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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year **2009**, or tax year beginning , **2009**, and ending

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the
IRS label
Otherwise,
print
or type.
See Specific
Instructions

CROUL FAMILY FOUNDATION
18101 VON KARMAN AVENUE, SUITE 700
IRVINE, CA 92612

A Employer identification number

20-1222760

B Telephone number (see the instructions)

(877) 968-6328

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 ☐**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, column (c), line 16)

\$ 16,251,745.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(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) (see the 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 (att sch)

200,000.

2 Ck ☐ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

271,635.

271,635.

271,635.

4 Dividends and interest from securities

133,737.

133,737.

133,737.

5a Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

-1,782,365.

b Gross sales price for all assets on line 6a

14,996,492.

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

0.

8 Net short-term capital gain

0.

9 Income modifications**10a** Gross sales less returns and allowances

3,837.

b Less Cost of goods sold

4,607.

c Gross profit/(loss) (att sch)

SEE ST 1

-770.

-770.

11 Other income (attach schedule)

SEE STATEMENT 2

7,335.

7,335.

7,335.

12 Total. Add lines 1 through 11

-1,170,428.

412,707.

411,937.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch)

SEE ST 3

8,505.

4,252.

4,252.

4,252.

c Other prof fees (attach sch)

SEE ST 4

40,082.

40,082.

17 Interest

96.

96.

96.

18 Taxes (attach schedule)(see instr)

SEE STM 5

1,650.

1,650.

1,650.

19 Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

SEE STATEMENT 6

96,178.

93,807.

93,807.

1,588.

24 Total operating and administrative expenses. Add lines 13 through 23

146,511.

99,805.

99,805.

45,922.

25 Contributions, gifts, grants paid PART XV

778,554.

778,554.

26 Total expenses and disbursements. Add lines 24 and 25

925,065.

99,805.

99,805.

824,476.

27 Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements

-2,095,493.

b Net investment income (if negative, enter 0)

312,902.

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

312,132.

218 14

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			
	2	Savings and temporary cash investments	2,832,018.	732,910.	732,910.
	3	Accounts receivable 2,170.			
		Less: allowance for doubtful accounts	910.	2,170.	2,170.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use	664.	52,355.	52,355.
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)	2,910,797.	4,673,176.	4,673,176.
	c	Investments — corporate bonds (attach schedule)	229,549.	2,856,469.	2,856,469.
	11	Investments — land, buildings, and equipment basis			
LIABILITIES		Less: accumulated depreciation (attach schedule)			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)	8,182,631.	7,914,440.	7,914,440.
	14	Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe SEE STATEMENT 7)	20,438.	20,225.	20,225.
	16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	14,177,007.	16,251,745.	16,251,745.
	17	Accounts payable and accrued expenses		64.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe SEE STATEMENT 7)			
	23	Total liabilities (add lines 17 through 22)	0.	64.	
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund	11,438,500.	15,566,764.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,738,507.	684,917.	
	30	Total net assets or fund balances (see the instructions)	14,177,007.	16,251,681.	
	31	Total liabilities and net assets/fund balances (see the instructions)	14,177,007.	16,251,745.	

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	14,177,007.
2	Enter amount from Part I, line 27a	2	-2,095,493.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	4,170,167.
4	Add lines 1, 2, and 3	4	16,251,681.
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	16,251,681.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 9				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-1,782,365.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>		3	-376,568.

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) N/A

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 (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 the instructions)

1 a 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 instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 6,258.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 6,258.
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 6,258.
6 Credits/Payments		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 12,000.	
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 12,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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 0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 5,742.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11 5,742.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
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?		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
4 a 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?	X	
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA DE		
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 2009 or the taxable year beginning in 2009 (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

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ HTTP://CROULFOUNDATION.ORG	13	X	
14	The books are in care of ▶ C/O FIRST FOUNDATION ADVISORS Telephone no ▶ 877-968-6328 Located at ▶ 18101 VON KARMAN AVENUE, SUITE 700 IRVINE CA ZIP + 4 ▶ 92612			
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	N/A

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?	<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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶		N/A
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 the instructions.)		N/A
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2009 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 2009.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2009?		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))?

☐ 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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 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?

6b X

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 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 (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
JOHN V. CROUL 18101 VON KARMAN AVE, STE 700 IRVINE, CA 92612	CEO 0	0.	0.	0.
JOHN BRADFORD CROUL 18101 VON KARMAN AVE, STE 700 IRVINE, CA 92612	CFO 0	0.	0.	0.
SPENCER BEHR CROUL 18101 VON KARMAN AVE, STE 700 IRVINE, CA 92612	SECRETARY 0	0.	0.	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

0

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 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 (see instructions)

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	5,334,996.
b Average of monthly cash balances	1b	1,782,464.
c Fair market value of all other assets (see instructions)	1c	8,096,917.
d Total (add lines 1a, b, and c)	1d	15,214,377.
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	15,214,377.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	228,216.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,986,161.
6 Minimum investment return. Enter 5% of line 5	6	749,308.

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	749,308.
2a Tax on investment income for 2009 from Part VI, line 5	2a	6,258.	
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	6,258.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	743,050.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	743,050.
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	743,050.

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	824,476.
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	824,476.
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	824,476.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				743,050.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006	176,327.			
d From 2007	2,507,060.			
e From 2008	289,983.			
f Total of lines 3a through e	2,973,370.			
4 Qualifying distributions for 2009 from Part XII, line 4: \$ 824,476.				
a Applied to 2008, 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 2009 distributable amount				743,050.
e Remaining amount distributed out of corpus	81,426.			
5 Excess distributions carryover applied to 2009 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,054,796.			
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 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,054,796.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006	176,327.			
c Excess from 2007	2,507,060.			
d Excess from 2008	289,983.			
e Excess from 2009	81,426.			

BAA

Form 990-PF (2009)

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 STATEMENT 11				
Total			3a	778,554.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

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 the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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	323100	32.	14	271,603.	
4	Dividends and interest from securities	323100	75.	14	133,662.	
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			18	7,335.	
8	Gain or (loss) from sales of assets other than inventory			18	-1,782,365.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory	323100	-770.			
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		-663.		-1,369,765.	
13	Total. Add line 12, columns (b), (d), and (e)					13 -1,370,428

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

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545 0047

2009

Name of the organization

Employer identification number

CROUL FAMILY FOUNDATION

20-1222760

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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)/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, aggregate 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 aggregate 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 their Form 990, or check the box on line H of its Form 990-EZ, or on 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

CROUL FAMILY FOUNDATION

20-1222760

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JACK V. CROUL 1901 BAYADERE TERRACE CORONA DEL MAR, CA 92625	\$ 200,000.	Person <input checked="" 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.)
		\$	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

Employer identification number

CROUL FAMILY FOUNDATION

20-1222760

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

► \$

N/A

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

BAA

CROUL FAMILY FOUNDATION

20-1222760

STATEMENT 1
FORM 990-PF, PART I, LINE 10C
GROSS PROFIT (LOSS) FROM SALES OF INVENTORY

<u>ITEMS SOLD</u>	<u>AMOUNT</u>
ACCRUAL-TO-CASH ADJUSTMENT	\$ -1,196.
BOOK SALES	5,033.
GROSS SALES	\$ 3,837.
LESS RETURNS & ALLOWANCES	0.
NET SALES	\$ 3,837.
LESS COST OF GOODS SOLD	4,607.
GROSS PROFIT FROM SALES OF INVENTORY	<u>\$ -770.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVESTMENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
OTHER INVESTMENT INCOME	\$ 7,335.	\$ 7,335.	\$ 7,335.
TOTAL	<u>\$ 7,335.</u>	<u>\$ 7,335.</u>	<u>\$ 7,335.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVESTMENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
ACCOUNTING FEES	\$ 8,505.	\$ 4,252.	\$ 4,252.	\$ 4,252.
TOTAL	<u>\$ 8,505.</u>	<u>\$ 4,252.</u>	<u>\$ 4,252.</u>	<u>\$ 4,252.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVESTMENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
ADVISOR FEES	\$ 40,082.			\$ 40,082.
TOTAL	<u>\$ 40,082.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 40,082.</u>

CROUL FAMILY FOUNDATION

20-1222760

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	\$ 1,650.	\$ 1,650.	\$ 1,650.	
TOTAL	\$ 1,650.	\$ 1,650.	\$ 1,650.	\$ 0.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 199.			
DUES & SUBSCRIPTIONS	40.			
INVESTMENT EXPENSES	26,561.	\$ 26,561.	\$ 26,561.	
LICENSES AND FEES	35.			
MGMT FEES	67,246.	67,246.	67,246.	
MISCELLANEOUS	509.			
UNRELATED BUSINESS EXPENSES	1,588.			\$ 1,588.
TOTAL	\$ 96,178.	\$ 93,807.	\$ 93,807.	\$ 1,588.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
NET INTANGIBLE ASSETS	\$ 20,107.	\$ 20,107.
OTHER ASSET	118.	118.
TOTAL	\$ 20,225.	\$ 20,225.

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ACCRUAL-TO-CASH ADJUSTMENT	\$ 1,196.
CHANGE IN FMV OF INVESTMENTS	4,128,264.
RECONCILE DIFF. BETWEEN BOOK/TAX INCOME PER SCH K-1	40,707.
TOTAL	\$ 4,170,167.

CROUL FAMILY FOUNDATION

20-1222760

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	OCM MEZZANINE FUND II, L.P.	PURCHASED	VARIOUS	VARIOUS
2	OCM MEZZANINE FUND II, L.P.	PURCHASED	VARIOUS	VARIOUS
3	RCP FUND I, LP	PURCHASED	VARIOUS	VARIOUS
4	RCP FUND I, LP	PURCHASED	VARIOUS	VARIOUS
5	9,128.5623 SH SELECTINVEST MULTISTRATEGY	PURCHASED	VARIOUS	3/31/2009
6	1,656.1376 SH SELECTINVEST MULTISTRATEGY	PURCHASED	3/31/2009	7/01/2009
7	579.6061 SH SELECTINVEST MULTISTRATEGY	PURCHASED	3/31/2009	10/01/2009
8	M/S ALLIANCE/BERNSTEIN	PURCHASED	VARIOUS	VARIOUS
9	M/S NWQ SMALL/MID CAP VALUE	PURCHASED	VARIOUS	VARIOUS
10	M/S TRADEWINDS	PURCHASED	VARIOUS	VARIOUS
11	M/S A/C 19-21979	PURCHASED	VARIOUS	VARIOUS
12	M/S US EQUITY	PURCHASED	VARIOUS	VARIOUS
13	M/S FIXED INCOME ACCOUNT	PURCHASED	VARIOUS	VARIOUS
14	M/S ALLIANCE/BERNSTEIN	PURCHASED	VARIOUS	VARIOUS
15	M/S NWQ SMALL/MID CAP VALUE	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	799.		0.	799.				\$ 799.
2	0.		1,843.	-1,843.				-1,843.
3	0.		149.	-149.				-149.
4	12,682.		0.	12,682.				12,682.
5	1064892.		1000000.	64,892.				64,892.
6	170,397.		165,614.	4,783.				4,783.
7	62,614.		57,961.	4,653.				4,653.
8	937,923.		1876040.	-938,117.				-938,117.
9	235,842.		779,253.	-543,411.				-543,411.
10	155,994.		134,401.	21,593.				21,593.
11	5704778.		5659917.	44,861.				44,861.
12	1293927.		1281187.	12,740.				12,740.
13	2792689.		2771036.	21,653.				21,653.
14	441,375.		869,940.	-428,565.				-428,565.
15	2122580.		2181516.	-58,936.				-58,936.
							TOTAL	\$ -1782365.

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: CROUL FAMILY FOUNDATION
CARE OF: FIRST FOUNDATION ADVISORS
STREET ADDRESS: 18101 VON KARMAN AVENUE, SUITE 700
CITY, STATE, ZIP CODE: IRVINE, CA 92612
TELEPHONE: (877) 968-6328
FORM AND CONTENT: SEE ATTACHED STATEMENT
SUBMISSION DEADLINES:
RESTRICTIONS ON AWARDS:

CROUL FAMILY FOUNDATION

20-1222760

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNITED WAY OF ORANGE COUNTY 18012 MITCHELL S IRVINE, CA 92614	N/A	PUB CHRTY	PROGRAM SUPPORT	\$ 60,000.
LAGUNA ART MUSEUM 307 CLIFF DR LAGUNA BEACH, CA 92651	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.
CHILDRENS HOSPITAL FOUNDATION 455 S. MAIN ST ORANGE, CA 92868	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
LOS ANGELES MISSION 303 EAST 5TH STREET LOS ANGELES, CA 90013	N/A	PUB CHRTY	PROGRAM SUPPORT	8,000.
THE MIDNIGHT MISSION 601 SOUTH SAN PEDRO STREET LOS ANGELES, CA 90014	N/A	PUB CHRTY	PROGRAM SUPPORT	8,000.
SURFRIDER FOUNDATION P. O. BOX 6010 SAN CLEMENTE, CA 92674	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
OC RESCUE MISSION ONE HOPE DRIVE TUSTIN, CA 92782	N/A	PUB CHRTY	PROGRAM SUPPORT	8,000.
GOODWILL INDUSTRIES OF OC 410 NORTH FAIRVIEW STREET SANTA ANA, CA 92703	N/A	PUB CHRTY	PROGRAM SUPPORT	18,000.
SOMEONE CARES SOUP KITCHEN 720 WEST 19TH STREET COSTA MESA, CA 92627	N/A	PUB CHRTY	PROGRAM SUPPORT	15,000.
UNION RESCUE MISSION 545 S. SAN PEDRO AVENUE LOS ANGELES, CA 90013	N/A	PUB CHRTY	PROGRAM SUPPORT	10,000.
CLAREMONT MCKENNA COLLEGE 400 N CLAREMONT BLVD CLAREMONT, CA 91711	N/A	PUB CHRTY	PROGRAM SUPPORT	15,000.
BOYS/GIRLS CLUB OF S.A. 250 N. GOLDEN CIRCLE SANTA ANA, CA 92705	N/A	PUB CHRTY	PROGRAM SUPPORT	12,000.
INTREPID FALLEN HEROES FUND 1 INTREPID SQ NEW YORK, NY 10036	N/A	PUB CHRTY	PROGRAM SUPPORT	7,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
PROJECT ACCESS 4029 WESTERLY PLACE SUITE 101 NEWPORT BEACH, CA 92660	N/A	PUB CHRTY	PROGRAM SUPPORT	\$ 5,000.
SURFAID INTERNATIONAL USA 5935 DARWIN COURT CARLSBAD, CA 92008	N/A	PUB CHRTY	PROGRAM SUPPORT	10,000.
FAMILIES FORWARD 9221 IRVINE BLVD IRVINE, CA 92618	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
SUN VALLEY CENTER OF ARTS PO BOX 656 SUN VALLEY, ID 83353	N/A	PUB CHRTY	PROGRAM SUPPORT	6,991.
FOOD BANK OF SOUTHERN CALIFORNIA 1444 SAN FRANCISCO AVE LONG BEACH, CA 90813	N/A	PUB CHRTY	PROGRAM SUPPORT	20,000.
SENIOR GLEANERS 1951 BELL AVENUE SACRAMENTO, CA 95838	N/A	PUB CHRTY	PROGRAM SUPPORT	15,000.
UCI FOUNDATION 4199 CAMPUS DRIVE 400 IRVINE, CA 92697	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
ADOPTION GUILD OF SO. O.C. 27 SHADY LANE IRVINE, CA 92603	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
NEWPORT HARBOR SAILING FOUNDATION 4041 MACARTHUR BLVD SUITE 350 NEWPORT BEACH, CA 92660	N/A	PUB CHRTY	PROGRAM SUPPORT	500.
NEWPORT BEACH LIBRARY FOUNDATION 1000 AVOCADO AVENUE NEWPORT BEACH, CA 92660	N/A	PUB CHRTY	PROGRAM SUPPORT	1,700.
FRIENDS OF THE MISSION 26801 ORTEGA HIGHWAY SAN JUAN CAPISTRANO, CA 92693	N/A	PUB CHRTY	PROGRAM SUPPORT	2,000.

CROUL FAMILY FOUNDATION

20-1222760

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NEWPORT SPORTS COLLECTION FOUNDATION 100 NEWPORT CENTER DRIVE, STE 100 NEWPORT BEACH, CA 92660	N/A	PUB CHRTY	PROGRAM SUPPORT	\$ 4,000.
MERCY HOUSE CENTER PO BOX 1905 SANTA ANA, CA 92702	N/A	PUB CHRTY	PROGRAM SUPPORT	18,000.
WOOD RIVER LAND TRUST 119 EAST BULLION STREET HAILEY, ID 83333	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
HOAG HOSPITAL FOUNDATION 500 SUPERIOR AVENUE SUITE 350 NEWPORT BEACH, CA 92663	N/A	PUB CHRTY	PROGRAM SUPPORT	3,000.
OCEAN INSTITUTE 24200 DANA POINT HARBOR DR DANA POINT, CA 92629	N/A	PUB CHRTY	PROGRAM SUPPORT	18,000.
ST. FRANCIS HOME 1718 WEST SIXTH STREET SANTA ANA, CA 92703	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
ST. LUKES WOOD RIVER FOUNDATION PO BOX 7005 KETCHUM, ID 83340	N/A	PUB CHRTY	PROGRAM SUPPORT	25,000.
SANTA CATALINA ISLAND CONSERVANCY 125 CLARESSA AVALON, CA 90704	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.
LOS ANGELES REGIONAL FOODBANK 1734 EAST 41ST STREET LOS ANGELES, CA 90058	N/A	PUB CHRTY	PROGRAM SUPPORT	8,000.
MIND RESEARCH INSTITUTE 3631 SOUTH HARBOR BLVD STE 200 SANTA ANA, CA 92704	N/A	PUB CHRTY	PROGRAM SUPPORT	50,000.
THE NATURE CONSERVANCY 2424 SPRUCE STREET BOULDER , CO 80302	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.

CROUL FAMILY FOUNDATION

20-1222760

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SURFING HERITAGE FOUNDATION 110 CALLE IGLESIA SAN CLEMENTE, CA 92672	NA	PUB CHRTY	PROGRAM SUPPORT	\$ 15,000.
CITY OF AVALON 1463 WELLESLEY AVE LOS ANGELES, CA 90025	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
PACIFIC LEGAL FOUNDATION 3900 LENNANE DRIVE STE 200 SACRAMENTO, CA 95834	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.
SECOND HARVEST FOOD BANK OF ORANGE 8014 MARINE WAY IRVINE, CA 92618	N/A	PUB CHRTY	PROGRAM SUPPORT	30,000.
CASTLE AIR MUSEUM FOUNDATION 5050 SANTA FE DR ATWATER, CA 95301	N/A	PUB CHRTY	PROGRAM SUPPORT	4,000.
LAURAS HOUSE 999 CORPORATE DRIVE STE 225 LADERA RANCH, CA 92694	N/A	PUB CHRTY	PROGRAM SUPPORT	7,000.
MARY'S SHELTER P. O. BOX 10433 SANTA ANA, CA 92711	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
NEWPORT HEIGHTS ELEMENTARY 318 SAINT ANDREWS RD NEWPORT BEACH, CA 92663	N/A	PUB CHRTY	PROGRAM SUPPORT	10,000.
ORANGE COAST INTERFAITH SHELTER 1963 WALLACE AVE COSTA MESA, CA 92627	N/A	PUB CHRTY	PROGRAM SUPPORT	8,000.
WEINGART CENTER ASSOCIATION 566 SOUTH SAN PEDRO STREET LOS ANGELES, CA 90013	N/A	PUB CHRTY	PROGRAM SUPPORT	18,000.
UNIVERSITY OF CALIFORNIA, IRVINE IRVINE, CA 92697	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.
CA STATE UNIVERSITY, FULLERTON FULLERTON, CA 92831	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WEST VIRGINIA UNIVERSITY 405 FAYETTE PIKE MONTGOMERY, WV 25136	N/A	PUB CHRTY	PROGRAM SUPPORT	\$ 1,000.
ORANGE COUNTY CHILD ABUSE PREVENTION 500 S. MAIN STREET STE 1100 ORANGE, CA 92868	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
BOYS & GIRLS CLUB OF ANAHEIM 311 E. BROADWAY ANAHEIM, CA 92805	N/A	PUB CHRTY	PROGRAM SUPPORT	8,000.
UNIVERSITY OF THE PACIFIC 3601 PACIFIC AVENUE STOCKTON, CA 95211	N/A	PUB CHRTY	PROGRAM SUPPORT	45,363.
BALBOA ANGLING CLUB 200 A STREET NEWPORT BEACH, CA 92661	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
BOY SCOUTS OF AMERICA ORANGE COUNTY 1211 EAST DYER ROAD SANTA ANA, CA 92705	N/A	PUB CHRTY	PROGRAM SUPPORT	22,000.
CASA TERESA PO BOX 429 ORANGE, CA 92856	N/A	PUB CHRTY	PROGRAM SUPPORT	7,000.
COMMUNITY & SCHOOL COLLABORATION 940 SOUTH COAST DRIVE SUITE 115 COSTA MESA, CA 92626	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
COMMUNITY SENIOR SERV 1200 N. KNOLLWOOD CIRCLE ANAHEIM, CA 92801	N/A	PUB CHRTY	PROGRAM SUPPORT	7,000.
FISHER HOUSE FOUNDATION 1401 ROCKVILLE PIKE SUITE 600 ROCKVILLE, MD 20852	N/A	PUB CHRTY	PROGRAM SUPPORT	7,000.
FULLERTON INTERFAITH EMERGENCY SERVICE PO BOX 6326 FULLERTON, CA 92834	N/A	PUB CHRTY	PROGRAM SUPPORT	8,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PROJECT DIGNITY 12020 CHAPMAN AVE #257 GARDEN GROVE, CA 92840	N/A	PUB CHR TY	PROGRAM SUPPORT	\$ 7,000.
PROJECT HOPE SCHOOL FOUNDATION 343 EAST GROVE AVENUE ORANGE, CA 92865	N/A	PUB CHR TY	PROGRAM SUPPORT	7,000.
SERVING PEOPLE IN NEED 151 KALMUS #H-2 COSTA MESA, CA 92626	N/A	PUB CHR TY	PROGRAM SUPPORT	19,000.
WORKING WARDROBES FOR A NEW START 3030 PULLMAN COSTA MESA, CA 92626	N/A	PUB CHR TY	PROGRAM SUPPORT	9,000.
ARMED SERVICES YMCA 6359 WALKER LANE, SUITE 200 ALEXANDRIDA, VA 22321	N/A	PUB CHR TY	PROGRAM SUPPORT	7,000.
CALIFORNIA STATE POLYTECHNIC UNIVERSITY 3801 WEST TEMPLE AVENUE POMONA, CA 91768	N/A	PUB CHR TY	PROGRAM SUPPORT	1,500.
COPPIN STATE UNIVERSITY 2500 WEST NORTH AVENUE BALTIMORE, MD 21216	N/A	PUB CHR TY	PROGRAM SUPPORT	1,500.
GROVE CITY COLLEGE 100 CAMPUS DRIVE GROVE CITY, PA 16127	N/A	PUB CHR TY	PROGRAM SUPPORT	2,500.
MICHIGAN STATE UNIVERSITY EAST LANSING, MI 48824	N/A	PUB CHR TY	PROGRAM SUPPORT	3,000.
TARRANT COUNTY COLLEGE 1500 HOUSTON STREET FORT WORTH, TX 76102	N/A	PUB CHR TY	PROGRAM SUPPORT	1,000.
UNIVERSITY OF CALIFORNIA, LOS ANGELES 405 HILGARD AVE LOS ANGELES, CA 90095	N/A	PUB CHR TY	PROGRAM SUPPORT	3,500.
WASHINGTON UNIVERSITY ONE BROOKINGS DRIVE ST LOUIS, MO 63130	N/A	PUB CHR TY	PROGRAM SUPPORT	2,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BECKSTRAND CANCER FOUNDATION 20341 BIRCH STREET SUITE 310 NEWPORT BEACH, CA 92660	N/A	PUB CHRTY	PROGRAM SUPPORT	\$ 500.
FOOD BANK OF NEVADA COUNTY 578 SUTTON WAY PMB 187 GRASS VALLEY, CA 95945	N/A	PUB CHRTY	PROGRAM SUPPORT	15,000.
GOLD COUNTRY COMMUNITY COUNCIL 841 OLD TUNNEL ROAD GRASS VALLEY, CA 95945	N/A	PUB CHRTY	PROGRAM SUPPORT	15,000.
ORANGE COUNTY MUSEUM OF ART 850 SAN CLEMENTE DR NEWPORT BEACH, CA 92660	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.
STRAIGHT TALK 5712 CAMP STREET CYPRESS, CA 90630	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
THOMAS HOUSE TEMPORARY SHELTER 12601 MORNINGSIDE SUITE 6 GARDEN GROVE , CA 92843	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
VILLA CENTER 910 N FRENCH STREET SANTA ANA, CA 92701	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
WOMEN HELPING WOMEN 711 WEST 17TH STREET SUITE A-10 COSTA MESA, CA 92627	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
ORANGE COAST COLLEGE FOUNDATION 2701 FAIRVIEW ROAD COSTA MESA, CA 92626	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.
MT. SAN ANTONIO COLLEGE 1100 N. GRAND AVE. WALNUT, CA 91789	N/A	PUB CHRTY	PROGRAM SUPPPORT	500.
LOUISIANA STATE UNIVERSITY 114 WEST DAVID BOYD BATON ROUGE, LA 70803	N/A	PUB CHRTY	PROGRAM SUPPORT	3,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
UNIVERSITY OF MISSISSIPPI P.O. BOX 1848 UNIVERSITY, MS 38677	N/A	PUB CHRTY	PROGRAM SUPPORT	\$ 1,000.
BIOLA UNIVERSITY 13800 BIOLA AVE LA MIRADA, CA 90639	N/A	PUB CHRTY	PROGRAM SUPPORT	2,500.
UNIV. OF CALIFORNIA, RIVERSIDE 900 UNIVERSITY AVE RIVERSIDE, CA 92521	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.
TRUMAN STATE UNIVERSITY 100 E. NORMAL KIRKSVILLE, MO 63501	N/A	PUB CHRTY	PROGRAM SUPPORT	3,000.
VIRGINIA TECH 201 BURRUSS HALL BLACKSBURG, VA 24061	N/A	PUB CHRTY	PROGRAM SUPPORT	2,000.
AZUSA PACIFIC UNIVERSITY 901 E. ALOSTA AVE AZUSA, CA 91702	N/A			3,500.
WESTERN ILLINOIS UNIVERSITY 1 UNIVERSITY CIRLCE MACOMB, IL 61455	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.
ILLINOIS COLLEGE 1101 WEST COLLEGE AVE JACKSONVILLE, IL 62650	N/A	PUB CHRTY	PROGRAM SUPPORT	3,500.
UNIVERSTIY OF MASSACHUSETTS AMHERST 300 MASSACHUSETTS AVE AMHERST, MA 01003	N/A	PUB CHRTY	PROGRAM SUPPORT	2,500.
BOB JONES UNIVERSITY 1700 WADE HAMPTON BLVD GREENVILLE, SC 29614	N/A	PUB CHRTY	PROGRAM SUPPORT	2,000.
UNIVERSITY OF MONTANA, MISSOULA LOMMASSON CENTER 101 MISSOULA, MT 59812	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.
PENNSYLVANIA STATE UNIVERSITY 201 SHIELDS BUILDING UNIVERSITY PARK, PA 16802	N/A	PUB CHRTY	PROGRAM SUPPORT	5,000.

CROUL FAMILY FOUNDATION

20-1222760

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
INDIANA STATE UNIVERSITY 210 N 7TH ST TERRE HAUTE, IN 47809	N/A	PUB CHRTY	PROGRAM SUPPORT	\$ 1,000.
UNIVERSITY OF MISSOURI, COLUMBIA 104 JESSE HALL COLUMBIA, MO 65211	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.
UNIVERSITY OF ALBERTA EDMONTON, ALBERTA T6G 2R3 CANADA	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.
UNIVERSITY OF CALIFORNIA BERKELEY 110 SPROUL HALL BERKELEY, CA 94720	N/A	PUB CHRTY	PROGRAM SUPPORT	1,000.
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 92110	N/A	PUB CHRTY	PROGRAM SUPPORT	2,500.
SAN JOSE STATE UNIVERSITY 1 WASHINGTON SQUARE SAN JOSE, CA 95192	N/A	PUB CHRTY	PROGRAM SUPPORT	1,500.
SOUTHERN ILLINOIS UNIVERSITY MAIL CODE 6805 CARBONDALE, IL 62901	N/A	PUB CHRTY	PROGRAM SUPPORT	1,500.
UNIVERSITY OF SAN FRANCISCO 2130 FULTON STREET SAN FRANCISCO, CA 94117	N/A	PUB CHRTY	PROGRAM SUPPORT	1,500.
TOTAL				\$ <u>778,554.</u>

CROUL FAMILY FOUNDATION

GRANT CRITERIA AND PROCEDURES

INTRODUCTION

The Foundation is pleased to accept unsolicited applications for support. However, most grants are generated internally and only a very limited portion of the funds is available for such general grants.

MISSION STATEMENT

The primary mission of the Croul Family Foundation is to support organizations that assist the homeless and economically disadvantaged in Los Angeles and Orange County, California.

FOCUS OF FOUNDATION GRANTS

The focus of the Foundation grants will be to support:

1. Food banks and shelters within the geographical scope of the Foundation's Mission; and
2. Educational opportunities for the economically disadvantaged.

The Foundation will use its resources to support programs that:

- Further the mission of the Foundation,
- Leverage future impact on the organization and community, and
- Are creative, innovative, and efficient.

ORGANIZATIONAL REQUIREMENTS

Applicant must be a public charity, organized under IRC sec. 501(c) (3), and qualified under IRC sec. 170(b) (1) (a).

USE OF FUNDS

Grants may be used for:

- Operating expenses,
- Capital expenses,
- Programs and projects, or
- Endowment.

Grants may not be used for start-up organizations.

GRANT CRITERIA

Grant amount for fiscal year January 1 through December 31:

- Basic Grants: \$1,000 to \$14,999
- Full Grants: \$15,000 to \$50,000

FREQUENCY OF GRANTS

1. Single year grants are preferred. Multi-year grants may be permitted, but should not exceed three years. The Foundation may elect, at its option, to extend grants beyond three years, but this may not be requested by an Applicant.
2. Applicants for multi-year grants may be required to demonstrate appropriate use of the grant proceeds and attainment of previously agreed benchmarks or performance goals after the first or subsequent years, before further installments are paid.
3. Single year grants may not be renewed after the third consecutive year, unless there is a one-year break, after which the grantee may resubmit for consideration.
4. Multi-year grants may not be renewed after the completion of the commitment, unless there is a one-year break, after which the grantee may resubmit for consideration.

GRANT AGREEMENT

Grantees must sign a grant agreement, which sets forth the terms and conditions of the grant.

REPORTING REQUIREMENT

Grantees shall be required to submit a report to the Foundation, within twelve months of receipt of the Grant Proceeds, containing a description of the use of the Proceeds, and the status or progress of the project or program for which the Grant was given.

APPLICATION PROCEDURE AND PROCESS

Application for a Basic Grant shall be submitted through the Foundation website on the Basic Grant Application form accessible through a private URL available from the Grant Administrator. Application for a Full Grant shall first be requested with a Letter of Inquiry submitted through the Foundation website (<http://croulfoundation.org>). The Applicant will be informed whether the Foundation will invite a Full Grant Application. Incomplete applications will be returned.

The Foundation approves grant requests in two cycles - Spring and Fall. Letters of Inquiry for Spring cycle consideration must be submitted by March 1. Letters of Inquiry for consideration in the Fall cycle must be submitted by October 21.