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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

JUL 1, 2012

, and ending

JUN 30, 2013

Name of foundation

GEOFFREY T CROWLEY FAMILY
FOUNDATION INC

A Employer identification number

26-1385752

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

6610 N PURDY PKWY

Room/suite

B Telephone number

920-450-7545

City or town, state, and ZIP code

APPLETON, WI 54913

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

▶ \$ 2,053,583. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received	423,164.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	52,184.	52,184.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	37,677.			STATEMENT 1
b Gross sales price for all assets on line 6a	874,905.			
7 Capital gain net income (from Part IV, line 2)		314,658.		
8 Net short-term capital gain				
9 Income modifications: Gross sales less returns and allowances				
10a Less Cost of goods sold				
b Gross profit or (loss)				
11 Other income	2,252.	0.		STATEMENT 3
12 Total. Add lines 1 through 11	515,277.	366,842.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	STMT 4 3,090.	1,545.		1,545.
c Other professional fees	STMT 5 4,998.	4,998.		0.
17 Interest				
18 Taxes	STMT 6 3,386.	997.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	11,474.	7,540.		1,545.
25 Contributions, gifts, grants paid	396,000.			396,000.
26 Total expenses and disbursements. Add lines 24 and 25	407,474.	7,540.		397,545.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	107,803.			
b Net investment income (if negative, enter -0-)		359,302.		
c Adjusted net income (if negative, enter -0-)			N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	13,437.	10,591.	10,591.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment, basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	1,676,285.	1,786,934.	2,042,992.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,689,722.	1,797,525.	2,053,583.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,291,442.	2,714,607.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-601,720.	-917,082.	
30 Total net assets or fund balances	1,689,722.	1,797,525.		
31 Total liabilities and net assets/fund balances	1,689,722.	1,797,525.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1,689,722.
2 Enter amount from Part I, line 27a	107,803.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,797,525.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,797,525.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLIC TRADED SECURITIES	P		
b PUBLIC TRADED SECURITIES	P		
c PUBLIC TRADED SECURITIES	D		
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 35,000.		36,746.	-1,746.
b 397,350.		377,318.	20,032.
c 435,409.		146,183.	289,226.
d 7,146.			7,146.
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-1,746.
b			20,032.
c			289,226.
d			7,146.
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	314,658.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): { If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	423,768.	1,939,425.	.218502
2010	147,411.	1,689,515.	.087250
2009	42,637.	1,279,419.	.033325
2008	24,736.	930,581.	.026581
2007	0.	986,943.	.000000

2 Total of line 1, column (d)	2	.365658
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.073132
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,100,759.
5 Multiply line 4 by line 3	5	153,633.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,593.
7 Add lines 5 and 6	7	157,226.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	397,545.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,593.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,593.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,593.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,389.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,389.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,204.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>WI</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► GEOFFREY T CROWLEY Telephone no. ► 920-450-7545			
Located at ► 6610 N PURDY PARKWAY, APPLETON, WI		ZIP+4 ► 54913		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

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

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

1a	During the year did the foundation (either directly or indirectly):		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ►				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No
☐ Yes ☒ No
☐ Yes ☒ No
☐ Yes ☒ No
☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,097,606.
b	Average of monthly cash balances	1b	35,144.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,132,750.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,132,750.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,991.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,100,759.
6	Minimum investment return. Enter 5% of line 5	6	105,038.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	105,038.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,593.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,593.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,445.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	101,445.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	101,445.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	397,545.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	397,545.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,593.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	393,952.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				101,445.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	24,926.			
e From 2011	331,575.			
f Total of lines 3a through e	356,501.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 397,545.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				101,445.
e Remaining amount distributed out of corpus	296,100.			
5 Excess distributions carryover applied to 2012 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	652,601.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	652,601.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	24,926.			
d Excess from 2011	331,575.			
e Excess from 2012	296,100.			

**GEOFFREY T CROWLEY FAMILY
FOUNDATION INC**

Form 990-PF (2012)

26-1385752 Page 10

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

GEOFFREY T CROWLEY

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**GEOFFREY T CROWLEY FAMILY
FOUNDATION INC**

Form 990-PF (2012)

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Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMMUNITY FOUNDATION FOR THE FOX VALLEY REGION PO BOX 563 APPLETON, WI 54912	N/A	PUBLIC CHARITY	GENERAL USE	10,000.
HARBOR HOUSE DOMESTIC ABUSE PROGRAMS 720 W, FIFTH STREET APPLETON, WI 54914	N/A	PUBLIC CHARITY	GENERAL USE	10,000.
HISTORY MUSEUM AT THE CASTLE 330 EAST COLLEGE AVENUE APPLETON, WI 54911	N/A	PUBLIC CHARITY	GENERAL USE	1,000.
LEAVEN, INC. 1475 OPPORTUNITY WAY MENASHA, WI 54952	N/A	PUBLIC CHARITY	GENERAL USE	5,000.
NORTHERN ILLINOIS FOOD BANK 600 INDUSTRIAL DRIVE ST. CHARLES, IL 60174	N/A	PUBLIC CHARITY	GENERAL USE	5,000.
Total	SEE CONTINUATION SHEET(S)			396,000.
b Approved for future payment				
NONE				
Total				0.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]


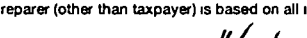
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee 	Date 1/8/13	Title PRESIDENT		
Paid Preparer Use Only	Print preparer's name RONALD J ALTENBURG	Preparer's signature  CPA	Date 1/5/2013	Check <input type="checkbox"/> if self-employed	PTIN P00040624
	Firm's name ▶ SCHENCK SC			Firm's EIN ▶ 39-1173131	
	Firm's address ▶ 200 E WASHINGTON ST PO BOX 1739 APPLETON, WI 54912-1739			Phone no. (920) 731-8111	

Form **990-PF** (2012)

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

GEOFFREY T CROWLEY FAMILY
FOUNDATION INC

Employer identification number

26-1385752

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

GEOFFREY T CROWLEY FAMILY
FOUNDATION INC

Employer identification number

26-1385752

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GEOFFREY T CROWLEY 6610 N PURDY PARKWAY APPLETON, WI 54913	\$ 121,830.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	GEOFFREY T CROWLEY 6610 N PURDY PARKWAY APPLETON, WI 54913	\$ 301,334.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

GEOFFREY T CROWLEY FAMILY
FOUNDATION INC

Employer identification number

26-1385752

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	13,093 SHS SOUTHWEST STOCK	\$ 121,830.	VARIOUS
2	SEE ATTACHED EXHIBIT A FOR DETAIL	\$ 301,334.	VARIOUS
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

GEOFFREY T CROWLEY FAMILY
FOUNDATION INC

Employer identification number

26-1385752

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**GEOFFREY T CROWLEY FAMILY
FOUNDATION INC**

26-1385752

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
PURDUE UNIVERSITY 701 W STADIUM AVE WEST LAFAYETTE, IN 47907	N/A	PUBLIC CHARITY	EDUCATIONAL	325,000.
NEWTOWN YOUTH & FAMILY SERVICES 15 BERKSHIRE ROAD SANDY HOOK, CT 06482	N/A	PUBLIC CHARITY	GENERAL USE	5,000.
PHOENIX SOCIETY FOR BURN SURVIVORS 1835 RW BERENDS DRIVE SW GRAND RAPIDS, MI 49519	N/A	PUBLIC CHARITY	GENERAL USE	5,000.
EMERGENCY SHELTER OF THE FOX VALLEY, INC. PO BOX 341 APPLETON, WI 54912	N/A	PUBLIC CHARITY	GENERAL USE	5,000.
FOX CITIES PERFORMING ARTS CENTER 400 WEST COLLEGE AVENUE APPLETON, WI 54911	N/A	PUBLIC CHARITY	GENERAL USE	25,000.
Total from continuation sheets				365,000.



Account Statement

July 1, 2012 - June 30, 2013

Account Number 23-92043
CROWLEY, GEOFFREY T FAMILY FDN

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
MT8 NORTHERN FUNDS SIK INDEX FD (NOSDQ)	\$19.930	31,677.70	\$631,336.56	\$457,299.68	\$174,036.88		\$11,625.72	1.8%	47.4%
Total Large Cap			\$631,336.56	\$457,299.68	\$174,036.88		\$11,625.72	1.8%	47.4%
Equity Securities - Mid Cap									
MT8 NORTHERN MULTI-MANAGER MID CAP FUND (NMMCX)	\$13.580	6,087.96	\$82,674.49	\$58,272.98	\$24,401.51		\$590.53	0.7%	6.2%
Total Mid Cap			\$82,674.49	\$58,272.98	\$24,401.51		\$590.53	0.7%	6.2%
Equity Securities - Small Cap									
MT8 NORTHERN MULTI-MANAGER SMALL CAP FUND (NIMSQ)	\$11.320	7,412.09	\$83,904.85	\$65,847.17	\$18,057.68		\$607.79	0.7%	6.3%
Total Small Cap			\$83,904.85	\$65,847.17	\$18,057.68		\$607.79	0.7%	6.3%
Equity Securities - International Developed									
MT8 NORTHERN MULTI-MANAGER INTL EQUITY FUND (NMIDQ)	\$9.580	28,448.43	\$272,535.95	\$245,977.24	\$26,558.71		\$5,063.82	1.9%	20.4%
Total International Region - USD			\$272,535.95	\$245,977.24	\$26,558.71		\$5,063.82	1.9%	20.4%
Total International Developed			\$272,535.95	\$245,977.24	\$26,558.71		\$5,063.82	1.9%	20.4%

Continued on next page.



Account Statement

July 1, 2012 - June 30, 2013

Account Number 23-92043
CROWLEY, GEOFFREY T FAMILY FDN

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - International Emerging									
MTB NORTHERN FUNDS EMERGING MKTS EQUITY INDEX FUND (NOEMQ)	\$10.600	24,773.08	\$262,594.64	\$268,296.07	(\$5,701.43)		\$6,639.19	2.5%	19.7%
Total Emerging Markets Region - USD			\$262,594.64	\$268,296.07	(\$5,701.43)		\$6,639.19	2.5%	19.7%
Total International Emerging			\$262,594.64	\$268,296.07	(\$5,701.43)		\$6,639.19	2.5%	19.7%
Total Equity Securities			\$1,333,046.49	\$1,095,693.14	\$237,353.35		\$24,527.04	1.8%	100.0%
Fixed Income Securities - Corporate/ Government									
Funds									
MTB NORTHERN FUNDS 8D INDEX FD (NOBOX)	\$10.540	22,418.99	\$236,296.15	\$231,937.26	\$4,358.89		\$6,523.93	2.8%	42.8%
MTB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND (NMHTX)	10.610	12,950.66	137,406.50	134,268.90	3,137.60		8,417.93	6.1%	24.9%
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL (PHITX)	9.420	6,791.62	63,977.06	62,932.26	1,044.80		3,918.76	6.1%	11.6%
MFO VANGUARD FRED INCOME SECS FD INC INFLATION-PROTECTED SECS FD #119 (VIPSX)	13.360	3,995.37	53,378.14	54,711.66	(1,333.52)		1,270.53	2.4%	9.7%
Total Corporate/ Government			\$491,057.85	\$483,850.08	\$7,207.77		\$20,131.15	4.1%	89.0%

Continued on next page.



Account Statement

July 1, 2012 - June 30, 2013

Account Number 23-92043
CROWLEY, GIFFREY T FAMILY FID

Portfolio Details (continued)

Fixed Income Securities - Other Bonds							
Funds	Market Price	Par Value/Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual Annual Income	Yield/YTM Assets
MIC HESHIARS 1R 180XX 3 YR TARGET DURATION TIPS INDEX FD 1R 180XX 3 YR TARGET DURATION TIPS INDEX FD 1R111	\$24.830	2,455.00	\$60,957.65	\$62,722.31	(\$1,764.66)	\$1,411.63	2.3% 11.0%
Total Other Bonds			\$60,957.65	\$62,722.31	(\$1,764.66)	\$1,411.63	2.3% 11.0%
Total Fixed Income Securities							
			\$552,015.50	\$546,572.39	\$5,443.11	\$21,542.77	3.9% 100.0%

Real Estate - Real Estate Funds							
Funds	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual Annual Income	Yield/YTM Assets
MIB NORTHERN TRS GLOBAL REAL ESTATE INDEX FD (INGREX)	\$9.180	10,620.16	\$97,493.06	\$75,939.02	\$21,554.04	\$3,398.45	3.5% 100.0%
Total Real Estate Funds			\$97,493.06	\$75,939.02	\$21,554.04	\$3,398.45	3.5% 100.0%
Total Real Estate							
			\$97,493.06	\$75,939.02	\$21,554.04	\$3,398.45	3.5% 100.0%

Commodities - Commodities							
Funds	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual Annual Income	Yield/YTM Assets
MIC HESHIARS 1R MORNINGSTAR GLOBAL U.S. REAM NAT RES INDEX FD (GUNK)	\$31.560	1,915.00	\$60,437.40	\$68,729.35	(\$8,291.95)	\$704.72	1.2% 100.0%

Continued on next page.



Account Statement

July 1, 2012 - June 30, 2013

Account Number 23-92043
CROWLEY, GIORFREY T FAMILY FIDN

Portfolio Details (continued)

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total Global Region - USD			\$60,437.40	\$68,729.35	(\$8,291.95)		\$704.72	1.2%	100.0%
Total Commodities			\$60,437.40	\$68,729.35	(\$8,291.95)		\$704.72	1.2%	100.0%
Total Commodities			\$60,437.40	\$68,729.35	(\$8,291.95)		\$704.72	1.2%	100.0%
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FUNDS MONEY MKT FD MONEY MARKET FUND.									
PRINCIPAL CASH	\$1.000	(156,756.27)	(\$156,756.27)	(\$156,756.27)	\$0.00				
INCOME CASH	1.000	167,347.66	167,347.66	167,347.66	0.00				
Total Cash			\$10,591.39	\$10,591.39	\$0.00		\$1.06	0.0%	
Total Cash and Short Term Investments			\$10,591.39	\$10,591.39	\$0.00		\$1.06	0.0%	
Total Portfolio			\$2,053,583.84	\$1,797,525.29	\$256,058.55		\$50,174.04	2.4%	
Total Accrual			\$0.00						
Total Value			\$2,053,583.84						

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLIC TRADED SECURITIES					
	35,000.	36,746.	0.	0.	-1,746.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLIC TRADED SECURITIES					
	397,350.	377,318.	0.	0.	20,032.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLIC TRADED SECURITIES					
	435,409.	423,164.	0.	0.	12,245.

CAPITAL GAINS DIVIDENDS FROM PART IV	7,146.
TOTAL TO FORM 990-PF, PART I, LINE 6A	37,677.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST #92043	52,184.	0.	52,184.
NORTHERN TRUST #92043	7,146.	7,146.	0.
TOTAL TO FM 990-PF, PART I, LN 4	59,330.	7,146.	52,184.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2011 FEDERAL REFUND	2,252.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,252.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCTG FEES	3,090.	1,545.		1,545.
TO FORM 990-PF, PG 1, LN 16B	3,090.	1,545.		1,545.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MGMT FEES	4,998.	4,998.		0.
TO FORM 990-PF, PG 1, LN 16C	4,998.	4,998.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	2,389.	0.		0.
FOREIGN TAXES	997.	997.		0.
TO FORM 990-PF, PG 1, LN 18	3,386.	997.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST #92043	COST	1,786,934.	2,042,992.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,786,934.	2,042,992.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	8
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NAME OF CONTRIBUTOR

ADDRESS

GEOFFREY T CROWLEY

6610 N PURDY PARKWAY
APPLETON, WI 54913

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEOFFREY T CROWLEY 6610 N. PURDY PARKWAY APPLETON, WI 54913	PRESIDENT 0.17	0.	0.	0.
ELIZABETH V CROWLEY 6610 N. PURDY PARKWAY APPLETON, WI 54913	VICE PRESIDENT 0.17	0.	0.	0.
ELIZABETH V CROWLEY 6610 N. PURDY PARKWAY APPLETON, WI 54913	SECRETARY 0.16	0.	0.	0.
GEOFFREY T CROWLEY 6610 N. PURDY PARKWAY APPLETON, WI 54913	TREASURER 0.17	0.	0.	0.
JEFFREY D RIESTER 100 W LAWRENCE ST APPLETON, WI 549122728	ASSISTANT SECRETARY 0.17	0.	0.	0.
JEFFREY D RIESTER 100 W LAWRENCE ST APPLETON, WI 549122728	ASSISTANT TREASURER 0.16	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Exhibit A

<u>Company</u>	<u>Shares</u>	<u>Mean \$/Share</u>	<u>Mean M/V</u>	<u>Tax Cost</u>	<u>Acquisition Date</u>
5TH 3RD BANCORP COM	133	\$15.03000	\$1,998.99	\$405.65	4/1/09
AFLAC INC COM	51	\$53.02000	\$2,704.02	\$818.15	2/25/09
AKAMAI TECHNOLOGIES INC COM STK	39	\$40.91500	\$1,595.69	\$511.27	1/23/09
AMERICAN EXPRESS CO	193	\$56.56500	\$10,917.05	\$2,995.36	1/23/09
AMERICAN INTERNATIONAL GROUP INC COM	30	\$34.95000	\$1,048.50	\$104.45	2/25/09
AMERIPRISE FINL INC COM	50	\$62.21675	\$3,110.84	\$962.50	1/23/09
AUTONATION INC COM	1	\$38.98500	\$38.99	\$7.99	1/23/09
BEAM INC	35	\$60.53850	\$2,118.85	\$694.96	4/1/09
CA INC. COM (CA)	24	\$21.94500	\$526.68	\$456.24	1/23/09
CABOT OIL & GAS CORP COM	32	\$49.49000	\$1,583.68	\$388.48	4/1/09
CABOT OIL & GAS CORP COM	16	\$49.49000	\$791.84	\$205.99	1/23/09
CABOT OIL & GAS CORP COM	16	\$49.49000	\$791.84	\$281.54	11/24/10
CAP 1 FNCL COM	66	\$57.20790	\$3,775.72	\$838.85	4/1/09
CAP 1 FNCL COM	24	\$57.20790	\$1,372.99	\$456.24	1/23/09
CF INDS HLDGS INC COM	11	\$201.31015	\$2,214.41	\$498.85	1/23/09
CF INDS HLDGS INC COM	11	\$201.31015	\$2,214.41	\$766.07	7/7/10
CIGNA CORPORATION	36	\$53.42500	\$1,923.30	\$555.12	1/23/09
CIGNA CORPORATION	23	\$53.42500	\$1,228.78	\$418.37	4/1/09
CITRIX SYS INC COM	42	\$64.83500	\$2,723.07	\$937.02	1/23/09
COACH INC COM	39	\$54.64500	\$2,131.16	\$562.77	1/23/09
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A	67	\$72.65300	\$4,867.75	\$1,264.26	1/23/09
COVENTRY HEALTH CARE INC COM	34	\$44.70500	\$1,519.97	\$448.12	1/23/09
CUMMINS INC	39	\$106.21000	\$4,142.19	\$981.24	1/23/09
CUMMINS INC	25	\$106.21000	\$2,655.25	\$888.75	6/10/09
D R HORTON INC COM	63	\$19.34000	\$1,218.42	\$384.93	1/23/09
DISCOVER FINL SVCS COM STK	62	\$37.87500	\$2,348.25	\$373.38	2/25/09
DISCOVER FINL SVCS COM STK	48	\$37.87500	\$1,818.00	\$354.71	1/23/09
DISCOVER FINL SVCS COM STK	57	\$37.87500	\$2,158.88	\$613.32	7/15/09
DOW CHEMICAL CO COM	213	\$32.04500	\$6,825.59	\$1,855.23	4/1/09

Assets gifted into the Geoffrey T. Crowley
Family Foundation 12/27/12
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<u>Company</u>	<u>Shares</u>	<u>Mean \$/Share</u>	<u>Mean M/V</u>	<u>Tax Cost</u>	<u>Acquisition Date</u>
EASTMAN CHEM CO COM	34	\$66.48250	\$2,260.41	\$471.75	1/23/09
EBAY INC COM USD0.001	204	\$50.16000	\$10,232.64	\$2,425.54	1/23/09
EBAY INC COM USD0.001	115	\$50.16000	\$5,768.40	\$2,019.40	6/10/09
EXPEDIA INC DEL COM NEW	24	\$59.35495	\$1,424.52	\$184.46	1/23/09
EXPEDIA INC DEL COM NEW	6	\$59.35495	\$356.13	\$120.96	3/9/11
FLOWERVE CORP COM	6	\$144.08500	\$864.51	\$283.26	1/23/09
FORD MTR CO DEL COM PAR \$0.01 COM PAR \$0.01	544	\$12.58500	\$6,846.24	\$1,137.01	2/25/09
FREEMPORT-MCMORAN COPPER & GOLD INC	172	\$33.66000	\$5,789.52	\$1,932.39	1/23/09
GENWORTH FINL INC COM CL A COM CL A	100	\$7.22000	\$722.00	\$202.00	4/1/09
GRAINGER W W INC COM	14	\$199.73500	\$2,796.29	\$953.85	2/25/09
HARLEY DAVIDSON COM USD0.01	53	\$47.57000	\$2,521.21	\$594.93	1/23/09
HARTFORD FINL SVCS GROUP INC COM	59	\$22.37495	\$1,320.12	\$454.89	4/1/09
HOME DEPOT INC COM	338	\$60.81500	\$20,555.47	\$7,304.18	1/23/09
HOST HOTELS & RESORTS INC REIT	119	\$15.48500	\$1,842.72	\$490.51	2/25/09
INTL PAPER CO COM	98	\$39.42550	\$3,863.70	\$730.06	4/1/09
INTUITIVE SURGICAL INC COM NEW STK	8	\$484.73500	\$3,877.88	\$756.24	1/23/09
LAM RESH CORP COM	1	\$35.99500	\$36.00	\$11.82	1/23/09
LENNAR CORP CL A CL A	32	\$37.76000	\$1,208.32	\$210.88	1/23/09
LENNAR CORP CL A CL A	5	\$37.76000	\$188.80	\$67.86	8/19/09
LTD BRANDS	61	\$45.87000	\$2,798.07	\$547.32	2/25/09
MACYS INC COM STK	95	\$36.87000	\$3,502.65	\$898.70	1/23/09
MASTERCARD INC CL A	11	\$486.99250	\$5,356.92	\$1,393.48	1/23/09
MASTERCARD INC CL A	6	\$486.99250	\$2,921.96	\$1,053.60	6/10/09
MEADWESTVACO CORP COM	38	\$31.54000	\$1,198.52	\$383.92	1/23/09
MOTOROLA SOLUTIONS INC	73.72	\$54.57055	\$4,022.94	\$1,108.05	2/25/09
MOTOROLA SOLUTIONS INC	0.28	\$54.57055	\$15.28	\$7.44	7/15/09
NEWS CORP CL A COM	231	\$24.76750	\$5,721.29	\$1,393.46	2/25/09
NEWS CORP CL A COM	292	\$24.76750	\$7,232.11	\$2,044.00	1/23/09
NEWS CORP CL A COM	190	\$24.76750	\$4,705.83	\$1,666.30	7/15/09
NORDSTROM INC COM	36	\$51.46000	\$1,852.56	\$470.12	1/23/09
PIONEER NAT RES CO COM STK	26	\$104.98500	\$2,729.61	\$399.88	1/23/09
PIONEER NAT RES CO COM STK	9	\$104.98500	\$944.87	\$222.84	7/15/09

Assets gifted into the Geoffrey T. Crowley
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<u>Company</u>	<u>Shares</u>	<u>Mean \$/Share</u>	<u>Mean M/V</u>	<u>Tax Cost</u>	<u>Acquisition Date</u>
PPG IND INC COM	37	\$134.12000	\$4,962.44	\$1,443.74	1/23/09
PPG IND INC COM	14	\$134.12000	\$1,877.68	\$638.40	7/15/09
PRECISION CASTPARTS CORP COM	26	\$187.08000	\$4,864.08	\$1,592.49	1/23/09
PULTE GROUP INC	101	\$17.61500	\$1,779.12	\$451.72	10/12/11
ROCKWELL AUTOMATION	26	\$82.39500	\$2,142.27	\$724.88	1/23/09
SALESFORCE COM INC COM STK	23	\$165.05500	\$3,796.27	\$613.41	1/23/09
SALESFORCE COM INC COM STK	9	\$165.05500	\$1,485.50	\$403.49	8/19/09
SANDISK CORP COM	51	\$43.09000	\$2,197.59	\$591.09	1/23/09
SHERWIN-WILLIAMS CO COM	22	\$151.76000	\$3,338.72	\$1,011.62	2/25/09
SIMON PROPERTY GROUP INC COM	26	\$157.17000	\$4,086.42	\$871.04	4/1/09
SIMON PROPERTY GROUP INC COM	1.21	\$157.17000	\$190.18	\$40.85	3/9/09
SIMON PROPERTY GROUP INC COM	29.79	\$157.17000	\$4,682.09	\$1,287.56	1/23/09
SIMON PROPERTY GROUP INC COM	20	\$157.17000	\$3,143.40	\$1,034.83	6/10/09
SLM CORP COM	107	\$16.73000	\$1,790.11	\$614.13	5/6/09
STARBUCKS CORP COM	82	\$53.17500	\$4,360.35	\$744.56	1/23/09
STARBUCKS CORP COM	85	\$53.17500	\$4,519.88	\$799.17	2/25/09
STARBUCKS CORP COM	61	\$53.17500	\$3,243.68	\$873.52	7/15/09
STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK	41	\$56.78000	\$2,327.98	\$654.77	1/23/09
TERADYNE INC COM	22	\$16.43750	\$361.63	\$105.60	1/23/09
TESORO CORP	42	\$43.23500	\$1,815.87	\$527.94	9/15/10
TIFFANY & CO COM	27	\$56.46000	\$1,524.42	\$557.55	1/23/09
TIME WARNER CABLE INC COM	53	\$95.83500	\$5,079.26	\$1,444.03	1/23/09
TIME WARNER CABLE INC COM	50	\$95.83500	\$4,791.75	\$1,573.00	6/10/09
TJX COS INC COM NEW	116	\$41.31000	\$4,791.96	\$1,150.68	1/23/09
TJX COS INC COM NEW	72	\$41.31000	\$2,974.32	\$832.05	2/25/09
TORCHMARK CORP COM	28.5	\$51.18500	\$1,458.77	\$412.16	2/25/09
TORCHMARK CORP COM	0.5	\$51.18500	\$25.59	\$14.52	12/2/09
TRIPADVISOR INC COM COM STK	24	\$41.66505	\$999.96	\$208.63	1/23/09
UNION PAC CORP COM	106	\$124.16000	\$13,160.96	\$4,501.82	1/23/09
V F CORP COM	11	\$149.00500	\$1,639.06	\$585.34	2/25/09
VIACOM INC NEW CL B	116	\$52.44500	\$6,083.62	\$1,752.46	1/23/09
VORNADO RLTY TR COM	0.52	\$79.31500	\$41.24	\$5.90	3/13/09

Assets gifted into the Geoffrey T. Crowley
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<u>Company</u>	<u>Shares</u>	<u>Mean \$/Share</u>	<u>Mean M/V</u>	<u>Tax Cost</u>	<u>Acquisition Date</u>
VORNADO RLTY TR COM	0.48	\$79.31500	\$38.07	\$15.76	4/1/09
WATSON PHARMACEUTICALS INC COM	23	\$89.06000	\$2,048.38	\$578.91	1/23/09
WATSON PHARMACEUTICALS INC COM	5	\$89.06000	\$445.30	\$149.20	6/10/09
WHIRLPOOL CORP COM	16	\$100.53500	\$1,608.56	\$562.72	1/23/09
WHOLE FOODS MKT INC COM	31	\$90.01000	\$2,790.31	\$349.37	1/23/09
WHOLE FOODS MKT INC COM	10	\$90.01000	\$900.10	\$206.80	6/10/09
WILLIAMS CO INC COM	131	\$32.06000	\$4,199.86	\$1,441.85	1/23/09
XL GROUP PLC ORD USD0.01	33	\$24.67750	\$814.36	\$105.58	1/23/09
XL GROUP PLC ORD USD0.01	45	\$24.67750	\$1,110.49	\$258.75	4/1/09
TOTAL			\$301,334.10	\$83,702.80	