

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

Crowe & Dunlevy Foundation, Inc.

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

324 N. Robinson Ave.

Room/suite

100

City or town, state or province, country, and ZIP or foreign postal code

Oklahoma City, OK 73102

G Check all that apply:

☐ Initial return ☐ Initial return of a former public charity

☐ Final return ☐ Amended return

☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$

J Accounting method: ☒ Cash ☐ Accrual

☐ Other (specify) _____

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

A Employer identification number

73-1267906 73-1237906

B Telephone number (see instructions)

(405)235-7700

C If exemption application is pending, check here ▶ ☐D 1. Foreign organizations, check here . . . ▶ ☐2. Foreign organizations meeting the 85% test, check here and attach computation . . . ▶ ☐E If private foundation status was terminated under section 507(b)(1)(A), check here . . . ▶ ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ▶ ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

110,696

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a

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

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

110,696

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses.

Add lines 13 through 23

167

167

25 Contributions, gifts, grants paid

135,161

135,161

26 Total expenses and disbursements. Add lines 24 and 25

135,328

135,161

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-24,632

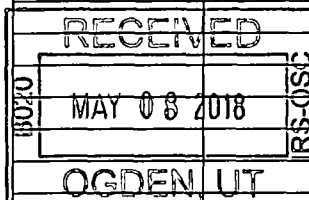
b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

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Operating and Administrative Expenses



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing	77,616	52,984	52,984		
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment: basis ▶					
Less: accumulated depreciation (attach schedule) ▶						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	77,616	52,984	52,984			
Liabilities	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 (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds	77,616	52,985			
	30 Total net assets or fund balances (see instructions)	77,616	52,985			
	31 Total liabilities and net assets/fund balances (see instructions)	77,616	52,985			

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	77,616
2 Enter amount from Part I, line 27a	2	-24,632
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	52,984
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	52,984

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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				
b				
c				
d				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV 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				
b				
c				
d				
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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8		3	

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 doesn't qualify under section 4940(e). Do not complete this part.

(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))
2016	136,670	82,243	1.661782
2015	131,950	98,255	1.343344
2014	111,913	99,069	1.129647
2013	98,736	79,002	1.124979
2012	124,262	84,984	1.462181
2	Total of line 1, column (d)	2	6.721933
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	1.344387
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	46,532
5	Multiply line 4 by line 3	5	62,557
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	62,557
8	Enter qualifying distributions from Part XII, line 4	8	135,161

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1		0
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		0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		0
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a		
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		0
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax Refunded	11		0

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?		☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the 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.		☒
c Did the foundation file Form 1120-POL for this year?		☒
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		☒
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		☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
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 <i>General Instruction T</i> .		☒
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?	☒	
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	☒	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ Oklahoma		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	☒	
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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		☒
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		☒

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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	✓
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	✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	✓
14 The books are in care of ► Crowe & Dunlevy Foundation, Inc. Telephone no. ► (405)235-7700 Located at ► 324 N Robinson Ave., Suite 100 ZIP+4 ► 73102		
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		
16 At any time during calendar year 2017, 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	✓
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	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 2017?	1c	✓
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ► 20 , 20 , 20 , 20		
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.)	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. ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2017 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 2017.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2017?	4b	✓

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes	☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b	
Organizations relying on a current notice regarding disaster assistance, check here	☐	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	☒
If "Yes" to 6b, file Form 8870.		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Timila S. Rother				
324 N Robinson Ave., Suite 100, OKC, OK 73102	President, 0 hrs/wk	0		
James W. Larimore				
324 N Robinson Ave., Suite 100, OKC, OK 73102	Vice President, 0 hrs/wk	0		

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶**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 None	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 None	
2	
All other program-related investments. See instructions.	
3 None	
Total. Add lines 1 through 3 ▶	

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	
b	Average of monthly cash balances	1b	47,241
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	47,241
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	47,241
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	709
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,532
6	Minimum investment return. Enter 5% of line 5	6	2,327

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	2,327
2a	Tax on investment income for 2017 from Part VI, line 5	2a	
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,327
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,327
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,327

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	135,161
b	Program-related investments—total from Part IX-B	1b	
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	135,161
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	135,161

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,327
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	120,013			
b From 2013	90,537			
c From 2014	106,960			
d From 2015	127,039			
e From 2016	132,558			
f Total of lines 3a through e	577,107			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 135,161				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2017 distributable amount				2,327
e Remaining amount distributed out of corpus	132,834			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	709,941			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	120,013			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	589,928			
10 Analysis of line 9:				
a Excess from 2013	90,537			
b Excess from 2014	106,690			
c Excess from 2015	127,039			
d Excess from 2016	132,558			
e Excess from 2017	133,104			

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
2a 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 $\frac{2}{3}$ 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).)
- 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.
- 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.
- a** The name, address, and telephone number or email address of the person to whom applications should be addressed:

James W. Larimore, 324 N Robinson Ave., Suite 100, OKC, OK 73102

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

No restrictions to form. Address and type of organization required

- c** Any submission deadlines:

None

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

None

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

Recipient Name and address (home or business)	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
a Paid during the year See attached schedule				135,161
Total			3a	135,161
b Approved for future payment Oklahoma City University 2501 N Blackwelder, OKC, OK 73106		Public	Law School Building Project	20,000
Total			3b	20,000

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)					
13	Total. Add line 12, columns (b), (d), and (e)					

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[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) (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	1a(1)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here  correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

 Signature of officer or trustee 5/4/18 Date Director of Fin. Title

May the IRS discuss this return with the preparer shown below? See instructions ☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Crowe & Dunlevy Foundation, Inc.**73-1267906****Form 990-PF 2016****Schedule 3a****Part XV Supplementary Information****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address	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
a PAID DURING THE YEAR				
A Chance to Change 2113 West Britton Rd Oklahoma City, OK 73120	N/A	Public	Discretionary use of recipient	1,000.00
ABA Fund for Justice 321 North Clark Street, 20th Floor Chicago, IL 60654-7598	N/A	Public	Discretionary use of recipient	1,500.00
Allied Arts Foundation 437 N.W. 12th Street Oklahoma City, OK 73103	N/A	Public	Discretionary use of recipient	5,250.00
American Heart Association 2227 E. Skelly Drive Tulsa, OK 74105	N/A	Public	Discretionary use of recipient	8,000.00
Arts Council Of Oklahoma City 400 W. California Ave Oklahoma City, OK 73102	N/A	Public	Discretionary use of recipient	1,250.00
Bishop McGuinness 801 NW 50th Oklahoma City, OK 73118	N/A	Public	Discretionary use of recipient	500.00
Bridges of Norman, Inc 1670 N Stubbeman Norman, OK 73069	N/A	Public	Discretionary use of recipient	500.00
Canterbury Voices 424 Colcord Dr , Suite D Oklahoma City, OK 73102	N/A	Public	Discretionary use of recipient	500.00
Catholic Charities 1501 N Classen Blvd. Oklahoma City, OK 7316	N/A	Public	Discretionary use of recipient	2,500.00
Central Oklahoma Humane Society PO Box 18471 Oklahoma City, OK 73154	N/A	Public	Discretionary use of recipient	1,000.00

Recipient Name and address	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
a PAID DURING THE YEAR				
Citizens Caring For Children 730 W Wilshire Blvd., Suite 112 Oklahoma City, OK 73116	N/A	Public	Discretionary use of recipient	500.00
Communities Foundation of Oklahoma PO Box 21210 Oklahoma City, OK 73156	N/A	Public	Discretionary use of recipient	2,500.00
DeadCenter Film Festival 726 W Sheridan Ave, Suite 170 Oklahoma City, OK 73102	N/A	Public	Discretionary use of recipient	2,500.00
The First Tee of Metro Oklahoma City, Inc. PO Box 2381 Oklahoma City, OK 73101	N/A	Public	Discretionary use of recipient	1,000.00
The Foundation for OKC Public Schools 431 West Main Street, Suite E Oklahoma City, OK 73102	N/A	Public	Discretionary use of recipient	1,500.00
Generation Citizen 309 NW 13th Street, STE 103 Oklahoma City, OK 73103	N/A	Public	Discretionary use of recipient	1,000.00
Girl Scouts Of Western Oklahoma 6100 N Robinson Ave. Oklahoma City, OK 73118	N/A	Public	Discretionary use of recipient	1,250.00
Harding Fine Arts Academy Charter High School 3333 N Shartel Oklahoma City, OK 73118	N/A	Public	Discretionary use of recipient	500.00
Holy Trinity Catholic Church 211 W Missouri Okarche, OK 73762	N/A	Public	Discretionary use of recipient	100.00
Impact Oklahoma PO Box 2049 Oklahoma City, OK 73156	N/A	Public	Discretionary use of recipient	2,000.00
Indian Nations Council - Boy Scouts of America 4295 S Garnett Rd Tulsa, OK 74146	N/A	Public	Discretionary use of recipient	2,000.00

Recipient Name and address	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
a PAID DURING THE YEAR				
Infant Crisis Center Services, Inc. 4224 N Lincoln Blvd Oklahoma City, OK 73105	N/A	Public	Discretionary use of recipient	4,125 00
Junior Achievement of Oklahoma 211 N Robinson, Ste 201 Oklahoma City, OK 73102	N/A	Public	Discretionary use of recipient	500.00
Junior League of Tulsa 3633 S Yale Ave. Tulsa, OK 74135	N/A	Public	Discretionary use of recipient	1,500.00
Le Tour De Vin PO Box 1702 Norman, OK 73070	N/A	Public	Discretionary use of recipient	350 00
Legal Aid Services of Oklahoma 2915 N Classen Blvd, Suite 500 Oklahoma City, OK 73106	N/A	Public	Discretionary use of recipient	10,000 00
Little Light Ministries PO Box 720323 Oklahoma City, OK 73172	N/A	Public	Discretionary use of recipient	125 00
March of Dimes 5100 North Brookline, Suite 850 Oklahoma City, OK 73112	N/A	Public	Discretionary use of recipient	1,000.00
McConnell Valdes Disaster Relief Fund 270 Munoz Rivera Ave San Juan, Puerto Rico 00918	N/A	Public	Discretionary use of recipient	250.00
Mental Health Association Of Oklahoma 1870 South Boulder Ave Tulsa, OK 74119	N/A	Public	Discretionary use of recipient	3,500.00
Metropolitan Baptist Church- Building Fund 7201 W Britton Rd Oklahoma City, OK 73132	N/A	Public	Discretionary use of recipient	200.00
Myriad Gardens Foundation 301 W Reno Ave Oklahoma City, OK 73102	N/A	Public	Discretionary use of recipient	600.00

Recipient Name and address	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
a PAID DURING THE YEAR				
Nicole Jarvis, M.D. Foundation for Parkinson's Research 3201 W. Tecumseh Rd, Suite 200 Norman, OK 73072	N/A	Public	Discretionary use of recipient	250.00
Norman Regional Health Foundation 901 North Porter Avenue Norman, OK 73071	N/A	Public	Discretionary use of recipient	5,000 00
Oklahoma City Beautiful 3535 N. Classen Blvd. Oklahoma City, OK 73118	N/A	Public	Discretionary use of recipient	1,500.00
Oklahoma Aids Care Fund 6608 N Western Ave Suite 219 Oklahoma City, OK 73116	N/A	Public	Discretionary use of recipient	2,000.00
Oklahoma Center For Non Profits 720 W Wilshire Blvd., Ste 115 Oklahoma City, OK 73116	N/A	Public	Discretionary use of recipient	2,000.00
Oklahoma City Ballet 7421 N Classen Blvd Oklahoma City, OK 73116	N/A	Public	Discretionary use of recipient	2,500 00
Oklahoma City Museum of Art 415 Couch Drive Oklahoma Cit, 73102	N/A	Public	Discretionary use of recipient	2,250 00
Oklahoma City University 2501 North Blackwelder Oklahoma City, OK 73106	N/A	Public	Law School Building Project	20,000.00
Oklahoma Contemporary 3000 General Pershing Blvd Oklahoma City, OK 73107	N/A	Public	Discretionary use of recipient	500 00
Oklahoma Lawyers For Children 800 N Harvey Ave Oklahoma City, OK 73102	N/A	Public	Discretionary use of recipient	1,750.00
Oklahoma Medical Research Foundation 825 NE 13th St Oklahoma City, OK 73104	N/A	Public	Discretionary use of recipient	1,250.00
Oklahoma Shakespeare In The Park PO Box 1437 Oklahoma City, OK 73101	N/A	Public	Discretionary use of recipient	250.00

Recipient Name and address	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
a PAID DURING THE YEAR				
Oklahoma Sports Hall Of Fame 4040 N Lincoln Blvd Oklahoma City, OK 73105	N/A	Public	Discretionary use of recipient	1,250.00
Oklahoma University Foundation 201 E. Lindsey Street Norman, OK 73109	N/A	Public	Discretionary use of recipient	4,500.00
Parent Promise PO Box 656 Oklahoma City, OK 73101	N/A	Public	Discretionary use of recipient	1,000.00
The Parkinson's Foundation of Oklahoma 720 W Wilshire Blvd, Suite 109 Oklahoma City, OK 73116	N/A	Public	Discretionary use of recipient	1,000.00
Paseo Arts Association 3022 Paseo Oklahoma City, OK 73103	N/A	Public	Discretionary use of recipient	500.00
The Pencil Box PO Box 52361 Tulsa, OK 74152	N/A	Public	Discretionary use of recipient	250.00
Positive Tomorrows PO Box 61190 Oklahoma City, OK 73146	N/A	Public	Discretionary use of recipient	500 00
Redbud Foundation, Inc. 720 W Wilshire Blvd., Suite 116 Oklahoma City, OK 73116	N/A	Public	Discretionary use of recipient	1,000.00
Sunbeam Family Services 1100 NW 14th Oklahoma City, OK 73104	N/A	Public	Discretionary use of recipient	1,750.00
Trinity Legal Clinic of Oklahoma PO Box 7868 Edmond, OK 73083	N/A	Public	Discretionary use of recipient	500.00
Tulsa Area United Way 1430 S Boulder Tulsa, OK 74119	N/A	Public	Discretionary use of recipient	6,000.00
Tulsa Cares 3712 East 11th Street Tulsa, OK 74112	N/A	Public	Discretionary use of recipient	3,000 00

Recipient Name and address	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
a PAID DURING THE YEAR				
Tulsa County Bar Foundation 1446 South Boston Tulsa, OK 74119	N/A	Public	Discretionary use of recipient	1,250.00
Tulsa Debate League PO Box 35711 Tulsa, OK 74153	N/A	Public	Discretionary use of recipient	600.00
Tulsa's Future One West Third St Tulsa, OK 74103	N/A	Public	Discretionary use of recipient	4,211.00
United Way of Central Oklahoma 1444 N.W. 28th Street Oklahoma City, OK 73101	N/A	Public	Discretionary use of recipient	500.00
University of Tulsa Foundation 800 Tucker Dr Tulsa, OK 74104	N/A	Public	Discretionary use of recipient	6,000.00
Women Lead Oklahoma PO Box 54741 Oklahoma City, OK 73154	N/A	Public	Discretionary use of recipient	500.00
Youth Services of Oklahoma County 201 NE 50th Oklahoma City, OK 73105	N/A	Public	Discretionary use of recipient	100.00
YWCA of Oklahoma City 2460 NW 39th Street Oklahoma City, OK 73112	N/A	Public	Discretionary use of recipient	2,500.00
Total Amount Paid During the Year.....				135,161.00