



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2010

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

For calendar year 2010, 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

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) <b>461 WEST 6TH STREET</b>	Room/suite <b>300</b>	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"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 23,651,084.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		1,359,929.		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		192,240.	192,240.		STATEMENT 1
4 Dividends and interest from securities		247,876.	247,876.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<689,137.>			
b Gross sales price for all assets on line 6a <b>45,550,016.</b>					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		392.	392.		STATEMENT 3
12 Total. Add lines 1 through 11		1,111,300.	440,508.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		87,031.	0.		87,031.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		13,002.	0.		13,002.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		10,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		7,976.	0.		7,976.
22 Printing and publications					
23 Other expenses STMT 6		7,424.	725.		6,699.
24 Total operating and administrative expenses. Add lines 13 through 23		125,433.	725.		114,708.
25 Contributions, gifts, grants paid		968,174.			968,174.
26 Total expenses and disbursements. Add lines 24 and 25		1,093,607.	725.		1,082,882.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		17,693.			
b Net investment income (if negative, enter -0-)			439,783.		
c Adjusted net income (if negative, enter -0-)				N/A	

**Part II Balance Sheets**

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	9,278,481.	4,324,014.	4,324,014.
	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 ▶ 3,659,832.			
	Less: allowance for doubtful accounts ▶ 0.	3,670,303.	3,659,832.	3,659,832.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	40,207.	6,392,841.	6,392,841.
	b Investments - corporate stock STMT 9	7,814,769.	8,864,634.	8,864,634.
	c Investments - corporate bonds STMT 10	394,365.	409,763.	409,763.
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 <b>Total assets</b> (to be completed by all filers)	21,198,125.	23,651,084.	23,651,084.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	54,137.	37,401.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	54,137.	37,401.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	21,143,988.	23,613,683.	
	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 <b>Total net assets or fund balances</b>	21,143,988.	23,613,683.		
31 <b>Total liabilities and net assets/fund balances</b>	21,198,125.	23,651,084.		

**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	21,143,988.
2 Enter amount from Part I, line 27a	2	17,693.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	2,452,002.
4 Add lines 1, 2, and 3	4	23,613,683.
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	23,613,683.

**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 SEE ATTACHMENT B	P	VARIOUS	VARIOUS
b SEE ATTACHMENT B	P	VARIOUS	VARIOUS
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 695,016.		1,384,153.	<689,137.>
b 44,855,000.		44,855,000.	0.
c			
d			
e			

  

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<689,137.>
b			0.
c			
d			
e			

  

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<689,137.>
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))
2009	1,000,458.	18,198,443.	.054975
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

  

2 Total of line 1, column (d)	2	.441930
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	.088386
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	21,533,344.
5 Multiply line 4 by line 3	5	1,903,246.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,398.
7 Add lines 5 and 6	7	1,907,644.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,082,882.

**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)		1	8,796.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	8,796.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	8,796.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	2,018.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	10,000.
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6d	
b Exempt foreign organizations - tax withheld at source		7	12,018.
c Tax paid with application for extension of time to file (Form 8868)		8	166.
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	3,056.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 3,056. Refunded <input type="checkbox"/>			

**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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2010)

**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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	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? SEE STATEMENT 12	<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 22 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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<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 2010 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 2010.)	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 2010?		X

Form 990-PF (2010)

**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

6b

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

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

X

**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 11		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	70,513.	4,231.	0.

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

0

Form 990-PF (2010)





**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	11,566,951.
b	Average of monthly cash balances	1b	6,641,432.
c	Fair market value of all other assets	1c	3,652,880.
d	Total (add lines 1a, b, and c)	1d	21,861,263.
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	21,861,263.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	327,919.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,533,344.
6	Minimum investment return. Enter 5% of line 5	6	1,076,667.

**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	1,076,667.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8,796.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,796.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,067,871.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,067,871.
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	1,067,871.

**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	1,082,882.
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	1,082,882.
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	1,082,882.

**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 (2010)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,067,871.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	1,205,224.			
b From 2006	1,192,699.			
c From 2007	592,649.			
d From 2008	368,137.			
e From 2009	100,623.			
f Total of lines 3a through e	3,459,332.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 1,082,882.			0.	
a Applied to 2009, but not more than line 2a				
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 2010 distributable amount				1,067,871.
e Remaining amount distributed out of corpus	15,011.			
5 Excess distributions carryover applied to 2010 (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:	3,474,343.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	1,205,224.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,269,119.			
10 Analysis of line 9:				
a Excess from 2006	1,192,699.			
b Excess from 2007	592,649.			
c Excess from 2008	368,137.			
d Excess from 2009	100,623.			
e Excess from 2010	15,011.			

Form 990-PF (2010)





**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
	(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			14	192,240.	
4 Dividends and interest from securities			14	247,876.	
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			14	392.	
8 Gain or (loss) from sales of assets other than inventory			18	<689,137.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		<248,629.>	0.
13 Total. Add line 12, columns (b), (d), and (e)					<248,629.>

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

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

[illegible]

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

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

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

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

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date \_\_\_\_\_

**PRESIDENT**

Title

Print/type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ if  
self-employed

PTIN

KYLE NAGATA

7584

9/30/11

P00203936

Firm's name ► **RSM MCGLADREY, INC.**

Firm's EIN ► 41-1944416

Firm's address ► 18401 VON KARMAN AVENUE, 5TH FLOOR  
IRVINE, CA 92612-8531

Phone no. (949) 255-6500

Form **990-PF** (2010)

**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

**2010**

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE CRAIL-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 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	\$ 1,312,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ELSIE CRAIL TRUST 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	\$ 47,429.	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.)



---



---

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

---

SOURCE	AMOUNT
GNMA BONDS INTEREST	2,074.
LOS ANGELES MARITIME INSTITUTE-BILL OF RIGHTS	120,851.
LOS ANGELES MARITIME INSTITUTE-BRIGANTINE	19,529.
MORGAN STANLEY - TAX-EXEMPT	392.
MORGAN STANLEY TAXABLE INTEREST	5,536.
MUNIBOND INTEREST	8,758.
WELLS FARGO PERPETUAL MS26	35,100.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	192,240.

---



---



---



---

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALTRIA GROUP INC	28,400.	0.	28,400.
BANK OF AMERICA CORP	800.	0.	800.
BANK OF AMERICA FRN PERPETUAL	36,000.	0.	36,000.
COMCAST CORP	7,337.	0.	7,337.
CONOCOPHILLIPS	21,500.	0.	21,500.
GENERAL ELECTRIC CO	8,400.	0.	8,400.
INTEL CORP	6,300.	0.	6,300.
JP MORGAN CHASE GLOBAL FRN2010	34,760.	0.	34,760.
KRAFT FOODS	16,054.	0.	16,054.
MALAGA FINANCIAL	16,769.	0.	16,769.
NASDAQ QQQQ	7,213.	0.	7,213.
PHILIP MORRIS INTL	47,600.	0.	47,600.
SCHLUMBERGER	8,400.	0.	8,400.
TIME WARNER	7,005.	0.	7,005.
TIME WARNER CABLE	1,338.	0.	1,338.
TOTAL TO FM 990-PF, PART I, LN 4	247,876.	0.	247,876.

---



---

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	392.	392.	
TOTAL TO FORM 990-PF, PART I, LINE 11	392.	392.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	13,002.	0.		13,002.	
TO FORM 990-PF, PG 1, LN 16B	13,002.	0.		13,002.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	10,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	10,000.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LICENSES AND PERMITS	3,084.	0.		3,084.	
POSTAGE	204.	0.		204.	
BANK CHARGES	794.	0.		794.	
MISCELLANEOUS	2,617.	0.		2,617.	
BOND PURCHASE INTEREST	725.	725.		0.	
TO FORM 990-PF, PG 1, LN 23	7,424.	725.		6,699.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS	2,452,002.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,452,002.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		32,517.	32,517.
		X	6,360,324.	6,360,324.
TOTAL U.S. GOVERNMENT OBLIGATIONS			32,517.	32,517.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			6,360,324.	6,360,324.
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,392,841.	6,392,841.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	8,864,634.	8,864,634.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,864,634.	8,864,634.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	409,763.	409,763.
TOTAL TO FORM 990-PF, PART II, LINE 10C	409,763.	409,763.

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT 11  
 TRUSTEES AND FOUNDATION MANAGERS

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 1.00	0.	0.	0.
ALAN C. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
CRAIG C. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	VICE PRESIDENT & DIRECTOR 1.00	0.	0.	0.
ANN L. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	VICE PRESIDENT & DIRECTOR 1.00	0.	0.	0.
CAROLYN E. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	VICE PRESIDENT & DIRECTOR 1.00	0.	0.	0.
BLAIR CONTRATTO 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	DIRECTOR 1.00	0.	0.	0.
DOROTHY COURTNEY 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	DIRECTOR 1.00	0.	0.	0.
JOHN S. PETERSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	SECRETARY & DIRECTOR 1.00	0.	0.	0.
ELIZABETH JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	DIRECTOR 1.00	0.	0.	0.
BYUNG KIM 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	CFO 1.00	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**

Crail Capital LLC, provided space and other services at no charge to the Crail-Johnson Foundation during 2010. Crail Capital LLC is a disqualified person to the Foundation. This is an excepted act of self-dealing under IRC Section 4941(d)(2)(C).

CRAIL JOHNSON FOUNDATION  
A STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF  
FOR THE YEAR ENDED DECEMBER 31, 2010  
EIN 33-0247161

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

	Fair Market Value	
	Beginning of the year	End of the year
186,275 GNMA 6.50% DUE 03/15/28	\$ 20,783	\$ 12,563
425,305 GNMA 6.50% DUE 3/15/28	19,424	19,954
795,000 JACKSONVILLE ELECTRIC AUTHORITY 0.35% DUE 01/05/11	-	795,008
790,000 KISSIMMEE FLA UTIL AUTH ELEC SYS 0.30% DUE 01/10/11	-	790,158
790,000 LOS ANGELES CNTY CALIF MET TRANS 0.30% DUE 1/12/11	-	790,204
305,000 MARYLAND HEALTH & HIGHER ED COMM 0.44% DUE 1/13/11	-	305,089
795,000 MARYLAND HLTH & HGR ED COMML 0.50% DUE 1/03/11	-	795,011
665,000 PUBLIC UTIL COMML PAPER 0.35% DUE 1/12/11	-	665,116
795,000 SAN ANTONIO TEX WTR REV COMML 0.30% DUE 1/07/11	-	795,146
790,000 SAN JOSE CALIF FING AUTH IAM COM 0.35% DUE 2/08/11	-	790,471
634,000 TENNESSEE ST SCH BD AUTH IAM COM 0.30% DUE 3/09/11	-	634,122
<b>TOTALS</b>	<b>\$ 40,207</b>	<b>\$ 6,392,841</b>

**Schedule of Corporate Stock Part II Line 10(b)**

	Fair Market Value	
	Beginning of the year	End of the year
1,673 TIME WARNER	\$ 194,247	\$ 110,468
6,666 TIME WARNER CABLE	69,245	214,445
605 AOL INC	14,084	14,345
19,410 COMCAST CORP	327,253	426,438
54,862 FORD MOTOR COM	548,620	921,133
45,138 FORD MOTOR COM	451,380	-
46,580 MALAGA FINANCIAL	596,224	675,410
28,304 ALCATEL-LUCENT	93,969	-
10,000 INTEL CORP	204,000	210,300
20,000 ALTRIA GROUP INC	392,600	492,400
13,840 KRAFT FOODS INC	376,171	436,098
20,000 BANK OF AMERICA CORP	301,200	266,800
10,000 SCHLUMBERGER	650,900	835,000
10,000 CONOCOPHILIPS	510,700	681,000
20,000 GENERAL ELECTRIC CO	302,600	365,800
20,000 PHILIP MORRIS INTL	963,800	1,170,600
450,000 BANK OF AMER GLOBAL FRN US6M IB+800 PERPETUAL DTD 30JAN2	433,233	453,510
440,000 JPMORGAN CHASE & CO 7.9% DUE 4/23/2058	453,842	467,716
20,000 POWERSHARES QQQ NASDAQ 100	915,000	1,089,200
ACCRUED DIVIDEND	15,700	33,972
<b>TOTALS</b>	<b>\$ 7,814,769</b>	<b>\$ 8,864,634</b>

**Schedule of Corporate Bonds Part II Line 10(c)**

	Fair Market Value	
	Beginning of the year	End of the year
360,000 WELLS FARGO CAP GLOBAL FRN PERPETUAL DUE 9/10/2058	\$ 394,365	\$ 409,763
<b>TOTALS</b>	<b>\$ 394,365</b>	<b>\$ 409,763</b>

## THE CRAIL-JOHNSON FOUNDATION

A STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010  
SCHEDULE OF CAPITAL GAINS/(LOSSES)

ITEM NO	SHARES	SECURITY	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST & SALES EXPENSE	GAIN/(LOSS)	SHORT TERM	LONG TERM
<b>MORGAN STANLEY</b>									
1		AOL/TIME-WARNER SETTLEMENT	VARIOUS	1/11/2010	\$1,281.27	\$0.00	\$1,281.27	\$0.00	\$1,281.27
2		AOL/TIME-WARNER SETTLEMENT	VARIOUS	3/10/2010	\$644.21	\$0.00	\$644.21	\$0.00	\$644.21
3	14,160	FORD MOTOR COMPANY COM	8/31/2000	4/19/2010	\$190,918.86	\$161,424.00	\$29,494.86	\$0.00	\$29,494.86
4	9,130	FORD MOTOR COMPANY COM	10/8/2002	4/20/2010	\$126,986.24	\$106,134.00	\$20,852.24	\$0.00	\$20,852.24
5	5,840	FORD MOTOR COMPANY COM	8/31/2002	4/20/2010	\$79,656.24	\$66,576.00	\$13,080.24	\$0.00	\$13,080.24
6	15,828	FORD MOTOR COMPANY COM	10/8/2002	4/21/2010	\$222,222.92	\$189,803.60	\$32,419.32	\$0.00	\$32,419.32
7	1,845,000	ILLINOIS EDL FACS AUTH REVS COMM 0.35% DUE 4/28/2010	4/19/2010	4/28/2010	\$1,845,000.00	\$1,845,000.00	\$0.00	\$0.00	\$0.00
8	1,800,000	LAS VEGAS VALLEY NEV WTR DIST 0.28% DUE 5/5/2010	4/30/2010	5/5/2010	\$1,800,000.00	\$1,800,000.00	\$0.00	\$0.00	\$0.00
9	1,000,000	NEW YORK CITY MUNI WATER AUTHORITY 0.28% DUE 5/5/2010	4/30/2010	5/5/2010	\$1,000,000.00	\$1,000,000.00	\$0.00	\$0.00	\$0.00
10	28,304	ALCATEL-LUCENT ADS	VARIOUS	5/11/2010	\$73,306.08	\$860,215.32	(\$786,909.24)	\$0.00	(\$786,909.24)
11	1,000,000	SUNSHINE ST GOVERNMENTAL FING CO 0.42% DUE 6/2/2010	5/4/2010	6/2/2010	\$1,000,000.00	\$1,000,000.00	\$0.00	\$0.00	\$0.00
12	1,800,000	PORT OF HSTN HARRIS COMM L PAPER 0.33% DUE 6/4/2010	5/7/2010	6/4/2010	\$1,800,000.00	\$1,800,000.00	\$0.00	\$0.00	\$0.00
13	1,020,000	MARYLAND HEALTH & HIGHER ED COMM 0.40% DUE 6/15/2010	6/4/2010	6/15/2010	\$1,020,000.00	\$1,020,000.00	\$0.00	\$0.00	\$0.00
14	1,745,000	JACKSONVILLE ELECTRIC AUTHORITY 0.35% DUE 6/21/2010	6/4/2010	6/21/2010	\$1,745,000.00	\$1,745,000.00	\$0.00	\$0.00	\$0.00
15	1,000,000	LAS VEGAS VALLEY NEV STR DIST IA 0.28% DUE 6/21/2010	5/5/2010	6/21/2010	\$1,000,000.00	\$1,000,000.00	\$0.00	\$0.00	\$0.00
16	520,000	KISSIMEE FLA UTIL AUTH IAM COMM L 0.32% DUE 6/30/2010	5/10/2010	6/30/2010	\$520,000.00	\$520,000.00	\$0.00	\$0.00	\$0.00
17	1,730,000	LOS ANGELES CNTY LEASING COMM L 0.28% DUE 6/30/2010	5/26/2010	6/30/2010	\$1,730,000.00	\$1,730,000.00	\$0.00	\$0.00	\$0.00
18	1,785,000	NEW YORK NY CITY MUN WTR FIN AUTH 0.37% DUE 6/30/2010	6/21/2010	6/30/2010	\$1,785,000.00	\$1,785,000.00	\$0.00	\$0.00	\$0.00
19	740,000	AUSTIN TEX COMM L PAPER 0.35% DUE 7/8/2010	5/27/2010	7/8/2010	\$740,000.00	\$740,000.00	\$0.00	\$0.00	\$0.00
20	1,730,000	SAN FRANCISCO TRAN AUTH COMM L 0.32% DUE 7/8/2010	5/27/2010	7/8/2010	\$1,730,000.00	\$1,730,000.00	\$0.00	\$0.00	\$0.00
21	1,785,000	CALIFORNIA STATEWIDE CMNTYS DEV 0.34% DUE 7/13/2010	6/22/2010	7/13/2010	\$1,785,000.00	\$1,785,000.00	\$0.00	\$0.00	\$0.00
22	1,750,000	SAN FRANCISCO CNTY CALIF TRANSN 0.33% DUE 8/19/2010	7/8/2010	8/19/2010	\$1,750,000.00	\$1,750,000.00	\$0.00	\$0.00	\$0.00
23	1,780,000	LOS ANGELES CALIF MUN IMPT CORP 0.29% DUE 9/30/2010	8/19/2010	9/30/2010	\$1,780,000.00	\$1,780,000.00	\$0.00	\$0.00	\$0.00
24	585,000	AUSTIN TEX UTIL SYS REV IAM COM L 0.29% DUE 10/4/2010	9/21/2010	10/4/2010	\$585,000.00	\$585,000.00	\$0.00	\$0.00	\$0.00
25	1,795,000	NORTH CAROLINA CAP FACS FIN AGY 0.26% DUE 10/6/2010	9/21/2010	10/6/2010	\$1,795,000.00	\$1,795,000.00	\$0.00	\$0.00	\$0.00
26	1,790,000	SAN FRANCISCO CALIF CITY & CNTY 0.32% DUE 10/7/2010	9/16/2010	10/7/2010	\$1,790,000.00	\$1,790,000.00	\$0.00	\$0.00	\$0.00
27	790,000	SAN FRANCISCO CALIF CITY & CNTY 0.32% DUE 10/7/2010	9/8/2010	10/7/2010	\$790,000.00	\$790,000.00	\$0.00	\$0.00	\$0.00
28	545,000	C/P SAN FRANCISCO CALIF CITY & CNTY 0.32% DUE 10/20/2010	10/7/2010	10/20/2010	\$545,000.00	\$545,000.00	\$0.00	\$0.00	\$0.00
29	1,415,000	SAN FRAN PUB UTILS COM COMM L 0.32% DUE 10/20/2010	10/13/2010	10/20/2010	\$1,415,000.00	\$1,415,000.00	\$0.00	\$0.00	\$0.00
30	1,965,000	SAN FRANCISCO CALIF CITY & CNTY 0.35% DUE 10/27/2010	10/20/2010	10/27/2010	\$1,965,000.00	\$1,965,000.00	\$0.00	\$0.00	\$0.00
31	1,965,000	SAN FRAN PUB UTILS COM COMM L 0.30% DUE 10/29/2010	10/27/2010	10/29/2010	\$1,965,000.00	\$1,965,000.00	\$0.00	\$0.00	\$0.00
32	1,570,000	MASSACHUSETTS ST HEALTH & EDLS 0.20% DUE 11/3/2010	10/29/2010	11/3/2010	\$1,570,000.00	\$1,570,000.00	\$0.00	\$0.00	\$0.00
33	1,965,000	JACKSONVILLE FLA IAM COMM L PAPER 0.30% DUE 11/8/2010	10/19/2010	11/8/2010	\$1,965,000.00	\$1,965,000.00	\$0.00	\$0.00	\$0.00
34	1,345,000	SAN FRANCISCO CALIF CITY & CNTY 0.30% DUE 11/15/2010	11/2/2010	11/15/2010	\$1,345,000.00	\$1,345,000.00	\$0.00	\$0.00	\$0.00
35	1,975,000	C/P SAN FRANCISCO CALIF CITY & CNTY 0.30% DUE 12/3/2010	11/22/2010	12/3/2010	\$1,975,000.00	\$1,975,000.00	\$0.00	\$0.00	\$0.00
36	1,300,000	KISSIMEE FLA UTIL AUTH ELEC SYS 0.30% DUE 12/6/2010	11/8/2010	12/6/2010	\$1,300,000.00	\$1,300,000.00	\$0.00	\$0.00	\$0.00
37	975,000	LAS VEGAS VALLEY NEV SWTR DIST IA 0.28% DUE 12/7/2010	11/12/2010	12/7/2010	\$975,000.00	\$975,000.00	\$0.00	\$0.00	\$0.00
38	790,000	OKLAHOMA CITY OKLA WTR UTILS 0.30% DUE 12/9/2010	11/10/2010	12/9/2010	\$790,000.00	\$790,000.00	\$0.00	\$0.00	\$0.00
39	480,000	SAN FRANCISCO CALIF CITY & CNTY 0.30% DUE 12/13/10	11/2/2010	12/13/2010	\$480,000.00	\$480,000.00	\$0.00	\$0.00	\$0.00
40	575,000	WESTCHESTER COUNTY HEALTH CARE 0.40% DUE 12/23/2010	11/12/2010	12/23/2010	\$575,000.00	\$575,000.00	\$0.00	\$0.00	\$0.00
<b>TOTALS</b>					\$45,550,015.82	\$46,239,152.92	(\$689,137.10)	\$0.00	(\$689,137.10)
<b>TOTAL LONG TERM</b>					\$695,015.82	\$1,384,152.92	(\$689,137.10)		
<b>TOTAL SHORT TERM</b>					\$44,855,000.00	\$44,855,000.00	\$0.00		

THE CRAIL-JOHNSON FOUNDATION  
A STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF  
FOR THE YEAR ENDED DECEMBER 31, 2010  
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 and 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. Generally, 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. 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



# The Crail-Johnson Foundation

Form 990-PF, part XV, Line 3a

Grants and Contributions Paid during the Year 2010  
20 September 2011

Payee Name	Fiscal Year	Amount	Payment Date	Request Project Title
American Red Cross	2010	\$300.00	1/22/2010	Matching contribution - J S Peterson
The Los Angeles Public/Private Partnership for Infants and Toddlers	2010	\$10,000.00	2/4/2010	Early Childhood Education
Southern California Grantmakers	2010	\$3,056.89	2/12/2010	2010 membership renewal
Assistance League of San Pedro	2010	\$1,500.00	3/15/2010	Alan and Liz Johnson
San Pedro City Ballet	2010	\$500.00	3/15/2010	Alan & Liz Johnson
Angels Gates Cultural Center	2010	\$5,000.00	4/6/2010	Artist in the Classroom
Lincoln Heights Tutorial Program	2010	\$5,000.00	4/6/2010	general operating
Reading is Fundamental of Southern California, Inc.	2010	\$5,000.00	4/6/2010	Motivational Reading program
SSS Good Samaritan Association	2010	\$5,000.00	4/6/2010	Programs
YWCA of the Harbor Area	2010	\$25,000.00	4/21/2010	Emergency grant for general operating support
Los Alamitos Unified School District Educational Foundation	2010	\$225.00	5/11/2010	Matching contribution - Cathy Belt
Boys & Girls Club of Carson	2010	\$40,000.00	5/13/2010	general operating
Boys & Girls Clubs of The Los Angeles Harbor	2010	\$60,000.00	5/13/2010	General operating

Payee Name	Fiscal Year	Amount	Payment Date	Request Project Title
Grand Vision Foundation	2010	\$40,000.00	5/13/2010	President Advised- Director Advised ACJ and Liz Johnson
Pediatric Therapy Network	2010	\$20,000.00	5/13/2010	Leaps & Bounds Program
Project SEED	2010	\$10,000.00	5/13/2010	Compton Unified School District
Rainbow Services, LTD	2010	\$30,000.00	5/13/2010	general operating
Reading Partners	2010	\$10,000.00	5/13/2010	Literacy Intervention Program
Richstone Family Center	2010	\$15,000.00	5/13/2010	REACH program
Strive Foundation	2010	\$20,000.00	5/13/2010	Matching grant
Helen Keller International, Inc.	2010	\$15,000.00	5/20/2010	Childsight Los Angeles
Southern California Public Radio	2010	\$750.00	5/24/2010	Matching contribution - Eric Johnson
Beacon House Association of San Pedro	2010	\$250.00	5/25/2010	matching contribution - ACL
Rainbow Services, LTD	2010	\$500.00	5/25/2010	Matching contribution - ACJ
Quinnipiac University	2010	\$81.00	6/7/2010	matching contribution - Dan Ristow
Rainbow Services, LTD	2010	\$1,500.00	6/8/2010	Contribution
The Friend of the Youth Foundation	2010	\$500.00	6/28/2010	Matching contribution - Alan and Liz Johnson
Network for Teaching Entrepreneurship	2010	\$10,000.00	6/28/2010	general operating support
826LA	2010	\$10,000.00	7/2/2010	General operating
Assistance League of San Pedro	2010	\$10,000.00	7/2/2010	Operation School Bell

Payee Name	Fiscal Year	Amount	Payment Date	Request Project Title
Beacon House Association of San Pedro	2010	\$10,000.00	7/2/2010	Parent Education and Individual Counseling Program
Harbor Free Clinic	2010	\$20,000.00	7/2/2010	Pediatric Clinic
Harbor Interfaith Services, Inc.	2010	\$20,000.00	7/2/2010	general operating
Helpline Youth Counseling, Inc	2010	\$15,000.00	7/2/2010	Family Services Program
University Muslim Medical Association	2010	\$25,000.00	7/2/2010	Healthcare Services for children 0 to 18
Cabrillo Avenue Elementary School (LAUSD)	2010	\$20,000.00	7/22/2010	Project PLUS
Parent Institute for Quality Education	2010	\$20,000.00	7/22/2010	Parent Program
Rootdown LA	2010	\$15,000.00	7/22/2010	Youth Leadership and Outreach in South LA
West Side Recreation and Park District	2010	\$10,000.00	7/22/2010	general operating
Loyola Marymount University	2010	\$10,000.00	7/26/2010	Science and Engineering Community Outreach Program (SECOP)
Wilmington YMCA	2010	\$10,000.00	7/26/2010	General operating
Heart of Los Angeles Youth	2010	\$15,000.00	8/17/2010	College Preparatory Program
Oak Middle School	2010	\$60.00	8/24/2010	Matching Contributions - Cathy Belt
Murchison Street Elementary School	2010	\$10,000.00	9/3/2010	Murchison Family Center

Payee Name	Fiscal Year	Amount	Payment Date	Request Project Title
Villalobos Rescue Center	2010	\$50.00	9/14/2010	matching contribution - Marie Elias
Occidental College	2010	\$200.00	10/8/2010	Matching contribution - J S Peterson
UCSB Foundation	2010	\$250.00	10/8/2010	Matching contribution - J S Peterson
Union Rescue Mission	2010	\$50.00	10/15/2010	matching contribution - J S Peterson
Court Appointed Special Advocates of Kern County (CASA)	2010	\$25,000.00	10/22/2010	general operating
The Gabriella Axelrad Education Foundation	2010	\$15,000.00	10/22/2010	Everybody Dance!
Grandparents as Parents, Inc.	2010	\$15,000.00	10/22/2010	general operating
Inner-City Arts	2010	\$10,000.00	10/22/2010	Learning and Achieving through the Arts (LATA)
The Posse Foundation	2010	\$20,000.00	10/22/2010	Pre-Collegiate Training Program (PCT)
South Cennal Scholars	2010	\$10,000.00	10/22/2010	Mentorship Program
Toberman Neighborhood Center (formerly Toberman Settlement House)	2010	\$20,000.00	10/22/2010	Healthy Living and Learning Program
Variety Boys & Girls Club	2010	\$15,000.00	10/22/2010	Smart Moves Program
Watts/Willowbrook Boys & Girls Club	2010	\$30,000.00	10/22/2010	General operating
Dramatic Results	2010	\$20,000.00	10/27/2010	Write-On Arts Literacy Program

Payee Name	Fiscal Year	Amount	Payment Date	Request Project Title
EdBoost	2010	\$5,000.00	10/27/2010	One-on-One Tutoring
Cultural Heritage Foundation	2010	\$5,000.00	10/27/2010	A Golden Vision: The Growth of Southern California
Los Angeles Regional Food Bank	2010	\$10,000.00	10/27/2010	Kids Cafe
Westside Infant-Family Network	2010	\$10,000.00	10/28/2010	therapeutic services
Providence Trinity Care Hospice Foundation	2010	\$25,000.00	11/1/2010	Trinity Kids Care
Long Beach Bar Foundation	2010	\$15,000.00	11/10/2010	Shortstop Program
Volunteer Center- South Bay/Harbor/Long Beach	2010	\$5,000.00	11/10/2010	Food for Kids program
Helen Keller International, Inc	2010	\$5,000.00	12/10/2010	Child Sight New Mexico
PressFriends	2010	\$5,000.00	12/10/2010	REACH
Richstone Family Center	2010	\$5,000.00	12/10/2010	and Carolyn Johnson combined
Southern Mono Healthcare dba Mammoth Hospital	2010	\$10,000.00	12/10/2010	Director advised grant to support pediatric care at Mammoth Hospital and its clinics
PressFriends	2010	\$1,500.00	12/13/2010	Matching contributions - A L Johnson
The Accelerated School	2011	\$5,000.00	12/14/2010	Director Advised grant to support ACES
Richstone Family Center	2010	\$2,500.00	12/14/2010	matching contribution - Dorothy Courtney
San Pedro & Peninsula YMCA	2010	\$1,050.00	12/14/2010	Matching contribution - Byung Kim

Payee Name	Fiscal Year	Amount Payment Date	Request Project Title
Loyola Marymount University	2010	\$2,500.00 12/20/2010	matching contribution - Dorothy Courtney
<b>Grand Totals (74 items)</b>		<u>\$847,322.89</u>	
Los Angeles Maritime Institute		\$120,851.04	
Total		\$968,173.93	