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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2010

For calendar year 2010, or tax year beginning 11-01-2010 , and ending 10-31-2011

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
THE CROLL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
GOODWIN PROCTER LLP EXCHANGE PLACE

City or town, state, and ZIP code
BOSTON, MA 021092881

A Employer identification number
22-2946282

B Telephone number (see page 10 of the instructions)
(617) 570-1391

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 18,028,024

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	5,995,734			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	111,678	111,678		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	49,864			
	b Gross sales price for all assets on line 6a 16,359,523				
	7 Capital gain net income (from Part IV , line 2)		256,720		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	108,443	108,234		
	12 Total. Add lines 1 through 11	6,265,719	476,632		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	65,487	65,487		0
	17 Interest	15,856	15,856		0
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,242	1,602		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	52,745	52,745		0
	24 Total operating and administrative expenses. Add lines 13 through 23	136,330	135,690		0
	25 Contributions, gifts, grants paid	1,350,231			1,350,231
	26 Total expenses and disbursements. Add lines 24 and 25	1,486,561	135,690		1,350,231
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,779,158			
	b Net investment income (if negative, enter -0-)		340,942		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	978,197	2,116,916	2,116,916
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,682,953 	6,404,086	3,479,019
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	10,499,788 	11,433,104	12,432,089
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,160,938	19,954,106	18,028,024
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	15,160,938	19,954,106	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	15,160,938	19,954,106	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	15,160,938	19,954,106	

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	15,160,938
2	Enter amount from Part I, line 27a	2	4,779,158
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	14,010
4	Add lines 1, 2, and 3	4	19,954,106
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	19,954,106

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 Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	256,720
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,222,576	15,385,985	0 079460
2008	970,850	14,712,614	0 065988
2007	1,304,493	19,497,035	0 066907
2006	1,202,936	17,605,726	0 068326
2005	1,122,453	16,933,403	0 066286

2	Total of line 1, column (d).	2	0 346967
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	0 069393
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	18,042,266
5	Multiply line 4 by line 3.	5	1,252,007
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,409
7	Add lines 5 and 6.	7	1,255,416
8	Enter qualifying distributions from Part XII, line 4.	8	1,350,231

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1	
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	
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-)	
3		Add lines 1 and 2.	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	
6		Credits/Payments	
a		2010 estimated tax payments and 2009 overpayment credited to 2010	
b		Exempt foreign organizations—tax withheld at source	
c		Tax paid with application for extension of time to file (Form 8868)	
d		Backup withholding erroneously withheld	
7		Total credits and payments Add lines 6a through 6d.	
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	
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 Refunded	

Part VII-AStatements Regarding Activities			
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?	
1a		Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	
1b			No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c		Did the foundation file Form 1120-POL for this year?.	
1c			No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	
(1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0	
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?	
2			No
If "Yes," attach a detailed description of the activities.			
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	
3			No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	
4a			No
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?	
5			No
If "Yes," attach the statement required by General Instruction T.			
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	Yes
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		Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MA _____	
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		Yes	
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 on page 27)? If "Yes," complete Part XIV	
9			No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	
10			No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MARY KATHLEEN O'CONNELL ESQ Telephone no (617) 570-1391 Located at GOODWIN PROCTER LLP EXCHANGE PLACE BOSTON MA ZIP+4 021092881			
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.			
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?	15		
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		No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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.	1b		
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?	1c		No
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? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		☐ Yes	☐ No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes	☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID D CROLL	TRUSTEE	0	0	0
75 STATE STREET BOSTON, MA 02109	2 00			
VICTORIA B CROLL	TRUSTEE	0	0	0
75 STATE STREET BOSTON, MA 02109	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES LLC	INVESTMENT ADVICE	65,487
100 SUMMER STREET		
BOSTON,MA 021102104		
Total number of others receiving over \$ 50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. 	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,070,738
b	Average of monthly cash balances.	1b	3,345,565
c	Fair market value of all other assets (see page 24 of the instructions).	1c	11,900,718
d	Total (add lines 1a, b, and c).	1d	18,317,021
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	18,317,021
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	274,755
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,042,266
6	Minimum investment return. Enter 5% of line 5.	6	902,113

Part XI

Distributable Amount (see page 25 of the 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	902,113
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	3,409
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,409
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	898,704
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	898,704
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	898,704

Part XII

Qualifying Distributions (see page 25 of the 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	1,350,231
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	1,350,231
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	3,409
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,346,822
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				898,704
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only.			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005.				294,881
b	From 2006.				348,950
c	From 2007.				339,075
d	From 2008.				235,988
e	From 2009.				454,525
f	Total of lines 3a through e.	1,673,419			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,350,231				
a	Applied to 2009, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d	Applied to 2010 distributable amount.				898,704
e	Remaining amount distributed out of corpus	451,527			
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:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,124,946			
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 page 27 of the instructions . . .		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			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) (see page 27 of the instructions)	0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	294,881			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,830,065			
10	Analysis of line 9				
a	Excess from 2006. . . .				348,950
b	Excess from 2007. . . .				339,075
c	Excess from 2008. . . .				235,988
d	Excess from 2009. . . .				454,525
e	Excess from 2010. . . .				451,527

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	1,350,231
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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
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. ***** 2012-03-14 ***** Signature of officer or trustee Date Title		
Paid Preparer's Use Only Preparer's Signature PETER G NEWHALL	Date	Check if self-employed ☐ PTIN
Firm's name GOODWIN PROCTER LLP EXCHANGE PLACE Firm's address BOSTON, MA 021092881	Firm's EIN	Phone no (617) 570-1133

Sign Here

Additional Data

Software ID:
Software Version:
EIN: 22-2946282
Name: THE CROLL FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	17889 088 SHS DIREXION BULL 2X INVT	P	2010-10-13	2010-11-17
B	56053 812 SHS ULTRA EMERGING MRKTS PRO FD INVT	P	2010-10-14	2010-11-17
C	7238 509 SHS RYDEX RUSSELL 2000	P	2010-10-13	2010-11-17
D	6217 359 SHS RYDEX RUSSELL 2000	P	2010-11-03	2010-12-30
E	13708 019 SHS DIREXION BULL 2X INVT	P	2010-12-07	2010-12-27
F	15078 408 SHS DIREXION BULL 2X INVT	P	2010-12-07	2010-12-30
G	9622 787 SHS DIREXION BULL 2X INVT	P		2011-01-26
H	4245 443 SHS RYDEX RUSSELL 2000	P		2011-01-26
I	44991 002 SHS SEMICONDUCTOR ULTRA SECTOR	P		2011-02-24
J	4038 555 SHS RYDEX RUSSELL 2000	P		2011-02-24
K	9900 99 SHS DIREXION BULL 2X INVT	P		2011-02-25
L	18587 361 SHS OIL & GAS ULTRA SEC	P		2011-02-25
M	12158 055 SHS DIREXION BULL 2X INVT	P		2011-05-05
N	20259 319 SHS OIL & GAS ULTRA SEC	P		2011-05-06
O	59101 655 SHS SEMICONDUCTOR ULTRA SECTOR	P		2011-05-06
P	17286 085 SHS BASIS MATERIAL ULTRA SEC	P		2011-05-06
Q	ABRAMS CAPITAL PARTNERS II LP	P		
R	ABRAMS CAPITAL PARTNERS II LP	P		
S	ABRAMS CAPITAL PARTNERS II LP	P		
T	DAVIDSON KEMPNER INSTITUTIONAL	P		
U	DAVIDSON KEMPNER INSTITUTIONAL	P		
V	DAVIDSON KEMPNER INSTITUTIONAL	P		
W	DAVIDSON KEMPNER INSTITUTIONAL	P		
X	FIR TREE PARTNERS	P		
Y	HIGHFIELDS CAPITAL IV LP	P		
Z	HIGHFIELDS CAPITAL IV LP	P		
AA	HIGHFIELDS CAPITAL IV LP	P		
AB	HIGHFIELDS CAPITAL IV LP	P		
AC	HIGHFIELDS CAPITAL IV LP	P		
AD	HIGHFIELDS CAPITAL IV LP	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	ADAMAS OPPORTUNITIES LP	P		
AF	ADAMAS OPPORTUNITIES LP	P		
AG	ADAMAS OPPORTUNITIES LP	P		
AH	ADAMAS OPPORTUNITIES LP	P		
AI	ADAMAS OPPORTUNITIES LP	P		
AJ	28M SHS METROPCS	P		2011-07-01
AK	460 0791 SHS ATLANTIC FUND LTD	P	2008-06-02	2011-02-28
AL	790 2361 SHS CERBERUS INTERNATIONAL SPV , LTD	P	2009-10-01	2011-04-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	1,014,311		1,000,000	14,311
B	919,843		1,000,000	-80,157
C	993,196		1,000,000	-6,804
D	1,068,080		1,005,844	62,236
E	996,847		1,000,000	-3,153
F	1,076,448		1,000,000	76,448
G	698,133		752,213	-54,080
H	709,711		750,000	-40,289
I	727,055		750,000	-22,945
J	708,120		788,325	-80,205
K	800,792		750,000	50,792
L	862,082		750,000	112,082
M	922,675		1,000,000	-77,325
N	889,384		1,000,000	-110,616
O	991,726		1,000,000	-8,274
P	922,213		1,000,000	-77,787
Q				20,712
R				90,094
S				-10,945
T				27,555
U				4,202
V				179
W				-259
X				43,589
Y				-25,067
Z				-16,711
AA				13,174
AB				-3
AC				33,987
AD				120,525

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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 E				-15,084
A F				14,370
A G				15
A H				-3
A I				-1,307
A J	493,620		68,479	425,141
A K	1,011,713		1,000,000	11,713
A L	553,574		786,965	-233,391

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) 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				14,311
B				-80,157
C				-6,804
D				62,236
E				-3,153
F				76,448
G				-54,080
H				-40,289
I				-22,945
J				-80,205
K				50,792
L				112,082
M				-77,325
N				-110,616
O				-8,274
P				-77,787
Q				20,712
R				90,094
S				-10,945
T				27,555
U				4,202
V				179
W				-259
X				43,589
Y				-25,067
Z				-16,711
AA				13,174
AB				-3
AC				33,987
AD				120,525

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
AE				-15,084
AF				14,370
AG				15
AH				-3
AI				-1,307
AJ				425,141
AK				11,713
AL				-233,391

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

DAVID D CROLL
VICTORIA B CROLL

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN LIVER ASSOCIATION 39 BROADWAY SUITE 2700 NEW YORK, NY 10006	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	500
BANK OF AMERICA CHARITABLE FUND 100 FEDERAL STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	5,600
BOSTON MEDICAL CENTER 1 BOSTON MEDICAL CENTER PLACE BOSTON, MA 02118	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	1,000
BOSTON NATURAL AREAS NETWORK 62 SUMMER STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	6,000
BOYS AND GIRLS CLUB OF BOSTON 50 CONGRESS STREET SUITE 750 BOSTON, MA 02109	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	25,000
BREAST CANCER RESEARCH FDN 2600 NETWORK BLVD FRISCO, TX 75034	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	2,500
BRIGHAM & WOMEN'S HOSPITAL 116 HUNTINGTON AVENUE BOSTON, MA 02116	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	10,000
BUZZARDS BAY MUSICFEST PO BOX 576 MARION, MA 02738	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	1,000
BUZZARDS BAY COALITION 114 FRONT STREET NEW BEDFORD, MA 02740	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	125,000
CHILDREN'S HOSPITAL 1 AUTUMN STREET BOSTON, MA 02215	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	25,000
CHILDREN'S MEDICAL CENTER 300 LONGWOOD AVE BOSTON, MA 02115	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	2,000
CHURCH OF THE REDEEMER 379 HAMMOND STREET CHESTNUT HILL, MA 02167	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	15,000
CITY YEAR 287 COLUMBUS AVENUE BOSTON, MA 02116	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	20,000
CLOSE TO HOME 42 CHARLES ST SUITE A DORCHESTER, MA 02122	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	5,000
COMMUNITY RESOURCES NETWORK 213 N RACINE AVE SUITE 100 CHICAGO, IL 60607	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	5,000
Total  3a				1,350,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CORNELL UNIVERSITY 130 EAST SENACA ST ITHACA, NY 14850	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	106,600
EPIPHANY MIDDLE SCHOOL 154 CENTRE ST DORCHESTER, MA 02124	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	10,000
FRIENDS OF SILVERSHELL BEACH 1 FRONT STREET MARION, MA 02738	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	101
GENERATIONS INC 59 TEMPLE PLACE SUITE 200 BOSTON, MA 02111	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	10,000
HARVARD BUSINESS SCHOOL 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	25,000
INNER CITY SCHOLARSHIP FUND 260 FRANKLIN STREET SUITE 630 BOSTON, MA 02110	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	12,000
JUSTINE LOFF FUND FOR EMERALD NECKLACE 891 CENTRE STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	11,000
MARION ART CENTER PO BOX 602 MARION, MA 02738	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	500
MASS LEAGUE OF ENVIRONMENTAL PO BOX 103 BOSTON, MA 02133	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	1,000
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT RD LINCOLN, MA 01773	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	5,000
MUSEUM OF FINE ARTS 465 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	386,000
NATIONAL OUTDOOR LEADERSHIP SCHOOL 284 LINCOLN STREET LANDER, WY 82520	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	1,000
NETWORK FOR GOOD 7920 NORFOLK AVE BETHESDA, MD 20814	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	5,010
NEW BEDFORD ART MUSEUM 608 PLEASANT STREET NEW BEDFORD, MA 02740	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	5,420
NEW BEDFORD WHALING MUSEUM 18 JOHNNY CAKE HILL NEW BEDFORD, MA 02740	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	5,000
Total  3a				1,350,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OHIO WESLEYAN UNIVERSITY 75 STATE STREET DELAWARE, OH 43015	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	25,000
OUR SISTER'S SCHOOL POBOX 7269 NEW BEDFORD, MA 02742	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	7,500
PAN MA CHALLENGE 77 4TH AVE NEEDHAM, MA 02494	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	1,000
PANCREATIC CANCER FDN 1500 ROSECRANS AVE MANHATTAN BEACH, CA 90266	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	5,000
PARK SCHOOL 171 GODDARD AVENUE BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	35,000
PLANNED PARENTHOOD LEAGUE OF MASSACHUSETTS 1055 COMMONWEALTH AVE BOSTON, MA 02215	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	30,000
PMC JIMMY FUND 77 4TH AVE NEEDHAM, MA 02494	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	500
PROJECT BREAD 145 BORDER STREET E BOSTON, MA 02128	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	1,000
PROGRAM IN EDUCATION 260 FRANKLIN STREET SUITE 630 BOSTON, MA 02110	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	25,000
RALLY FOR A CURE 27 DRYDOCK AVE BOSTON, MA 02110	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	1,000
SCHOOL OF THE MUSEUM OF FINE ARTS 230 THE FENWAY BOSTON, MA 02115	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	5,000
SIPPICAN LANDS TRUST 589 MILL STREET MARION, MA 02738	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	26,000
ST STEPHEN'S CHURCH 419 SHAWMUT AVE BOSTON, MA 02118	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	35,000
STEPPINGSTONE FOUNDATION 155 FEDERAL STREET SUITE 800 BOSTON, MA 02110	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	10,000
SUMMER SEARCH FOUNDATION 409 COMMONWEALTH AVENUE BOSTON, MA 02215	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	10,000
Total  3a				1,350,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE NATURE CONSERVANCY SUITE 100 4245 N FAIRFAX DR ARLINGTON,VA 222031606	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	10,000
THE TRUSTEES OF RESERVATIONS 572 ESSEX ST BEVERLY,MA 01915	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	225,000
THRESHOLDS 4101 N RAVENWOOD AVE CHICAGO,IL 60613	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	1,000
TRUST FOR PUBLIC LANDS 33 UNION STREET 4TH FLOOR BOSTON,MA 02108	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	10,000
WAREHAM YMCA PO BOX 466 WAREHAM,MA 02571	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	5,000
WINTERTHUR MUSEUM ROUTE 52 WINTERTHUR,DE 19735	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	50,000
Total  3a				1,350,231

TY 2010 Investments Corporate
Stock Schedule

Name: THE CROLL FOUNDATION
EIN: 22-2946282

Name of Stock	End of Year Book Value	End of Year Fair Market Value
432800 SHS METROPCS STOCK	6,404,086	3,479,019

TY 2010 Investments - Other Schedule

Name: THE CROLL FOUNDATION

EIN: 22-2946282

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HEDGE FUNDS	AT COST	11,433,104	12,432,089

TY 2010 Other Expenses Schedule**Name:** THE CROLL FOUNDATION**EIN:** 22-2946282

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charitable Purposes
HIGHFIELDS CAPITAL IV LP	386	386		0
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS LP	15,863	15,863		0
ABRAMS CAPITAL PARTNERS II LP	18,153	18,153		0
ADAMAS OPPORTUNITIES LP	18,093	18,093		0
MA FORM PC FILING FEE	250	250		0

TY 2010 Other Income Schedule**Name:** THE CROLL FOUNDATION**EIN:** 22-2946282

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
ABRAMS CAPITAL PARTNERS II LP	3,765	3,765	3,765
HIGHFIELDS CAPITAL IV LP	-4,847	-4,847	-4,847
DAVIDSON KEMPNER INSTUTIONAL PARTNERS LP	-1,630	-1,630	-1,630
FIR TREE PARTNERS	100,885	100,885	100,885
ADAMAS OPPORTUNITIES LP	-379	-379	-379
ADAMAS OPPORTUNITIES LP	194	194	194
ADAMAS OPPORTUNITIES LP	10,246	10,246	10,246
IRS REFUND	176		176
ABRAMS CAPITAL PARTNERS	31		31
ADAMAS OPPORTUNITIES LP	2		2

TY 2010 Other Increases Schedule

Name: THE CROLL FOUNDATION

EIN: 22-2946282

Description	Amount
INCOME AND DEDUCTIONS ON RETURN NOT ON BOOKS	14,010

TY 2010 Other Professional Fees Schedule

Name: THE CROLL FOUNDATION

EIN: 22-2946282

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CAMBRIDGE ASSOCIATES	65,487	65,487		0

TY 2010 Taxes Schedule

Name: THE CROLL FOUNDATION

EIN: 22-2946282

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INTERNAL REVENUE SERVICE	640	0		0
FOREIGN TAXES WITHHELD	1,602	1,602		0