 75201	INVESTMENT ADVISORY SERVICES	630,443.
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 ▶		1

Part VIII Statement of RevenueCheck 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				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f					
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)		2,694,032.			2,694,032.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real (ii) Personal				
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other	52,233,637.			
	b Less: cost or other basis and sales expenses		50,209,003.			
	c Gain or (loss)		2,024,634.			
	d Net gain or (loss)		2,024,634.			2,024,634.
	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 MISC INCOME	523000	2,456.			2,456.	
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		2,456.				
12 Total revenue. See instructions.		4,721,122.	0.	0.	4,721,122.	

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	2,618,957.	2,618,957.		
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	358,600.		358,600.	
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	56,228.		56,228.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	26,248.		26,248.	
11 Fees for services (non-employees):				
a Management				
b Legal	6,780.		6,780.	
c Accounting	47,795.		47,795.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
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	8,572.		8,572.	
14 Information technology				
15 Royalties				
16 Occupancy	52,056.		52,056.	
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	30,429.		30,429.	
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 MANAGEMENT FEES	632,247.		632,247.	
b FOREIGN TAXES PAID	53,576.		53,576.	
c INSURANCE	20,070.		20,070.	
d REPAIRS & MAINTENANCE	2,498.		2,498.	
e All other expenses	3,120.		3,120.	
25 Total functional expenses. Add lines 1 through 24e	3,917,176.	2,618,957.	1,298,219.	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 SheetCheck 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		1	
	2 Savings and temporary cash investments	13,552,380.	2	8,845,701.
	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	3,646.	9	3,646.
	10a Land, buildings, and equipment, cost or other basis Complete Part VI of Schedule D	10a 278,911.		
	b Less accumulated depreciation	10b 98,795.	10c 209,871.	180,116.
	11 Investments - publicly traded securities	94,398,712.	11	103,640,267.
	12 Investments - other securities. See Part IV, line 11	131,064.	12	331,924.
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	4,268.	15	4,268.
16 Total assets. Add lines 1 through 15 (must equal line 34)	108,299,941.	16	113,005,922.	
Liabilities	17 Accounts payable and accrued expenses	2,691.	17	
	18 Grants payable	2,592,043.	18	2,590,000.
	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	857,668.	25	80,318.
	26 Total liabilities. Add lines 17 through 25	3,452,402.	26	2,670,318.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	104,847,539.	27	110,335,604.
	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	104,847,539.	33	110,335,604.
34 Total liabilities and net assets/fund balances	108,299,941.	34	113,005,922.	

Form **990** (2012)

Part XI Reconciliation of Net AssetsCheck 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	4,721,122.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,917,176.
3	Revenue less expenses Subtract line 2 from line 1	3	803,946.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	104,847,539.
5	Net unrealized gains (losses) on investments	5	4,684,119.
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	110,335,604.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☒

- 1** Accounting method used to prepare the Form 990 ☐ Cash ☒ 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?
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
☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
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?
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?
- 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

	Yes	No
2a	x	
2b	x	
2c	x	
3a		x
3b		

Form **990** (2012)

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

DAVID M CROWLEY FOUNDATION

Employer identification number

75-2350254

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in 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 monetary support
			Yes	No	Yes	No	Yes	No	
SEE ATTACHMENT A		VARIOUS	☒						850,000.
SEE ATTACHMENT A		VARIOUS		☒					1,768,957.
Total	2								2,618,957.

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

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
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. ► ☐		

Schedule A (Form 990 or 990-EZ) 2012

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 ► ☐

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

2012Open to Public
Inspection

Name of the organization

DAVID M CROWLEY FOUNDATION

Employer identification number

75-2350254

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

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

	Amount
1c	
1d	
1e	
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

- (i) unrelated organizations
 (ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
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		134,446.	30,556.	103,890.
d Equipment		144,465.	68,239.	76,226.
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				180,116.

Schedule D (Form 990) 2012

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) NET UNSETTLED STOCK TRANSACTIONS	39,183.
(3) FOREIGN TAX PAYABLE	1,305.
(4) DEFERRED RENT LIABILITY	31,055.
(5) PAYROLL TAXES PAYABLE	8,775.
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	
	80,318.

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	9,405,242.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	4,684,120.
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	4,684,120.
3	Subtract line 2e from line 1	3	4,721,122.
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	0.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	4,721,122.

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

1	Total expenses and losses per audited financial statements	1	3,917,176.
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	0.
3	Subtract line 2e from line 1	3	3,917,176.
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	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	3,917,176.

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.

[illegible]

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.

GRANTS AWARDED BY THE DAVID M. CROWLEY FOUNDATION ARE MONITORED AND
MANAGED BY ITS BOARD OF DIRECTORS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

DAVID M CROWLEY FOUNDATION

Employer identification number

75-2350254

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|--|---|
| ☐ Compensation committee | ☐ Written employment contract |
| ☐ Independent compensation consultant | ☐ Compensation survey or study |
| ☐ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

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

DAVID M CROWLEY FOUNDATION

Employer identification number

75-2350254

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

PROGRAM ACCOMPLISHMENTS: PROVIDE MEDICAL RESEARCH GRANTS IN THESE

AREAS: BREAST CANCER, PARKINSONS DISEASE, PELVIC REHABILITATION,

PERIPHERAL NERVE AND PAIN MANAGEMENT, SCHIZOPHRENIC RESEARCH PROGRAM,

AND SPINAL CORD INJURY.

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

PROGRAM ACCOMPLISHMENTS: PROVIDE GENERAL SUPPORT

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

ALLOCATIONS TO DESIGNATED ORGANIZATIONS ENABLED THOSE ORGANIZATIONS TO

PROVIDE SOCIAL SERVICES TO CHILDREN AND ECONOMICALLY DEPRIVED

INDIVIDUALS, SCHOLARSHIPS AND OTHER SERVICES COMPLYING WITH 501(C)(3).

EXPENSES \$ 1,693,957. INCLUDING GRANTS OF \$ 1,693,957. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11: A DRAFT COPY OF THE 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

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 B, LINE 15: OFFICER COMPENSATION IS DETERMINED

AND VOTED BY THE INDEPENDENT MEMBERS OF THE BOARD. THE BOARD MEMBERS

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

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization

DAVID M CROWLEY FOUNDATION

Employer identification number

75-2350254

COMPRISING THE OFFICERS OF THE ORGANIZATION ABSTAIN FROM VOTING.

COMPARABILITY DATA VOTED BY THE BOARD WAS PROVIDED BY AN INDEPENDENT

CONSULTANT. THE ABOVE ACTIONS OF THE BOARD ARE MEMORIALIZED IN THE

MINUTES.

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.

FORM 990, PART XII, LINE 2C

THE INDEPENDENT MEMBERS OF THE BOARD ASSUME RESPONSIBILITY FOR

OVERSIGHT OF THE AUDIT AND COMPILATION OF ITS FINANCIAL STATEMENTS AND

SELECTION OF AN INDEPENDENT ACCOUNTANT.

Depreciation and Amortization
(Including Information on Listed Property)

990

2012Attachment
Sequence No **179**

▶ See separate instructions.

▶ Attach to your tax return.

DAVID M CROWLEY FOUNDATION

FORM 990 PAGE 10

75-2350254

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	30,362.
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	674.	5.0	HY	S/L	67.
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	30,429.
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.

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
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						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
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.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
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

DAVID M. CROWLEY FOUNDATION
TAXPAYER ID 75-2350254
2012 FORM 990 ATTACHMENT TO PART VIII LINE 7

REALIZED CAPITAL GAIN LOSS SCHEDULE

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	NET GAIN OR (LOSS)
MSSB 010263	411,776	535,830	(124,054)
MSSB 010517	139,764	81,318	58,446
MSSB 012384	11,981,001	11,456,262	524,739
MSSB 013800	166,924	181,582	(14,658)
MSSB 014254	3,047,861	2,837,905	209,956
MSSB 014254-WASH SALE		(3,224)	3,224
MSSB 014255	2,938,455	2,848,839	89,616
MSSB 014255-WASH SALE		(5,991)	5,991
MSSB 084586	913,178	1,013,002	(99,824)
MSSB 084588	1,598,622	1,258,480	340,142
MSSB 084588-WASH SALE		(607)	607
MSSB 084589	3,049,676	2,262,641	787,035
MSSB 084590	5,849,411	5,898,510	(49,099)
MSSB 084592	18,621,374	18,154,389	466,985
MSSB 084593	1,415,304	1,249,048	166,256
MSSB 084594	1,999,006	2,441,019	(442,013)
CLASS ACTION AND LITIGATION SETTLEMENTS	40,331	-	40,331
MSSB 012384 CAPITAL GAIN DISTRIBUTIONS	2,008		2,008
MSSB 013800 CAPITAL GAIN DISTRIBUTIONS	7,634		7,634
MSSB 014254 CAPITAL GAIN DISTRIBUTIONS	38,209		38,209
MSSB 014255 CAPITAL GAIN DISTRIBUTIONS	962		962
MSSB 084586 CAPITAL GAIN DISTRIBUTIONS	5,207		5,207
MSSB 084592 CAPITAL GAIN DISTRIBUTIONS	6,934		6,934
TOTAL LINE 7, COLUMN (i)	52,233,637	50,209,003	2,024,634
TOTAL LINE 7, COLUMN (ii)	-	-	-
TO FORM 990, PART VIII, LINE 7	52,233,637	50,209,003	2,024,634

DAVID M. CROWLEY FOUNDATION
DECEMBER 31, 2012
75-2350254
ATTACHMENT A

FORM 990
Schedule A, Part 1, line 11(h)

(i) Name of Supported Organization	(ii) EIN	(iii) Type of Organization	(iv) is the organization listed in your governing document?		(vii) Amount of Support
			YES	NO	
DALLAS OPERA	75-6004746	7		X	30,000
DALLAS SYMPHONY	75-1529851	7		X	40,000
DALLAS THEATER CENTER	75-0959992	9		X	50,000
EMPOWERING AFRICAN CHILDREN	20-5607329	9		X	20,000
FAIRHILL SCHOOL	75-1406064	2		x	20,000
FAMILY PLACE, INC	75-1590896	7		X	25,000
GENESIS WOMEN'S SHELTER	75-1881365	7		X	80,000
GIRLS INCORPORATED OF METROPOLITAN DALLAS	75-1305705	7		X	15,000
GREATER DALLAS YOUTH ORCHESTRAS, INC	75-1468956	7		X	20,000
HABITAT FOR HUMANITY	75-2097161	7		X	20,000
HEALING HANDS	65-1259379	7		X	5,000
HIWAY 80 RESCUE MISSION	23-7112088	7		X	5,000
INTERFAITH HOUSING COALITION	75-2028254	7		X	10,000
JUBILEE PARK AND COMMUNITY CENTER	75-2726296	7		X	10,000
LITERACY INSTRUCTION FOR TEXAS (LIFT)	75-1095223	7		X	50,000
MEADOWS SCHOOL OF ARTS-SMU	75-0800689	2		X	30,000
MERCY MINISTRIES OF AMERICA, INC	72-0973419	9		X	5,000
MISSIONAL WISDOM FOUNDATION	27-2278319	9		X	10,000
MUSEUM OF NATURE AND SCIENCE DALLAS	75-6067569	7		X	30,000
OPEN DOOR PRESCHOOL, GRACE UNITED METHODIST CHURCH	75-2397069	2		X	25,000
OUR FRIENDS' PLACE FOR TRANSITIONAL LIVING CENTER	75-2077719	7		X	5,000
OUR LADY OF PERPETUAL HELP SCHOOL	75-0957353	1		X	30,000
PARKLAND FOUNDATION PARKLAND HOSPITAL PEDIATRIC BURN CAMP	75-2089180	7		x	20,000
THE PINES CATHOLIC CAMP	75-2255462	7		X	10,000
SEEING EYE INC	22-1539721	7		X	10,000
SENIOR CITIZENS OF GREATER DALLAS, INC	75-1085555	7		X	10,000
SOUTHWESTERN DIABETIC FOUNDATION	75-6002547	7		X	5,000

DAVID M. CROWLEY FOUNDATION
DECEMBER 31, 2012
75-2350254
ATTACHMENT A

FORM 990
Schedule A, Part 1, line 11(h)

(i) Name of Supported Organization	(ii) EIN	(iii) Type of Organization	(iv) is the organization listed in your governing document?		(vii) Amount of Support
			YES	NO	
SUPPORTED ORGANIZATIONS:					
CATHOLIC CHARITIES OF DALLAS	75-2745221	1	X		212,500
DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION	75-2890923	7	X		100,000
HAPPY HILL CHILDREN'S HOME, INC	51-0236530	2	X		75,000
NORTH TEXAS FOOD BANK	75-1785357	7	X		100,000
SALVATION ARMY	75-0800678	7	X		212,500
URSULINE ACADEMY	75-2789158	2	X		150,000
TOTAL SUPPORTED ORGANIZATIONS					850,000
AGAPE CLINIC OF GRACE UNITED METHODIST CHURCH	14-1847977	3		X	15,000
ALLEY'S HOUSE	75-2699807	7		X	5,000
ASSISTANCE LEAGUE OF GREATER COLLIN COUNTY	75-2663446	7		X	5,000
AVANCE - DALLAS	74-1769114	7		X	5,000
BEA'S KIDS	75-2444659	7		X	10,000
BIG THOUGHT	75-2170035	7		X	15,000
BISHOP DUNNE HIGH SCHOOL	75-2883025	2		X	50,000
BISHOP LYNCH HIGH SCHOOL	75-2819934	2		X	50,000
BRIDGE BREAST CENTER, INC	75-2436606	7		X	10,000
BRIDGE NORTH TEXAS	45-3452817	7		X	50,000
BRUCE FOOTE MEMORIAL SCHOLARSHIP FOUNDATION	75-2811887	7		X	20,000
BRYAN'S HOUSE	75-2801818	7		X	10,000
CHILDREN'S MEDICAL CENTER	75-0800628	3		X	80,000
CISTERCIAN PREPARATORY SCHOOL	75-1087167	2		X	20,000
CITY SQUARE (FORMERLY CENTRAL DALLAS MINISTRIES INC)	75-2332948	7		X	35,000
COMMUNITY PARTNERS OF DALLAS	75-2468034	7		X	30,000
CONTACT CRISIS LINE	75-1285960	9		X	10,000
DALLAS ARBORETUM & BOTANICAL SOCIETY, INC	23-7375815	9		X	35,000
DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION CY AMORTIZATION OF PLEDGE PAYABLE DISCOUNT	75-2890923	7		X	18,957
DALLAS LIFE FOUNDATION	75-2336522	7		X	10,000

DAVID M. CROWLEY FOUNDATION
DECEMBER 31, 2012
75-2350254
ATTACHMENT A

FORM 990
Schedule A, Part 1, line 11(h)

(i) Name of Supported Organization	(ii) EIN	(iii) Type of Organization	(iv) is the organization listed in your governing document?		(vii) Amount of Support
			YES	NO	
SOUTHWESTERN MEDICAL FOUNDATION	75-0945939	7		X	100,000
STARLIGHT STARBRIGHT CHILDREN'S FOUNDATION	95-3802159	7		X	10,000
THE STEWPOT	75-0871727	7		X	25,000
TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN TREASURE STREET	75-0818178	3		X	10,000
UT SOUTHWESTERN MEDICAL CENTER	75-6002868	7		X	500,000
VISITING NURSES ASSOCIATION	75-0800692	7		X	20,000
THE WILKINSON CENTER	75-2712117	7		X	20,000
WILSON FOUNDATION, INC.	75-2729225	7		X	10,000
TOTAL OTHER ORGANIZATIONS					<u>1,768,957</u>
TOTAL CONTRIBUTIONS-SCHEDULE A, PART 1, LINE 11(h)					<u><u>2,618,957</u></u>

DAVID M CROWLEY FOUNDATION
DECEMBER 31, 2012
75-2350254
ATTACHMENT B

FORM 990
Schedule I, Part II

(a) Name and address of organization	(b) EIN	(c) IRC section	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation	(g) Description of non-cash assistance	(h) Purpose of grant assistance
GRANTS & OTHER ASSISTANCE TO GOVERNMENTS AND ORGANIZATIONS IN THE UNITED STATES.							
CATHOLIC CHARITIES OF DALLAS 3725 BLACKBURN ST DALLAS, TX 75219	75-2745221	501(c)(3)	212,500				GENERAL FUND
DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION, INC 2100 ROSS AVENUE SUITE 650 DALLAS, TX 75201	75-2890923	501(c)(3)	100,000				BUILDING FUND
HAPPY HILL CHILDREN'S HOME, INC 3846 NORTH HWY 144 GRANBURY, TX 76048	51-0236530	501(c)(3)	75,000				GENERAL FUND
NORTH TEXAS FOOD BANK 4306 SHILLING WAY DALLAS, TX 75237-1021	75-1785357	501(c)(3)	100,000				GENERAL FUND
SALVATION ARMY 5302 HARRY HINES DALLAS, TX 75235	75-0800678	501(c)(3)	212,500				GENERAL FUND
URSULINE ACADEMY 4900 WALNUT HILL LANE DALLAS, TX 75229-6599	75-2789158	501(c)(3)	150,000				GENERAL FUND
AGAPE CLINIC OF GRACE UNITED METHODIST CHURCH 4105 JUNIUS DALLAS, TX 75246	14-1847977	501(c)(3)	15 000				GENERAL FUND
ALLEY'S HOUSE 4907 SPRING AVE #103 DALLAS, TX 75210	75-2699807	501(c)(3)	5,000				GENERAL FUND
ASSISTANCE LEAGUE OF GREATER COLLIN COUNTY 2300 COIT ROAD #350 PLANO, TX 75075	75-2663446	501(c)(3)	5,000				GENERAL FUND
AVANCE - DALLAS 2816 SWISS AVENUE DALLAS TX 75204	74-1769114	501(c)(3)	5 000				GENERAL FUND
BEA'S KIDS 1925 E BELTLINE ROAD, #518 CARROLLTON, TX 75006	75-2444659	501(c)(3)	10,000				GENERAL FUND
BIG THOUGHT 2501 OAK LAWN AVENUE, SUITE 550 DALLAS TX 75219	75-2170035	501(c)(3)	15 000				GENERAL FUND
BISHOP DUNNE HIGH SCHOOL 3900 RUGGED DRIVE DALLAS, TX 75224	75-2883025	501(c)(3)	50 000				DAVID M CROWLEY SCHOLARSHIP FUND
BISHOP LYNCH HIGH SCHOOL 9750 FERGUSON ROAD DALLAS TX 75228	75-2819934	501(c)(3)	50,000				DAVID M CROWLEY SCHOLARSHIP FUND
BRIDGE BREAST CENTER, INC 3600 GASTON AVENUE #401 DALLAS TX 75246	75-2436606	501(c)(3)	10 000				GENERAL FUND
BRIDGE NORTH TEXAS 1818 CORSICANA ST DALLAS, TEXAS 75201	45-3452817	501(c)(3)	50,000				GENERAL FUND
BRUCE FOOTE MEMORIAL SCHOLARSHIP FOUNDATION 6611 HILLCREST AVENUE, SUITE 433 DALLAS, TX 75205-0130	75-2811887	501(c)(3)	20,000				SCHOLARSHIP FUND
BRYAN'S HOUSE P O BOX 35868	75-2801818	501(c)(3)	10,000				GENERAL FUND

DAVID M CROWLEY FOUNDATION
DECEMBER 31, 2012
75-2350254
ATTACHMENT B

FORM 990
Schedule I, Part II

(a) Name and address of organization	(b) EIN	(c) IRC section	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation	(g) Description of non-cash assistance	(h) Purpose of grant assistance
DALLAS TX 75235							
CHILDREN'S MEDICAL CENTER 2777 STEMMONS FREEWAY, SUITE 1025 DALLAS, TX 75207	75-0800628	501(c)(3)	80,000				GENERAL FUND
CISTERCIAN PREPARATORY SCHOOL 3660 CISTERCIAN RD IRVING TX 75039	75-1087167	501(c)(3)	20,000				GENERAL FUND
CITY SQUARE (FORMERLY CENTRAL DALLAS MINISTRIES, INC) 511 N AKARD ST DALLAS, TX 75201	75-2332948	501(c)(3)	35 000				GENERAL FUND
COMMUNITY PARTNERS OF DALLAS 2355 STEMMONS FRWY DALLAS TX 75207	75-2468034	501(c)(3)	30,000				GENERAL FUND
CONTACT CRISIS LINE P O BOX 800742 DALLAS, TX 75380	75-1285960	501(c)(3)	10,000				GENERAL FUND
DALLAS ARBORETUM & BOTANICAL SOCIETY, INC 8617 GARLAND ROAD DALLAS, TX 75218	23-7375815	501(c)(3)	35 000				CHILDREN'S PROGRAM AND GARDEN
DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION, INC 2100 ROSS AVENUE, SUITE 650 DALLAS, TX 75201	75-2890923	501(c)(3)	18,957				BUILDING FUND
DALLAS LIFE FOUNDATION P O BOX 130116 DALLAS, TX 75221	75-2336522	501(c)(3)	10,000				GENERAL FUND
DALLAS OPERA 8350 N CENTRAL EXPWY, SUITE 210 LB1-11 DALLAS TX 75206	75-6004746	501(c)(3)	30,000				GENERAL FUND
DALLAS SYMPHONY ASSOCIATION SCHLEGEL ADMINISTRATIVE SUITES 2301 FLORA STREET DALLAS, TX 75201	75-1529851	501(c)(3)	40,000				GENERAL FUND
DALLAS THEATER CENTER 2400 FLORA ST 8TH FLOOR DALLAS, TX 75201	75-0959992	501(c)(3)	50,000				GENERAL FUND
EMPOWERING AFRICAN CHILDREN P O BOX 141226 DALLAS, TX 75214	20-5607329	501(c)(3)	20,000				GENERAL FUND
FAIRHILL SCHOOL 16150 PRESTON ROAD DALLAS TX 75248-3558	75-1406064	501(c)(3)	20 000				TECHNOLOGY PROGRAM
FAMILY PLACE, INC P O BOX 7999 DALLAS TX 75209-9998	75-1590896	501(c)(3)	25,000				GENERAL FUND
GENESIS WOMEN'S SHELTER DRAWER G DALLAS, TX 75208	75-1881365	501(c)(3)	80,000				GENERAL FUND
GIRLS INCORPORATED OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DRIVE DALLAS TX 75235	75-1305705	501(c)(3)	15,000				GENERAL FUND
GREATER DALLAS YOUTH ORCHESTRAS, INC 3630 HARRY HINES BLVD DALLAS TX 75219	75-1468956	501(c)(3)	20,000				GENERAL FUND
HABITAT FOR HUMANITY P O BOX 720490	75-2097161	501(c)(3)	20,000				GENERAL FUND

DAVID M CROWLEY FOUNDATION
DECEMBER 31, 2012
75-2350254
ATTACHMENT B

FORM 990
Schedule I, Part II

1(a) Name and address of organization	(b) EIN	(c) IRC section	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation	(g) Description of non-cash assistance	(h) Purpose of grant assistance
DALLAS, TX 75372							
HEALING HANDS MINISTRY, INC P O BOX 741524 DALLAS, TX 75374-1524	65-1259379	501(c)(3)	5 000				GENERAL FUND
HIWAY 80 RESCUE MISSION P O BOX 3223 LONGVIEW, TX 75606-3223	23-7112088	501(c)(3)	5,000				GENERAL FUND
INTERFAITH HOUSING COALITION P O BOX 720206 DALLAS, TX 75372	75-2028254	501(c)(3)	10,000				GENERAL FUND
JUBILEE PARK AND COMMUNITY CENTER 907 BANK STREET DALLAS, TX 75223	75-2726296	501(c)(3)	10,000				GENERAL FUND
LITERACY INSTRUCTION FOR TEXAS (LIFT) 2121 MAIN STREET, SUITE 100 DALLAS TX 75201	75-1095223	501(c)(3)	50,000				GENERAL FUND
MEADOWS SCHOOL OF ARTS-SMU P O BOX 750233 DALLAS, TX 75275-0233	75-0800689	501(c)(3)	30,000				MARCIEM BAZELL OPERA PROJECT
MERCY MINISTRIES OF AMERICA, INC P O BOX 111060 NASHVILLE, TN 37222-1060	72-0973419	501(c)(3)	5,000				GENERAL FUND
MISSIONAL WISDOM FOUNDATION 185 S WHITE CHAPEL BLVD SOUTHLAKE, TX 76092	27-2278319	501(c)(3)	10 000				GENERAL FUND
MUSEUM OF NATURE AND SCIENCE DALLAS P O BOX 150349 DALLAS, TX 75315	75-6067569	501(c)(3)	30 000				EARLY CHILDHOOD EDUCATION CLASSROOM CONSTRUCTION FUND
OPEN DOOR PRESCHOOL, GRACE UNITED METHODIST CHURCH 4105 JUNIUS STREET DALLAS, TX 75246	75-2397069	501(c)(3)	25,000				SCHOLARSHIP FUND
OUR FRIENDS PLACE FOR TRANSITIONAL LIVING CENTER 2501 OAK LAWN SUITE 500 DALLAS, TX 75219	75-2077719	501(c)(3)	5 000				GENERAL FUND
OUR LADY OF PERPETUAL HELP SCHOOL 7625 CORTLAND AVENUE DALLAS, TX 75235	75-0957353	501(c)(3)	30,000				GENERAL FUND
PARKLAND FOUNDATION 2777 N STEMMONS FREEWAY DALLAS, TX 75207	75-2089180	501(c)(3)	20,000				PEDIATRIC BURN CAMP
THE PINES CATHOLIC CAMP 1124 COMMERCE DRIVE RICHARDSON, TX 75081	75-2255462	501(c)(3)	10,000				GENERAL FUND
SEEING EYE INC P O BOX 375 MORRISTOWN, NJ 07963-0375	22-1539721	501(c)(3)	10,000				DAVID M CROWLEY PUPPY SCHOLARSHIP FUND
SENIOR CITIZENS OF GREATER DALLAS, INC 1215 SKILES DALLAS, TX 75204	75-1085555	501(c)(3)	10,000				GENERAL FUND
SOUTHWESTERN DIABETIC FOUNDATION P O BOX 918 GAINESVILLE, TX 76241	75-6002547	501(c)(3)	5,000				CAMP SWEENEY
SOUTHWESTERN MEDICAL FOUNDATION 3963 MAPLE AVENUE, NO 100 DALLAS, TX 75219	75-0945939	501(c)(3)	100,000				GRANT - THE CLEMENTS UNIVERSITY HOSPITAL

DAVID M. CROWLEY FOUNDATION
DECEMBER 31, 2012
75-2350254
ATTACHMENT B

FORM 990
Schedule I, Part II

1(a) Name and address of organization	(b) EIN	(c) IRC section	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation	(g) Description of non-cash assistance	(h) Purpose of grant assistance
STARLIGHT STARBRIGHT CHILDREN'S FOUNDATION 5757 WILSHIRE BLVD STE M-100 LOS ANGELES, CA 90036	95-3802159	501(c)(3)	10,000				GENERAL FUND
THE STEWPOT 408 PARK AVENUE DALLAS, TX 75201	75-0871727	501(c)(3)	25,000				GENERAL FUND
TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN 2222 WELBORN ST DALLAS, TX 75219-3924	75-0818178	501(c)(3)	10,000				TREASURE STREET
UT SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD DALLAS, TX 75390-9002	75-6002868	501(c)(3)	500,000				BREAST CANCER PARKINSONS DISEASE PERIPHERAL NERVE AND PAIN MANAGEMENT NEUROLOGY PATHOLOGY AND CANCER AND SCHIZOPHRENIC RESEARCH, SPINAL CORD INJURY LAB
VISITING NURSES ASSOCIATION 1440 MOCKINGBIRD LANE, #500 DALLAS, TX 75247	75-0800692	501(c)(3)	20,000				MEALS ON WHEELS CHILD & MATERNAL SERVICES
THE WILKINSON CENTER P O BOX 720248 DALLAS, TX 75372	75-2712117	501(c)(3)	20,000				GENERAL FUND
WILSON FOUNDATION, INC 3811 TURTLE CREEK BLVD DALLAS, TX 75219-4402	75-2729225	501(c)(3)	10,000				GENERAL FUND
TOTAL CONTRIBUTIONS-SCHEDULE I, PART II			<u>2,618,957</u>				

Realized Gain/Loss for Account(s) 293 084590

ymbo	Name	Quantity	Acquired Date	Period	Sale Date	Total Cost	Adjusted Cost	Proceeds	Gain / Loss	Adjusted Gain / Loss
	GNMA POOL 781618 6 1/2 11-15-32	3,375 350	5/31/2006	Long	12/15/2012	3,447 08	3,447 08	3,375 35	(71 73)	(71 73)
	GNMA POOL 782106 6 1/2 7-15-36	9,272.120	9/8/2006	Long	1/15/2012	9,511 17	9,511 17	9,272 12	(239 05)	(239 05)
	GNMA POOL 782106 6 1/2 7-15-36	11,117 360	9/8/2006	Long	2/15/2012	11,403 98	11,403 98	11,117 36	(286 62)	(286 62)
	GNMA POOL 782106 6 1/2 7-15-36	3,685 750	9/8/2006	Long	3/15/2012	3,780 77	3,780 77	3,685 75	(95 02)	(95 02)
	GNMA POOL 782106 6 1/2 7-15-36	13,804.740	9/8/2006	Long	4/15/2012	14,160 64	14,160 64	13,804 74	(355 90)	(355 90)
	GNMA POOL 782106 6 1/2 7-15-36	7,773 320	9/8/2006	Long	5/15/2012	7,973 73	7,973 73	7,773 32	(200 41)	(200 41)
	GNMA POOL 782106 6 1/2 7-15-36	2,905.000	9/8/2006	Long	6/15/2012	2,979 89	2,979 89	2,905 00	(74 89)	(74 89)
	GNMA POOL 782106 6 1/2 7-15-36	6,274 880	9/8/2006	Long	7/15/2012	6,436 65	6,436 65	6,274 88	(161 77)	(161 77)
	GNMA POOL 782106 6 1/2 7-15-36	3,438 590	9/8/2006	Long	8/15/2012	3,527 24	3,527 24	3,438 59	(88 65)	(88 65)
	GNMA POOL 782106 6 1/2 7-15-36	6,424 000	9/8/2006	Long	9/15/2012	6,589 62	6,589 62	6,424 00	(165 62)	(165 62)
	GNMA POOL 782106 6 1/2 7-15-36	7,603 600	9/8/2006	Long	10/15/2012	7,799 63	7,799 63	7,603 60	(196 03)	(196 03)
	GNMA POOL 782106 6 1/2 7-15-36	7,059 700	9/8/2006	Long	11/15/2012	7,241 71	7,241 71	7,059 70	(182 01)	(182 01)
	GNMA POOL 782106 6 1/2 7-15-36	6,454.250	9/8/2006	Long	12/15/2012	6,620 65	6,620 65	6,454 25	(166 40)	(166 40)
	GNMA POOL 782109 5 000 12-15-33	7,952 620	1/28/2009	Long	1/15/2012	8,178 77	8,178 77	7,952 62	(226 15)	(226 15)
	GNMA POOL 782109 5 000 12-15-33	9,160 960	1/28/2009	Long	2/15/2012	9,421 47	9,421 47	9,160 96	(260 51)	(260 51)
	GNMA POOL 782109 5 000 12-15-33	7,990 080	1/28/2009	Long	3/15/2012	8,217 30	8,217 30	7,990 08	(227 22)	(227 22)
	GNMA POOL 782109 5 000 12-15-33	9,765.400	1/28/2009	Long	4/15/2012	10,043 10	10,043 10	9,765 40	(277 70)	(277 70)
	GNMA POOL 782109 5 000 12-15-33	12,368 350	1/28/2009	Long	5/15/2012	12,720 07	12,720 07	12,368 35	(351 72)	(351 72)
	GNMA POOL 782109 5 000 12-15-33	9,400.190	1/28/2009	Long	6/15/2012	9,667 51	9,667 51	9,400 19	(267 32)	(267 32)
	GNMA POOL 782109 5 000 12-15-33	7,496 670	1/28/2009	Long	7/15/2012	7,709 86	7,709 86	7,496 67	(213 19)	(213 19)
	GNMA POOL 782109 5 000 12-15-33	9,987 580	1/28/2009	Long	8/15/2012	10,271 60	10,271 60	9,987 58	(284 02)	(284 02)
	GNMA POOL 782109 5 000 12-15-33	6,859.930	1/28/2009	Long	9/15/2012	7,055 01	7,055 01	6,859 93	(195 08)	(195 08)
	GNMA POOL 782109 5 000 12-15-33	10,739.780	1/28/2009	Long	10/15/2012	11,045 19	11,045 19	10,739 78	(305 41)	(305 41)
	GNMA POOL 782109 5 000 12-15-33	7,945 720	1/28/2009	Long	11/15/2012	8,171 68	8,171 68	7,945 72	(225.96)	(225 96)
	GNMA POOL 782109 5 000 12-15-33	6,980 020	1/28/2009	Long	12/15/2012	7,178 51	7,178 51	6,980.02	(198 49)	(198 49)
	US TSY NOTE 1 7/8 6-15-12	500,000 000	8/17/2009	Long	1/26/2012	505,763.50	500,793 52	503,435 83	(2,327 67)	2,642 31
	US TSY NOTE 1 7/8 6-15-12	600,000 000	8/17/2009	Long	6/13/2012	606,916 20	600,000 00	600,000 00	(6,916 20)	-
	US TSY NOTE 1 7/8 6-15-12	500,000 000	1/15/2010	Long	6/13/2012	509,044 64	500,000 00	500,000 00	(9,044 64)	-
	US TSY NOTE 1 7/8 6-15-12	2,700,000 000	8/16/2010	Long	6/13/2012	2,769,619 50	2,700,000 00	2,700,000 00	(69,619 50)	-
						5,989,060 34	5,898,510 02	5,849,411 17	(139,649 17)	(49,098 85)
Total Short and Long Term, Covered and Noncovered Securities						5,989,060.34	5,898,510.02	5,849,411.17	(139,649.17)	(49,098.85)
Shor	0.00									
Lon	-49098.85									

Non-covered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS

A - Information for this transaction reflects your requested adjustments to existing Morgan Stanley & Co. LLC trade history

M - Options exercise and assignments include options premiums when determining the realized gain and loss

The Estimated Gain and Loss information is provided for informational purposes only and may not be relied upon in making any tax, accounting or regulatory filing or report. We recommend that you contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return. This Estimated Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form) and should not be filed with your taxes. The Total Cost, Unit Cost and Proceeds of eligible equity and options transactions with Choice SelectSM pricing do not include commissions paid on your purchases or sales and therefore may not equal the acquisition price or principal amount of the sale. Cost basis adjustments for Choice Select Eligible Trades will be reflected in the account shortly after the calendar month-end. The figures should be independently verified. Estimated Gain and Loss information does not take into account a taxpayer's particular circumstances such as the existence of hedging transactions, constructive sales or marked-to-market pricing adjustments on certain options held at year-end. Please note that although Morgan Stanley Smith Barney LLC makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events, including amortization of non-municipal bond premiums, exercise of unlisted stock options, securities deemed to have been

For securities not purchased through Morgan Stanley Smith Barney LLC, for example, securities purchased elsewhere and later transferred to it, any data included in the Estimated Gain and Loss information has been provided either by you or another financial institution. Whether provided by you, another financial institution or Morgan Stanley Smith Barney LLC, it is your responsibility to ensure the accuracy of all of the Estimated Gain and Loss information. Please contact your Financial Advisor with any questions or to correct any

For Managed Futures and alternative investments, there are likely to be restrictions on redemptions, please see applicable offering document

DAVID M. CROWLEY FOUNDATION
TAXPAYER ID 75-2350254
2012 FORM 990 ATTACHMENT TO PART VIII LINE 7

Realized Gain/Loss for Account(s) 293 084590

Symbol	Name	Quantity	Acquired Date	Period	Sale Date	Total Cost	Adjusted Cost	Proceeds	Gain / Loss	Adjusted Gain / Loss
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With respect to estimated gains and losses for listed equity options, Morgan Stanley Smith Barney has taken into account option premiums paid or received and, in respect to multiple purchases and/or sales, calculated cost using an average unit price for all like positions. Morgan Stanley Smith Barney has made calculations using what appear to be off-setting positions, no assurance can be given that these positions are intended to off-set each other or that they are not intended to off-set other securities positions, in which case the analysis may be different. Morgan Stanley Smith Barney has obtained pricing information from independent sources it believes to be reliable. No assurance can be given that the

Important Notice Regarding Pricing of Auction Rate Securities

The following message applies only to holders of Auction Rate Securities. Depending on your current holdings, this message may/may not be applicable to you.

Due to recent market conditions, certain Auction Rate Securities are experiencing no or limited liquidity. Therefore, the price(s) for any Auction Rate Securities shown on ClientServ may not reflect the price(s) you would receive upon a sale at auction or in a secondary market transaction. There can be no assurance that a successful auction will occur or that a secondary market exists or will develop for a particular security. The prices of any Auction Rate Securities on ClientServ are derived from various sources, and may differ from prices provided to Morgan Stanley Smith Barney by outside pricing services and/or from Morgan Stanley Smith Barney's own internal bookkeeping valuations. Please contact your Financial

Realized Gain/Loss for Account(s) 293 084592 as of 4/29/2013 11.55.47 AM

Name	Quantity	Acquired Date	Period	Sale Date	Total Cost	Adjusted Cost	Proceeds	Gain / Loss	Adjusted Gain / Loss
GNMA POOL 323174 8 1/2 7-15-22	114.100	7/22/1998	Long	7/15/2012	121.23	121.23	114.10	(7.13)	(7.13)
GNMA POOL 323174 8 1/2 7-15-22	47.080	7/22/1998	Long	8/15/2012	50.02	50.02	47.08	(2.94)	(2.94)
GNMA POOL 323174 8 1/2 7-15-22	47.440	7/22/1998	Long	9/15/2012	50.41	50.41	47.44	(2.97)	(2.97)
GNMA POOL 323174 8 1/2 7-15-22	47.800	7/22/1998	Long	10/15/2012	50.79	50.79	47.80	(2.99)	(2.99)
GNMA POOL 323174 8 1/2 7-15-22	48.160	7/22/1998	Long	11/15/2012	51.17	51.17	48.16	(3.01)	(3.01)
GNMA POOL 323174 8 1/2 7-15-22	48.520	7/22/1998	Long	12/15/2012	51.55	51.55	48.52	(3.03)	(3.03)
GNMA POOL 354723 7.000 12-15-23	50.800	1/26/1999	Long	1/15/2012	52.45	52.45	50.80	(1.65)	(1.65)
GNMA POOL 354723 7.000 12-15-23	52.530	1/26/1999	Long	2/15/2012	54.24	54.24	52.53	(1.71)	(1.71)
GNMA POOL 354723 7.000 12-15-23	69.680	1/26/1999	Long	3/15/2012	71.94	71.94	69.68	(2.26)	(2.26)
GNMA POOL 354723 7.000 12-15-23	50.330	1/26/1999	Long	4/15/2012	51.97	51.97	50.33	(1.64)	(1.64)
GNMA POOL 354723 7.000 12-15-23	67.660	1/26/1999	Long	5/15/2012	69.86	69.86	67.66	(2.20)	(2.20)
GNMA POOL 354723 7.000 12-15-23	54.840	1/26/1999	Long	6/15/2012	56.62	56.62	54.84	(1.78)	(1.78)
GNMA POOL 354723 7.000 12-15-23	62.930	1/26/1999	Long	7/15/2012	64.98	64.98	62.93	(2.05)	(2.05)
GNMA POOL 354723 7.000 12-15-23	62.250	1/26/1999	Long	8/15/2012	64.27	64.27	62.25	(2.02)	(2.02)
GNMA POOL 354723 7.000 12-15-23	427.980	1/26/1999	Long	9/15/2012	441.89	441.89	427.98	(13.91)	(13.91)
GNMA POOL 354723 7.000 12-15-23	54.800	1/26/1999	Long	10/15/2012	56.58	56.58	54.80	(1.78)	(1.78)
GNMA POOL 354723 7.000 12-15-23	55.490	1/26/1999	Long	11/15/2012	57.29	57.29	55.49	(1.80)	(1.80)
GNMA POOL 354723 7.000 12-15-23	55.870	1/26/1999	Long	12/15/2012	57.69	57.69	55.87	(1.82)	(1.82)
GNMA POOL 423866 8 1/2 6-15-26	6.630	9/8/1997	Long	1/15/2012	6.93	6.93	6.63	(0.30)	(0.30)
GNMA POOL 423866 8 1/2 6-15-26	6.660	9/8/1997	Long	2/15/2012	6.96	6.96	6.66	(0.30)	(0.30)
GNMA POOL 423866 8 1/2 6-15-26	6.710	9/8/1997	Long	3/15/2012	7.01	7.01	6.71	(0.30)	(0.30)
GNMA POOL 423866 8 1/2 6-15-26	7.160	9/8/1997	Long	4/15/2012	7.48	7.48	7.16	(0.32)	(0.32)
GNMA POOL 423866 8 1/2 6-15-26	6.810	9/8/1997	Long	5/15/2012	7.12	7.12	6.81	(0.31)	(0.31)
GNMA POOL 423866 8 1/2 6-15-26	7.030	9/8/1997	Long	6/15/2012	7.35	7.35	7.03	(0.32)	(0.32)
GNMA POOL 423866 8 1/2 6-15-26	6.920	9/8/1997	Long	7/15/2012	7.23	7.23	6.92	(0.31)	(0.31)
GNMA POOL 423866 8 1/2 6-15-26	6.980	9/8/1997	Long	8/15/2012	7.30	7.30	6.98	(0.32)	(0.32)
GNMA POOL 423866 8 1/2 6-15-26	7.020	9/8/1997	Long	9/15/2012	7.34	7.34	7.02	(0.32)	(0.32)
GNMA POOL 423866 8 1/2 6-15-26	7.070	9/8/1997	Long	10/15/2012	7.39	7.39	7.07	(0.32)	(0.32)
GNMA POOL 423866 8 1/2 6-15-26	7.130	9/8/1997	Long	11/15/2012	7.45	7.45	7.13	(0.32)	(0.32)
GNMA POOL 423866 8 1/2 6-15-26	7.190	9/8/1997	Long	12/15/2012	7.52	7.52	7.19	(0.33)	(0.33)
GNMA POOL 423944 8.000 10-15-26	12.180	4/27/1997	Long	1/15/2012	12.37	12.37	12.18	(0.19)	(0.19)
GNMA POOL 423944 8.000 10-15-26	11.870	4/27/1997	Long	2/15/2012	12.06	12.06	11.87	(0.19)	(0.19)
GNMA POOL 423944 8.000 10-15-26	12.340	4/27/1997	Long	3/15/2012	12.53	12.53	12.34	(0.19)	(0.19)
GNMA POOL 423944 8.000 10-15-26	12.200	4/27/1997	Long	4/15/2012	12.39	12.39	12.20	(0.19)	(0.19)
GNMA POOL 423944 8.000 10-15-26	12.420	4/27/1997	Long	5/15/2012	12.61	12.61	12.42	(0.19)	(0.19)
GNMA POOL 423944 8.000 10-15-26	14.920	4/27/1997	Long	6/15/2012	15.15	15.15	14.92	(0.23)	(0.23)
GNMA POOL 423944 8.000 10-15-26	12.750	4/27/1997	Long	7/15/2012	12.95	12.95	12.75	(0.20)	(0.20)
GNMA POOL 423944 8.000 10-15-26	13.020	4/27/1997	Long	8/15/2012	13.22	13.22	13.02	(0.20)	(0.20)
GNMA POOL 423944 8.000 10-15-26	12.880	4/27/1997	Long	9/15/2012	13.08	13.08	12.88	(0.20)	(0.20)
GNMA POOL 423944 8.000 10-15-26	13.200	4/27/1997	Long	10/15/2012	13.41	13.41	13.20	(0.21)	(0.21)
GNMA POOL 423944 8.000 10-15-26	15.900	4/27/1997	Long	11/15/2012	16.15	16.15	15.90	(0.25)	(0.25)
GNMA POOL 423944 8.000 10-15-26	21.590	4/27/1997	Long	12/15/2012	21.93	21.93	21.59	(0.34)	(0.34)
GNMA POOL 425439 8 1/2 6-15-26	1.210	9/8/1997	Long	1/15/2012	1.26	1.26	1.21	(0.05)	(0.05)
GNMA POOL 425439 8 1/2 6-15-26	1.210	9/8/1997	Long	2/15/2012	1.26	1.26	1.21	(0.05)	(0.05)
GNMA POOL 425439 8 1/2 6-15-26	1.220	9/8/1997	Long	3/15/2012	1.28	1.28	1.22	(0.06)	(0.06)
GNMA POOL 425439 8 1/2 6-15-26	1.230	9/8/1997	Long	4/15/2012	1.29	1.29	1.23	(0.06)	(0.06)
GNMA POOL 425439 8 1/2 6-15-26	1.240	9/8/1997	Long	5/15/2012	1.30	1.30	1.24	(0.06)	(0.06)
GNMA POOL 425439 8 1/2 6-15-26	1.730	9/8/1997	Long	6/15/2012	1.81	1.81	1.73	(0.08)	(0.08)
GNMA POOL 425439 8 1/2 6-15-26	1.260	9/8/1997	Long	7/15/2012	1.32	1.32	1.26	(0.06)	(0.06)
GNMA POOL 425439 8 1/2 6-15-26	1.270	9/8/1997	Long	8/15/2012	1.33	1.33	1.27	(0.06)	(0.06)
GNMA POOL 425439 8 1/2 6-15-26	1.280	9/8/1997	Long	9/15/2012	1.34	1.34	1.28	(0.06)	(0.06)
GNMA POOL 425439 8 1/2 6-15-26	1.290	9/8/1997	Long	10/15/2012	1.35	1.35	1.29	(0.06)	(0.06)
GNMA POOL 425439 8 1/2 6-15-26	1.300	9/8/1997	Long	11/15/2012	1.36	1.36	1.30	(0.06)	(0.06)
GNMA POOL 425439 8 1/2 6-15-26	1.310	9/8/1997	Long	12/15/2012	1.37	1.37	1.31	(0.06)	(0.06)
GNMA POOL 426261 8 1/2 8-15-27	6.710	9/8/1997	Long	1/15/2012	7.01	7.01	6.71	(0.30)	(0.30)
GNMA POOL 426261 8 1/2 8-15-27	5.310	9/8/1997	Long	2/15/2012	5.55	5.55	5.31	(0.24)	(0.24)
GNMA POOL 426261 8 1/2 8-15-27	5.350	9/8/1997	Long	3/15/2012	5.59	5.59	5.35	(0.24)	(0.24)
GNMA POOL 426261 8 1/2 8-15-27	5.390	9/8/1997	Long	4/15/2012	5.63	5.63	5.39	(0.24)	(0.24)
GNMA POOL 426261 8 1/2 8-15-27	5.430	9/8/1997	Long	5/15/2012	5.68	5.68	5.43	(0.25)	(0.25)
GNMA POOL 426261 8 1/2 8-15-27	5.470	9/8/1997	Long	6/15/2012	5.72	5.72	5.47	(0.25)	(0.25)
GNMA POOL 426261 8 1/2 8-15-27	5.510	9/8/1997	Long	7/15/2012	5.76	5.76	5.51	(0.25)	(0.25)
GNMA POOL 426261 8 1/2 8-15-27	5.560	9/8/1997	Long	8/15/2012	5.81	5.81	5.56	(0.25)	(0.25)
GNMA POOL 426261 8 1/2 8-15-27	5.600	9/8/1997	Long	9/15/2012	5.85	5.85	5.60	(0.25)	(0.25)
GNMA POOL 426261 8 1/2 8-15-27	5.640	9/8/1997	Long	10/15/2012	5.90	5.90	5.64	(0.26)	(0.26)
GNMA POOL 426261 8 1/2 8-15-27	5.680	9/8/1997	Long	11/15/2012	5.94	5.94	5.68	(0.26)	(0.26)
GNMA POOL 426261 8 1/2 8-15-27	5.720	9/8/1997	Long	12/15/2012	5.98	5.98	5.72	(0.26)	(0.26)
GNMA POOL 486631 6 1/2 10-15-28	4.580	5/15/2002	Long	1/15/2012	4.66	4.66	4.58	(0.08)	(0.08)
GNMA POOL 486631 6 1/2 10-15-28	5.580	5/15/2002	Long	2/15/2012	5.68	5.68	5.58	(0.10)	(0.10)
GNMA POOL 486631 6 1/2 10-15-28	6.030	5/15/2002	Long	3/15/2012	6.14	6.14	6.03	(0.11)	(0.11)
GNMA POOL 486631 6 1/2 10-15-28	73.350	5/15/2002	Long	4/15/2012	74.66	74.66	73.35	(1.31)	(1.31)
GNMA POOL 486631 6 1/2 10-15-28	61.020	5/15/2002	Long	5/15/2012	62.11	62.11	61.02	(1.09)	(1.09)
GNMA POOL 486631 6 1/2 10-15-28	4.990	5/15/2002	Long	6/15/2012	5.08	5.08	4.99	(0.09)	(0.09)

Realized Gain/Loss for Account(s) 293 084592 as of 4/29/2013 11 55 47 AM

Name	Quantity	Acquired Date	Period	Sale Date	Total Cost	Adjusted Cost	Proceeds	Gain / Loss	Adjusted Gain / Loss
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The Estimated Gain and Loss information is provided for informational purposes only and may not be relied upon in making any tax, accounting or regulatory filing or report. We recommend that you contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return. This Estimated Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form) and should not be filed with your taxes. The Total Cost, Unit Cost and Proceeds of eligible equity and options transactions with Choice SelectSM pricing do not include commissions paid on your purchases or sales and therefore may not equal the acquisition price or principal amount of the sale. Cost basis adjustments for Choice Select Eligible Trades will be reflected in the account shortly after the calendar month-end. The figures should be independently verified. Estimated Gain and Loss information does not take into account a taxpayer's particular circumstances such as the existence of hedging transactions, constructive sales or marked-to-market pricing adjustments on certain options held at year-end. Please note that although Morgan Stanley Smith Barney LLC makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events, including amortization of non-municipal bond premiums, exercise of unlisted stock options, securities deemed to have been sold and

For securities not purchased through Morgan Stanley Smith Barney LLC, for example, securities purchased elsewhere and later transferred to it, any data included in the Estimated Gain and Loss information has been provided either by you or another financial institution. Whether provided by you, another financial institution or Morgan Stanley Smith Barney LLC, it is your responsibility to ensure the accuracy of all of the Estimated Gain and Loss information. Please contact your Financial Advisor with any questions or to correct any information.

For Managed Futures and alternative investments, there are likely to be restrictions on redemptions, please see applicable offering document.

With respect to estimated gains and losses for listed equity options, Morgan Stanley Smith Barney has taken into account option premiums paid or received and, in respect to multiple purchases and/or sales, calculated cost using an average unit price for all like positions. Morgan Stanley Smith Barney has made calculations using what appear to be off-setting positions, no assurance can be given that these positions are intended to off-set each other or that they are not intended to off-set other securities positions, in which case the analysis may be different. Morgan Stanley Smith Barney has obtained pricing information from independent sources it believes to be reliable. No assurance can be given that the values given are accurate. Values are subject to change and are as of a given point in time only. Past performance does

Important Notice Regarding Pricing of Auction Rate Securities

The following message applies only to holders of Auction Rate Securities. Depending on your current holdings, this message may/may not be applicable to you.

Due to recent market conditions, certain Auction Rate Securities are experiencing no or limited liquidity. Therefore, the price(s) for any Auction Rate Securities shown on ClientServ may not reflect the price(s) you would receive upon a sale at auction or in a secondary market transaction. There can be no assurance that a successful auction will occur or that a secondary market exists or will develop for a particular security. The prices of any Auction Rate Securities on ClientServ are derived from various sources, and may differ from prices provided to Morgan Stanley Smith Barney by outside pricing services and/or from Morgan Stanley Smith Barney's own internal bookkeeping valuations. Please contact your Financial Advisor for more information about current conditions in the Auction Rate Securities market.

Realized Gain/Loss for Account(s) 293 084586

Symbol	Name	Quantity	Acquired Date	Period	Sale Date	Total Cost	Adjusted Cost	Proceeds	Gain / Loss	Covered Indicator
ACM	AECOM TECHNOLOGY CORP	2,232 000	6/10/2011	Short	6/7/2012	61,252 33	61,252 33	35,297 39	(25,954 94)	C
ACM	AECOM TECHNOLOGY CORP	527 000	8/25/2011	Short	6/7/2012	10,923 18	10,923 18	8,334 11	(2,589.07)	C
EP	EL PASO CORPORATION	3,107 000	9/22/2011	Short	1/25/2012	55,062 88	55,062.88	83,126 81	28,063 93	C
EXC	EXELON CORP	0 850	10/7/2011	Short	3/16/2012	34 14	34 14	33.03	(1 11)	C
UPL	ULTRA PETROLEUM CORP	1,406 000	8/29/2012	Short	10/4/2012	29,062 44	29,062 44	30,822 76	1,760 32	C
WFT	WEATHERFORD INTERNATIONAL LTD	43 000	2/3/2011	Short	1/4/2012	1,035 84	1,035 84	658 97	(376 87)	C
	Short Term Covered Securities					157,370 81	157,370 81	158,273.07	902 26	
	SPDR GOLD TR GOLD SHS		1/11/2012	Short	1/11/2012			86 46	86 46	
	SPDR GOLD TR GOLD SHS		2/14/2012	Short	2/14/2012			83 40	83 40	
	SPDR GOLD TR GOLD SHS		3/13/2012	Short	3/13/2012			85 79	85 79	
	SPDR GOLD TR GOLD SHS		4/10/2012	Short	4/10/2012			93 31	93 31	
	SPDR GOLD TR GOLD SHS		5/16/2012	Short	5/16/2012			98 66	98 66	
	SPDR GOLD TR GOLD SHS		6/12/2012	Short	6/12/2012			83 87	83 87	
	SPDR GOLD TR GOLD SHS		7/6/2012	Short	7/6/2012			84 64	84 64	
	SPDR GOLD TR GOLD SHS		8/10/2012	Short	8/10/2012			85 47	85 47	
	SPDR GOLD TR GOLD SHS		9/12/2012	Short	9/12/2012			87 50	87.50	
	SPDR GOLD TR GOLD SHS		10/8/2012	Short	10/8/2012			96 87	96 87	
	SPDR GOLD TR GOLD SHS		11/19/2012	Short	11/19/2012			89 45	89 45	
	SPDR GOLD TR GOLD SHS		12/11/2012	Short	12/11/2012			84 56	84.56	
	Short Term Noncovered Securities					-	-	1,059.98	1,059.98	
	Short Term Covered and Noncovered Securities					157,370 81	157,370 81	159,333 05	1,962 24	
HAE	HAEMONETICS CORP	194 000	3/10/2011	Long	10/4/2012	12,346 30	12,346 30	15,727 90	3,381 60	C
RRC	RANGE RESOURCES CORP	374 000	1/25/2011	Long	5/7/2012	17,290 99	17,290 99	23,741 06	6,450 07	C
SDRL	SEADRILL LTD	861 000	2/8/2011	Long	4/11/2012	30,248 05	30,248 05	31,201 94	953 89	C
	Long Term Covered Securities					59,885 34	59,885 34	70,670.90	10,785 56	
ATVI	ACTIVISION BLIZZARD INC	1,269 000	7/16/2010	Long	9/7/2012	14,142.62	14,142 62	15,289 20	1,146.58	-
ATVI	ACTIVISION BLIZZARD INC	2,772 000	8/10/2010	Long	9/7/2012	30,226.44	30,226.44	33,397 69	3,171 25	-
ATVI	ACTIVISION BLIZZARD INC	2,871 000	9/30/2010	Long	9/7/2012	31,100 11	31,100 11	34,590 47	3,490 36	-
NLY	ANNALY CAPITAL MNGMT INC	848 000	3/27/2007	Long	6/26/2012	12,644 44	12,644 44	14,518 87	1,874 43	-
CLP	COLONIAL PROPERTIES TR ALABAMA	2,909 000	6/27/2006	Long	7/13/2012	129,693 54	129,693 54	67,377 90	(62,315 64)	-
CLP	COLONIAL PROPERTIES TR ALABAMA	85 000	2/1/2007	Long	7/13/2012	4,125 35	4,125 35	1,968 76	(2,156 59)	-
CLP	COLONIAL PROPERTIES TR ALABAMA	695 000	12/5/2007	Long	7/13/2012	16,069 40	16,069 40	16,097 51	28 11	-
ED	CONS EDISON INC (HLDG CO)	565 000	5/20/2008	Long	1/5/2012	23,663 73	23,663 73	33,815 90	10,152 17	-
ED	CONS EDISON INC (HLDG CO)	672 000	6/26/2008	Long	1/5/2012	26,762 27	26,762 27	40,219 97	13,457 70	-
DUK	DUKE ENERGY CORP NEW	0 211	6/12/2006	Long	7/3/2012	10 47	10 47	14 46	3 99	-
GXP	GREAT PLAINS ENERGY INC	1,501 000	9/13/2006	Long	3/12/2012	46,332 27	46,332.27	29,988 24	(16,344 03)	-
GXP	GREAT PLAINS ENERGY INC	1,008 000	9/13/2006	Long	8/10/2012	31,114 54	31,114 54	22,266 22	(8,848 32)	-
GXP	GREAT PLAINS ENERGY INC	5 000	9/14/2006	Long	8/10/2012	154 95	154 95	110 45	(44 50)	-
GXP	GREAT PLAINS ENERGY INC	175 000	2/1/2007	Long	8/10/2012	5,502 00	5,502 00	3,865.66	(1,636 34)	-
GXP	GREAT PLAINS ENERGY INC	66 000	4/23/2009	Long	8/10/2012	948 44	948 44	1,457 91	509 47	-
GXP	GREAT PLAINS ENERGY INC	1,319 000	10/29/2009	Long	8/10/2012	23,144 89	23,144 89	29,136.05	5,991 16	-
GXP	GREAT PLAINS ENERGY INC	91 000	10/30/2009	Long	8/10/2012	1,587 35	1,587 35	2,010 14	422 79	-
GXP	GREAT PLAINS ENERGY INC	496 000	12/3/2010	Long	8/10/2012	9,499 59	9,499.59	10,956 40	1,456 81	-
HTHKY	HUTCHISON TELECOMMUNICATIONS	4,934 000	5/12/2009	Long	5/9/2012	8,023 92	8,023 92	31,920 29	23,896 37	-
RRC	RANGE RESOURCES CORP	880 000	5/20/2008	Long	3/26/2012	66,020 24	66,020 24	52,185 79	(13,834 45)	-
RRC	RANGE RESOURCES CORP	258 000	5/20/2008	Long	5/7/2012	19,355 93	19,355 93	16,377 52	(2,978 41)	-
RRC	RANGE RESOURCES CORP	150 000	10/23/2008	Long	5/7/2012	4,576 73	4,576 73	9,521 82	4,945 09	-
RRC	RANGE RESOURCES CORP	136 000	9/23/2009	Long	5/7/2012	6,994 25	6,994 25	8,633 11	1,638 86	-
RRC	RANGE RESOURCES CORP	145 000	12/16/2009	Long	5/7/2012	7,116 88	7,116 88	9,204 42	2,087 54	-
GCVRZ	SANOFI CVR RTS 123120	2,289 000	5/5/2011	Long	9/26/2012	5,388 31	5,388 31	3,846 12	(1,542 19)	-
GCVRZ	SANOFI CVR RTS 123120	10,242 000	6/7/2011	Long	9/26/2012	25,071 39	25,071.39	17,209 24	(7,862 15)	-
GCVRZ	SANOFI CVR RTS 123120	16 000	6/8/2011	Long	9/26/2012	39 17	39 17	26 88	(12 29)	-
SDRL	SEADRILL LTD	1,051 000	11/8/2010	Long	3/9/2012	34,582 42	34,582 42	41,112 48	6,530 06	-
SDRL	SEADRILL LTD	730 000	11/8/2010	Long	4/11/2012	24,020 14	24,020 14	26,454 60	2,434 46	-
UPL	ULTRA PETROLEUM CORP	1,079 000	2/1/2006	Long	10/4/2012	73,431.13	73,431.13	23,654 17	(49,776 96)	-
UPL	ULTRA PETROLEUM CORP	611 000	3/15/2010	Long	10/4/2012	28,894 62	28,894 62	13,394 53	(15,500 09)	-
UPL	ULTRA PETROLEUM CORP	26 000	3/18/2010	Long	10/4/2012	1,223 61	1,223 61	569 98	(653 63)	-
WFT	WEATHERFORD INTERNATIONAL LTD	1,391 000	4/29/2010	Long	1/4/2012	25,646 01	25,646 01	21,317 08	(4,328 93)	-
WFT	WEATHERFORD INTERNATIONAL LTD	2,124 000	10/28/2010	Long	1/4/2012	35,944 88	35,944 88	32,550 31	(3,394 57)	-
WFT	WEATHERFORD INTERNATIONAL LTD	1,182 000	11/5/2010	Long	1/4/2012	22,693.34	22,693 34	18,114 16	(4,579 18)	-
	Long Term Noncovered Securities					795,745.37	795,745 37	683,174 30	(112,571 07)	
	Long Term Covered and Noncovered Securities					855,630 71	855,630 71	753,845.20	(101,785 51)	
	Total Short Term and Long Term Covered and Noncovered Securities					1,013,001.52	1,013,001 52	913,178 25	(99,823 27)	

Realized Gain/Loss for Account(s) 293 084586

Symbol	Name	Quantity	Acquired Date	Period	Sale Date	Total Cost	Adjusted Cost	Proceeds	Gain / Loss	Covered Indicated or
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C - Tax lot is covered under cost basis reporting requirements

Non-covered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS

A - Information for this transaction reflects your requested adjustments to existing Morgan Stanley & Co LLC trade history

M - Options exercise and assignments include options premiums when determining the realized gain and loss

The Estimated Gain and Loss information is provided for informational purposes only and may not be relied upon in making any tax, accounting or regulatory filing or report. We recommend that you contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return. This Estimated Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form) and should not be filed with your taxes. The Total Cost, Unit Cost and Proceeds of eligible equity and options transactions with Choice SelectSM pricing do not include commissions paid on your purchases or sales and therefore may not equal the acquisition price or principal amount of the sale. Cost basis adjustments for Choice Select Eligible Trades will be reflected in the account shortly after the calendar month-end. The figures should be independently verified. Estimated Gain and Loss information does not take into account a taxpayer's particular circumstances such as the existence of hedging transactions, constructive sales or marked-to-market pricing adjustments on certain options held at year-end. Please note that although Morgan Stanley Smith Barney LLC makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events, including amortization of non-municipal bond premiums, exercise of

For securities not purchased through Morgan Stanley Smith Barney LLC, for example, securities purchased elsewhere and later transferred to it, any data included in the Estimated Gain and Loss information has been provided either by you or another financial institution. Whether provided by you, another financial institution or Morgan Stanley Smith Barney LLC, it is your responsibility to ensure the accuracy of all of the Estimated Gain and Loss information. Please contact your Financial Advisor with any questions or

For Managed Futures and alternative investments, there are likely to be restrictions on redemptions, please see applicable offering document

With respect to estimated gains and losses for listed equity options, Morgan Stanley Smith Barney has taken into account option premiums paid or received and, in respect to multiple purchases and/or sales, calculated cost using an average unit price for all like positions. Morgan Stanley Smith Barney has made calculations using what appear to be off-setting positions, no assurance can be given that these positions are intended to off-set each other or that they are not intended to off-set other securities positions, in which case the analysis may be different. Morgan Stanley Smith Barney has obtained pricing information from independent sources it believes to be reliable. No assurance can be given that the values given are accurate. Values are subject to change and are as of a given point in time only. Past performance does not guarantee future returns.

Important Notice Regarding Pricing of Auction Rate Securities

The following message applies only to holders of Auction Rate Securities. Depending on your current holdings, this message may/may not be applicable to you.

Due to recent market conditions, certain Auction Rate Securities are experiencing no or limited liquidity. Therefore, the price(s) for any Auction Rate Securities shown on ClientServ may not reflect the price(s) you would receive upon a sale at auction or in a secondary market transaction. There can be no assurance that a successful auction will occur or that a secondary market exists or will develop for a particular security. The prices of any Auction Rate Securities on ClientServ are derived from various sources, and may differ from prices provided to Morgan Stanley Smith Barney by outside pricing services and/or from Morgan Stanley Smith Barney's own internal bookkeeping valuations.

Realized Gain/Loss for Account(s) 293 014254

Symbo l	Name	Quantity	Acquired Date	Period	Sale Date	Total Cost	Adjusted Cost	Proceeds	Gain / Loss	Co ve	Wash Sale	Wash Sale Loss Disallowed
PSA	PUBLIC STORAGE	47 000	4/13/2011	Long	5/9/2012	5,076.19	5,076.19	6,573.77	1,497.58	C	-	-
PSA	PUBLIC STORAGE	24 000	4/14/2011	Long	5/9/2012	2,632.28	2,632.28	3,356.82	724.54	C	-	-
PSA	PUBLIC STORAGE	22.000	4/18/2011	Long	5/9/2012	2,425.65	2,425.65	3,077.09	651.44	C	-	-
PSA	PUBLIC STORAGE	188.000	5/11/2011	Long	5/16/2012	22,410.74	22,410.74	25,470.58	3,059.84	C	-	-
PSA	PUBLIC STORAGE	72 000	5/11/2011	Long	5/18/2012	8,582.84	8,582.84	9,508.63	925.79	C	-	-
REG	REGENCY CENTERS CORP	132 000	5/11/2011	Long	8/16/2012	5,796.04	5,796.04	6,389.13	593.09	C	-	-
REG	REGENCY CENTERS CORP	398 000	5/11/2011	Long	9/25/2012	17,475.88	17,016.39	19,337.07	2,320.68	C	-	-
REG	REGENCY CENTERS CORP	3.000	5/11/2011	Long	11/9/2012	131.72	131.72	139.66	7.94	C	-	-
REG	REGENCY CENTERS CORP	63 000	5/11/2011	Long	11/9/2012	2,766.27	2,766.27	2,932.90	166.63	C	-	-
REG	REGENCY CENTERS CORP	121 000	3/27/2011	Long	11/9/2012	5,395.05	5,395.05	5,633.03	237.98	C	-	-
REG	REGENCY CENTERS CORP	96 000	5/11/2011	Long	11/9/2012	4,215.27	4,215.27	4,469.18	253.91	C	-	-
REG	REGENCY CENTERS CORP	25 000	5/11/2011	Long	11/26/2012	1,093.75	1,093.75	1,164.83	71.08	C	-	-
REG	REGENCY CENTERS CORP	30 000	3/28/2011	Long	11/26/2012	1,333.00	1,333.00	1,397.80	64.80	C	-	-
SPG	SIMON PPTY GROUP INC	141 000	3/1/2011	Long	9/27/2012	15,116.16	15,116.16	21,494.02	6,377.86	C	-	-
SPG	SIMON PPTY GROUP INC	206 000	3/1/2011	Long	9/27/2012	22,084.60	22,084.60	31,356.38	9,271.78	C	-	-
SPG	SIMON PPTY GROUP INC	95 000	3/1/2011	Long	12/17/2012	10,184.65	10,184.65	14,726.38	4,541.73	C	-	-
SSS	SOVRAN SELF STORAGE INC	149 000	4/29/2011	Long	7/18/2012	6,324.40	6,324.40	8,310.14	1,985.74	C	-	-
SSS	SOVRAN SELF STORAGE INC	297 000	4/29/2011	Long	9/19/2012	12,606.35	12,606.35	17,138.32	4,531.97	C	-	-
SSS	SOVRAN SELF STORAGE INC	429 000	5/11/2011	Long	9/19/2012	17,877.33	17,877.33	24,755.36	6,878.03	C	-	-
UDR	UDR INC COM	333 000	7/13/2011	Long	9/27/2012	8,639.45	8,639.45	8,379.09	(260.36)	C	-	-
VTR	VENTAS INC	68 000	3/1/2011	Long	4/20/2012	3,613.62	3,613.62	3,864.41	250.79	C	-	-
VTR	VENTAS INC	123 000	3/1/2011	Long	4/20/2012	6,402.40	6,402.40	6,990.04	587.64	C	-	-
VTR	VENTAS INC	109 000	3/1/2011	Long	4/20/2012	5,673.67	5,673.67	6,184.57	510.90	C	-	-
VTR	VENTAS INC	318 000	3/1/2011	Long	9/18/2012	16,552.54	16,552.54	20,008.11	3,455.57	C	-	-
VTR	VENTAS INC	104 000	3/28/2011	Long	9/18/2012	5,411.92	5,411.92	6,543.53	1,131.61	C	-	-
VTR	VENTAS INC	68 000	3/28/2011	Long	9/27/2012	3,538.57	3,538.57	4,225.88	687.31	C	-	-
VTR	VENTAS INC	193 000	3/28/2011	Long	9/27/2012	9,948.98	9,948.98	11,994.06	2,045.08	C	-	-
WY	WEYERHAEUSER CO	140 000	3/1/2011	Long	4/10/2012	3,275.31	3,275.31	2,853.90	(421.41)	C	-	-
WY	WEYERHAEUSER CO	207 000	3/1/2011	Long	4/17/2012	4,842.79	4,842.79	4,286.17	(556.62)	C	-	-
WY	WEYERHAEUSER CO	396 000	3/4/2011	Long	4/17/2012	9,430.66	9,430.66	8,199.63	(1,231.03)	C	-	-
WY	WEYERHAEUSER CO	534 000	3/16/2011	Long	4/17/2012	13,095.50	13,095.50	11,057.07	(2,038.43)	C	-	-
WY	WEYERHAEUSER CO	87 000	3/16/2011	Long	5/10/2012	2,133.54	2,133.54	1,746.26	(387.28)	C	-	-
WY	WEYERHAEUSER CO	328 000	3/28/2011	Long	5/10/2012	7,970.40	7,970.40	6,583.60	(1,386.80)	C	-	-
WY	WEYERHAEUSER CO	201 000	3/28/2011	Long	9/27/2012	4,884.30	4,884.30	5,353.83	469.53	C	-	-
WY	WEYERHAEUSER CO	154 000	4/11/2011	Long	9/27/2012	3,572.88	3,572.88	4,101.94	529.06	C	-	-
WY	WEYERHAEUSER CO	2 000	5/11/2011	Long	9/27/2012	44.31	44.31	53.28	8.97	C	-	-
WY	WEYERHAEUSER CO	458 000	5/11/2011	Long	10/18/2012	10,146.67	10,146.67	13,060.49	2,913.82	C	-	-
WY	WEYERHAEUSER CO	799 000	5/11/2011	Long	11/21/2012	17,701.29	17,701.29	20,910.88	3,209.59	C	-	-
	Long-term covered					965,923.63	965,295.78	1,082,550.31	117,254.53			0.00
PLD	PROLOGIS INC COM	593 000	3/1/2011	Long	4/12/2012	20,957.87	20,957.87	19,823.36	(1,134.51)	-	-	-
PLD	PROLOGIS INC COM	239 000	3/1/2011	Long	5/8/2012	8,446.76	8,446.76	8,319.83	(126.93)	-	-	-
	Long-term noncovered					29,404.63	29,404.63	28,143.19	(1,261.44)			0.00
	Long-term covered and noncovered					995,328.26	994,700.41	1,110,693.50	115,993.09			0.00
	Total ST and LT, covered and noncovered					2,838,533.31	2,837,905.46	3,047,861.30	209,955.84			3,224.28

C - Tax lot is covered under cost basis reporting requirements

W - Wash sale rules apply to this tax lot. Disallowed loss will be reported on Form 1099-B for the current tax year.

Non-covered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

A - Information for this transaction reflects your requested adjustments to existing Morgan Stanley & Co. LLC trade history.

M - Options exercise and assignments include options premiums when determining the realized gain and loss.

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With respect to estimated gains and losses for listed equity options, Morgan Stanley Smith Barney has taken into account option premiums paid or received and, in respect to multiple

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2012 Realized Gain/Loss for Account(s) 293 012384

Symbol	Name	Quantity	Acquired Date	Period	Sale Date	Total Cost	Adjusted Cost	Proceeds	Gain / Loss	Covered Indicator
AMLP	ALERIAN MLP ETF	7,719.000	1/25/2012	Short	8/8/2012	126,761.19	124,637.92	125,071.24	433.32	C
AMLP	ALERIAN MLP ETF	6,364.000	2/10/2012	Short	8/8/2012	104,915.45	103,183.37	103,116.13	(67.24)	C
XLP	CONS STAPLES SEL SECT SPDR FD	7,125.000	3/27/2012	Short	12/20/2012	242,881.28	242,881.28	254,998.74	12,117.46	C
RSP	GUGGENHEIM S&P 500 EQU WEIGHT	2,897.000	1/25/2012	Short	4/4/2012	143,425.83	143,425.83	148,909.70	5,483.87	C
RSP	GUGGENHEIM S&P 500 EQU WEIGHT	2,320.000	2/13/2012	Short	4/4/2012	117,430.98	117,430.98	119,251.13	1,820.15	C
TIP	ISHARES BARCLAYS TIPS BD FD	500.000	9/6/2012	Short	12/7/2012	60,290.00	60,290.00	61,560.62	1,270.62	C
EWA	ISHARES MSCI AUST INDEX FUND	10,075.000	2/13/2012	Short	9/18/2012	238,878.25	238,878.25	242,828.26	3,950.01	C
EWS	ISHARES MSCI SINGAPORE IND FD	25,076.000	1/13/2012	Short	3/6/2012	287,120.20	287,120.20	310,796.38	23,676.18	C
EWS	ISHARES MSCI SINGAPORE IND FD	6,623.000	1/25/2012	Short	3/6/2012	81,383.42	81,383.42	82,086.63	703.21	C
IVW	ISHARES S&P 500 GRWTH INDEX	4,415.000	5/7/2012	Short	6/21/2012	326,761.66	326,761.66	317,457.87	(9,303.79)	C
GDX	MARKET VECTORS GOLD MINERS	2,500.000	1/26/2012	Short	4/4/2012	141,133.75	141,133.75	117,722.36	(23,411.39)	C
JNK	SPDR BARCLAYS CAPITAL HIGH YIE	5,942.000	1/24/2012	Short	12/20/2012	232,857.47	232,857.47	242,962.93	10,105.46	C
JNK	SPDR BARCLAYS CAPITAL HIGH YIE	2,681.000	1/25/2012	Short	12/20/2012	105,953.12	105,953.12	109,623.63	3,670.51	C
JNK	SPDR BARCLAYS CAPITAL HIGH YIE	2,786.000	2/10/2012	Short	12/20/2012	110,014.68	110,014.68	113,916.99	3,902.31	C
JNK	SPDR BARCLAYS CAPITAL HIGH YIE	2,153.000	2/13/2012	Short	12/20/2012	85,151.15	85,151.15	88,034.20	2,883.05	C
FEZ	SPDR EURO STOXX 50 ETF	11,130.000	9/12/2012	Short	12/24/2012	363,598.18	363,598.18	379,820.55	16,222.37	C
XOP	SPDR S&P OIL & GAS EXP & PRO	4,526.000	4/23/2012	Short	9/18/2012	238,059.45	238,059.45	257,753.54	19,694.09	C
XLF	THE FINANCIAL SEL SECT SPDR FD	19,097.000	3/19/2012	Short	12/20/2012	302,687.45	302,687.45	316,812.13	14,124.68	C
XLU	UTILITIES SEL SECT SPDR FUND	6,848.000	4/18/2012	Short	7/16/2012	238,310.40	238,310.40	255,327.44	17,017.04	C
XLU	UTILITIES SEL SECT SPDR FUND	10,232.000	4/23/2012	Short	7/16/2012	356,266.98	356,266.98	381,499.76	25,232.78	C
XLU	UTILITIES SEL SECT SPDR FUND	6,259.000	5/7/2012	Short	7/16/2012	222,136.29	222,136.29	233,366.59	11,230.30	C
VGK	VANGUARD EUROPEAN MSCI ETF	11,615.000	1/13/2012	Short	2/27/2012	478,538.00	478,538.00	531,348.80	52,810.80	C
VGK	VANGUARD EUROPEAN MSCI ETF	1,483.000	2/13/2012	Short	2/27/2012	67,468.64	67,468.64	67,842.47	373.83	C
VGT	VANGUARD INFO TECH ETF	2,175.000	1/19/2012	Short	11/8/2012	141,866.77	141,866.77	147,190.48	5,323.71	C
VGT	VANGUARD INFO TECH ETF	2,808.000	2/13/2012	Short	11/8/2012	194,868.74	194,868.74	190,027.98	(4,840.76)	C
VWO	VANGUARD MSCI EMERGING MARKETS	2,235.000	1/25/2012	Short	3/6/2012	95,087.18	95,087.18	96,442.76	1,355.58	C
VWO	VANGUARD MSCI EMERGING MARKETS	3,027.000	2/13/2012	Short	3/6/2012	133,277.60	133,277.60	130,618.45	(2,659.15)	C
VTI	VANGUARD TTL STK MKT ETF	1,296.000	1/19/2012	Short	1/31/2012	87,520.69	87,520.69	87,701.75	181.06	C
	Total Short Term-Covered Securities					5,324,644.80	5,320,789.45	5,514,089.51	193,300.06	
AMLP	ALERIAN MLP ETF	11,270.000	8/17/2011	Short	8/8/2012	167,606.59	164,790.74	182,608.23	17,817.49	
RSP	GUGGENHEIM S&P 500 EQU WEIGHT	8,908.000	6/10/2011	Short	4/4/2012	434,336.26	434,336.26	457,883.21	23,546.95	
SLV	ISHARE SILVER TRUST	3,400.000	2/28/2012	Short	4/4/2012	121,274.26	121,274.26	103,392.70	(17,881.56)	
SLV	ISHARE SILVER TRUST		2/29/2012	Short	2/29/2012			43.97	43.97	
SLV	ISHARE SILVER TRUST		3/30/2012	Short	3/30/2012			46.69	46.69	

DAVID M. CROWLEY FOUNDATION
TAXPAYER ID 75-2350254
2012 FORM 990 ATTACHMENT TO PART VIII LINE 7

2012 Realized Gain/Loss for Account(s) 293 012384

Symbol	Name	Quantity	Acquired Date	Period	Sale Date	Total Cost	Adjusted Cost	Proceeds	Gain / Loss	Covered Indicator
IYR	ISHARES DJ US RL EST INDEX	6,756.000	9/9/2011	Short	1/31/2012	369,936.94	369,936.94	409,132.80	39,195.86	
GLD	SPDR GOLD TR GOLD SHS	1,043.000	8/26/2011	Short	4/4/2012	181,023.08	181,023.08	163,717.29	(17,305.79)	
GLD	SPDR GOLD TR GOLD SHS	205.000	11/22/2011	Short	4/4/2012	33,883.63	33,883.63	32,178.37	(1,705.26)	
GLD	SPDR GOLD TR GOLD SHS	256.000	1/19/2012	Short	4/4/2012	41,155.51	41,155.51	40,183.73	(971.78)	
GLD	SPDR GOLD TR GOLD SHS	542.000	1/25/2012	Short	4/4/2012	90,168.31	90,168.31	85,076.49	(5,091.82)	
GLD	SPDR GOLD TR GOLD SHS		1/11/2012	Short	1/11/2012			65.12	65.12	
GLD	SPDR GOLD TR GOLD SHS		2/14/2012	Short	2/14/2012			102.98	102.98	
GLD	SPDR GOLD TR GOLD SHS		3/13/2012	Short	3/13/2012			105.93	105.93	
GLD	SPDR GOLD TR GOLD SHS		9/12/2012	Short	9/12/2012			37.55	37.55	
GLD	SPDR GOLD TR GOLD SHS		10/8/2012	Short	10/8/2012			164.97	164.97	
GLD	SPDR GOLD TR GOLD SHS		11/19/2012	Short	11/19/2012			170.53	170.53	
GLD	SPDR GOLD TR GOLD SHS		12/11/2012	Short	12/11/2012			161.21	161.21	
XLU	UTILITIES SEL SECT SPDR FUND	2,589.000	5/10/2011	Short	2/28/2012	87,508.20	87,508.20	90,390.98	2,882.78	
XLU	UTILITIES SEL SECT SPDR FUND	2,748.000	6/3/2011	Short	2/28/2012	91,268.22	91,268.22	95,942.22	4,674.00	
XLU	UTILITIES SEL SECT SPDR FUND	3,589.000	8/17/2011	Short	2/28/2012	118,372.04	118,372.04	125,304.44	6,932.40	
BIV	VANGUARD INTERMEDIATE TERM BND	2,685.000	4/14/2011	Short	1/24/2012	220,572.75	220,572.75	232,847.31	12,274.56	
VTI	VANGUARD TTL STK MKT ETF	8,730.000	12/7/2011	Short	1/31/2012	568,218.24	568,218.24	590,768.70	22,550.46	
Total Short Term-NonCovered Securities						2,525,324.03	2,522,508.18	2,610,325.42	87,817.24	
Total Short Term-Covered and Noncovered Securities						7,849,968.83	7,843,297.63	8,124,414.93	281,117.30	
AMLP	ALERIAN MLP ETF	12,589.000	9/3/2010	Long	8/8/2012	171,755.87	168,862.08	203,980.03	35,117.95	-
AMLP	ALERIAN MLP ETF	2,768.000	10/11/2010	Long	8/8/2012	39,370.18	38,707.79	44,850.01	6,142.22	-
AMLP	ALERIAN MLP ETF	3,310.000	2/7/2011	Long	8/8/2012	49,058.41	48,234.12	53,632.05	5,397.93	-
AMLP	ALERIAN MLP ETF	2,662.000	3/24/2011	Long	8/8/2012	40,205.13	39,530.00	43,132.48	3,602.48	-
IYE	ISHARES DJ US ENGY SCTR INDX	2,500.000	9/14/2009	Long	1/31/2012	79,220.50	79,220.50	101,669.04	22,448.54	-
IYE	ISHARES DJ US ENGY SCTR INDX	2,500.000	9/14/2009	Long	12/20/2012	79,220.50	79,220.50	103,372.68	24,152.18	-
IYE	ISHARES DJ US ENGY SCTR INDX	1,003.000	10/11/2010	Long	12/20/2012	33,726.88	33,726.88	41,473.12	7,746.24	-
IYE	ISHARES DJ US ENGY SCTR INDX	991.000	2/7/2011	Long	12/20/2012	42,662.55	42,662.55	40,976.93	(1,685.62)	-
IYE	ISHARES DJ US ENGY SCTR INDX	786.000	3/24/2011	Long	12/20/2012	34,996.73	34,996.73	32,500.37	(2,496.36)	-
IYH	ISHARES DJ US HLTHCARE SCTR	2,502.000	11/4/2010	Long	6/21/2012	163,305.54	163,305.54	193,350.98	30,045.44	-
IYH	ISHARES DJ US HLTHCARE SCTR	1,635.000	11/16/2010	Long	6/21/2012	103,161.96	103,161.96	126,350.46	23,188.50	-
IYH	ISHARES DJ US HLTHCARE SCTR	667.000	2/7/2011	Long	6/21/2012	44,789.05	44,789.05	51,544.80	6,755.75	-
IYH	ISHARES DJ US HLTHCARE SCTR	301.000	3/24/2011	Long	6/21/2012	20,419.24	20,419.24	23,260.85	2,841.61	-

2012 Realized Gain/Loss for Account(s) 293 012384

Symbol	Name	Quantity	Acquired Date	Period	Sale Date	Total Cost	Adjusted Cost	Proceeds	Gain / Loss	Covered Indicator
IYH	ISHARES DJ US HLTHCARE SCTR	838.000	5/10/2011	Long	6/21/2012	62,405.78	62,405.78	64,759.44	2,353.66	-
EMB	ISHARES JP MORGAN EM BOND FD	1,400.000	3/12/2010	Long	4/4/2012	145,218.22	145,218.22	157,138.08	11,919.86	-
EMB	ISHARES JP MORGAN EM BOND FD	1,278.000	4/14/2010	Long	4/4/2012	133,855.04	133,855.04	143,444.61	9,589.57	-
EWG	ISHARES MSCI CANADA INDEX FD	1,335.000	9/11/2009	Long	9/18/2012	33,294.90	33,294.90	38,762.86	5,467.96	-
EWG	ISHARES MSCI CANADA INDEX FD	2,000.000	10/9/2009	Long	9/18/2012	52,552.00	52,552.00	58,071.70	5,519.70	-
EWG	ISHARES MSCI CANADA INDEX FD	1,000.000	2/3/2010	Long	9/18/2012	25,158.00	25,158.00	29,035.85	3,877.85	-
EWG	ISHARES MSCI CANADA INDEX FD	1,795.000	3/3/2010	Long	9/18/2012	48,570.01	48,570.01	52,119.35	3,549.34	-
EWG	ISHARES MSCI CANADA INDEX FD	1,366.000	10/11/2010	Long	9/18/2012	39,542.97	39,542.97	39,662.97	120.00	-
EWG	ISHARES MSCI CANADA INDEX FD	2,156.000	2/7/2011	Long	9/18/2012	69,638.80	69,638.80	62,601.29	(7,037.51)	-
EWG	ISHARES MSCI CANADA INDEX FD	2,230.000	3/24/2011	Long	9/18/2012	74,523.03	74,523.03	64,749.94	(9,773.09)	-
EPP	ISHARES MSCI PAC EX-JPN IDX	1,420.000	3/3/2010	Long	6/4/2012	59,082.51	59,082.51	54,122.65	(4,959.86)	-
EPP	ISHARES MSCI PAC EX-JPN IDX	1,707.000	4/14/2010	Long	6/4/2012	76,656.08	76,656.08	65,061.53	(11,594.55)	-
EPP	ISHARES MSCI PAC EX-JPN IDX	1,255.000	10/11/2010	Long	6/4/2012	57,815.34	57,815.34	47,833.75	(9,981.59)	-
EPP	ISHARES MSCI PAC EX-JPN IDX	238.000	11/4/2010	Long	6/4/2012	11,523.96	11,523.96	9,071.27	(2,452.69)	-
IVW	ISHARES S&P 500 GRWTH INDEX	7,994.000	4/19/2011	Long	6/4/2012	543,592.00	543,592.00	552,747.93	9,155.93	-
IVW	ISHARES S&P 500 GRWTH INDEX	1,052.000	4/19/2011	Long	6/21/2012	71,536.00	71,536.00	75,643.42	4,107.42	-
IVW	ISHARES S&P 500 GRWTH INDEX	2,527.000	6/3/2011	Long	6/21/2012	172,594.10	172,594.10	181,702.39	9,108.29	-
XLU	UTILITIES SEL SECT SPDR FUND	5,070.000	10/19/2010	Long	1/31/2012	162,848.40	162,848.40	175,350.19	12,501.79	-
XLU	UTILITIES SEL SECT SPDR FUND	2,820.000	11/16/2010	Long	2/28/2012	87,445.10	87,445.10	98,455.99	11,010.89	-
VGT	VANGUARD INFO TECH ETF	1,409.000	3/3/2010	Long	1/31/2012	75,694.30	75,694.30	93,373.62	17,679.32	-
VGT	VANGUARD INFO TECH ETF	1,335.000	4/14/2010	Long	11/8/2012	77,971.88	77,971.88	90,344.50	12,372.62	-
VGT	VANGUARD INFO TECH ETF	1,773.000	2/7/2011	Long	11/8/2012	118,188.18	118,188.18	119,985.62	1,797.44	-
VGT	VANGUARD INFO TECH ETF	2,206.000	5/10/2011	Long	11/8/2012	145,265.10	145,265.10	149,288.37	4,023.27	-
VWO	VANGUARD MSCI EMERGING MARKETS	4,850.000	3/12/2010	Long	3/6/2012	200,299.18	200,299.18	209,282.94	8,983.76	-
VWO	VANGUARD MSCI EMERGING MARKETS	655.000	4/14/2010	Long	3/6/2012	28,622.19	28,622.19	28,263.99	(358.20)	-
VWO	VANGUARD MSCI EMERGING MARKETS	1,418.000	6/4/2010	Long	3/6/2012	53,468.53	53,468.53	61,188.29	7,719.76	-
CEW	WISDOMTREE DREYFUS EMER CURR	3,800.000	4/21/2011	Long	6/4/2012	88,766.10	88,766.10	74,429.69	(14,336.41)	-
	Total Long Term-Noncovered Securities					3,618,020.24	3,612,964.64	3,856,586.03	243,621.39	

Total Short and Long Term, Covered and
Noncovered Securities

11,467,989.07 11,456,262.27 11,981,000.96 524,738.69