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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

**2009**Department 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 , and ending

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

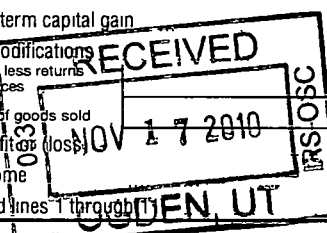
Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE CRAIL-JOHNSON FOUNDATION</b>		A Employer identification number <b>33-0247161</b>
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number <b>310-519-9500</b>
	City or town, state, and ZIP code <b>SAN PEDRO, CA 90731</b>		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>21,198,125.</b> (Part I, column (d) must be on cash basis)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,750,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		300,176.	300,176.		STATEMENT 1
4 Dividends and interest from securities		201,032.	201,032.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,149.			
b Gross sales price for all assets on line 6a		3,000,024.			
7 Capital gain net income (from Part IV, line 2)			3,149.		
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 (loss)					
11 Other income					
12 Total. Add lines 1 through 11		2,254,357.	504,357.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		103,650.	0.		103,650.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		9,950.	0.		9,950.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		20,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		8,915.	0.		8,915.
22 Printing and publications					
23 Other expenses STMT 5		3,018.	0.		3,018.
24 Total operating and administrative expenses. Add lines 13 through 23		145,533.	0.		125,533.
25 Contributions, gifts, grants paid		874,925.			874,925.
26 Total expenses and disbursements. Add lines 24 and 25		1,020,458.	0.		1,000,458.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		1,233,899.			
b Net investment income (if negative, enter -0-)			504,357.		
c Adjusted net income (if negative, enter -0-)				N/A	

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24

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,884,247.	9,278,481.	9,278,481.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 3,670,303.			
	Less: allowance for doubtful accounts ▶	3,781,105.	3,670,303.	3,670,303.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	3,099,591.	40,207.	40,207.
	b Investments - corporate stock STMT 8	6,202,324.	8,209,134.	8,209,134.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ )			
	16 Total assets (to be completed by all filers)	17,967,267.	21,198,125.	21,198,125.
	17 Accounts payable and accrued expenses	22,525.	54,137.	
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	22,525.	54,137.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	17,944,742.	21,143,988.	
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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				
30 Total net assets or fund balances	17,944,742.	21,143,988.		
31 Total liabilities and net assets/fund balances	17,967,267.	21,198,125.		

**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	17,944,742.
2 Enter amount from Part I, line 27a	2	1,233,899.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,965,347.
4 Add lines 1, 2, and 3	4	21,143,988.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,143,988.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2M FHLB 6.00% DUE 1/27/2009	P	12/15/05	01/07/09
b 1M CA ST REV ANTICPTN 5.5% DUE 6/22/09	P	10/17/08	06/22/09
c AOL INC - CASH IN LIEU	P	01/31/02	12/15/09
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 2,000,000.		1,996,875.	3,125.
b 1,000,000.		1,000,000.	0.
c 24.			24.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			3,125.
b			0.
c			24.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	3,149.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,289,112.	18,475,550.	.069774
2007	1,498,009.	18,415,747.	.081344
2006	2,040,251.	17,282,998.	.118050
2005	2,066,590.	17,545,209.	.117787
2004	2,201,156.	15,642,378.	.140717

2 Total of line 1, column (d)	2	.527672
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	.105534
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	18,198,443.
5 Multiply line 4 by line 3	5	1,920,554.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,044.
7 Add lines 5 and 6	7	1,925,598.
8 Enter qualifying distributions from Part XII, line 4	8	1,000,458.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	10,087.
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	10,087.
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	10,087.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,314.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,314.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	209.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,018.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 2,018. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
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	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Form 990-PF (2009)

**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 ► <b>WWW.CRAIL-JOHNSON.ORG</b>	13	X	
14	The books are in care of ► <b>ALAN C. JOHNSON</b> Telephone no ► <b>310-519-9500</b> Located at ► <b>461 WEST 6TH STREET, SUITE 300, SAN PEDRO, CA</b> ZIP+4 ► <b>90731</b>			
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

**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? Statement 10	<input checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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

Form 990-PF (2009)

**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)?

☐ 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)?

N/A

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?

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?

N/A

7b

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

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

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAT CHRISTOPHER - 461 WEST 6TH STREET, SUITE 300, SAN PEDRO, CA	PROGRAM OFFICER	70,500.	3,780.	0.

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

0

Form 990-PF (2009)





**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	7,268,077.
b	Average of monthly cash balances	1b	7,475,179.
c	Fair market value of all other assets	1c	3,732,321.
d	Total (add lines 1a, b, and c)	1d	18,475,577.
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	18,475,577.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	277,134.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,198,443.
6	Minimum investment return. Enter 5% of line 5	6	909,922.

**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	909,922.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	10,087.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,087.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	899,835.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	899,835.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	899,835.

**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	1,000,458.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,000,458.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,000,458.

**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.

Form 990-PF (2009)

**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				899,835.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,425,222.			
b From 2005	1,205,224.			
c From 2006	1,192,699.			
d From 2007	592,649.			
e From 2008	368,137.			
f Total of lines 3a through e	4,783,931.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 1,000,458.				
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				899,835.
e Remaining amount distributed out of corpus	100,623.			
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	4,884,554.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	1,425,222.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,459,332.			
10 Analysis of line 9:				
a Excess from 2005	1,205,224.			
b Excess from 2006	1,192,699.			
c Excess from 2007	592,649.			
d Excess from 2008	368,137.			
e Excess from 2009	100,623.			



**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> <b>SEE ATTACHED SCHEDULE</b>				<b>874,925.</b>
<b>Total</b>				<b>▶ 3a 874,925.</b>
<b>b Approved for future payment</b>  <b>NONE</b>				
<b>Total</b>				<b>▶ 3b 0.</b>





**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

THE CRAIL-JOHNSON FOUNDATION

Employer identification number

33-0247161

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 its 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).

LHA 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

THE CTRAIL-JOHNSON FOUNDATION

33-0247161

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ROBERT JOHNSON CHARITABLE LEAD TRUST 222 WEST 6TH STREET, SUITE 1010 SAN PEDRO, CA 90731	\$ 1,750,000.	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.)



CRAIL JOHNSON FOUNDATION  
A STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF  
FOR THE YEAR ENDED DECEMBER 31, 2009  
EIN 33-0247161

Schedule of U S & State Government Obligations Part II Line 10(a)

Beginning of year	Fair Market Value
186,275 GNMA 6 50% DUE 03/15/28	21,175
425,305 GNMA 6 50% DUE 3/15/28	31,791
2M FHLB 6% DUE 01/07/2009	2,028,547
1M CALIFORNIA ST REV ANTICPTR 5 5% DUE 6/22/09	1,018,079
<b>TOTALS</b>	<b>3,099,591</b>
End of year	
186,275 GNMA 6 50% DUE 03/15/28	20,783
425,305 GNMA 6 50% DUE 3/15/28	19,424
<b>TOTALS</b>	<b>40,207</b>

Schedule of Corporate Stock Part II Line 10(b)

Beginning of Year	Fair Market Value
20,000 TIME WARNER	201,200
19,410 COMCAST CORP	327,641
100,000 FORD MOTOR COM	229,000
46,580 MALAGA FINANCIAL	465,800
28,304 ALCATEL-LUCENT	60,854
10,000 INTEL CORP	146,600
20,000 ALTRIA GROUP INC	301,200
13,840 KRAFT FOODS INC	371,604
20,000 BANK OF AMERICA CORP	281,600
10,000 SCHLUMBERGER	423,300
10,000 CONOCOPHILIPS	518,000
20,000 GENERAL ELECTRIC CO	324,000
20,000 PHILIP MORRIS INTL	870,200
450,000 BANK OF AMER GLOBAL FRN US6M	
IB+800 PERPETUAL DTD 30JAN2	323,681
440,000 JPMORGAN CHASE & CO 7 9% DUE 4/23/2058	366,005
360,000 WELLS FARGO CAP GLOBAL FRN PERPETUAL DUE 9/10/2058	363,600
20,000 POWERSHARES QQQ NASDAQ 100	594,800
ACCRUED DIVIDEND	33,240
<b>TOTALS</b>	<b>6,202,324</b>

End of Year

1,673 TIME WARNER	194,247
6,666 TIME WARNER CABLE	69,245
605 AOL INC	14,084
19,410 COMCAST CORP	327,253
100,000 FORD MOTOR COM	1,000,000
46,580 MALAGA FINANCIAL	596,224
28,304 ALCATEL-LUCENT	93,969
10,000 INTEL CORP	204,000
20,000 ALTRIA GROUP INC	392,600
13,840 KRAFT FOODS INC	376,171
20,000 BANK OF AMERICA CORP	301,200
10,000 SCHLUMBERGER	650,900
10,000 CONOCOPHILIPS	510,700
20,000 GENERAL ELECTRIC CO	302,600
20,000 PHILIP MORRIS INTL	963,800
450,000 BANK OF AMER GLOBAL FRN US6M	
IB+800 PERPETUAL DTD 30JAN2	433,233
440,000 JPMORGAN CHASE & CO 7 9%	
DUE 4/23/2058	453,842
360,000 WELLS FARGO CAP GLOBAL FRN	
PERPETUAL DUE 9/10/2058	394,365
20,000 POWERSHARES QQQ NASDAQ 100	915,000
ACCRUED DIVIDEND	15,700
Totals	8,209,134

THE CRAIL-JOHNSON FOUNDATION  
A STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF  
FOR THE YEAR ENDED DECEMBER 31, 2009  
EIN 33-0247161

FORM 990-PF, PART XV, QUESTION 2b-d

MISSION STATEMENT

The mission of the Crail-Johnson Foundation is to promote the well being of children in need, through the effective application of human financial resources. It is our commitment to be an advocate for children and to act as an agent for positive change. We endeavor to provide for immediate improvement in children's quality of life, as well as to provide opportunities for a future life of quality.

GRANT MAKING POLICIES

The Crail-Johnson Foundation ("CJF") has defined itself as a "children's charity" and the vast majority of grant making is directed toward programs benefiting children, youth and families in the greater Los Angeles area. Proposals, which are not relevant to the foundation's mission and funding priorities, will not be considered.

The foundation provides financial support primarily through grants to public non-profit organizations that are exempt under Section 501(c)(3) of the Internal Revenue code and are not a private foundation under Section 509(a). CJF provides grants for program initiatives and enhancements, general operating support and capital projects as well as selected endowments. CJF provides technical assistance to selected community based initiatives benefiting children and families.

Support is not granted for programs and projects benefiting religious purposes, university level education, research, events recognizing individuals or organizations, political causes or programs attempting to influence legislation. No grants are made directly to individuals.

The majority of Crail-Johnson Foundation funding supports organizations located in the greater Los Angeles area and projects that directly benefit Los Angeles area residents. National organizations providing services in Los Angeles are also considered. Occasionally, grants are made to programs and projects that are regional or national in scope, where potential benefits to children and families in Los Angeles can be clearly demonstrated. In addition, the foundation has established funds to support children's programs in the following communities:

- Kern County
- San Diego County
- Denver Metropolitan Area

# The Crail-Johnson Foundation

Firm 990-PF, part XV, Line 3a

Grant and Contributions Paid During the Year 2009

1 November 2010

Payee Name	Fiscal Year	Amount	Payment Date	Request Project Title
American Cancer Society	2009	\$100.00	1/6/2009	Matching contribution - J S Peterson
American Red Cross	2009	\$500.00	1/6/2009	Matching contribution - J S Peterson
Annual Fund	2009	\$100.00	1/6/2009	Matching contribution - J S Peterson
Bault Hall Fund	2009	\$250.00	1/6/2009	Matching contribution - J S Peterson
California Rural Legal Assistance	2009	\$100.00	1/6/2009	Matching contribution - J S Peterson
CARE	2009	\$150.00	1/6/2009	Matching contribution - J S Peterson
Children's Hospital Los Angeles	2009	\$1,000.00	1/6/2009	Matching contribution - J S Peterson
Good Samaritan Counseling Center	2009	\$100.00	1/6/2009	Matching contribution - J S Peterson
Occidental College	2009	\$100.00	1/6/2009	Matching contribution - J S Peterson
Occidental College	2009	\$200.00	1/6/2009	Matching contribution - J S Peterson

Payee Name	Fiscal Year	Payment Amount Date	Request Project Title
Planned Parenthood	2009	\$200.00 1/6/2009	Matching contribution - J S Peterson
Salvation Army	2009	\$250.00 1/6/2009	Matching contribution - J S Peterson
South Bay Vocational Center	2009	\$200.00 1/6/2009	Matching contribution - J S Peterson
Toberman Neighborhood Center (formerly Toberman Settlement House)	2009	\$100.00 1/6/2009	Matching contribution - J S Peterson
Tolerance Education Foundation	2009	\$200.00 1/6/2009	Matching contribution - J S Peterson
U.S. Committee for UNICEF	2009	\$250.00 1/6/2009	Matching contribution - J S Peterson
United Mitochondrial Disease	2009	\$100.00 1/6/2009	Matching contribution - J S Peterson
UC Berkeley Foundation- Graduate School of Education	2009	\$200.00 1/6/2009	Matching contribution - J S Peterson
UC Berkeley Foundation- Graduate School of Education	2009	\$200.00 1/6/2009	Matching contribution - J S Peterson
Weingart Center Association	2009	\$300.00 1/6/2009	Matching contribution - J S Peterson
YWCA of the Harbor Area	2009	\$100.00 1/6/2009	Matching contribution - J S Peterson

Payee Name	Fiscal Year	Amount	Payment Date	Request Project Title
New Village Charter School	2009	\$30,000.00	1/26/2009	general operating support
Southern Mono Healthcare dba Mammoth Hospital	2009	\$5,000.00	1/27/2009	Director Advised grant- Carolyn Johnson
The Los Angeles Public/Private Partnership for Infants and Toddlers	2009	\$5,000.00	1/28/2009	Operating cost
San Pedro Peninsula Education Foundation	2009	\$5,000.00	2/18/2009	Director Advised- Camilla Townsend
Cabillo Avenue Elementary School (LAUSD)	2008	\$30,000.00	3/23/2009	Project Plus
Southern California Grantmakers	2009	\$2,987.36	3/27/2009	Membership renewal - 2009
Grand Vision Foundation	2009	\$40,000.00	4/7/2009	President and Director Advised grant \$7,500 to support Meet the Music program \$32,500.00 to support general operating expenses
Al Wooten Jr. Youth and Adult Cultural Educational Center	2009	\$20,000.00	4/14/2009	After-school program
Boys & Girls Club of Carson	2009	\$40,000.00	4/14/2009	Core operating support

Payee Name	Fiscal Year	Payment Amount Date	Request Project Title
Boys & Girls Clubs of the South Bay	2009	\$25,000.00 4/14/2009	General operating
Champions of Caring Connections, Inc	2009	\$15,000 00 4/14/2009	general operating support
Children Today, Inc	2009	\$20,000.00 4/14/2009	general operating
Harbor Free Clinic	2009	\$20,000 00 4/14/2009	Don Knabe Pediatric Clinic
Mothers' Club Community Center, Inc	2009	\$20,000.00 4/14/2009	General operating
Operation Jump Start	2009	\$25,000 00 4/14/2009	College-Access mentoring program
Boys & Girls Club of Long Beach	2009	\$25,000 00 4/22/2009	general operating
Parent Institute for Quality Education	2009	\$20,000.00 4/22/2009	Nine-Week Parent Involvement Education Program
Providence Little Company of Mary Community Health Foundation	2009	\$5,000 00 4/28/2009	To support Edmond R. and Virginia G. Doak Center
Providence Little Company of Mary Community Health Foundation	2009	\$5,000 00 4/28/2009	Director S. L. Hutchison- grant to support Edmond R. Virginia G. Doak Center
Southern Mono Healthcare dba Mammoth Hospital	2009	\$10,000.00 5/27/2009	Directors CEJ an CCJ to support the purchase of a digital x-ray system at Sierra Park Family Dental Clinic

Payee Name	Fiscal Year	Amount	Payment Date	Request Project Title
Heal the Bay - Gift Processing	2009	\$50 00	6/3/2009	Matching contribution - J S Peterson
March of Dimes	2009	\$50 00	6/3/2009	Matching contribution - J S Peterson
Multiple Sclerosis Association of America	2009	\$50 00	6/3/2009	Matching contribution - J S Peterson
Clean San Pedro, Inc.	2009	\$500 00	6/9/2009	Matching contribution - Liz and Alan Johnson
Helen Keller International, Inc	2009	\$5,000 00	6/10/2009	Childsight New Mexico
Helen Keller International, Inc	2009	\$5,000 00	6/10/2009	Childsight New Mexico
Richstone Family Center	2009	\$5,000.00	6/10/2009	REACH child abuse treatment and prevention program
Shoes that Fit	2009	\$5,000 00	6/10/2009	Back to school and Holiday shoes and Clothing project
Shoes that Fit	2009	\$5,000 00	6/10/2009	Back-to-School and Holiday Shoes and Clothing Project
Southern California Public Radio	2009	\$500.00	6/10/2009	Matching contribution - Eric C Johnson
Gramercy Housing Group	2009	\$10,000 00	6/17/2009	Gramercy Family Center
The Accelerated School	2009	\$5,000 00	6/23/2009	Director Advised - ECJ to support development of a Communication plan



Payee Name	Fiscal Year	Amount	Payment Date	Request Project Title
Beacon House Association of San Pedro	2009	\$10,000.00	6/26/2009	Parenting Education Classes and Individual Counseling Program
Boys & Girls Clubs of The Los Angeles Harbor	2009	\$90,000.00	6/26/2009	
The Foodbank of Southern California	2009	\$10,000.00	6/26/2009	Food Distribution program
Friends of Long Beach Animals	2009	\$20,000.00	6/26/2009	Elsie Crail Fund
Harbor Interfaith Services, Inc.	2009	\$30,000.00	6/26/2009	Mary L. Gimenez-Caulder licensed childcare center
House of Hope Foundation, Inc	2009	\$10,000.00	6/26/2009	Family Reunification services
Inner-City Arts	2009	\$15,000.00	6/26/2009	General operating
Rainbow Services, LTD	2009	\$30,000.00	6/26/2009	general operating
Toberman Neighborhood Center (formerly Toberman Settlement House)	2009	\$25,000.00	6/26/2009	general operating
VIP Community Mental Health Center	2009	\$10,000.00	6/30/2009	24 Hour Domestic Violence and Crisis Response Team
Westside Neighborhood Clinic	2009	\$15,000.00	6/30/2009	Pediatric services
186th Street Elementary School	2009	\$2,000.00	7/2/2009	Summer Program

Payee Name	Fiscal Year	Payment Amount Date	Request Project Title
South Central Gifted Scholar Fund	2009	\$10,000.00 7/16/2009	general operating
Avon Breast Cancer Walk	2009	\$250.00 7/20/2009	matching Contribution - SLH
Shoes that Fit	2009	-\$5,000.00 8/4/2009	Back to school and Holiday shoes and Clothing project
YWCA of the Harbor Area	2009	\$20,000 00 8/14/2009	Family Services Program
Taft College Fund for Oil Workers Monument	2009	\$10,000 00 9/10/2009	Donors- ECJ, ACJ, CCJ and ALJ
Avon Breast Cancer Walk	2009	\$350.00 9/11/2009	Matching Contribution - Marie Elias, Jack Peterson and Dan Ristow
Sportsgrants, Inc.	2009	\$50.00 9/29/2009	Matching contribution - P Christopher
Union Rescue Mission	2009	\$50.00 10/8/2009	Matching contribution - J S Peterson
San Pedro Peninsula Education Foundation	2009	\$5,000 00 10/15/2009	San Pedro Teen Conference
PressFriends	2009	\$8,000 00 10/22/2009	Roosevelt Elemntry School
Beacon House Association of San Pedro	2009	\$500.00 11/12/2009	Matching contribution - Alan & Liz Johnson
Peninsula Education Foundation	2009	\$5,000 00 11/18/2009	Director Advised Grant - ALJ

Payee Name	Fiscal Year	Payment Amount Date	Request Project Title
Loyola Marymount University	2009	\$5,000.00 12/8/2009	Matching contribution - Dorothy Courtney
Richstone Family Center	2009	\$5,000.00 12/8/2009	Matching Contribution - Dorothy Courtney
American Cancer Society	2009	\$200.00 12/30/2009	matching contribution - JSP
American Red Cross	2009	\$500.00 12/30/2009	matching contribution - JSP
California Rural Legal Assistance	2009	\$100.00 12/30/2009	matching contribution - JSP
CARE	2009	\$250.00 12/30/2009	Matching contribution - JSP
Children's Hospital Los Angeles	2009	\$1,000.00 12/30/2009	matching contribution - JSP
Doctors without Borders	2009	\$750.00 12/30/2009	matching contribution - JSP
Guiding Eyes for the Blind, Inc	2009	\$250.00 12/30/2009	Matching contribution - JSP
Occidental College	2009	\$300.00 12/30/2009	matching contribution - JSP
Planned Parenthood	2009	\$300.00 12/30/2009	matching contribution - JSP
Salvation Army	2009	\$250.00 12/30/2009	matching contribution - JSP
South Bay Vocational Center	2009	\$200.00 12/30/2009	matching contribution - JSP
Toberman Neighborhood Center (formerly Toberman Settlement House)	2009	\$100.00 12/30/2009	matching contribution - JSP

Payee Name	Fiscal Year	Amount	Payment Date	Request Project Title
Torrance Education Foundation	2009	\$300 00	12/30/2009	matching contribution - JSP
U.S. Committee for UNICEF	2009	\$350 00	12/30/2009	matching contribution - JSP
UCSB Foundation	2009	\$250 00	12/30/2009	matching contribution - JSP
United Mitochondrial Disease	2009	\$100 00	12/30/2009	matching contribution - JSP
UC Berkeley Foundation- Graduate School of Education	2009	\$200 00	12/30/2009	matching contribution - JSP
UC Berkeley Foundation- Graduate School of Education	2009	\$450 00	12/30/2009	matching contribution - JSP
Weingart Center Association	2009	\$500 00	12/30/2009	Matching contribution - JSP
Whitman College	2009	\$100 00	12/30/2009	matching contribution - JSP
YWCA of the Harbor Area	2009	\$100.00	12/30/2009	matching contribution - JSP
<b>Grand Totals (100 items)</b>		<b>\$751,587.36</b>		
Los Angeles Maritime Institute		\$123,337 00		
<b>Total</b>		<b>\$874,924.36</b>		

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF AMERICA CRP GLOBAL 30JAN2	18,000.
CA ST REV ANTICPTN 5.5%	28,406.
FNLB INTEREST	28,667.
GNMA BONDS INTEREST	2,870.
JP MORGAN CHASE PERPETUAL APR08	17,380.
LOS ANGELES MARITIME INSTITUTE-BILL OF RIGHTS	19,932.
LOS ANGELES MARITIME INSTITUTE-BRIGANTINE	123,337.
MORGAN STANLEY	24,363.
MORGAN STANLEY - TAX-EXEMPT	561.
WELLS FARGO PERPETUAL MS26	36,660.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	300,176.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALTRIA GROUP INC	26,000.	0.	26,000.
BANK OF AMERICA CORP	18,600.	0.	18,600.
COMCAST CORP	5,144.	0.	5,144.
CONOCOPHILLIPS	19,100.	0.	19,100.
GENERAL ELECTRIC CO	16,400.	0.	16,400.
INTEL CORP	5,600.	0.	5,600.
JP MORGAN CHASE	17,380.	0.	17,380.
KRAFT FOODS	16,054.	0.	16,054.
MALAGA BANK	14,906.	0.	14,906.
MORGAN STANLEY MONEY MARKET	200.	0.	200.
NASDAQ QQQQ	4,224.	0.	4,224.
PHILIP MORRIS INTL	44,000.	0.	44,000.
SCHLUMBERGER	8,400.	0.	8,400.
TIME WARNER	5,024.	0.	5,024.
TOTAL TO FM 990-PF, PART I, LN 4	201,032.	0.	201,032.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,950.	0.		9,950.
TO FORM 990-PF, PG 1, LN 16B	9,950.	0.		9,950.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	20,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	20,000.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES AND PERMITS	180.	0.		180.
POSTAGE	396.	0.		396.
BANK CHARGES	504.	0.		504.
MISCELLANEOUS	1,938.	0.		1,938.
TO FORM 990-PF, PG 1, LN 23	3,018.	0.		3,018.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT 6
DESCRIPTION				AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS				1,965,347.
TOTAL TO FORM 990-PF, PART III, LINE 3				1,965,347.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHMENT A	X		40,207.	40,207.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			40,207.	40,207.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			40,207.	40,207.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A			8,209,134.	8,209,134.
TOTAL TO FORM 990-PF, PART II, LINE 10B			8,209,134.	8,209,134.

FORM 990-PF

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

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ERIC C. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	CHAIRMAN & DIRECTOR 8.00	0.	0.	0.
ALAN C. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	PRESIDENT & DIRECTOR 8.00	0.	0.	0.
CRAIG C. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	VICE PRESIDENT & DIRECTOR 8.00	0.	0.	0.
ANN L. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	VICE PRESIDENT & DIRECTOR 8.00	0.	0.	0.
CAROLYN E. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	VICE PRESIDENT & DIRECTOR 8.00	0.	0.	0.
S.L. HUTCHISON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	CFO & DIRECTOR 8.00	0.	0.	0.
JOHN S. PETERSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	SECRETARY & DIRECTOR 8.00	0.	0.	0.
ELIZABETH JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	DIRECTOR 8.00	0.	0.	0.
DOROTHY COURTNEY 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	DIRECTOR 8.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.



THE CRAIL-JOHNSON FOUNDATION  
FORM 990-PF, PART VII-B, QUESTION 1a(3)  
33-0247161

GOODS, SERVICES, OR FACILITIES FURNISHED  
BY A DISQUALIFIED PERSON

Victory Oil Company, provided space and other services at no charge to the Crail-Johnson Foundation during 2009. Victory Oil Company is a disqualified person to the Foundation. This is an excepted act of self-dealing under IRC Section 4941(d)(2)(c).