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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
CROUL FAMILY FOUNDATION

A Employer identification number
20-1222760

Number and street (or P O box number if mail is not delivered to street address)
18101 VON KARMAN AVENUE

Room/suite
700

B Telephone number (see instructions)
(877) 968-6328

City or town, state, and ZIP code
IRVINE, CA 92612

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 ▶ ☐

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

H Check type of organization [X] 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)* ▶ $ 20,794,170.

J Accounting method [X] 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 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)	1,000,000.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	93,535.	93,535.	93,535.	
	4 Dividends and interest from securities	196,127.	196,127.	196,127.	
	5a Gross rents				
	b Net rental income or (loss) -71.				
	6a Net gain or (loss) from sale of assets not on line 10	295,536.			
	b Gross sales price for all assets on line 6a 6,627,772.				
	7 Capital gain net income (from Part IV, line 2)		295,536.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 3,881.				ATCH 1
	b Less Cost of goods sold 8,641.				
	c Gross profit or (loss) (attach schedule)	-4,760.		-4,760.	
	11 Other income (attach schedule) ATCH 2	331,120.	331,120.	331,120.	
	12 **Total.** Add lines 1 through 11	1,911,558.	916,318.	616,022.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	9,925.	4,962.	4,963.	4,963.
	c Other professional fees (attach schedule) *	37,877.			37,877.
	17 Interest	145.	145.	145.	
	18 Taxes (attach schedule) (see instructions) ATCH 5	18,108.	2,100.	2,100.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	89,886.	88,792.	88,792.	267.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	155,941.	95,999.	96,000.	43,107.
	25 Contributions, gifts, grants paid	1,077,850.			1,077,850.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,233,791.	95,999.	96,000.	1,120,957.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	677,767.			
	b **Net investment income** (if negative, enter -0-)		820,319.		
	c **Adjusted net income** (if negative, enter -0-)			520,022.	

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*ATCH 4

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	801,502.	1,998,997.	1,998,997.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 1,980.			
	Less allowance for doubtful accounts ▶	5,656.	1,980.	1,980.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use	42,425.	35,283.	35,283.
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 7	6,340,038.	5,015,044.	5,015,044.
	c Investments - corporate bonds (attach schedule) ATCH 8	2,542,573.	2,780,757.	2,780,757.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	8,734,166.	10,942,002.	10,942,002.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 10)	20,225.	20,107.	20,107.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	18,486,585.	20,794,170.	20,794,170.
Liabilities	17 Accounts payable and accrued expenses	6.		
	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)	6.	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. ▶ [X]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	14,887,696.	16,393,258.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,598,883.	4,400,912.	
	30 Total net assets or fund balances (see instructions)	18,486,579.	20,794,170.	
	31 Total liabilities and net assets/fund balances (see instructions)	18,486,585.	20,794,170.	

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	18,486,579.
2	Enter amount from Part I, line 27a	2	677,767.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	1,633,506.
4	Add lines 1, 2, and 3	4	20,797,852.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	3,682.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,794,170.

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 PART IV SCHEDULE			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (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				
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	295,536.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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 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))
2011			
2010			
2009			
2008			
2007			

2 **Total** of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	16,406.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	16,406.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	16,406.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a 23,702.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	23,702.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	27.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	7,269.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 7,269. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, DE,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ HTTP://CROULFOUNDATION.ORG			
14	The books are in care of ▶ C/O FIRST FOUNDATION ADVISORS Telephone no ▶ 877-968-6328			
	Located at ▶ 18101 VON KARMAN AVE, SUITE 700 IRVINE, CA ZIP+4 ▶ 92612			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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)	2b		X
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? ☐ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2012?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0	0	0

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	8,339,207.
b	Average of monthly cash balances	1b	1,400,249.
c	Fair market value of all other assets (see instructions)	1c	9,900,922.
d	**Total** (add lines 1a, b, and c)	1d	19,640,378.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	19,640,378.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	294,606.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,345,772.
6	**Minimum investment return.** Enter 5% of line 5	6	967,289.

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	967,289.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,406.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,406.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	950,883.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	950,883.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	950,883.

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	1,120,957.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,120,957.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,120,957.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				950,883.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 2,507,060.				
b From 2008 289,983.				
c From 2009 81,426.				
d From 2010 44,138.				
e From 2011 44,011.				
f **Total** of lines 3a through e	2,966,618.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,120,957.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				950,883.
e Remaining amount distributed out of corpus	170,074.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,136,692.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,507,060.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	629,632.			
10 Analysis of line 9				
a Excess from 2008 289,983.				
b Excess from 2009 81,426.				
c Excess from 2010 44,138.				
d Excess from 2011 44,011.				
e Excess from 2012 170,074.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

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

JOHN V. CROUL

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

NONE

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

ATCH 14

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 15				
Total . . . . ▶ **3a**				1,077,850.
b Approved for future payment				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	323100	3.	14	93,532.	
4 Dividends and interest from securities			14	196,127.	
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			16	-71.	
7 Other investment income	323100	4,035.	18	327,085.	
8 Gain or (loss) from sales of assets other than inventory			18	295,536.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	323100	-4,760.			
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-722.		912,209.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 911,487.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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)		X
	(2) Other assets	1a(2)		X
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
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
	N/A		N/A

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

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/12/2013 Title: CEO

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SEAN KELLY	[signature]	11/12/13		P00733845
Firm's name ▶ HEIN & ASSOCIATES LLP			Firm's EIN ▶ 84-0749233	
Firm's address ▶ 8105 IRVINE CENTER DRIVE, SUITE 650 IRVINE, CA 92618			Phone no 949-428-0288	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization
CROUL FAMILY FOUNDATION

Employer identification number
20-1222760

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 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

[X] 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, total 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 total 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 Part I, 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)

Name of organization CROUL FAMILY FOUNDATION

Employer identification number 20-1222760

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JACK V. CROUL 1901 BAYADERE TERRACE CORONA DEL MAR, CA 92625	$ 1,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization CROUL FAMILY FOUNDATION

Employer identification number 20-1222760

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

Name of organization CROUL FAMILY FOUNDATION

Employer identification number 20-1222760

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					6,435.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					149,968.	
		MS 010151 - ST NC SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
93,401.		99,183.					-5,782.	
		MS 010151 - LT NC SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
709,458.		693,605.					15,853.	
		MS 011043 - ST C -SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,373,076.		1,376,444.					-3,368.	
		MS 011043 - LT C -SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
395,638.		442,135.					-46,497.	
		MS 011043 - ST NC-SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
48,526.		55,796.					-7,270.	
		MS 011043 - LT NC-SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
518,531.		601,330.					-82,799.	
		VIRTUS MULTI-SEC SH TERM BD PROPERTY TYPE: SECURITIES				P	06/26/2012	09/12/2012
80,300.		78,504.					1,796.	
		MS 78G936 LT - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,317,527.		1,276,959.					40,568.	
		MS 011190 - ST C -SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
830,312.		748,769.					81,543.	
		MS 011190 - LT C - SEE ATTACHE PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
256,996.		68,363.					188,633.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MS 113044 - ST - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
797,504.		843,787.					-46,283.	
		473.6116 SHS SELECTINVEST MULTISTRATEGY PROPERTY TYPE: SECURITIES				P	VARIOUS	03/01/2012
49,738.		47,361.					2,377.	
		JPMORGAN HIGH YIELD SEL-CAP GAIN DIST. PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
362.							362.	
TOTAL GAIN(LOSS)							295,536.	

FORM 990-PF, PART I - GROSS SALES LESS RETURNS AND ALLOWANCES

DESCRIPTION	AMOUNT
ACCRUAL-TO-CASH ADJUSTMENT	3,682.
BOOK SALES	199.
TOTAL	3,881.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER INVESTMENT INCOME		331,120.	331,120.	331,120.
	TOTALS	331,120.	331,120.	331,120.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	9,925.	4,962.	4,963.	4,963.
TOTALS	9,925.	4,962.	4,963.	4,963.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ADVISOR FEES		37,877.	37,877.
	TOTALS	37,877.	37,877.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN TAXES	2,100.	2,100.	2,100.
OTHER TAXES	16,008.		
TOTALS	18,108.	2,100.	2,100.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BANK FEE	150.			
BUSINESS REGISTRATION FEES	677.			
INVESTMENT EXPENSES	27,118.	27,118.	27,118.	
MGMT FEES	61,645.	61,645.	61,645.	
SECTION 179 DEDUCTION	29.	29.	29.	
UNRELATED BUSINESS EXPENSE	267.			267.
TOTALS	89,886.	88,792.	88,792.	267.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
M. STANLEY - VARIOUS-EXHIBIT 1	1,300,674.		
M. STANLEY - VARIOUS-EXHIBIT 2	1,897,207.		
M. STANLEY - VARIOUS-EXHIBIT 3	3,142,157.	2,812,608.	2,812,608.
M. STANLEY - VARIOUS-EXHIBIT 4		690,934.	690,934.
M. STANLEY - VARIOUS-EXHIBIT 5		1,511,502.	1,511,502.
TOTALS	6,340,038.	5,015,044.	5,015,044.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BEACH POINT TOTAL RETURN	4,223,648.	4,784,438.	4,784,438.
MS CREDIT PTRS OFFSHORE	411,307.	476,263.	476,263.
MS EMERGING PRIVATE MARKET	306,571.	392,187.	392,187.
MS GLOBAL DISTRESSED	917,426.	885,195.	885,195.
NATURAL RESOURCES PARTHERS LP	2,084.	2,046.	2,046.
RCP FUND I, LP	219,025.	144,357.	144,357.
SELECTINVEST MULTISTRATEGY LTD	154,249.	115,049.	115,049.
YORK CREDIT OPPORTUNITIES	1,465,284.	1,753,732.	1,753,732.
OCM MEZZANINE FUND II, LP	713,290.	471,091.	471,091.
OAKTREE PRIVATE INVESTMENT FUN	113,325.	300,466.	300,466.
PIMCO BRAVO FUND SPECIAL ONSHO	207,957.	539,200.	539,200.
PIMCO BRAVO FUND OFFSHORE FEED		975.	975.
MILLENIUM STRATEGIC CAPITAL LT		1,021,704.	1,021,704.
MS GLOBAL SEC. OPP. FUND II		55,299.	55,299.
TOTALS	8,734,166.	10,942,002.	10,942,002.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NET INTANGIBLE ASSETS	20,107.	20,107.	20,107.
OTHER ASSET	118.		
TOTALS	20,225.	20,107.	20,107.

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
RECONCILE DIFF BETWEEN BK/TAX PER K-1	127,944.
CHANGE IN FMV OF INVESTMENTS	1,505,562.
TOTAL	1,633,506.

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ACCRUAL-TO-CASH ADJ		3,682.
	TOTAL	3,682.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN V. CROUL 18101 VON KARMAN AVE., STE. 700 IRVINE, CA 92612	CEO 5.00	0	0	0
JOHN BRADFORD CROUL 18101 VON KARMAN AVE., STE. 700 IRVINE, CA 92612	CFO 5.00	0	0	0
SPENCER BEHR CROUL 18101 VON KARMAN AVE., STE. 700 IRVINE, CA 92612	SECRETARY 5.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

CROUL FAMILY FOUNDATION
18101 VON KARMAN AVENUE, SUITE 700
IRVINE, CA 92612
877-968-6328

C/O FIRST FOUNDATION ADVISORS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUTISM PARTNERSHIP FAMILY FOUN 200 MARINE DR. SEAL BEACH, CA 90740	N/A PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
BALBOA PERFORMING ARTS THEATER 707 E. BALBOA BLVD NEWPORT BEACH, CA 92661	N/A PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
BOY SCOUTS OF AMERICA - ORANGE COUNTY 1211 EAST DYER ROAD SANTA ANA, CA 92705	N/A PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
BOYS AND GIRLS CLUB OF ANAHEIM 311 EAST BROADWAY ANAHEIM, CA 92805	N/A PUBLIC CHARITY	PROGRAM SUPPORT	8,000.
BOYS AND GIRLS CLUB SANTA ANA 250 NORTH GOLDEN CIRCLE SANTA ANA, CA 92705	N/A PUBLIC CHARITY	PROGRAM SUPPORT	8,000.
BYC MSSF 1851 E. FIRST STREET, #900 SANTA ANA, CA 92705	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CA INFTL SAILING ASSN CISA 2812 CANON STREET SAN DIEGO, CA 92106	N/A PUBLIC CHARITY	PROGRAM SUPPORT	500.
CA STATE UNIV LONG BCH 1250 BELLFLOWER BLVD LONG BEACH, CA 90840	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
CHOC CHILDREN FDN 1201 W. LA VETA AVE. ORANGE, CA 92868	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
CALIFORNIA STATE UNIVERSITY, FULLERTON 800 N STATE COLLEGE BLVD. FULLERTON, CA 92831	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
CALVIN COLLEGE 3210 BURTON STREET SOUTHEAST GRAND RAPIDS, MI 49546	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
CASA YOUTH SHELTER 10911 REAGAN ST. LOS ALAMITOS, CA 90720	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CASTLE AIR MUSEUM FOUNDATION 5050 SANTA FE DR. #37 ATWATER, CA 95301	N/A PUBLIC CHARITY	PROGRAM SUPPORT	4,000.
CITY OF AVALON/CHURCH MOUSE P.O. BOX 84 AVALON, CA 90704	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE, CA 91010	N/A PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
COAST GUARD FDN 394 TAUGWONK ROAD STONINGTON, CT 6378	N/A PUBLIC CHARITY	PROGRAM SUPPORT	500.
COMMUNITY SENIORSERV INC 1200 N. KNOLLWOOD CIR. ANAHEIM, CA 92801	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
CRYSTAL COVE ALLIANCE #5 CRYSTAL COVE NEWPORT COAST, CA 92657	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DIOCESE OF ORANGE PASTORAL SER 13280 CHAMPMAN AVE. GARDEN GROVE, CA 92840	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
DOCTORS WITHOUT BORDERS USA 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	N/A PUBLIC CHARITY	PROGRAM SUPPORT	2,000.
ECOSYSTEM SCIENCE FOUNDATION 202 N. 9TH STREET, SUITE 400 BOISE, ID 83702	N/A PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
EL SOL SCIENCE AND ARTS ACADEMY 1010 N. BROADWAY ST. SANTA ANA, CA 92701	N/A PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
FOOD BANK OF NEVADA COUNTY 310 RAILROAD AVE GRASS VALLEY, CA 95945	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
FOOD BANK OF SOUTHERN CALIFORNIA 1444 SAN FRANCISCO AVE SACRAMENTO, CA 95838	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FREE WHEEL CHAIR MISSION 15279 ALTON PARKWAY, SUITE 300 IRVINE, CA 92618	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
GOLD COUNTRY COMMUNITY COUNCIL 841 OLD TUNNEL ROAD GRASS VALLEY, CA 95945	N/A PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
GOODWILL INDUSTRIES OF ORANGE 410 NORTH FAIRVIEW STREET SANTA ANA, CA 92703	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
GREATER YELLOWSTONE COALITON 215 S. WALLACE BOZEMAN, MT 59715	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
HEART OF JESUS RETREAT CENTER 2927 SOUTH GREENVILLE STREET SANTA ANA, CA 92704	N/A PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
HOAG HOSPITAL FOUNDATION 500 SUPERIOR AVENUE, SUITE 350 NEWPORT BEACH, CA 92663	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUNIATA COLLEGE 1700 MOORE STREET HUNTINGDON, PA 16652	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
KUTZTOWN UNIVERSITY 15200 KUTZTOWN RD. KUTZTOWN, PA 19530	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
LAURA'S HOUSE 999 CORPORATE DRIVE, SUITE 225 LADERA RANCH, CA 92694	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
LEADERSHIP INST 2350 MAIN ST. ORANGE, CA 92866	N/A PUBLIC CHARITY	PROGRAM SUPPORT	500.
LITERACY PROJECT FOUNDATION 3334 EAST COAST HIGHWAY, SUITE 177 CORONA DEL MAR, CA 92625	N/A PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
LOS ANGELES MISSION INC 303 EAST 5TH STREET LOS ANGELES, CA 90013	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MERCY HOUSE TRANSITIONAL LIVING PO BOX 1905 SANTA ANA, CA 92702	N/A PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
MICHIGAN STATE UNIVERSITY 840 SERVICE ROAD LANSING, MI 48824	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
MIDNIGHT MISSION 601 SOUTH SAN PEDRO STREET LOS ANGELES, CA 90014	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
MIND RESEARCH INSTITUTE 3631 SOUTH HARBOR BLVD, SUITE 200 SANTA ANA, CA 92704	N/A PUBLIC CHARITY	PROGRAM SUPPORT	80,000.
MISSION SAN JUAN CAPISTRANO 26801 ORTEGA HWY SAN JUAN CAPISTRA, CA 92675	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
MISSOURI UNIVERSITY OF SCIENCE PARKER HALL, 300 W 13TH ST. ROLLA, MO 65409	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NELHI CENTER N/A N/A, CA 11111	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
NEVADA COUNTY DIGITAL MEDIA CE 400 PROVIDENCE MINE RD. NEVADA CITY, CA 95959	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
NEWPORT BEACH 1ST BAATTSLION 1 PO BOX 1216 NEWPORT BEACH, CA 92659	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
NEWPORT HARBOR SAILING FOUNDATION 4041 MACARTHUR BLVD., SUITE 350 NEWPORT BEACH, CA 92660	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
NEWPORT SPORTS MUSEUM 100 NEWPORT CENTER DR., #100 NEWPORT BEACH, CA 92660	N/A PUBLIC CHARITY	PROGRAM SUPPORT	7,500.
NORTH LAKE COLLEGE 5001 N MACARTHUR BLVD IRVING, TX 75038	N/A PUBLIC CHARITY	PROGRAM SUPPORT	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OCEAN INSTITUTE 24200 DANA POINT HARBOR DR. DANA POINT, CA 92629	N/A PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
ORANGE CATHOLIC FDN 13280 CHAMPMAN AVE. GARDEN GROVE, CA 92840	N/A PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
ORANGE CO CHILD ABUSE PREVENT/ 500 S. MAIN STREET, #100 ORANGE, CA 92868	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
ORANGE CO COASTKEEPER 3151 AIRWAY AVE., STE F-110 COSTA MESA, CA 92626	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
ORANGE CO RESCUE MISSION 1 HOPE DR TUSTIN, CA 92782	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
ORANGEWOOD CHILDRENS FDN 1575 E. 17TH ST. SANTA ANA, CA 92705	N/A PUBLIC CHARITY	PROGRAM SUPPORT	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OREGON STATE UNIVERSITY 104 KERR ADMINISTRATION BUILDING CORVALLIS, OR 97331	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
OUR LADY OF THE SNOWS 975 LARK RD. WRIGHTWOOD, CA 92397	N/A PUBLIC CHARITY	PROGRAM SUPPORT	4,850.
PACIFIC LEGAN FDN 930 G. STREET SACRAMENTO, CA 95814	N/A PUBLIC CHARITY	PROGRAM SUPPORT	2,000.
PHYSICAL SCIENCE N/A N/A, CA 11111	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
PROJECT ACCESS INC 3900 BIRCH STREET, SUITE 113 NEWPORT BEACH, CA 92660	N/A PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
PROJECT DIGNITY 12020 CHAPMAN AVE., PMB #257 GARDEN GROVE, CA 92840	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RANCHO CIELO YOUTH CAMPUS 710 OLD STAGE ROAD SALINAS, CA 93908	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
SAN' CLEMENTE HISTORICAL SOCIET PO BOX 283 SAN CLEMENTE, CA 92674	N/A PUBLIC CHARITY	PROGRAM SUPPORT	500.
SECOND HARVEST FOOD BANK 8014 MARINE WAY IRVINE, CA 92618	N/A PUBLIC CHARITY	PROGRAM SUPPORT	35,000.
SENIOR GLEANERS INC 1951 BELL AVENUE SACRAMENTO, CA 95838	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
SERVING PEROPLE IN NEED 151 KALMUS DR., #H2 COSTA MESA, CA 92626	N/A PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
SOMEONE CARES SOUP KITCHEN P.O. BOX 11267 COSTA MESA, CA 92627	N/A PUBLIC CHARITY	PROGRAM SUPPORT	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST MARGARET OF SCOTLAND EPISCO 31641 LA NOVIA AVE. SAN JUAN CAPISTRA, CA 92675	N/A PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
SUN VALLEY ADAPTIVE SPORTS 120 N. 2ND AVE KETCHUM, ID 83340	N/A PUBLIC CHARITY	PROGRAM SUPPORT	2,000.
SURF AID INTL USA 530 SECOND STREET ENCINITAS, CA 92024	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
SURFING HERITAGE FOUNDATION 110 CALLE IGLESIA SAN CLEMENTE, CA 92672	N/A PUBLIC CHARITY	PROGRAM SUPPORT	22,000.
SURFRIDER FOUNDATION 942 CALLE NEGOCIO, SUITE 350 SAN CLEMENTE, CA 92673	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
SYRACUSE UNIVERSITY 900 S CRIYSE AVE. SYRACUSE, NY 13210	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TROUT UNLIMITED 1300 N. 17TH ST. SUITE 500 ARLINGTON, VA 22209	N/A PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
THE ADOPTION GUILD OF SOUTHERN PO BOX 95 CORONA DEL MAR, CA 92625	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
THE HOOVER INSTITUTION 434 GALVEZ MALL STANFORD, CA 94305	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
THINK TOGETHER 2100 E. 4TH ST., #200 SANTA ANA, CA 92705	N/A PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
TIGER WOODS LEARNING CENTER FOUNDATION 121 INNOVATION DRIVE IRVINE, CA 92617	N/A PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
TRUMAN STATE UNIVERSITY 100 E. NORMAL KIRKSVILLE, MO 63501	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNION RESCUE MISSION 545 SOUTH SAN PEDRA LOS ANGELES, CA 90013	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
UNITED WAY OF ORANGE COUNTY 18012 MITCHELL STREET IRVINE, CA 92614	N/A PUBLIC CHARITY	PROGRAM SUPPORT	60,000.
UNIV OF GA THE UNIVERSITY OF GEORGIA ATHENS, GA 30602	N/A PUBLIC CHARITY	PROGRAM SUPPORT	2,000.
UNIV OF IL CHICAGO 2035 W. TAYLOR ST CHICAGO, IL 60612	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
UNIV OF IL URBANA CHAMPAIGN 601 E. JOHN ST. CHAMPAIGN, IL 61820	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
UNIVERSITY OF CALIFORNIA LA 10920 WILSHIRE BOULEVARD LOS ANGELES, CA 90024	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF CALIFORNIA, IRVINE 260 ALDRICH HALL IRVINE, CA 92697	N/A PUBLIC CHARITY	PROGRAM SUPPORT	3,500.
UNIVERSITY OF MISSISSIPPI 1848 UNIVERSITY CIRCLE UNIVERSITY, MS 38677	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 92110	N/A PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
UNIVERSITY OF SOUTHERN CALIFORNIA 900 W 34TH STREET LOS ANGELES, CA 90089	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,500.
USO PO BOX 96322 WASHINGTON, DC 20090	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
VALPARIASO UNIVERSITY 1700 CHAPEL DR. VALPARAISO, IN 46383	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WORKING WORDROPES FOR A NEW START 3030 PULLMAN COSTA MEAS, CA 92626	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
YMCA KETCHUM ID 101 SADDLE RD. KETCHUM, ID 83340	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
CORNELL UNIVERSITY CORNELL UNIVERISTY ITHACA, NY 14853	N/A PUBLIC CHARITY	PROGRAM SUPPORT	2,000.
TERRANT COUNTY COLLEGE 1500 HOUSTON ST. FORT WORTH, TX 76102	N/A PUBLIC CHARITY	PROGRAM SUPPORT	500.
HUMBOLDT STATE UNIVERSITY 1 HARPST STREET ARCATA, CA 95521	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN NATIONAL RED CROSS 601 N. GOLDEN CIRCLE DRIVE SANTA ANA, CA 92705	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
BOYS AND GIRLS CLUB 250 NORTH GOLDEN CIRCLE SANTA ANA, CA 92705	N/A PUBLIC CHARITY	PROGRAM SUPPORT	8,000.
CASA THERESA PO BOX 429 ORANGE, CA 92856	N/A PUBLIC CHARITY	PROGRAM SUPPORT	7,000.
CLAREMONT MCKENNA COLLEGE 500 E. 9TH STREET CLAREMONT, CA 91711	N/A PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
DISCOVERY SCIENCE CENTER 2500 N. MAIN STREET SANTA ANA, CA 92705	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
FAMILIES FORW 8 THOMAS IRVINE, CA 92618	N/A PUBLIC CHARITY	PROGRAM SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FISHER HOUSE 111 ROCKVILLE PIKE, SUITE 420 ROCKVILLE, MD 20850	N/A PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
FULLERTON INTERNATIONAL 800 N. STATE COLLEGE BLVD. FULLERTON, CA 92831	N/A PUBLIC CHARITY	PROGRAM SUPPORT	8,000.
PROJECT HOPE 2930 MONACO PKWY DENVER, CO 80207	N/A PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
THE SALVATION ARMY 1530 CONCORDIA IRVINE, CA 92612	N/A PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
SHARE OUR SELVES 1550 SUPERIOR AVENUE COSTA MESA, CA 92627	N/A PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
YMCA OF OC 13821 NEWPORT AVE #200 TUSTIN, CA 92780	N/A PUBLIC CHARITY	PROGRAM SUPPORT	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PEBBLE BEACH COMPANY FOUNDATION 17-MILE DRIVE PEBBLE BEACH, CA 93953	N/A PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
		TOTAL CONTRIBUTIONS PAID	1,077,850.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
CROUL FAMILY FOUNDATION	20-1222760

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	20,636.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	6,435.
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	27,071.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	118,497.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	149,968.
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	268,465.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			27,071.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			268,465.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			295,536.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: CROUL FAMILY FOUNDATION

Employer identification number: 20-1222760

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a MS 010151 - ST NC SEE ATTACHED	VARIOUS	VARIOUS	93,401.	99,183.	-5,782.
MS 011043 - ST C -SEE ATTACHED	VARIOUS	VARIOUS	1,373,076.	1,376,444.	-3,368.
MS 011043 - ST NC-SEE ATTACHED	VARIOUS	VARIOUS	48,526.	55,796.	-7,270.
VIRTUS MULTI-SEC SH TERM BD	06/26/2012	09/12/2012	80,300.	78,504.	1,796.
MS 011190 - ST C -SEE ATTACHED	VARIOUS	VARIOUS	830,312.	748,769.	81,543.
MS 113044 - ST - SEE ATTACHED	VARIOUS	VARIOUS	797,504.	843,787.	-46,283.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 20,636.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a MS 010151 - LT NC SEE ATTACHED	VARIOUS	VARIOUS	709,458.	693,605.	15,853.
MS 011043 - LT C -SEE ATTACHED	VARIOUS	VARIOUS	395,638.	442,135.	-46,497.
MS 011043 - LT NC-SEE ATTACHED	VARIOUS	VARIOUS	518,531.	601,330.	-82,799.
MS 78G936 LT - SEE ATTACHED	VARIOUS	VARIOUS	1,317,527.	1,276,959.	40,568.
MS 011190 - LT C - SEE ATTACHE	VARIOUS	VARIOUS	256,996.	68,363.	188,633.
473.6116 SHS SELECTINVEST MULTISTRATEGY	VARIOUS	03/01/2012	49,738.	47,361.	2,377.
JPMORGAN HIGH YIELD SEL-CAP GAIN DIST.	VARIOUS	VARIOUS	362.		362.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 118,497.

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE CROUL FAMILY FOUNDATION
ATTENTION· JOHN V CROUL
1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number 26-4310632

Taxpayer ID Number· 20-1222760
Account Number. 279 010151 019

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DENDREON CORP 2875 16JA15	CUSIP: 24823QAC1	Symbol (Box 1d)·						
	10,000.000	12/29/11	04/17/12	$7,875 00	$7,025.00	$0.00	$850.00	$0 00
GOODRICH PETROLE 5000 *29OC01	CUSIP: 382410AC2	Symbol (Box 1d):						
	24,000 000	11/18/11	04/17/12	$23,190 00	$22,500 00	$0 00	$690 00	$0 00
JETBLUE AWYS B 6750 *39OC15	CUSIP: 477143AG6	Symbol (Box 1d):						
	7,000.000	09/02/11	01/11/12	$9,782 50	$8,305.20	$0.00	$1,477 30	$0.00
POLYUS GOLD INTL LTD SPON GDR	CUSIP: 73180Y203	Symbol (Box 1d): PLZLY						
	13,371.000	07/26/11	04/16/12	$40,112 10	$46,397 37	$0 00	($6,285 27)	$0 00
SUMITOMO MITSUI TR HLDGS INC	CUSIP· 86562X106	Symbol (Box 1d): SUTNY						
	2,600 000	04/01/11	01/11/12	$7,604.59	$9,100 00	$0 00	($1,495 41)	$0 00
	1,673.000	04/01/11	01/12/12	$4,836 54	$5,855.50	$0.00	($1,018 96)	$0.00
Security Subtotal	4,273.000			$12,441.13	$14,955.50	$0.00	($2,514.37)	$0.00
Total Short Term Noncovered Securities				**$93,400.73**	**$99,183.07**	**$0.00**	**($5,782.34)**	**$0.00**

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
A G C O CORP	CUSIP: 001084102	Symbol (Box 1d): AGCO						
	108.000	06/09/10	02/01/12	$5,571.91	$2,851.41	$0.00	$2,720 50	$0 00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
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Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AETNA INC (NEW)(CT)	CUSIP: 00817Y108	Symbol (Box 1d): AET						
	112 000	07/27/09	01/03/12	$4,750.67	$2,822 24	$0 00	$1,928.43	$0 00
	187.000	07/27/09	04/04/12	$9,218.05	$4,712 14	$0 00	$4,505.91	$0 00
	188 000	07/27/09	04/16/12	$8,906.81	$4,737 34	$0 00	$4,169 47	$0 00
	306.000	12/13/10	04/16/12	$14,497.25	$9,452.55	$0.00	$5,044.70	$0.00
Security Subtotal	793.000			$37,372.78	$21,724.27	$0.00	$15,648 51	$0.00
ALLIANT TECHSYSTEM	CUSIP: 018804104	Symbol (Box 1d): ATK						
	15.000	11/11/10	04/16/12	$758 41	$1,125 80	$0 00	($367.39)	$0 00
	174.000	11/12/10	04/16/12	$8,797.59	$12,714.60	$0.00	($3,917.01)	$0.00
Security Subtotal	189.000			$9,556.00	$13,840.40	$0.00	($4,284.40)	$0.00
AMEREN CORP (HLDG CO)	CUSIP: 023608102	Symbol (Box 1d): AEE						
	288.000	10/05/09	01/10/12	$9,313.59	$7,060 55	$0 00	$2,253 04	$0 00
	168.000	10/06/09	01/10/12	$5,432.93	$4,194.52	$0 00	$1,238 41	$0 00
	408.000	10/06/09	04/16/12	$12,893 94	$10,186 70	$0 00	$2,707.24	$0 00
	512.000	04/28/10	04/16/12	$16,180.63	$13,532.42	$0.00	$2,648.21	$0.00
Security Subtotal	1,376.000			$43,821.09	$34,974.19	$0.00	$8,846.90	$0.00
AON CORP	CUSIP: 037389103	Symbol (Box 1d):						
	332.000	07/09/09	04/02/12	$16,284.60	$12,248 38	$0.00	$4,036.22	$0 00
AON PLC SHS CL-A	CUSIP: G0408V102	Symbol (Box 1d): AON						
	332.000	07/09/09	04/16/12	$16,146.79	$16,284 60	$0 00	($137.81)	$0 00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ARCH COAL INC	CUSIP: 039380100	Symbol (Box 1d): ACI						
	43 000	06/30/09	04/16/12	$430 13	$651 82	$0 00	($221 69)	$0.00
	591 000	07/08/09	04/16/12	$5,911 76	$8,011.36	$0 00	($2,099 60)	$0 00
	211 000	07/09/09	04/16/12	$2,110.63	$3,007.81	$0.00	($897 18)	$0.00
Security Subtotal	**845.000**			**$8,452.52**	**$11,670.99**	**$0.00**	**($3,218.47)**	**$0.00**
AXIS CAPITAL HOLDINGS LTD	CUSIP: G0692U109	Symbol (Box 1d): AXS						
	526 000	03/15/10	04/16/12	$17,620.60	$16,831.89	$0.00	$788 71	$0 00
BANRO CORP	CUSIP: 066800103	Symbol (Box 1d): BAA						
	953.000	06/17/10	02/16/12	$4,475.10	$1,955.75	$0.00	$2,519.35	$0.00
	91.000	06/17/10	02/17/12	$423.98	$186 75	$0.00	$237.23	$0.00
	165 000	08/11/10	02/17/12	$768.75	$294 21	$0 00	$474.54	$0 00
	4,506.000	08/11/10	04/16/12	$17,753.69	$8,034.65	$0.00	$9,719.04	$0.00
Security Subtotal	**5,715.000**			**$23,421.52**	**$10,471.36**	**$0.00**	**$12,950 16**	**$0.00**
BRISTOW GROUP INC	CUSIP· 110394103	Symbol (Box 1d): BRS						
	166 000	08/30/10	04/16/12	$7,668.61	$5,604 84	$0 00	$2,063.77	$0.00
CAMECO CORP	CUSIP: 13321L108	Symbol (Box 1d): CCJ						
	403.000	05/25/10	02/08/12	$9,334.27	$9,485.37	$0 00	($151.10)	$0 00
	112 000	05/25/10	02/24/12	$2,833.17	$2,636.13	$0.00	$197 04	$0.00
	61.000	05/25/10	04/16/12	$1,254.21	$1,435 75	$0.00	($181.54)	$0.00
Security Subtotal	**576.000**			**$13,421.65**	**$13,557.25**	**$0.00**	**($135.60)**	**$0.00**
CDN PACIFIC RY LTD NEW	CUSIP: 13645T100	Symbol (Box 1d): CP						
	103 000	06/04/09	01/03/12	$7,049 57	$4,310 55	$0 00	$2,739 02	$0 00
	4 000	06/04/09	02/08/12	$307 35	$167 40	$0 00	$139.95	$0.00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE CROUL FAMILY FOUNDATION
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1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CDN PACIFIC RY LTD NEW	61 000	06/30/09	02/08/12	$4,687.03	$2,424.14	$0 00	$2,262 89	$0 00
	36.000	12/29/10	02/08/12	$2,766.12	$2,341.51	$0.00	$424.61	$0.00
Security Subtotal	204.000			$14,810.07	$9,243.60	$0.00	$5,566.47	$0.00
CENTRAIS ELEC BRAS ADR PREF	CUSIP: 15234Q108		Symbol (Box 1d): EBR'B					
	474.000	05/20/10	04/16/12	$5,572 12	$6,692 64	$0.00	($1,120.52)	$0.00
CHESAPEAKE ENERGY CORP	CUSIP: 165167107		Symbol (Box 1d): CHK					
	1,271 000	12/08/10	04/16/12	$24,762.85	$29,149 24	$0.00	($4,386 39)	$0.00
CNA FINANCIAL	CUSIP: 126117100		Symbol (Box 1d): CNA					
	58.000	05/04/09	04/16/12	$1,667.98	$748 04	$0.00	$919.94	$0.00
	334 000	06/04/09	04/16/12	$9,605 29	$4,892 43	$0.00	$4,712 86	$0.00
	33.000	06/30/09	04/16/12	$949.03	$506.88	$0.00	$442.15	$0.00
Security Subtotal	425.000			$12,222.30	$6,147.35	$0.00	$6,074.95	$0.00
CONSOLIDATED ENERGY INC	CUSIP: 20854P109		Symbol (Box 1d): CNX					
	38.000	06/30/09	04/16/12	$1,284 83	$1,287.74	$0 00	($2.91)	$0.00
	300.000	07/21/10	04/16/12	$10,143.43	$11,258.85	$0 00	($1,115.42)	$0.00
Security Subtotal	338.000			$11,428.26	$12,546.59	$0.00	($1,118.33)	$0.00
CRESUD SA ADR	CUSIP: 226406106		Symbol (Box 1d): CRESY					
	73 000	05/04/09	04/16/12	$802.98	$603.89	$0 00	$199 09	$0.00
	423.000	06/04/09	04/16/12	$4,652 90	$4,310.75	$0.00	$342.15	$0.00
Security Subtotal	496.000			$5,455.88	$4,914.64	$0.00	$541.24	$0.00

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DAIWA SECS GROUP INC SPONS ADR	CUSIP: 234064301		Symbol (Box 1d): DSEEY					
	1,302 000	11/24/09	04/13/12	$5,021.83	$6,524 11	$0 00	($1,502 28)	$0 00
	3,008 000	01/21/10	04/13/12	$11,601.89	$16,138 40	$0 00	($4,536.51)	$0 00
	4,062.000	01/21/10	04/16/12	$15,232 16	$21,793 28	$0.00	($6,561.12)	$0.00
Security Subtotal	8,372.000			$31,855.88	$44,455.79	$0 00	($12,599.91)	$0.00
FOREST LABORATORIES INC	CUSIP: 345838106		Symbol (Box 1d): FRX					
	684.000	04/28/10	04/16/12	$22,988.80	$18,529.01	$0 00	$4,459.79	$0 00
FRESH DEL MONTE PRODUCE INC	CUSIP: G36738105		Symbol (Box 1d): FDP					
	388.000	06/01/10	04/16/12	$8,601 46	$7,655 63	$0 00	$945.83	$0 00
	506.000	06/21/10	04/16/12	$11,217.36	$11,042 74	$0 00	$174.62	$0.00
Security Subtotal	894.000			$19,818.82	$18,698.37	$0.00	$1,120.45	$0.00
GOLD FIELDS LTD SP ADR	CUSIP: 38059T106		Symbol (Box 1d): GFI					
	209 000	01/20/10	02/22/12	$3,324 67	$2,633 23	$0 00	$691.44	$0 00
	1,771.000	01/20/10	04/16/12	$22,686.00	$22,313.18	$0.00	$372.82	$0.00
Security Subtotal	1,980.000			$26,010.67	$24,946.41	$0.00	$1,064.26	$0.00
GOODRICH PETROLEUM CORP NEW	CUSIP: 382410405		Symbol (Box 1d): GDP					
	73 000	11/04/10	01/06/12	$1,190 61	$940 09	$0 00	$250.52	$0.00
	243.000	11/30/10	01/06/12	$3,963.25	$3,191.93	$0.00	$771.32	$0.00
Security Subtotal	316.000			$5,153.86	$4,132.02	$0.00	$1,021.84	$0.00
GUOCO GROUP LTD UNSPON ADR	CUSIP: 403227101		Symbol (Box 1d): GULRY					
	344.000	07/16/10	04/16/12	$5,985 47	$6,746 42	$0.00	($760 95)	$0 00

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
IDACORP INC	CUSIP: 451107106	Symbol (Box 1d): IDA						
	155.000	03/11/10	02/27/12	$6,363.84	$5,365 77	$0 00	$998 07	$0.00
	85.000	03/12/10	02/27/12	$3,489 85	$2,970 62	$0 00	$519.23	$0 00
	173.000	03/12/10	02/29/12	$7,071.80	$6,046 09	$0.00	$1,025.71	$0.00
Security Subtotal	**413.000**			**$16,925.49**	**$14,382.48**	**$0.00**	**$2,543.01**	**$0.00**
IMPALA PLATINUM HLDGS LTD ADR	CUSIP: 452553308	Symbol (Box 1d): IMPUY						
	21 000	06/07/10	04/16/12	$401 93	$486 45	$0 00	($84.52)	$0 00
INGRAM MICRO INC CLA	CUSIP: 457153104	Symbol (Box 1d): IM						
	49 000	05/14/10	01/26/12	$930.69	$857.90	$0 00	$72.79	$0 00
	342 000	06/29/10	01/26/12	$6,495 85	$5,291 49	$0 00	$1,204.36	$0.00
	203 000	06/29/10	04/16/12	$3,760 33	$3,140 86	$0 00	$619.47	$0 00
	315.000	06/30/10	04/16/12	$5,834.99	$4,910.06	$0.00	$924.93	$0.00
Security Subtotal	**909.000**			**$17,021.86**	**$14,200.31**	**$0.00**	**$2,821.55**	**$0.00**
KINROSS GOLD CORP NEW	CUSIP: 496902404	Symbol (Box 1d): KGC						
	153 000	10/30/09	04/16/12	$1,447.36	$2,794.36	$0.00	($1,347 00)	$0 00
	1,183.000	02/04/10	04/16/12	$11,191 05	$19,534 17	$0 00	($8,343 12)	$0 00
	704.000	07/28/10	04/16/12	$6,659.76	$11,131 01	$0 00	($4,471.25)	$0.00
Security Subtotal	**2,040.000**			**$19,298.17**	**$33,459.54**	**$0.00**	**($14,161.37)**	**$0.00**
KROGER CO	CUSIP: 501044101	Symbol (Box 1d): KR						
	206.000	09/17/09	01/20/12	$4,914 07	$4,284 41	$0 00	$629 66	$0 00
	660.000	09/17/09	04/16/12	$15,483 25	$13,726 75	$0 00	$1,756 50	$0 00
	619.000	12/07/10	04/16/12	$14,521.41	$12,872.11	$0.00	$1,649.30	$0.00
Security Subtotal	**1,485.000**			**$34,918.73**	**$30,883.27**	**$0.00**	**$4,035.46**	**$0.00**

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 20-1222760
Account Number: 279 010151 019

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LAYNE CHRISTENSEN INC	CUSIP: 521050104	Symbol (Box 1d): LAYN						
	459 000	09/20/10	04/16/12	$9,703 41	$11,327 16	$0.00	($1,623 75)	$0 00
LOEWS CORPORATION	CUSIP: 540424108	Symbol (Box 1d): L						
	359 000	05/17/10	01/25/12	$13,637.78	$12,276 08	$0.00	$1,361.70	$0 00
	259.000	05/17/10	01/31/12	$9,685.32	$8,856.56	$0.00	$828.76	$0.00
Security Subtotal	618.000			$23,323.10	$21,132.64	$0.00	$2,190.46	$0.00
LUCENT TECH INC 2875 *25JN15	CUSIP: 549463AH0	Symbol (Box 1d):						
	13,000.000	05/11/10	02/17/12	$12,415.00	$11,271.00	$0 00	$1,144.00	$0.00
	25,000 000	05/14/10	02/17/12	$23,875.00	$21,687.50	$0.00	$2,187.50	$0.00
Security Subtotal	38,000.000			$36,290.00	$32,958.50	$0.00	$3,331.50	$0.00
NEXEN INC	CUSIP: 65334H102	Symbol (Box 1d): NXY						
	124.000	05/18/10	02/28/12	$2,545.98	$2,661.42	$0 00	($115.44)	$0 00
	299 000	12/07/10	02/28/12	$6,139 11	$6,648 98	$0 00	($509 87)	$0 00
	517.000	12/07/10	04/16/12	$9,564.49	$11,496.74	$0.00	($1,932.25)	$0 00
Security Subtotal	940.000			$18,249.58	$20,807.14	$0.00	($2,557.56)	$0.00
NOVAGOLD RES INC NEW	CUSIP: 66987E206	Symbol (Box 1d): NG						
	185 000	08/10/09	04/16/12	$1,256.18	$681 50	$0 00	$574 68	$0 00
PETROBRAS ARGENTINA S A SPON	CUSIP: 71646J109	Symbol (Box 1d): PZE						
	415.000	01/26/10	04/16/12	$4,961.91	$6,987 53	$0 00	($2,025 62)	$0.00

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Morgan Stanley

Corporate Tax Statement
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THE CROUL FAMILY FOUNDATION
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SAIC, INC		CUSIP: 78390X101	Symbol (Box 1d): SAI					
	307 000	04/15/10	04/16/12	$3,743 69	$5,528 85	$0 00	($1,785 16)	$0 00
	648 000	10/14/10	04/16/12	$7,901 99	$10,267.11	$0.00	($2,365.12)	$0 00
	458 000	10/15/10	04/16/12	$5,585.05	$7,342.70	$0.00	($1,757.65)	$0.00
Security Subtotal	**1,413.000**			**$17,230.73**	**$23,138.66**	**$0.00**	**($5,907.93)**	**$0.00**
SILVER STANDARD RESOURCES INC		CUSIP: 82823L106	Symbol (Box 1d): SSRI					
	219 000	04/01/10	02/23/12	$3,767.67	$4,008 58	$0.00	($240 91)	$0 00
	369.000	04/01/10	04/16/12	$5,129.43	$6,754.18	$0.00	($1,624.75)	$0.00
Security Subtotal	**588.000**			**$8,897.10**	**$10,762.76**	**$0.00**	**($1,865.66)**	**$0.00**
SK TELECOM CO LTD		CUSIP· 78440P108	Symbol (Box 1d): SKM					
	1,469 000	03/25/10	04/16/12	$20,245.01	$25,312 63	$0.00	($5,067.62)	$0 00
SKYWEST INC		CUSIP: 830879102	Symbol (Box 1d): SKYW					
	1,286 000	06/07/10	04/16/12	$13,150 34	$16,706 81	$0 00	($3,556 47)	$0 00
	398.000	06/08/10	04/16/12	$4,069.86	$5,123.45	$0.00	($1,053.59)	$0.00
Security Subtotal	**1,684.000**			**$17,220.20**	**$21,830.26**	**$0.00**	**($4,610.06)**	**$0.00**
TECH DATA CORP		CUSIP· 878237106	Symbol (Box 1d): TECD					
	77 000	06/04/09	01/20/12	$4,024.39	$2,539.58	$0 00	$1,484.81	$0 00
	76.000	06/30/09	01/20/12	$3,972.13	$2,463.16	$0.00	$1,508.97	$0.00
Security Subtotal	**153.000**			**$7,996.52**	**$5,002.74**	**$0.00**	**$2,993.78**	**$0.00**
TELUS CORP		CUSIP: 87971M202	Symbol (Box 1d):					
	143 000	02/16/10	02/23/12	$8,061.03	$4,399.24	$0 00	$3,661 79	$0 00
USEC INC 3000 14OC01		CUSIP: 90333EAC2	Symbol (Box 1d):					
	47,000.000	02/29/08	04/17/12	$20,915.00	$36,889.36	$0.00	($15,974.36)	$0.00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

THE CROUL FAMILY FOUNDATION
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1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

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Taxpayer ID Number: 20-1222760
Account Number. 279 010151 019

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WESTERN DIGITAL CORPORATION	CUSIP: 958102105	Symbol (Box 1d): WDC						
	132.000	10/07/10	01/10/12	$4,449 25	$3,747.80	$0 00	$701 45	$0 00
	246 000	10/07/10	02/02/12	$9,270 92	$6,984 53	$0 00	$2,286 39	$0 00
	94.000	10/07/10	04/16/12	$3,729.98	$2,668.89	$0 00	$1,061.09	$0.00
Security Subtotal	**472.000**			**$17,450.15**	**$13,401.22**	**$0.00**	**$4,048.93**	**$0.00**

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ZIMMER HLDGS INC	CUSIP: 98956P102	Symbol (Box 1d): ZMH						
	13.000	08/26/10	01/31/12	$790.10	$619.43	$0 00	$170 67	$0 00
	172 000	12/07/10	01/31/12	$10,453.63	$8,683.90	$0 00	$1,769 73	$0 00
	198 000	12/07/10	04/16/12	$12,444.73	$9,996.59	$0.00	$2,448.14	$0.00
Security Subtotal	383.000			$23,688.46	$19,299.92	$0.00	$4,388.54	$0.00
Total Long Term Noncovered Securities				**$709,457.61**	**$693,604.97**	**$0.00**	**$15,852.64**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$802,858.34**	**$792,788.04**	**$0.00**	**$10,070.30**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$802,858.34**			
Total Cost or Other Basis (Box 3)		**$0.00**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

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Taxpayer ID Number: 20-1222760
Account Number 279 011043 019

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALLIANT TECHSYSTEM	CUSIP: 018804104		Symbol (Box 1d): ATK					
	92.000	02/02/12	03/23/12	$4,742 51	$5,331 50	$0 00	($588 99)	$0 00
	88.000	02/21/12	03/23/12	$4,536.32	$5,270 67	$0.00	($734 35)	$0 00
	93 000	02/27/12	03/23/12	$4,794 06	$5,571 38	$0.00	($777 32)	$0 00
	88.000	02/28/12	03/23/12	$4,536.32	$5,246.44	$0.00	($710.12)	$0.00
Security Subtotal	361.000			$18,609.21	$21,419.99	$0.00	($2,810.78)	$0.00
AMER INTL GP INC NEW	CUSIP: 026874784		Symbol (Box 1d): AIG					
	566 000	07/20/11	01/09/12	$13,388 75	$16,008 57	$0.00	($2,619 82)	$0 00
	513.000	07/20/11	02/07/12	$13,735.77	$14,509.54	$0.00	($773 77)	$0.00
	107.000	07/20/11	02/29/12	$3,107 88	$3,026 36	$0.00	$81.52	$0 00
	360 000	08/02/11	02/29/12	$10,456 40	$10,017 50	$0 00	$438 90	$0 00
	363.000	08/02/11	03/23/12	$10,212 38	$10,100 98	$0 00	$111 40	$0 00
	766 000	08/08/11	03/23/12	$21,550.10	$17,256 83	$0.00	$4,293 27	$0 00
Security Subtotal	2,675.000			$72,451.28	$70,919.78	$0.00	$1,531.50	$0.00
AMGEN INC	CUSIP: 031162100		Symbol (Box 1d): AMGN					
	20.000	04/15/11	01/31/12	$1,360.17	$1,113 80	$0 00	$246 37	$0.00
	153.000	04/15/11	03/23/12	$10,173.41	$8,520.57	$0.00	$1,652.84	$0.00
Security Subtotal	173.000			$11,533.58	$9,634.37	$0.00	$1,899.21	$0.00
ANGLOGOLD ASHANTI LIMITED	CUSIP: 035128206		Symbol (Box 1d): AU					
	90 000	04/15/11	03/23/12	$3,400 50	$4,433.73	$0.00	($1,033 23)	$0.00
	392.000	05/23/11	03/23/12	$14,811.06	$17,529.34	$0.00	($2,718 28)	$0 00
	89.000	03/15/12	03/23/12	$3,362.71	$3,452.29	$0.00	($89.58)	$0.00
Security Subtotal	571.000			$21,574.27	$25,415.36	$0.00	($3,841.09)	$0.00

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SCHEDULE D ATTACHMENT

Morgan Stanley

1099 Consolidated Tax Statement
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ARCH COAL INC	CUSIP: 039380100		Symbol (Box 1d): ACI					
	1,299 000	01/13/12	03/23/12	$15,289 47	$18,978.78	$0 00	($3,689.31)	$0 00
	867 000	01/31/12	03/23/12	$10,204 75	$12,415 70	$0 00	($2,210 95)	$0 00
	525.000	02/22/12	03/23/12	$6,179.35	$7,310.52	$0.00	($1,131.17)	$0.00
Security Subtotal	**2,691.000**			**$31,673.57**	**$38,705.00**	**$0.00**	**($7,031.43)**	**$0.00**
ARCHER DANIELS MIDLAND	CUSIP: 039483102		Symbol (Box 1d): ADM					
	79.000	04/15/11	03/23/12	$2,510.86	$2,758 68	$0.00	($247 82)	$0 00
	205.000	06/17/11	03/23/12	$6,515.52	$6,168.88	$0.00	$346.64	$0.00
Security Subtotal	**284.000**			**$9,026.38**	**$8,927.56**	**$0.00**	**$98.82**	**$0.00**
BANCO SANTANDER BRASIL SA ADS	CUSIP: 05967A107		Symbol (Box 1d): BSBR					
	1,233.000	12/07/11	02/29/12	$13,132.08	$10,238.22	$0.00	$2,893.86	$0.00
	205.000	01/05/12	02/29/12	$2,183.35	$1,688 09	$0 00	$495.26	$0.00
	1,005.000	01/05/12	03/02/12	$11,218.40	$8,275 77	$0.00	$2,942.63	$0 00
Security Subtotal	**2,443.000**			**$26,533.83**	**$20,202.08**	**$0 00**	**$6,331.75**	**$0.00**
BARRICK GOLD CORP	CUSIP: 067901108		Symbol (Box 1d): ABX					
	340.000	04/15/11	03/23/12	$14,896 87	$18,180 41	$0 00	($3,283.54)	$0 00
	203.000	12/29/11	03/23/12	$8,894.30	$8,950.37	$0 00	($56.07)	$0.00
Security Subtotal	**543.000**			**$23,791.17**	**$27,130.78**	**$0.00**	**($3,339.61)**	**$0.00**
BEST BUY CO	CUSIP: 086516101		Symbol (Box 1d): BBY					
	91.000	04/22/11	03/23/12	$2,459 99	$2,241 94	$0 00	$218.05	$0 00
	56.000	05/06/11	03/23/12	$1,513 84	$1,387 46	$0.00	$126 38	$0 00
	199.000	08/02/11	03/23/12	$5,379.55	$5,357 08	$0 00	$22.47	$0.00
	526.000	08/18/11	03/23/12	$14,219 31	$12,552.78	$0.00	$1,666.53	$0 00

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BEST BUY CO	390.000	09/08/11	03/23/12	$10,542.83	$9,429.26	$0.00	$1,113 57	$0.00
	855.000	12/23/11	03/23/12	$23,113.15	$19,841.89	$0.00	$3,271 26	$0.00
Security Subtotal	2,117.000			$57,228.67	$50,810.41	$0.00	$6,418.26	$0.00
CAMECO CORP	CUSIP: 13321L108	Symbol (Box 1d): CCJ						
	705 000	04/12/11	03/23/12	$16,111 50	$19,930.98	$0 00	($3,819.48)	$0 00
	395.000	04/15/11	03/23/12	$9,027 01	$11,213.22	$0 00	($2,186 21)	$0.00
	198.000	06/27/11	03/23/12	$4,524 93	$4,904 14	$0 00	($379 21)	$0 00
	231.000	08/25/11	03/23/12	$5,279.09	$5,160.59	$0.00	$118.50	$0.00
Security Subtotal	1,529.000			$34,942.53	$41,208.93	$0.00	($6,266.40)	$0.00
CENTRAIS ELEC BRAS ADR PREF	CUSIP: 15234Q108	Symbol (Box 1d): EBR'B						
	1,508 000	09/01/11	03/23/12	$19,813 55	$20,258 92	$0 00	($445 37)	$0 00
CENTRAIS ELEC BRAS SP ADR CM	CUSIP: 15234Q207	Symbol (Box 1d): EBR						
	167.000	04/15/11	03/23/12	$1,588.77	$2,570 71	$0 00	($981.94)	$0.00
CHESAPEAKE ENERGY CORP	CUSIP: 165167107	Symbol (Box 1d): CHK						
	413 000	12/13/11	03/23/12	$10,144.67	$9,695 38	$0 00	$449 29	$0.00
	468.000	01/11/12	03/23/12	$11,495.65	$10,538 75	$0 00	$956.90	$0 00
	571 000	01/31/12	03/23/12	$14,025.68	$12,193 76	$0 00	$1,831.92	$0.00
	500.000	02/10/12	03/23/12	$12,281.67	$11,024.40	$0.00	$1,257.27	$0.00
Security Subtotal	1,952.000			$47,947.67	$43,452.29	$0.00	$4,495.38	$0.00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number 20-1222760
Account Number 279 011043 019

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
COMPUTER SCIENCES CP	CUSIP: 205363104		Symbol (Box 1d): CSC					
	312.000	08/05/11	03/23/12	$9,489.31	$10,213.20	$0 00	($723 89)	$0 00
	295 000	11/30/11	03/23/12	$8,972.26	$7,049 70	$0 00	$1,922 56	$0 00
	362.000	12/14/11	03/23/12	$11,010.03	$8,989.33	$0.00	$2,020 70	$0.00
Security Subtotal	969.000			$29,471.60	$26,252.23	$0.00	$3,219.37	$0.00
CREDIT SUISSE GROUP	CUSIP: 225401108		Symbol (Box 1d): CS					
	514.000	09/12/11	03/23/12	$14,828.63	$11,495 46	$0.00	$3,333 17	$0.00
CRESUD SA ADR	CUSIP: 226406106		Symbol (Box 1d): CRESY					
	873 000	01/13/12	03/23/12	$11,152.45	$10,013 31	$0 00	$1,139.14	$0.00
DEAN FOODS CO (NEW)	CUSIP: 242370104		Symbol (Box 1d): DF					
	322 000	04/15/11	03/23/12	$3,890.85	$3,184.00	$0.00	$706.85	$0.00
	917.000	08/11/11	03/23/12	$11,080.46	$7,747.73	$0.00	$3,332.73	$0.00
Security Subtotal	1,239.000			$14,971.31	$10,931.73	$0.00	$4,039.58	$0.00
EAST JAPAN RY CO ADR	CUSIP: 273202101		Symbol (Box 1d): EJPRY					
	816 000	03/04/11	01/04/12	$8,632.54	$9,637 94	$0 00	($1,005.40)	$0.00
	728.000	03/16/11	01/04/12	$7,701.58	$6,534.75	$0.00	$1,166 83	$0.00
	1,591.000	04/14/11	03/23/12	$17,087.03	$14,277.16	$0 00	$2,809.87	$0.00
Security Subtotal	3,135.000			$33,421.15	$30,449.85	$0.00	$2,971.30	$0.00
ELECTRICITE DE FRANCE ADR	CUSIP. 285039103		Symbol (Box 1d): ECIFY					
	2,177 000	04/07/11	03/23/12	$10,188 18	$17,128 85	$0.00	($6,940.67)	$0 00
	4,076.000	08/19/11	03/23/12	$19,075 32	$23,351.81	$0.00	($4,276 49)	$0.00
Security Subtotal	6,253.000			$29,263.50	$40,480.66	$0.00	($11,217.16)	$0.00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

1099 Consolidated Tax Statement
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1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

Morgan Stanley Smith Barney Holdings LLC
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Jersey City, NJ 07311
Identification Number. 26-4310632

Taxpayer ID Number: 20-1222760
Account Number 279 011043 019

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ELI LILLY & CO	CUSIP: 532457108		Symbol (Box 1d): LLY					
	129 000	04/15/11	03/23/12	$5,131.53	$4,634 97	$0 00	$496 56	$0.00
EXELON CORP	CUSIP: 30161N101		Symbol (Box 1d): EXC					
	533 000	01/30/12	03/23/12	$20,805 28	$21,076 95	$0 00	($271 67)	$0 00
FINMECCANICA SPA ROMA	CUSIP: 318027208		Symbol (Box 1d): FINMY					
	3,146 000	08/03/11	03/23/12	$7,078 37	$11,164 21	$0 00	($4,085.84)	$0 00
	2,240.000	11/10/11	03/23/12	$5,039.91	$6,580.22	$0.00	($1,540.31)	$0.00
Security Subtotal	5,386.000			$12,118.28	$17,744.43	$0.00	($5,626.15)	$0.00
FOREST LABORATORIES INC	CUSIP: 345838106		Symbol (Box 1d): FRX					
	20 000	04/15/11	03/23/12	$680 48	$677.02	$0.00	$3.46	$0 00
	218.000	12/22/11	03/23/12	$7,417.18	$6,550.01	$0.00	$867.17	$0.00
Security Subtotal	238.000			$8,097.66	$7,227.03	$0.00	$870.63	$0.00
FRESH DEL MONTE PRODUCE INC	CUSIP: G36738105		Symbol (Box 1d): FDP					
	166 000	04/15/11	03/23/12	$3,686 28	$4,296 01	$0 00	($609.73)	$0 00
	337 000	03/16/12	03/23/12	$7,483.59	$7,736 07	$0 00	($252 48)	$0 00
	506.000	03/22/12	03/23/12	$11,236.49	$11,126.43	$0 00	$110.06	$0 00
Security Subtotal	1,009.000			$22,406.36	$23,158.51	$0.00	($752.15)	$0.00
GAZPROM O A O SPON ADR	CUSIP: 368287207		Symbol (Box 1d): OGZPY					
	1,306 000	05/23/11	03/23/12	$16,138.47	$17,644.97	$0 00	($1,506.50)	$0 00
	827.000	07/21/11	03/23/12	$10,219.38	$11,740 92	$0 00	($1,521 54)	$0 00
	867.000	09/30/11	03/23/12	$10,713.68	$8,401.14	$0 00	$2,312 54	$0 00
Security Subtotal	3,000.000			$37,071.53	$37,787.03	$0.00	($715.50)	$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

ATTACHMENT TO FORM 990PF
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SCHEDULE D ATTACHMENT

Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GOLD FIELDS LTD. SP. ADR	CUSIP: 38059T106	Symbol (Box 1d): GFI						
	232 000	04/15/11	02/22/12	$3,690 54	$4,155.86	$0 00	($465 32)	$0 00
IMPALA PLATINUM HLDGS LTD ADR	CUSIP: 452553308	Symbol (Box 1d): IMPUY						
	432 000	07/13/11	03/23/12	$8,791 04	$10,920 53	$0 00	($2,129 49)	$0 00
	276 000	12/21/11	03/23/12	$5,616.50	$5,520.06	$0 00	$96 44	$0 00
	1,309.000	03/08/12	03/23/12	$26,637.67	$27,243.17	$0.00	($605.50)	$0.00
Security Subtotal	2,017.000			$41,045.21	$43,683.76	$0.00	($2,638.55)	$0.00
INDUSTRIAS BACHOCO S.A DEV C V	CUSIP: 456463108	Symbol (Box 1d): IBA						
	477 000	08/24/11	03/23/12	$9,774 41	$10,062 32	$0 00	($287 91)	$0 00
INGRAM MICRO INC CLA	CUSIP: 457153104	Symbol (Box 1d): IM						
	839.000	11/21/11	03/23/12	$15,321.54	$15,044.61	$0.00	$276.93	$0.00
IRSA INVERSIONES Y REPRESENT	CUSIP: 450047204	Symbol (Box 1d): IRS						
	517 000	02/01/12	03/23/12	$5,298 32	$5,229.66	$0 00	$68 66	$0 00
	477.000	02/17/12	03/23/12	$4,888.40	$5,274.09	$0.00	($385.69)	$0.00
Security Subtotal	994.000			$10,186.72	$10,503.75	$0.00	($317.03)	$0.00
IVANHOE MINES LTD	CUSIP: 46579N103	Symbol (Box 1d):						
	666.000	02/09/12	03/23/12	$11,090.03	$11,037.48	$0.00	$52 55	$0.00
JAPAN STL WKS LTD	CUSIP: 471100206	Symbol (Box 1d): JPSWY						
	395 000	04/13/11	03/23/12	$25,812 78	$30,180.96	$0 00	($4,368 18)	$0 00
	49.000	06/01/11	03/23/12	$3,202.09	$3,593.12	$0.00	($391.03)	$0.00
Security Subtotal	444.000			$29,014.87	$33,774.08	$0.00	($4,759.21)	$0.00

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Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked) **(Continued)**

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JSC RUSHYDRO SPONS ADR	CUSIP: 466294105		Symbol (Box 1d): RSHYY					
	2,818.000	04/04/11	03/23/12	$10,651 85	$14,836.49	$0 00	($4,184 64)	$0 00
	2,027 000	08/09/11	03/23/12	$7,661 92	$8,597 93	$0 00	($936.01)	$0 00
	1,443.000	09/19/11	03/23/12	$5,454 44	$5,966.81	$0.00	($512 37)	$0.00
Security Subtotal	6,288.000			$23,768.21	$29,401.23	$0.00	($5,633.02)	$0.00
KINROSS GOLD CORP NEW	CUSIP: 496902404		Symbol (Box 1d): KGC					
	180.000	04/15/11	03/23/12	$1,807.74	$2,828.18	$0.00	($1,020.44)	$0 00
	133 000	11/23/11	03/23/12	$1,335.72	$1,730 56	$0.00	($394.84)	$0.00
	691.000	01/18/12	03/23/12	$6,939.73	$7,247.28	$0.00	($307.55)	$0.00
Security Subtotal	1,004.000			$10,083.19	$11,806.02	$0.00	($1,722 83)	$0.00
KROGER CO	CUSIP: 501044101		Symbol (Box 1d): KR					
	917 000	02/29/12	03/23/12	$22,291.86	$21,910 06	$0.00	$381 80	$0 00
KT CORP SPON ADR	CUSIP: 48268K101		Symbol (Box 1d): KT					
	213 000	04/15/11	03/23/12	$3,009.63	$4,106 64	$0 00	($1,097 01)	$0 00
	763 000	05/23/11	03/23/12	$10,780 99	$15,206 59	$0.00	($4,425 60)	$0 00
	867.000	01/24/12	03/23/12	$12,250.50	$12,935.64	$0.00	($685.14)	$0.00
Security Subtotal	1,843.000			$26,041.12	$32,248.87	$0.00	($6,207.75)	$0.00
LOCKHEED MARTIN CORP	CUSIP: 539830109		Symbol (Box 1d): LMT					
	50.000	04/15/11	02/03/12	$4,185.77	$3,916.27	$0 00	$269 50	$0 00
	13 000	04/15/11	02/15/12	$1,131 17	$1,018 23	$0 00	$112 94	$0 00
	115.000	08/02/11	02/15/12	$10,006.49	$8,596.23	$0.00	$1,410.26	$0.00
Security Subtotal	178.000			$15,323.43	$13,530.73	$0.00	$1,792.70	$0.00

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Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

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MARINE HARVEST ASA ADR	CUSIP: 56824R106		Symbol (Box 1d): MNHVY					
	884 000	08/17/11	03/23/12	$9,110.78	$10,532 15	$0 00	($1,421 37)	$0 00
	1,184 000	09/27/11	03/23/12	$12,202 67	$11,250 60	$0 00	$952.07	$0 00
	815.000	12/19/11	03/23/12	$8,399.65	$6,944.37	$0.00	$1,455.28	$0.00
Security Subtotal	2,883.000			$29,713.10	$28,727.12	$0.00	$985.98	$0.00
MICROSOFT CORP	CUSIP: 594918104		Symbol (Box 1d): MSFT					
	137 000	04/15/11	01/20/12	$4,062.74	$3,471 40	$0 00	$591.34	$0.00
	436 000	05/03/11	01/20/12	$12,929.59	$11,210 00	$0 00	$1,719 59	$0.00
	260 000	03/14/11	02/02/12	$7,766 85	$6,960 66	$0.00	$806 19	$0 00
	67.000	05/03/11	02/02/12	$2,001.46	$1,722 64	$0 00	$278 82	$0 00
	495.000	12/07/11	03/23/12	$15,737.65	$12,659.67	$0.00	$3,077.98	$0 00
Security Subtotal	1,395.000			$42,498.29	$36,024.37	$0.00	$6,473.92	$0.00
MITSUI & CO LTD ADR	CUSIP: 606827202		Symbol (Box 1d): MITSY					
	43.000	05/23/11	03/23/12	$14,363 46	$14,381 78	$0 00	($18 32)	$0.00
MTN GRP LTD SPONS ADR	CUSIP: 62474M108		Symbol (Box 1d): MTNOY					
	604 000	02/24/11	02/06/12	$10,459 87	$10,230 19	$0 00	$229.68	$0 00
NEWCREST MINING LTD SPONS ADR	CUSIP: 651191108		Symbol (Box 1d): NCMGY					
	257 000	01/09/12	03/23/12	$7,789.53	$8,237 42	$0 00	($447.89)	$0 00
NEWMONT MINING CORP (NEW)	CUSIP: 651639106		Symbol (Box 1d): NEM					
	158 000	04/15/11	03/23/12	$8,430.73	$9,125.65	$0.00	($694 92)	$0 00
	127.000	03/06/12	03/23/12	$6,776.60	$7,153.35	$0.00	($376 75)	$0.00
Security Subtotal	285.000			$15,207.33	$16,279 00	$0.00	($1,071.67)	$0.00

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NEXEN INC	CUSIP: 65334H102		Symbol (Box 1d): NXY					
	70.000	04/15/11	03/23/12	$1,310.03	$1,626.80	$0 00	($316 77)	$0 00
NII HOLDINGS INC CL B	CUSIP: 62913F201		Symbol (Box 1d): NIHD					
	19 000	04/15/11	03/23/12	$341.69	$751.07	$0 00	($409 38)	$0 00
	296 000	08/19/11	03/23/12	$5,323 11	$10,929 59	$0 00	($5,606 48)	$0 00
	273.000	10/28/11	03/23/12	$4,909.48	$6,837.64	$0.00	($1,928.16)	$0 00
Security Subtotal	588.000			$10,574.28	$18,518.30	$0.00	($7,944.02)	$0.00
NINTENDO CO LTD ADR NEW	CUSIP: 654445303		Symbol (Box 1d): NTDOY					
	236 000	08/02/11	03/23/12	$4,488.63	$4,578.38	$0 00	($89.75)	$0 00
NIPPON TELEGRAPH&TELEPHONE ADS	CUSIP: 654624105		Symbol (Box 1d): NTT					
	832.000	04/15/11	03/23/12	$19,180.41	$18,616.42	$0.00	$563.99	$0 00
NOKIA CP ADR	CUSIP: 654902204		Symbol (Box 1d): NOK					
	2,297 000	06/01/11	03/23/12	$12,135 29	$15,343.96	$0 00	($3,208 67)	$0.00
	360 000	06/17/11	03/23/12	$1,901.92	$2,188.33	$0.00	($286 41)	$0.00
	1,277.000	08/02/11	03/23/12	$6,746.52	$6,953.90	$0.00	($207.38)	$0.00
Security Subtotal	3,934.000			$20,783.73	$24,486.19	$0.00	($3,702.46)	$0.00
NOVAGOLD RES INC NEW	CUSIP: 66987E206		Symbol (Box 1d): NG					
	1,265 000	02/09/12	03/23/12	$8,858.38	$10,816 26	$0 00	($1,957 88)	$0 00
NOVARTIS AG ADR	CUSIP: 66987V109		Symbol (Box 1d): NVS					
	187.000	03/22/12	03/23/12	$10,313 63	$10,344 95	$0.00	($31.32)	$0.00

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CORONA DL MAR CA 92625-1810

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 20-1222760
Account Number 279 011043 019

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
OLD REPUBLIC INTL CP	CUSIP: 680223104		Symbol (Box 1d): ORI					
	812 000	03/22/11	01/12/12	$7,510.85	$10,015 05	$0 00	($2,504 20)	$0.00
	39.000	04/15/11	01/12/12	$360.74	$503 10	$0 00	($142.36)	$0 00
	44 000	04/15/11	01/20/12	$408.66	$567 60	$0 00	($158.94)	$0 00
	720 000	08/09/11	01/20/12	$6,687.08	$6,925 32	$0 00	($238.24)	$0 00
	996 000	08/09/11	03/23/12	$10,449 64	$9,580 03	$0.00	$869.61	$0.00
	1,229.000	11/28/11	03/23/12	$12,894.19	$9,223.40	$0 00	$3,670 79	$0.00
Security Subtotal	**3,840.000**			**$38,311.16**	**$36,814.50**	**$0 00**	**$1,496 66**	**$0.00**
PETROBRAS ARGENTINA S A SPON	CUSIP: 71646J109		Symbol (Box 1d): PZE					
	75 000	07/20/11	03/23/12	$980.89	$1,408.88	$0 00	($427 99)	$0 00
	254.000	07/27/11	03/23/12	$3,321.96	$4,942.54	$0.00	($1,620 58)	$0.00
Security Subtotal	**329.000**			**$4,302.85**	**$6,351.42**	**$0.00**	**($2,048.57)**	**$0.00**
PETROLEO BRASILEIRO SA ADR	CUSIP: 71654V101		Symbol (Box 1d): PBR'A					
	61 000	04/15/11	03/23/12	$1,609.76	$2,062 17	$0 00	($452 41)	$0 00
POLYUS GOLD INTL LTD SPON GDR	CUSIP: 73180Y203		Symbol (Box 1d): PLZLY					
	1,404 000	11/02/11	03/23/12	$4,085 57	$4,647 24	$0 00	($561 67)	$0 00
PT TELEKOMUNIKASI INDONESIA	CUSIP: 715684106		Symbol (Box 1d): TLK					
	138 000	04/15/11	03/23/12	$4,111.50	$4,595 91	$0 00	($484 41)	$0 00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

CROUL FAMILY FOUNDATION
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SILVER STANDARD RESOURCES INC	CUSIP: 82823L106	Symbol (Box 1d): SSRI						
	474.000	11/09/11	03/23/12	$7,110 82	$9,069 37	$0 00	($1,958 55)	$0 00
	213 000	11/10/11	03/23/12	$3,195 37	$3,218 24	$0 00	($22.87)	$0 00
	52.000	11/10/11	03/23/12	$780.09	$815.84	$0.00	($35.75)	$0.00
Security Subtotal	739.000			$11,086.28	$13,103.45	$0.00	($2,017.17)	$0.00
SK TELECOM CO LTD	CUSIP: 78440P108	Symbol (Box 1d): SKM						
	70.000	04/15/11	03/23/12	$974.40	$1,280.30	$0.00	($305.90)	$0.00
SOUTHWEST AIRLINES	CUSIP: 844741108	Symbol (Box 1d): LUV						
	1,147 000	09/28/11	03/23/12	$9,443.54	$9,831.17	$0 00	($387 63)	$0.00
	1,328 000	10/11/11	03/23/12	$10,933.76	$10,606 34	$0 00	$327 42	$0.00
	917 000	12/30/11	03/23/12	$7,549.89	$7,893.72	$0 00	($343.83)	$0.00
	932.000	03/16/12	03/23/12	$7,673 38	$7,782 57	$0.00	($109.19)	$0.00
Security Subtotal	4,324.000			$35,600.57	$36,113.80	$0.00	($513.23)	$0.00
SOUTHWESTERN ENERGY COMPANY	CUSIP: 845467109	Symbol (Box 1d): SWN						
	323 000	02/28/12	03/23/12	$10,413.33	$10,788.75	$0 00	($375 42)	$0 00
STATOIL ASA ADR	CUSIP: 85771P102	Symbol (Box 1d): STO						
	113 000	04/15/11	01/04/12	$2,979.63	$3,186 60	$0 00	($206 97)	$0 00
	260 000	09/30/11	01/04/12	$6,855.78	$5,661.68	$0 00	$1,194.10	$0 00
	349 000	09/30/11	02/09/12	$9,378.14	$7,599 72	$0 00	$1,778.42	$0 00
	401.000	09/30/11	03/23/12	$11,008.05	$8,732.06	$0.00	$2,275.99	$0.00
Security Subtotal	1,123.000			$30,221.60	$25,180.06	$0.00	$5,041.54	$0.00

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Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SUMITOMO MITSUI TR HLDGS INC	CUSIP: 86562X106	Symbol (Box 1d): SUTNY						
	3,631 000	04/21/11	03/23/12	$11,909 46	$12,664 20	$0 00	($754.74)	$0.00
TELECOM ITALIA SPA(NEW)SVGS SH	CUSIP: 87927Y201	Symbol (Box 1d): TI'A						
	1,218 000	01/25/12	03/23/12	$11,850.92	$10,482.23	$0 00	$1,368 69	$0 00
TEVA PHARMACEUTICALS ADR	CUSIP: 881624209	Symbol (Box 1d): TEVA						
	43 000	04/15/11	03/23/12	$1,840.53	$2,149.57	$0 00	($309 04)	$0 00
	248 000	04/26/11	03/23/12	$10,615.15	$11,418 37	$0 00	($803 22)	$0 00
	204.000	08/02/11	03/23/12	$8,731.82	$8,738.42	$0.00	($6.60)	$0.00
Security Subtotal	**495.000**			**$21,187.50**	**$22,306.36**	**$0.00**	**($1,118.86)**	**$0.00**
TNT EXPRESS NV	CUSIP: 87262N109	Symbol (Box 1d): TNTEY						
	1,081.000	07/18/11	02/17/12	$13,588.14	$10,840 82	$0.00	$2,747 32	$0.00
	6.000	08/29/11	02/17/12	$75.42	$54.11	$0.00	$21.31	$0.00
Security Subtotal	**1,087.000**			**$13,663.56**	**$10,894.93**	**$0.00**	**$2,768.63**	**$0.00**
TRANSOCEAN LTD	CUSIP: H8817H100	Symbol (Box 1d): RIG						
	268 000	12/16/11	01/27/12	$12,859.89	$10,665 04	$0.00	$2,194 85	$0 00
	221.000	12/16/11	02/16/12	$10,887.65	$8,794.68	$0 00	$2,092.97	$0.00
Security Subtotal	**489.000**			**$23,747.54**	**$19,459.72**	**$0.00**	**$4,287.82**	**$0.00**
TURKCELL ILETISM HIZM AS NEW	CUSIP: 900111204	Symbol (Box 1d): TKC						
	1,302 000	09/26/11	03/23/12	$16,578 46	$15,056 98	$0.00	$1,521 48	$0 00

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VIVENDI SA UNSPON ADR	CUSIP: 92852T201		Symbol (Box 1d): VIVHY					
	497 000	02/08/12	03/23/12	$9,174.45	$10,772.87	$0 00	($1,598 42)	$0.00
	656.000	03/08/12	03/23/12	$12,109.54	$12,159.16	$0.00	($49.62)	$0.00
Security Subtotal	1,153.000			$21,283.99	$22,932.03	$0.00	($1,648.04)	$0.00
WAL MART STORES INC	CUSIP: 931142103		Symbol (Box 1d): WMT					
	19 000	02/23/11	01/04/12	$1,130 68	$1,010 21	$0 00	$120 47	$0 00
	118.000	04/15/11	01/04/12	$7,022.12	$6,314.36	$0.00	$707.76	$0.00
	27 000	09/08/11	01/04/12	$1,606 75	$1,420 58	$0.00	$186.17	$0 00
	166.000	09/08/11	01/09/12	$9,807.94	$8,733.91	$0.00	$1,074.03	$0.00
Security Subtotal	330.000			$19,567.49	$17,479.06	$0.00	$2,088.43	$0.00
WESTERN DIGITAL CORPORATION	CUSIP: 958102105		Symbol (Box 1d): WDC					
	379 000	09/08/11	01/31/12	$13,767.51	$10,707.92	$0 00	$3,059 59	$0.00
	73.000	10/17/11	01/31/12	$2,651 79	$1,947 71	$0.00	$704 08	$0.00
	273 000	10/17/11	03/23/12	$11,512.20	$7,283 92	$0 00	$4,228 28	$0 00
	854.000	11/01/11	03/23/12	$36,012.53	$22,357 29	$0.00	$13,655.24	$0.00
Security Subtotal	1,579.000			$63,944.03	$42,296.84	$0.00	$21,647.19	$0.00
Total Short Term Covered Securities				**$1,373,075.53**	**$1,376,444.24**	**$0.00**	**($3,368.71)**	**$0.00**

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ATTACHMENT TO FORM 990PF
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CAMECO CORP	CUSIP: 13321L108		Symbol (Box 1d): CCJ					
	1,177 000	03/15/11	03/23/12	$26,898.20	$37,981 79	$0.00	($11,083.59)	$0.00
DEAN FOODS CO (NEW)	CUSIP: 242370104		Symbol (Box 1d): DF					
	619 000	01/12/11	02/17/12	$7,509 20	$5,988 82	$0 00	$1,520 38	$0.00
	237.000	02/15/11	02/17/12	$2,875.09	$2,325 23	$0 00	$549.86	$0.00
	535.000	02/15/11	03/23/12	$6,464.61	$5,248.94	$0.00	$1,215.67	$0.00
Security Subtotal	1,391.000			$16,848.90	$13,562.99	$0 00	$3,285.91	$0.00
EAST JAPAN RY CO ADR	CUSIP: 273202101		Symbol (Box 1d): EJPRY					
	2,055 000	03/16/11	03/23/12	$22,070.30	$18,446 30	$0 00	$3,624.00	$0 00
ELECTRICITE DE FRANCE ADR	CUSIP: 285039103		Symbol (Box 1d): ECIFY					
	2,966 000	03/16/11	03/23/12	$13,880 63	$23,846 64	$0 00	($9,966 01)	$0.00
ELI LILLY & CO	CUSIP: 532457108		Symbol (Box 1d): LLY					
	121.000	02/10/11	03/22/12	$4,798.85	$4,319 65	$0 00	$479 20	$0 00
	1,173.000	02/10/11	03/23/12	$46,661.09	$41,875 63	$0.00	$4,785.46	$0.00
Security Subtotal	1,294.000			$51,459.94	$46,195.28	$0.00	$5,264.66	$0.00
FOREST LABORATORIES INC	CUSIP: 345838106		Symbol (Box 1d): FRX					
	256 000	03/02/11	03/23/12	$8,710 08	$8,185 83	$0 00	$524.25	$0 00
JSC RUSHYDRO SPONS ADR	CUSIP: 466294105		Symbol (Box 1d): RSHYY					
	371 000	02/15/11	03/23/12	$1,402 35	$1,896 22	$0 00	($493 87)	$0 00
	2,777 000	02/17/11	03/23/12	$10,496.87	$14,355 98	$0 00	($3,859 11)	$0 00
	3,084 000	03/02/11	03/23/12	$11,657 31	$15,773.73	$0.00	($4,116 42)	$0.00
Security Subtotal	6,232.000			$23,556.53	$32,025.93	$0.00	($8,469.40)	$0.00

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
KINROSS GOLD CORP NEW	CUSIP: 496902404		Symbol (Box 1d): KGC					
	849 000	03/16/11	03/23/12	$8,526 52	$12,733 05	$0 00	($4,206 53)	$0 00
MICROSOFT CORP	CUSIP: 594918104		Symbol (Box 1d): MSFT					
	570 000	03/14/11	03/23/12	$18,122.14	$15,259.92	$0 00	$2,862 22	$0 00
MS&AD INS GROUP HLDGS ADR	CUSIP: 553491101		Symbol (Box 1d): MSADY					
	540 000	02/07/11	03/23/12	$5,583.50	$6,525.20	$0 00	($941 70)	$0 00
NEWCREST MINING LTD SPONS ADR	CUSIP: 651191108		Symbol (Box 1d): NCMGY					
	1,201.000	01/20/11	03/23/12	$36,401 65	$45,349 52	$0.00	($8,947.87)	$0 00
NEWMONT MINING CORP (NEW)	CUSIP: 651639106		Symbol (Box 1d): NEM					
	361 000	01/07/11	03/23/12	$19,262 61	$20,819 41	$0 00	($1,556.80)	$0 00
	229 000	03/04/11	03/23/12	$12,219.22	$12,555 34	$0 00	($336 12)	$0.00
	513.000	03/18/11	03/23/12	$27,373.18	$26,434.53	$0.00	$938.65	$0.00
Security Subtotal	1,103.000			$58,855.01	$59,809 28	$0.00	($954.27)	$0.00
NII HOLDINGS INC CL B	CUSIP: 62913F201		Symbol (Box 1d): NIHD					
	235 000	03/08/11	03/23/12	$4,226 12	$9,109 50	$0 00	($4,883.38)	$0 00
NIPPON TELEGRAPH&TELEPHONE ADS	CUSIP: 654624105		Symbol (Box 1d): NTT					
	282.000	01/03/11	03/23/12	$6,501 05	$6,490 34	$0 00	$10 71	$0.00
	461.000	01/24/11	03/23/12	$10,627.61	$10,668.05	$0.00	($40.44)	$0.00
Security Subtotal	743.000			$17,128.66	$17,158.39	$0.00	($29 73)	$0.00

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked)

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PT TELEKOMUNIKASI INDONESIA	CUSIP: 715684106	Symbol (Box 1d): TLK						
	359.000	01/10/11	03/23/12	$10,695 85	$11,626.39	$0 00	($930 54)	$0.00
	208.000	02/17/11	03/23/12	$6,197.04	$6,954 40	$0.00	($757.36)	$0 00
Security Subtotal	567.000			$16,892.89	$18,580.79	$0.00	($1,687.90)	$0.00
SK TELECOM CO LTD	CUSIP: 78440P108	Symbol (Box 1d): SKM						
	1,817 000	03/03/11	03/23/12	$25,292.54	$32,377.49	$0 00	($7,084.95)	$0 00
TEVA PHARMACEUTICALS ADR	CUSIP: 881624209	Symbol (Box 1d): TEVA						
	86.000	02/14/11	03/23/12	$3,681 06	$4,437.49	$0.00	($756.43)	$0 00
	169.000	03/02/11	03/23/12	$7,233.71	$8,533.03	$0.00	($1,299.32)	$0.00
Security Subtotal	255.000			$10,914.77	$12,970.52	$0.00	($2,055.75)	$0.00
TURKCELL ILETISM HIZM AS NEW	CUSIP: 900111204	Symbol (Box 1d): TKC						
	655.000	03/03/11	03/23/12	$8,340 16	$8,916.84	$0 00	($576 68)	$0.00
	1,037.000	03/04/11	03/23/12	$13,204.19	$14,337 87	$0.00	($1,133.68)	$0.00
Security Subtotal	1,692.000			$21,544.35	$23,254.71	$0.00	($1,710.36)	$0.00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 20-1222760
Account Number: 279 011043 019

Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WEST JAPAN RAILWAY CO ADR	CUSIP: 953432101		Symbol (Box 1d): WJRYY					
	212.000	02/28/11	03/23/12	$8,725.76	$8,762 26	$0 00	($36 50)	$0.00
Total Long Term Covered Securities				**$395,638.49**	**$442,135.39**	**$0.00**	**($46,496.90)**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$1,768,714.02**	**$1,818,579.63**	**$0.00**	**($49,865.61)**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$1,768,714.02**				
Total Cost or Other Basis (Box 3)		**$1,818,579.63**			
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**		
Total Fed Tax Withheld (Box 4)					**$0.00**

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

CROUL FAMILY FOUNDATION
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1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
POLYUS GOLD INTL LTD SPON GDR	CUSIP: 73180Y203	Symbol (Box 1d): PLZLY						
	11,106.000	07/26/11	03/23/12	$32,317.87	$38,537 82	$0 00	($6,219 95)	$0 00
SUMITOMO MITSUI TR HLDGS INC	CUSIP: 86562X106	Symbol (Box 1d): SUTNY						
	295.000	04/01/11	03/15/12	$1,002 10	$1,032 50	$0.00	($30 40)	$0.00
	4,636.000	04/01/11	03/23/12	$15,205 81	$16,226.00	$0.00	($1,020.19)	$0.00
Security Subtotal	4,931.000			$16,207.91	$17,258.50	$0.00	($1,050.59)	$0.00
Total Short Term Noncovered Securities				**$48,525.78**	**$55,796.32**	**$0.00**	**($7,270.54)**	**$0.00**

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALLIANZ SE ADS	CUSIP: 018805101	Symbol (Box 1d): AZSEY						
	967.000	09/01/10	03/23/12	$11,536.10	$9,952.46	$0 00	$1,583.64	$0 00
	230.000	10/06/10	03/23/12	$2,743.85	$2,709.40	$0.00	$34.45	$0.00
Security Subtotal	1,197.000			$14,279.95	$12,661.86	$0 00	$1,618.09	$0.00
AMGEN INC	CUSIP: 031162100	Symbol (Box 1d): AMGN						
	38.000	08/17/10	01/18/12	$2,621.95	$2,064 16	$0 00	$557.79	$0 00
	111.000	10/06/10	01/18/12	$7,658 84	$6,157 37	$0.00	$1,501 47	$0 00
	45.000	10/06/10	01/31/12	$3,060.38	$2,496.23	$0.00	$564.15	$0.00
Security Subtotal	194.000			$13,341.17	$10,717.76	$0.00	$2,623.41	$0.00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2012

CROUL FAMILY FOUNDATION
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ANGLOGOLD ASHANTI LIMITED	CUSIP: 035128206	Symbol (Box 1d): AU						
	55 000	08/11/10	03/23/12	$2,078.08	$2,349.63	$0 00	($271 55)	$0 00
	78.000	08/17/10	03/23/12	$2,947.10	$3,439.80	$0.00	($492.70)	$0 00
	111.000	10/06/10	03/23/12	$4,193.95	$5,249.90	$0.00	($1,055 95)	$0.00
Security Subtotal	**244.000**			**$9,219.13**	**$11,039.33**	**$0.00**	**($1,820.20)**	**$0.00**
ARCHER DANIELS MIDLAND	CUSIP: 039483102	Symbol (Box 1d): ADM						
	44 000	08/11/10	02/08/12	$1,330 31	$1,313 94	$0 00	$16 37	$0 00
	136.000	08/17/10	02/08/12	$4,111.88	$4,209 20	$0 00	($97 32)	$0 00
	3 000	10/06/10	02/08/12	$90.71	$97 16	$0 00	($6.45)	$0 00
	153 000	10/06/10	03/23/12	$4,862.80	$4,955 13	$0 00	($92 33)	$0 00
	271.000	11/05/10	03/23/12	$8,613.20	$8,495.85	$0 00	$117 35	$0.00
Security Subtotal	**607.000**			**$19,008.90**	**$19,071.28**	**$0.00**	**($62.38)**	**$0.00**
BARRICK GOLD CORP	CUSIP· 067901108	Symbol (Box 1d): ABX						
	332.000	08/11/10	03/23/12	$14,546.35	$14,063 82	$0 00	$482 53	$0 00
	341.000	08/17/10	03/23/12	$14,940 68	$15,135.22	$0 00	($194 54)	$0 00
	415.000	10/06/10	03/23/12	$18,182.94	$20,189.00	$0.00	($2,006.06)	$0.00
Security Subtotal	**1,088.000**			**$47,669.97**	**$49,388.04**	**$0.00**	**($1,718.07)**	**$0.00**
CAMECO CORP	CUSIP: 13321L108	Symbol (Box 1d): CCJ						
	85 000	08/17/10	03/23/12	$1,942.52	$2,203.58	$0 00	($261 06)	$0.00
	414.000	10/06/10	03/23/12	$9,461.22	$11,841.35	$0 00	($2,380.13)	$0.00
Security Subtotal	**499.000**			**$11,403.74**	**$14,044.93**	**$0.00**	**($2,641.19)**	**$0.00**
CARREFOUR SA SPONSORED ADR	CUSIP: 144430204	Symbol (Box 1d): CRRFY						
	1,577.000	12/01/10	03/23/12	$7,553 69	$13,376 11	$0 00	($5,822.42)	$0 00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
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Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 20-1222760
Account Number: 279 011043 019

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CENTRAIS ELEC BRAS ADR PREF	CUSIP: 15234Q108	Symbol (Box 1d): EBR'B						
	278.000	07/12/10	03/23/12	$3,652 63	$4,110 62	$0 00	($457 99)	$0 00
	358.000	08/11/10	03/23/12	$4,703 75	$5,391 95	$0 00	($688 20)	$0 00
	262 000	08/17/10	03/23/12	$3,442.41	$3,997 15	$0.00	($554.74)	$0.00
	319.000	10/06/10	03/23/12	$4,191.33	$5,184.55	$0.00	($993.22)	$0.00
Security Subtotal	1,217.000			$15,990.12	$18,684.27	$0.00	($2,694.15)	$0.00
CENTRAIS ELEC BRAS SP ADR CM	CUSIP: 15234Q207	Symbol (Box 1d): EBR						
	256 000	07/12/10	03/23/12	$2,435 49	$3,220 48	$0 00	($784 99)	$0.00
	440.000	08/11/10	03/23/12	$4,186.00	$5,583.51	$0 00	($1,397 51)	$0 00
	314 000	08/17/10	03/23/12	$2,987 28	$4,037 04	$0 00	($1,049 76)	$0.00
	365.000	10/06/10	03/23/12	$3,472.47	$5,069 49	$0 00	($1,597.02)	$0.00
Security Subtotal	1,375.000			$13,081.24	$17,910.52	$0.00	($4,829.28)	$0.00
DAIWA SECS GROUP INC SPONS ADR	CUSIP: 234064301	Symbol (Box 1d): DSEEY						
	204 000	10/02/09	03/15/12	$845.97	$979 40	$0 00	($133 43)	$0 00
	9 000	06/25/10	03/15/12	$37.32	$39 92	$0 00	($2 60)	$0 00
	1,539.000	07/12/10	03/15/12	$6,382.11	$6,956.28	$0 00	($574 17)	$0 00
	1,550 000	08/11/10	03/15/12	$6,427 74	$6,603 00	$0 00	($175.26)	$0 00
	604.000	08/11/10	03/23/12	$2,409 92	$2,573 04	$0 00	($163 12)	$0 00
	1,336.000	08/17/10	03/23/12	$5,330 54	$5,664.64	$0.00	($334 10)	$0.00
	142 000	08/20/10	03/23/12	$566.57	$610 07	$0.00	($43 50)	$0.00
	2,000.000	09/30/10	03/23/12	$7,979.86	$8,239.80	$0.00	($259 94)	$0.00
	2,026.000	10/06/10	03/23/12	$8,083.59	$8,428.16	$0.00	($344.57)	$0.00
Security Subtotal	9,410.000			$38,063.62	$40,094.31	$0.00	($2,030.69)	$0.00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 20-1222760
Account Number: 279 011043 019

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ELECTRICITE DE FRANCE ADR	CUSIP: 285039103		Symbol (Box 1d): ECIFY					
	1,098.000	10/06/10	03/23/12	$5,138.55	$9,398 88	$0 00	($4,260 33)	$0 00
	864.000	10/20/10	03/23/12	$4,043.45	$7,413 03	$0 00	($3,369.58)	$0.00
	1,665 000	11/10/10	03/23/12	$7,792.06	$14,728 42	$0.00	($6,936.36)	$0.00
	1,569 000	11/29/10	03/23/12	$7,342.79	$13,265 90	$0 00	($5,923.11)	$0 00
	947.000	11/30/10	03/23/12	$4,431.88	$7,897 79	$0.00	($3,465.91)	$0.00
Security Subtotal	6,143 000			$28,748.73	$52,704.02	$0.00	($23,955.29)	$0.00
FRESH DEL MONTE PRODUCE INC	CUSIP: G36738105		Symbol (Box 1d): FDP					
	13 000	10/06/10	03/23/12	$288.68	$286.02	$0 00	$2 66	$0 00
	630.000	11/09/10	03/23/12	$13,990.09	$14,219.60	$0 00	($229.51)	$0.00
Security Subtotal	643.000			$14,278.77	$14,505.62	$0.00	($226.85)	$0.00
GAZPROM O A O SPON ADR	CUSIP: 368287207		Symbol (Box 1d): OGZPY					
	594 000	10/20/10	02/08/12	$7,563 31	$6,309 71	$0 00	$1,253 60	$0 00
	364.000	10/20/10	03/23/12	$4,498.01	$3,866.55	$0.00	$631.46	$0 00
Security Subtotal	958.000			$12,061.32	$10,176.26	$0.00	$1,885.06	$0.00
GOLD FIELDS LTD. SP. ADR	CUSIP: 38059T106		Symbol (Box 1d): GFI					
	402.000	08/17/10	02/22/12	$6,394.82	$5,736 54	$0 00	$658 28	$0 00
	546.000	10/06/10	02/22/12	$8,685 50	$8,670.75	$0.00	$14.75	$0.00
Security Subtotal	948.000			$15,080.32	$14,407.29	$0.00	$673.03	$0.00
GUOCO GROUP LTD UNSPON ADR	CUSIP: 403227101		Symbol (Box 1d): GULRY					
	10 000	01/21/10	03/23/12	$180.50	$213 51	$0 00	($33.01)	$0 00
	263 000	07/12/10	03/23/12	$4,747 06	$5,178 47	$0 00	($431 41)	$0.00
	144.000	07/30/10	03/23/12	$2,599.15	$2,836 77	$0 00	($237 62)	$0 00
	298.000	08/11/10	03/23/12	$5,378 80	$6,103 04	$0 00	($724.24)	$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GUOCO GROUP LTD UNSPON ADR	245.000	08/17/10	03/23/12	$4,422.17	$4,980.85	$0 00	($558.68)	$0.00
	145.000	10/06/10	03/23/12	$2,617.21	$3,497.40	$0.00	($880.19)	$0.00
Security Subtotal	1,105.000			$19,944.89	$22,810.04	$0.00	($2,865.15)	$0.00
KINROSS GOLD CORP NEW	CUSIP: 496902404	Symbol (Box 1d): KGC						
	146 000	08/11/10	03/23/12	$1,466.28	$2,223 20	$0.00	($756 92)	$0 00
	567 000	08/17/10	03/23/12	$5,694.39	$8,637 22	$0 00	($2,942 83)	$0.00
	382.000	10/06/10	03/23/12	$3,836.43	$7,515.39	$0.00	($3,678 96)	$0.00
Security Subtotal	1,095.000			$10,997.10	$18,375.81	$0.00	($7,378.71)	$0.00
KOREA ELECTRIC POWER CORP ADS	CUSIP: 500631106	Symbol (Box 1d): KEP						
	67 000	07/14/10	03/23/12	$668.10	$897 73	$0 00	($229 63)	$0 00
	907.000	08/18/10	03/23/12	$9,044.26	$11,997.80	$0.00	($2,953.54)	$0 00
	496 000	09/20/10	03/23/12	$4,945.92	$6,444 92	$0 00	($1,499.00)	$0.00
	812 000	11/19/10	03/23/12	$8,096.95	$10,328 15	$0 00	($2,231.20)	$0 00
	148.000	11/23/10	03/23/12	$1,475.80	$1,822.37	$0.00	($346.57)	$0 00
Security Subtotal	2,430.000			$24,231.03	$31,490.97	$0.00	($7,259.94)	$0.00
KT CORP SPON ADR	CUSIP: 48268K101	Symbol (Box 1d): KT						
	59.000	08/11/10	03/23/12	$833.65	$1,068 83	$0.00	($235.18)	$0 00
	110 000	08/17/10	03/23/12	$1,554.27	$2,069.10	$0.00	($514.83)	$0.00
	76 000	10/06/10	03/23/12	$1,073.86	$1,648.08	$0.00	($574.22)	$0.00
Security Subtotal	245.000			$3,461.78	$4,786.01	$0.00	($1,324.23)	$0.00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

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Corporate Tax Statement
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Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MITSUI & CO LTD ADR	CUSIP: 606827202		Symbol (Box 1d): MITSY					
	12.000	08/11/10	02/09/12	$4,119.16	$3,206 40	$0.00	$912 76	$0.00
	24 000	10/06/10	02/09/12	$8,238.31	$7,727 52	$0 00	$510 79	$0.00
	19.000	10/06/10	03/23/12	$6,346.64	$6,117.62	$0.00	$229.02	$0.00
Security Subtotal	55.000			$18,704.11	$17,051.54	$0.00	$1,652.57	$0.00
MS&AD INS GROUP HLDGS ADR	CUSIP: 553491101		Symbol (Box 1d): MSADY					
	228 000	07/12/10	02/27/12	$2,397.53	$2,444.16	$0 00	($46 63)	$0 00
	426 000	08/11/10	02/27/12	$4,479 60	$4,801.02	$0.00	($321 42)	$0 00
	197.000	08/17/10	02/27/12	$2,071 56	$2,336.42	$0.00	($264 86)	$0.00
	70.000	08/17/10	03/23/12	$723 79	$830.20	$0.00	($106 41)	$0.00
	429.000	10/06/10	03/23/12	$4,435.78	$5,319.60	$0.00	($883.82)	$0 00
	566 000	10/08/10	03/23/12	$5,852 33	$7,039.46	$0 00	($1,187 13)	$0 00
	427.000	12/10/10	03/23/12	$4,415.10	$5,078.74	$0.00	($663.64)	$0.00
Security Subtotal	2,343.000			$24,375.69	$27,849.60	$0.00	($3,473.91)	$0.00
MTN GRP LTD SPONS ADR	CUSIP: 62474M108		Symbol (Box 1d): MTNOY					
	61.000	08/17/10	02/06/12	$1,056 38	$1,006.50	$0.00	$49 88	$0 00
	111.000	10/06/10	02/06/12	$1,922 26	$2,067.93	$0.00	($145.67)	$0.00
Security Subtotal	172.000			$2,978.64	$3,074.43	$0.00	($95.79)	$0.00
NEWCREST MINING LTD SPONS ADR	CUSIP. 651191108		Symbol (Box 1d): NCMGY					
	117 000	09/22/10	03/23/12	$3,546.21	$4,217.85	$0 00	($671 64)	$0.00
NEWMONT MINING CORP (NEW)	CUSIP: 651639106		Symbol (Box 1d): NEM					
	270 000	10/06/10	03/23/12	$14,406.94	$17,447.75	$0.00	($3,040 81)	$0.00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number 26-4310632

Taxpayer ID Number 20-1222760
Account Number 279 011043 019

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NEXEN INC	CUSIP: 65334H102	Symbol (Box 1d): NXY						
	411 000	10/20/10	03/23/12	$7,691.72	$8,895 52	$0.00	($1,203 80)	$0 00
NINTENDO CO LTD ADR NEW	CUSIP: 654445303	Symbol (Box 1d): NTDOY						
	89.000	01/05/10	03/23/12	$1,692.75	$2,805.11	$0.00	($1,112.36)	$0 00
	123 000	07/12/10	03/23/12	$2,339.42	$4,446.45	$0.00	($2,107 03)	$0.00
	25.000	08/03/10	03/23/12	$475.49	$879 00	$0.00	($403.51)	$0 00
	151 000	08/11/10	03/23/12	$2,871.97	$5,055 48	$0 00	($2,183 51)	$0 00
	217 000	08/16/10	03/23/12	$4,127.27	$7,095.68	$0 00	($2,968 41)	$0 00
	78 000	08/17/10	03/23/12	$1,483 53	$2,589 60	$0 00	($1,106 07)	$0 00
	255 000	10/04/10	03/23/12	$4,850.01	$8,089.52	$0 00	($3,239 51)	$0.00
	217.000	10/06/10	03/23/12	$4,127.27	$6,983.06	$0.00	($2,855.79)	$0.00
Security Subtotal	1,155.000			$21,967.71	$37,943.90	$0.00	($15,976.19)	$0.00
NIPPON TELEGRAPH&TELEPHONE ADS	CUSIP: 654624105	Symbol (Box 1d): NTT						
	212 000	10/06/10	03/23/12	$4,887.32	$4,744.58	$0 00	$142.74	$0 00
NTT DOCOMO INC SP ADR	CUSIP: 62942M201	Symbol (Box 1d): DCM						
	196.000	08/17/10	03/23/12	$3,342.13	$3,312 59	$0.00	$29 54	$0 00
	347.000	10/06/10	03/23/12	$5,916 94	$5,913.47	$0 00	$3.47	$0 00
Security Subtotal	543.000			$9,259.07	$9,226.06	$0.00	$33.01	$0.00
PETROBRAS ARGENTINA S A SPON	CUSIP: 71646J109	Symbol (Box 1d): PZE						
	257 000	09/21/10	03/23/12	$3,361 19	$3,995.91	$0 00	($634 72)	$0 00
	276.000	10/06/10	03/23/12	$3,609 68	$4,511.58	$0.00	($901 90)	$0.00
Security Subtotal	533.000			$6,970.87	$8,507.49	$0.00	($1,536.62)	$0.00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Corporate Tax Statement
Tax Year 2012

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
1901 BAYADERE TERRACE
CORONA DL MAR CA 92625-1810

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number. 20-1222760
Account Number: 279 011043 019

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PETROLEO BRASILEIRO SA ADR	CUSIP: 71654V101	Symbol (Box 1d): PBR'A						
	137.000	10/22/10	03/23/12	$3,615.36	$3,947.19	$0.00	($331 83)	$0 00
	444 000	11/22/10	03/23/12	$11,716 95	$13,335.58	$0.00	($1,618 63)	$0 00
	248.000	12/01/10	03/23/12	$6,544.60	$7,392.38	$0.00	($847.78)	$0 00
Security Subtotal	829.000			$21,876.91	$24,675.15	$0.00	($2,798.24)	$0.00
PT TELEKOMUNIKASI INDONESIA	CUSIP: 715684106	Symbol (Box 1d): TLK						
	223 000	11/08/10	03/23/12	$6,643.94	$8,061.72	$0 00	($1,417 78)	$0.00
SEVEN & I HLDGS CO LTD ADR	CUSIP· 81783H105	Symbol (Box 1d): SVNDY						
	107.000	08/17/10	03/23/12	$5,984.40	$5,114.60	$0.00	$869 80	$0 00
	270.000	10/06/10	03/23/12	$15,100.83	$12,852.00	$0.00	$2,248.83	$0.00
Security Subtotal	377.000			$21,085.23	$17,966.60	$0.00	$3,118.63	$0.00
SHIN ETSU CHEM CO LTD ADR	CUSIP: 824551105	Symbol (Box 1d): SHECY						
	496.000	09/09/10	01/13/12	$5,946.83	$6,020 27	$0.00	($73 44)	$0.00
	1,224.000	10/29/10	01/13/12	$14,675.23	$15,518.76	$0.00	($843.53)	$0.00
Security Subtotal	1,720.000			$20,622.06	$21,539.03	$0.00	($916.97)	$0.00
STATOIL ASA ADR	CUSIP: 85771P102	Symbol (Box 1d): STO						
	435 000	11/03/10	01/04/12	$11,470 25	$8,984 23	$0 00	$2,486 02	$0 00

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ATTACHMENT TO FORM 990PF
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TURKCELL ILETISM HIZM AS NEW	CUSIP: 900111204		Symbol (Box 1d): TKC					
	85.000	08/16/10	03/23/12	$1,082 31	$1,276.36	$0 00	($194 05)	$0.00
	200.000	10/06/10	03/23/12	$2,546.61	$3,623.64	$0.00	($1,077.03)	$0.00
Security Subtotal	285.000			$3,628.92	$4,900.00	$0.00	($1,271.08)	$0.00
Total Long Term Noncovered Securities				**$518,531.06**	**$601,329.88**	**$0.00**	**($82,798.82)**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$567,056.84**	**$657,126.20**	**$0.00**	**($90,069.36)**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$567,056.84**				
Total Cost or Other Basis (Box 3)		**$0.00**			
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**		
Total Fed Tax Withheld (Box 4)					**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

Tax Year 2012

CROUL FAMILY FOUNDATION *FIXED INCOME

Account Number: 019 78G936

Private Wealth Management

A division of Morgan Stanley Smith Barney

REALIZED GAIN/(LOSS) SUMMARY

This Realized Gain and Loss Summary is being provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley cannot provide you with tax advice. Although Morgan Stanley is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information The Realized Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley, including securities purchased elsewhere and later transferred to Morgan Stanley, cost basis information may not be provided To correct any information supplied by Morgan Stanley, please inform your Private Wealth Advisor; to add cost basis information, you should inform your Private Wealth Advisor. Please note that although Morgan Stanley makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events.

Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
VIRTUS MULTI-SEC SH TERM BD CL I	92828R610	16,321 068	06/26/2012	09/12/2012	$80,299 65	$78,504 34	$1,795 31
Total Short Term					**$80,299.65**		**$1,795.31**

Long Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
BLACKROCK STRAT INC OPPORT INST	09256H286	10,101 010	07/29/2010	03/12/2012	$98,585 86	$100,000 00	$(1,414 14)
BLACKROCK STRAT INC OPPORT INST	09256H286	15,120.968	08/02/2010	03/12/2012	$147,580 65	$150,000 00	$(2,419 35)
DOUBLELINE TOTAL RET BD I	258620103	8,810.573	09/29/2010	09/12/2012	$100,000 00	$97,797 36	$2,202 64
DOUBLELINE TOTAL RET BD I	258620103	24,150.268	09/29/2010	08/27/2012	$274,830.05	$268,067 98	$6,762 07
ISHARES IBOXX H/Y CORP BOND 6.153% DUE 12/31 /1899 @ 0.00	464288513	3,550.000	06/21/2010	08/27/2012	$326,830 17	$307,300 43	$19,529 74
TCW GALILEO TOTAL RETURN BOND FUN D - "I" SHARE	87234N880	9,832.842	08/14/2009	09/12/2012	$100,000 00	$97,935 11	$2,064.89
VIRTUS MULTI-SEC SH TERM BD CL I	92828R610	443.406	10/29/2010	09/12/2012	$2,181 56	$2,150.52	$31.04
VIRTUS MULTI-SEC SH TERM BD CL I	92828R610	23,885.933	07/01/2010	09/12/2012	$117,518.79	$111,069.59	$6,449 20
VIRTUS MULTI-SEC SH TERM BD CL I	92828R610	30,674.847	07/01/2010	08/27/2012	$150,000.00	$142,638 04	$7,361 96
Total Long Term					**$1,317,527.08**	$1,276,959	**$40,568.05**
Total Short And Long Term					**$1,397,826.73**		**$42,363.36**

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
1901 BAYADERE TERRACE
CORONA DEL MAR CA 92625-1810

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number. 26-4310632

Taxpayer ID Number: 20-1222760
Account Number: 279 011190 152

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities
(Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERIGROUP CORP	CUSIP: 03073T102		Symbol (Box 1d): AGP					
	1,000 000	08/02/12	12/27/12	$92,000 00	$89,986.00	$0 00	$2,014 00	$0 00
ARDEA BIOSCIENCES INC	CUSIP: 03969P107		Symbol (Box 1d):					
	3,000.000	04/30/12	06/20/12	$96,000.00	$95,310 00	$0 00	$690 00	$0 00
ARIBA INC COM	CUSIP: 04033V203		Symbol (Box 1d):					
	1,200 000	06/13/12	10/05/12	$54,000 00	$53,556 00	$0.00	$444 00	$0.00
CHARTER COMMUNICATIONS INC DEL	CUSIP: 16117M305		Symbol (Box 1d): CHTR					
	100.000	07/14/11	01/11/12	$5,682 39	$5,704 87	$0.00	($22 48)	$0 00
	300.000	08/04/11	01/11/12	$17,047 17	$14,480 31	$0.00	$2,566 86	$0 00
	400.000	08/31/11	03/15/12	$25,352 78	$20,100 00	$0.00	$5,252 78	$0.00
Security Subtotal	800.000			$48,082.34	$40,285.18	$0.00	$7,797.16	$0.00
CNH GLOBAL N V NEW	CUSIP: N20935206		Symbol (Box 1d): CNH					
	300.000	04/09/12	12/03/12	$14,399 67	$11,981 31	$0 00	$2,418 36	$0 00
DELPHI FINL GP A	CUSIP: 247131105		Symbol (Box 1d):					
	1,500 000	12/22/11	05/16/12	$65,812 50	$65,967 60	$0 00	($155 10)	$0 00
GOODRICH CORPORATION	CUSIP: 382388106		Symbol (Box 1d):					
	500 000	09/27/11	07/27/12	$63,750 00	$60,664 95	$0 00	$3,085 05	$0 00
	500.000	12/22/11	07/27/12	$63,750.00	$61,504.55	$0.00	$2,245.45	$0.00
Security Subtotal	1,000.000			$127,500.00	$122,169.50	$0.00	$5,330.50	$0.00
HEALTHSPRING INC	CUSIP: 42224N101		Symbol (Box 1d):					
	700 000	10/27/11	01/31/12	$38,500.00	$37,884 00	$0.00	$616 00	$0.00

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ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
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Morgan Stanley

1099 Consolidated Tax Statement
Tax Year 2012 Copy B For Recipient

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NETLOGIC MICROSYSTEMS INC	CUSIP: 64118B100	Symbol (Box 1d):						
	1,000 000	09/20/11	02/17/12	$50,000.00	$48,140 00	$0 00	$1,860 00	$0 00
RYMAN HOSPITALITY PPTYS INC	CUSIP: 78377T107	Symbol (Box 1d): RHP						
	0 462	12/21/12	12/21/12	$17 59	$17.10	$0.00	$0 49	$0.00
SONESTA INTL HOTELS CORP CL A	CUSIP: 835438409	Symbol (Box 1d):						
	1,000.000	07/14/11	02/06/12	$31,000 00	$19,750 00	$0 00	$11,250 00	$0.00
TALEO CORPORATION CLASS A	CUSIP: 87424N104	Symbol (Box 1d): TLEO						
	1,500 000	02/16/12	04/09/12	$69,000.00	$68,655 00	$0 00	$345 00	$0 00
THOMAS & BETTS CORP	CUSIP: 884315102	Symbol (Box 1d):						
	1,200.000	06/09/11	05/17/12	$86,400.00	$60,520 80	$0 00	$25,879.20	$0 00
	300 000	06/10/11	05/17/12	$21,600.00	$14,828 13	$0 00	$6,771.87	$0 00
	300 000	08/19/11	05/17/12	$21,600.00	$11,483 04	$0 00	$10,116.96	$0.00
	200.000	09/09/11	05/17/12	$14,400.00	$8,235.28	$0.00	$6,164.72	$0.00
Security Subtotal	2,000.000			$144,000.00	$95,067.25	$0.00	$48,932.75	$0.00
Total Short Term Covered Securities				**$830,312.10**	**$748,768.94**	**$0.00**	**$81,543.16**	**$0.00**

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Customer Service: 866-324-6088

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities

(Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
FEDERAL MOGUL CP	CUSIP: 313549404	Symbol (Box 1d): FDML						
	500 000	07/07/11	08/21/12	$4,996 13	$11,884 95	$0 00	($6,888.82)	$0 00
SCHIFF NUTR TDR	CUSIP: 806990982	Symbol (Box 1d):						
	6,000 000	06/09/11	12/21/12	$252,000 00	$56,478 00	$0 00	$195,522 00	$0 00
Total Long Term Covered Securities				**$256,996.13**	**$68,362.95**	**$0.00**	**$188,633.18**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$1,087,308.23**	**$817,131.89**	**$0.00**	**$270,176.34**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	**$1,087,308.23**			
Total Cost or Other Basis (Box 3)		**$817,131.89**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
SCHEDULE D ATTACHMENT

Morgan Stanley　　Tax Year 2012　　CROUL FAMILY FOUNDATION *GLOBAL　　Account Number. 0A7 113044

Private Wealth Management

A division of Morgan Stanley Smith Barney

REALIZED GAIN/(LOSS) SUMMARY

This Realized Gain and Loss Summary is being provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley cannot provide you with tax advice. Although Morgan Stanley is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Realized Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley, including securities purchased elsewhere and later transferred to Morgan Stanley, cost basis information may not be provided To correct any information supplied by Morgan Stanley, please inform your Private Wealth Advisor; to add cost basis information, you should inform your Private Wealth Advisor. Please note that although Morgan Stanley makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events

Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
AMERICAN TOWER	03027X100	140.000	06/27/2012	08/28/2012	$9,731.01	$9,748.20	$(17 19)
AMERICAN TOWER	03027X100	239.000	06/27/2012	08/07/2012	$16,933 53	$16,641 57	$291 96
AMERICAN TOWER	03027X100	473 000	07/17/2012	08/07/2012	$33,512 80	$34,543 19	$(1,030 39)
APPLE INC	037833100	24 000	07/17/2012	08/21/2012	$15,856.42	$14,566 56	$1,289.86
APPLE INC	037833100	30.000	07/17/2012	07/26/2012	$17,215 40	$18,208 20	$(992 80)
BASF SE ADR	055262505	55.000	07/17/2012	12/10/2012	$5,001.05	$3,863 75	$1,137 30
BASF SE ADR	055262505	81.000	06/27/2012	12/10/2012	$7,365 19	$5,374 35	$1,990 84
BASF SE ADR	055262505	121 000	07/17/2012	10/02/2012	$10,455 12	$8,500 25	$1,954 87
BASF SE ADR	055262505	280 000	07/17/2012	12/03/2012	$25,327.92	$19,670 00	$5,657 92
CAPITAL ONE FINL CORP COM	14040H105	159.000	07/17/2012	11/23/2012	$9,320.99	$8,876 97	$444 02
CAPITAL ONE FINL CORP COM	14040H105	208 000	07/17/2012	11/27/2012	$12,014 89	$11,612 64	$402 25
CHEVRON CORPORATION	166764100	259 000	09/25/2012	12/28/2012	$27,784 92	$30,438.19	$(2,653 27)
DISCOVERY HLDG CO	25470F104	49 000	06/27/2012	11/19/2012	$2,751 72	$2,619 05	$132 67
DISCOVERY HLDG CO	25470F104	537 000	06/27/2012	11/12/2012	$30,035 99	$28,702.65	$1,333.34
DISCOVERY HLDG CO	25470F104	546 000	06/27/2012	08/14/2012	$29,077 33	$29,183.70	$(106 37)
DISCOVERY HLDG CO	25470F104	553 000	07/17/2012	11/19/2012	$31,055 18	$28,003.92	$3,051.26
DOLLAR TREE INC	256746108	363 000	07/17/2012	09/25/2012	$17,754 87	$19,347.90	$(1,593.03)
DOLLAR TREE INC	256746108	540 000	06/27/2012	07/02/2012	$27,997 67	$28,879.20	$(881 53)
DOLLAR TREE INC	256746108	773 000	06/27/2012	09/25/2012	$37,808 59	$41,340 04	$(3,531 45)
MASTERCARD INC	57636Q104	64 000	07/17/2012	08/03/2012	$27,289 74	$27,883 52	$(593 78)
MONSTER BEVERAGE CORP	611740101	174 000	06/27/2012	09/10/2012	$9,945 56	$12,369 66	$(2,424.10)
MONSTER BEVERAGE CORP	611740101	415 000	07/17/2012	09/10/2012	$23,720 74	$29,803 23	$(6,082 49)
MONSTER BEVERAGE CORP	611740101	614 000	06/27/2012	08/10/2012	$33,782 38	$43,649.26	$(9,866 88)
NETEASE.COM INC COM STK	64110W102	274 000	11/07/2012	12/17/2012	$10,602.24	$15,249 17	$(4,646 93)
NETEASE COM INC COM STK	64110W102	282 000	11/07/2012	12/10/2012	$10,625.52	$15,694.40	$(5,068 88)
NETEASE COM INC COM STK	64110W102	480.000	06/27/2012	08/28/2012	$24,633.76	$28,387.20	$(3,753.44)
NETEASE.COM INC COM STK	64110W102	638 000	06/27/2012	09/05/2012	$31,411.16	$37,731 32	$(6,320 16)

CONTINUED ON NEXT PAGE

Morgan Stanley **Tax Year 2012** CROUL FAMILY FOUNDATION *GLOBAL Account Number: 0A7 113044

Private Wealth Management

A division of Morgan Stanley Smith Barney

REALIZED GAIN/(LOSS) SUMMARY (continued)

Short Term (continued)

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
NETEASE COM INC COM STK	64110W102	656 000	07/17/2012	09/05/2012	$32,297 37	$35,456 80	$(3,159.43)
SEVEN & I HOLDINGS-UNSPN ADR	81783H105	3 000	07/17/2012	11/01/2012	$184 90	$192.57	$(7 67)
SEVEN & I HOLDINGS-UNSPN ADR	81783H105	175 000	07/17/2012	11/07/2012	$10,415 26	$11,233 25	$(817 99)
SEVEN & I HOLDINGS-UNSPN ADR	81783H105	248.000	08/10/2012	11/01/2012	$15,285 20	$16,398 55	$(1,113.35)
SEVEN & I HOLDINGS-UNSPN ADR	81783H105	363.000	08/07/2012	11/01/2012	$22,373.10	$23,796 25	$(1,423.15)
SEVEN & I HOLDINGS-UNSPN ADR	81783H105	386.000	07/10/2012	11/07/2012	$22,973 08	$24,053 17	$(1,080 09)
SHIRE PLC ADR	82481R106	273.000	06/27/2012	07/05/2012	$23,022.63	$23,286 90	$(264 27)
TEXAS CAP BNC SH	88224Q107	106.000	08/03/2012	11/26/2012	$4,674 50	$4,618 33	$56 17
UNITEDHEALTH GRP	91324P102	133.000	06/27/2012	10/22/2012	$7,457 97	$7,885 57	$(427 60)
UNITEDHEALTH GRP	91324P102	136 000	06/27/2012	09/05/2012	$7,400.39	$8,063 44	$(663.05)
UNITEDHEALTH GRP	91324P102	568.000	06/27/2012	09/10/2012	$30,757 99	$33,676 72	$(2,918 73)
UNITEDHEALTH GRP	91324P102	708 000	06/27/2012	09/28/2012	$39,257 58	$41,977 32	$(2,719 74)
UNITEDHEALTH GRP	91324P102	756.000	07/17/2012	10/22/2012	$42,392 65	$42,260 40	$132 25
Total Short Term					**$797,504.31**		**$(46,283.05)**

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period July 1-31, 2012

Account Summary

Private Wealth Management Account
279-010151-019

THE CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL

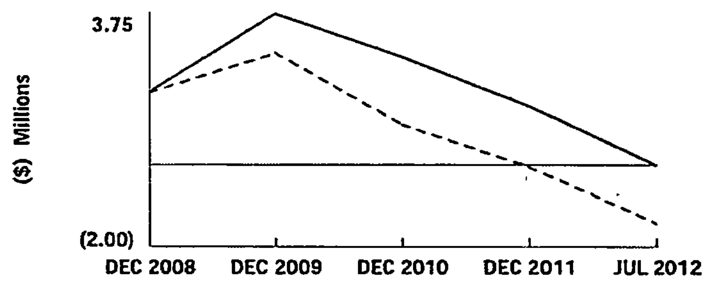
Brokerage Account
Householding Anniversary Date: 10/10/03
Investment Objectives†: Capital Appreciation, Income

CHANGE IN VALUE OF YOUR ACCOUNT

	This Period (7/1/12-7/31/12)	This Year (1/1/12-7/31/12)
Total Beginning Value (includes accrued interest)	—	$1,458,705.87
Contributions	—	2,065,308.36
Withdrawals	(234.60)	(3,458,545.63)
Security Transfers	—	—
Net Contributions/Withdrawals	$(234.60)	$(1,393,237.27)
Change in Value	234.60	(65,468.60)
Total Ending Value (includes accrued interest)	—	—

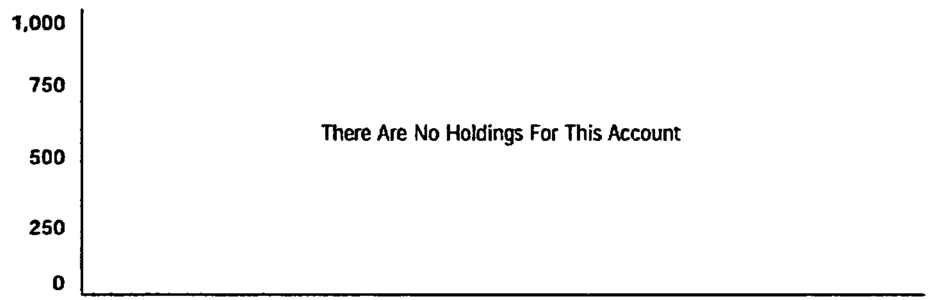
CHANGE IN VALUE OVER TIME

This graph compares the total value of your account to the net amount invested. Net investment is the total amount invested minus the total amount withdrawn.



This exhibit may not include transactions for investments in Annuities or where Morgan Stanley Smith Barney is not the custodian. This may affect the reported Net Invested Capital. If we are not the custodian there may also be a delay in the reporting of your Market Value. Please speak to your Financial Advisor if you have any questions. † See the Disclosures section of your statement for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

ALLOCATION OF HOLDINGS



	Market Value	Percentage %
TOTAL VALUE	$0.00	100.0%

EXHIBIT 1

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period June 1-30, 2012

Account Summary

Private Wealth Management Account 279-011043-019

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL

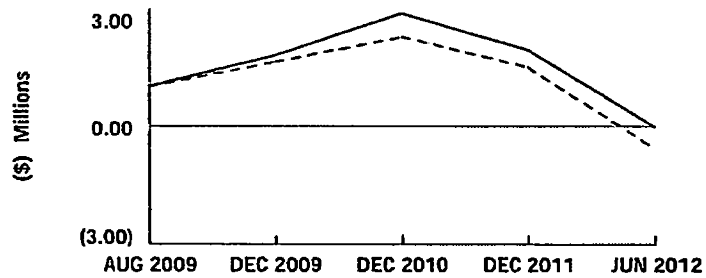
Brokerage Account
Householding Anniversary Date: 8/4/09
Investment Objectives†: Capital Appreciation, Income

CHANGE IN VALUE OF YOUR ACCOUNT

	This Period (6/1/12-6/30/12)	This Year (1/1/12-6/30/12)
Total Beginning Value (includes accrued interest)	—	$1,953,533.18
Contributions	—	—
Withdrawals	(290.79)	(2,070,111.43)
Security Transfers	—	—
Net Contributions/Withdrawals	$(290.79)	$(2,070,111.43)
Change in Value	290.79	116,578.25
Total Ending Value (includes accrued interest)	—	—

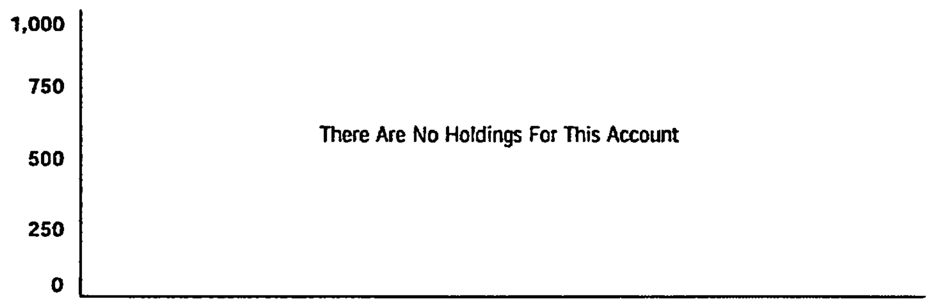
CHANGE IN VALUE OVER TIME

This graph compares the total value of your account to the net amount invested. Net investment is the total amount invested minus the total amount withdrawn.



This exhibit may not include transactions for investments in Annuities or where Morgan Stanley Smith Barney is not the custodian. This may affect the reported Net Invested Capital. If we are not the custodian there may also be a delay in the reporting of your Market Value. Please speak to your Financial Advisor if you have any questions. † See the Disclosures section of your statement for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

ALLOCATION OF HOLDINGS



	Market Value	Percentage %
TOTAL VALUE	$0.00	100.0%

EXHIBIT 2

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

Holdings

Private Wealth Management Account
279-011190-152

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
Nickname: GAMCO - All Cap Value

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AARON'S INCORPORATED (AAN)	3/12/12	1,000.000	$26.272	$26,271.50	$28,280.00	$2,008.50 ST		
	3/15/12	500.000	26.312	13,155.85	14,140.00	984.15 ST		
	Total	1,500.000		39,427.35	42,420.00	2,992.65 ST	102.00	0.24

Share Price: $28.280; Next Dividend Payable 01/04/13

CONTINUED

EXHIBIT 3

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

Morgan Stanley

Holdings

Private Wealth Management Account
279-011190-152

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
Nickname: GAMCO - All Cap Value

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMC NETWORKS INC CL A (AMCX)	7/14/11	1,500.000	37.200	55,800.60	74,250.00	18,449.40 LT	—	—
Share Price: $49.500								
AMERICAN EXPRESS CO (AXP)	6/10/11	300.000	47.406	14,221.68	17,244.00	3,022.32 LT		
	7/14/11	300.000	52.166	15,649.68	17,244.00	1,594.32 LT		
	8/4/11	300 000	47.925	14,377.38	17,244.00	2,866.62 LT		
	8/15/11	300.000	45.547	13,664.01	17,244.00	3,579.99 LT		
	Total	1,200.000		57,912.75	68,976.00	11,063.25 LT	960.00	1 39
Share Price: $57.480; Next Dividend Payable 02/2013								
AMPCO PITTSBURGH CORP (AP)	7/7/11	1,000.000	23.913	23,913.40	19,980.00	(3,933.40) LT		
	4/18/12	200.000	19.171	3,834.22	3,996.00	161.78 ST		
	Total	1,200.000		27,747.62	23,976.00	(3,933.40) LT 161.78 ST	864.00	3.60
Share Price: $19.980; Next Dividend Payable 01/2013								
BANK OF NEW YORK MELLON CORP (BK)	6/10/11	500.000	26.086	13,042.80	12,850.00	(192.80) LT		
	8/4/11	1,000.000	24.102	24,102.00	25,700.00	1,598.00 LT		
	12/23/11	500.000	20.100	10,050.00	12,850.00	2,800.00 LT		
	3/15/12	400.000	24.270	9,708.00	10,280.00	572.00 ST		
	Total	2,400.000		56,902.80	61,680.00	4,205.20 LT 572.00 ST	1,248.00	2.02
Share Price: $25.700; Next Dividend Payable 02/2013								
BOEING CO (BA)	7/22/11	500.000	73.100	36,550.00	37,680.00	1,130.00 LT		
	8/4/11	300.000	65.840	19,752.00	22,608.00	2,856.00 LT		
	8/15/11	200.000	62.176	12,435.20	15,072.00	2,636.80 LT		
	Total	1,000.000		68,737.20	75,360.00	6,622.80 LT	1,940.00	2.57
Share Price: $75.360; Next Dividend Payable 03/2013								
BRINK'S COMPANY COM (BCO)	6/9/11	500.000	27.540	13,770.00	14,265.00	495.00 LT		
	8/15/11	300.000	24.800	7,440.00	8,559.00	1,119.00 LT		
	8/31/11	400.000	26.007	10,402.96	11,412.00	1,009.04 LT		

CONTINUED

EXHIBIT 3

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

Morgan Stanley

Holdings

Private Wealth Management Account
279-011190-152

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
Nickname: GAMCO - All Cap Value

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,200.000		31,612.96	34,236.00	2,623.04 LT	480.00	1.40
Share Price: $28.530; Next Dividend Payable 03/2013								
CABLEVISION SYSTEMS CORP (CVC)	10/12/11	1,000.000	17.313	17,313.00	14,940.00	(2,373.00) LT		
	3/15/12	1,500.000	14.859	22,288.50	22,410.00	121.50 ST		
	Total	2,500.000		39,601.50	37,350.00	(2,373.00) LT 121.50 ST	1,500.00	4.01
Share Price: $14.940; Next Dividend Payable 02/2013								
CHEESE CAKE FACTORY INC (CAKE)	7/22/11	500.000	31.080	15,540.00	16,355.00	815.00 LT		
	7/29/11	300.000	29.111	8,733.36	9,813.00	1,079.64 LT		
	8/4/11	300.000	27.857	8,357.01	9,813.00	1,455.99 LT		
	Total	1,100.000		32,630.37	35,981.00	3,350.63 LT	528.00	1.46
Share Price: $32.710; Next Dividend Payable 02/2013								
CHEMED CORPORATION (CHE)	4/25/12	1,000.000	58.887	58,886.50	68,590.00	9,703.50 ST	720.00	1.04
Share Price: $68.590; Next Dividend Payable 03/2013								
CINCINNATI BELL INC NEW (CBB)	1/10/12	5,000.000	3.238	16,192.00	27,400.00	11,208.00 ST	—	—
Share Price: $5.480								
CIRCOR INTERNATIONAL INC (CIR)	12/27/11	800.000	35.702	28,561.76	31,672.00	3,110.24 LT		
	1/10/12	200.000	37.566	7,513.22	7,918.00	404.78 ST		
	4/9/12	500.000	30 076	15,038.05	19,795.00	4,756.95 ST		
	Total	1,500.000		51,113.03	59,385.00	3,110.24 LT 5,161.73 ST	225.00	0.37
Share Price: $39.590; Next Dividend Payable 02/2013								
COHEN & STEERS INC (CNS)	7/7/11	500.000	35.312	17,655.80	15,235.00	(2,420.80) LT R		
	10/6/11	500.000	27.383	13,691.40	15,235.00	1,543.60 LT R		
	10/21/11	500.000	24.083	12,041.40	15,235.00	3,193.60 LT R		
	Total	1,500.000		43,388.60	45,705.00	2,316.40 LT	1,080.00	2.36
Share Price: $30.470; Next Dividend Payable 03/2013								
COMCAST CORP CL A SPECIAL NEW (CMCSK)	7/14/11	1,000.000	24.150	24,149.90	35,920.00	11,770.10 LT		
	8/19/11	400.000	19.856	7,942.24	14,368.00	6,425.76 LT		

CONTINUED

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EXHIBIT 3

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Private Wealth Management Account
279-011190-152

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
Nickname: GAMCO - All Cap Value

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,400.000		32,092.14	50,288.00	18,195 86 LT	910.00	1.80
Share Price: $35.920; Next Dividend Payable 01/23/13								
CONSOL ENERGY INC (CNX)	7/14/11	300.000	51.211	15,363.36	9,630.00	(5,733.36) LT		
	7/29/11	300.000	53.745	16,123.38	9,630.00	(6,493.38) LT		
	8/4/11	600 000	45.842	27,505.44	19,260.00	(8,245.44) LT		
	1/20/12	400.000	33.560	13,424.00	12,840.00	(584.00) ST		
	3/15/12	400.000	32.342	12,936.68	12,840.00	(96.68) ST		
	4/9/12	400.000	33.130	13,252.00	12,840.00	(412.00) ST		
	Total	2,400.000		98,604.86	77,040.00	(20,472.18) LT (1,092.68) ST	1,200.00	1.55
Share Price: $32.100; Next Dividend Payable 03/2013								
CRANE CO (CR)	4/25/12	1,000.000	43.731	43,730.80	46,280.00	2,549 20 ST	1,120.00	2.42
Share Price. $46.280; Next Dividend Payable 03/2013								
CURTISS WRIGHT CORP (CW)	7/7/11	500.000	32.830	16,415.00	16,415.00	0.00 LT		
	8/15/11	300.000	28.261	8,478.42	9,849.00	1,370.58 LT		
	Total	800.000		24,893.42	26,264.00	1,370.58 LT	288.00	1.09
Share Price: $32.830, Next Dividend Payable 03/2013								
DANA HOLDING CORP (DAN)	7/7/11	500 000	18.877	9,438.60	7,805.00	(1,633.60) LT		
	8/10/11	500.000	12.274	6,137.00	7,805.00	1,668.00 LT		
	1/6/12	1,000.000	13.118	13,117.70	15,610.00	2,492.30 ST		
	3/15/12	1,000.000	16.085	16,085.40	15,610.00	(475.40) ST		
	Total	3,000.000		44,778.70	46,830.00	34.40 LT 2,016.90 ST	600.00	1.28
Share Price· $15 610; Next Dividend Payable 02/2013								
DIRECTV COM (DTV)	7/22/11	500.000	52.110	26,055.00	25,080.00	(975.00) LT		
	8/15/11	300.000	43.678	13,103.46	15,048.00	1,944.54 LT		
	Total	800.000		39,158.46	40,128.00	969.54 LT	—	—
Share Price. $50.160								
DISH NETWORK CORP CLASS A (DISH)	7/22/11	700.000	31.850	22,295.00	25,480.00	3,185.00 LT		
	8/15/11	500.000	23.390	11,695.20	18,200.00	6,504.80 LT		

CONTINUED

EXHIBIT 3

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Private Wealth Management Account
279-011190-152

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
Nickname: GAMCO - All Cap Value

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,200.000		33,990.20	43,680.00	9,689.80 LT	—	—
Share Price: $36.400								
EL PASO ELECTRIC CO NEW (EE)	6/9/11	500.000	30.103	15,051.65	15,955.00	903.35 LT	500.00	3.13
Share Price: $31.910; Next Dividend Payable 03/2013								
FEDERAL MOGUL CP (FDML)	7/29/11	500.000	19.296	9,647.80	4,010.00	(5,637.80) LT		
	8/15/11	400.000	17.440	6,976.00	3,208.00	(3,768.00) LT		
	8/19/11	600.000	14.918	8,950.92	4,812.00	(4,138.92) LT		
	3/15/12	500.000	17.600	8,799 75	4,010.00	(4,789.75) ST		
	6/13/12	1,000.000	10.444	10,444.00	8,020.00	(2,424.00) ST		
	Total	3,000.000		44,818.47	24,060.00	(13,544.72) LT (7,213.75) ST	—	—
Share Price: $8.020								
FLOWSERVE CORP (FLS)	2/9/12	500.000	114.102	57,051.00	73,400.00	16,349.00 ST		
	6/1/12	200.000	100.250	20,050 00	29,360.00	9,310.00 ST		
	Total	700.000		77,101.00	102,760.00	25,659.00 ST	1,008.00	0.98
Share Price: $146.800; Next Dividend Payable 01/14/13								
FORTUNE BRANDS HOME & SEC INC (FBHS)	1/11/12	1,000.000	17.875	17,874.60	29,220.00	11,345.40 ST	—	—
Share Price: $29.220								
GAM HOLDING AG NAMEN -AKT NEW (GMHLF)	10/13/11	2,000.000	12.375	24,750.40	26,984.20	2,233.80 LT	—	—
Share Price. $13.492								
GENERAL MILLS INC (GIS)	7/19/11	500.000	37.739	18,869.30	20,210.00	1,340.70 LT		
	3/15/12	500.000	38.649	19,324.35	20,210.00	885.65 ST		
	Total	1,000.000		38,193.65	40,420.00	1,340.70 LT 885.65 ST	1,320.00	3.26
Share Price: $40.420; Next Dividend Payable 02/2013								
GENUINE PARTS CO (GPC)	6/9/11	1,200.000	50.564	60,677.04	76,296.00	15,618.96 LT	2,376.00	3.11
Share Price: $63.580; Next Dividend Payable 01/02/13								

CONTINUED

EXHIBIT 3

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Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Private Wealth Management Account 279-011190-152

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
Nickname: GAMCO - All Cap Value

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
GRACO INC (GGG)	12/20/12	1,200.000	52.788	63,345.48	61,788.00	(1,557.48) ST	1,200.00	1.94
Share Price: $51.490; Next Dividend Payable 02/2013								
HAWAIIAN ELECTRIC IND (HE)	4/3/12	1,000.000	25.375	25,375.20	25,140.00	(235.20) ST		
	4/10/12	500 000	25.020	12,510.00	12,570.00	60.00 ST		
	Total	1,500.000		37,885.20	37,710.00	(175.20) ST	1,860.00	4.93
Share Price. $25 140; Next Dividend Payable 03/2013								
HILLSHIRE BRANDS COMPANY (HSH)	11/30/12	1,000.000	27.783	27,783.00	28,140.00	357.00 ST	500.00	1.77
Share Pnce: $28.140; Next Dividend Payable 03/2013								
INTERNAP NETWORK SVCS CORP NEW (INAP)	6/9/11	7,500.000	7 884	59,127.00	51,945.00	(7,182.00) LT		
	7/15/11	500.000	7.161	3,580.60	3,463 00	(117.60) LT		
	12/23/11	2,000.000	5.820	11,639.80	13,852.00	2,212.20 LT		
	12/28/11	1,000.000	5.990	5,989.70	6,926.00	936.30 LT		
	Total	11,000.000		80,337.10	76,186.00	(4,151.10) LT	—	—
Share Price· $6.926								
JANUS CAPITAL GROUP INC (JNS)	4/25/12	3,000.000	7.599	22,796.70	25,560.00	2,763.30 ST	720.00	2.81
Share Price: $8.520; Next Dividend Payable 03/2013								
KAMAN CORP CL A (KAMN)	7/7/11	1,000.000	37.360	37,359.80	36,800.00	(559 80) LT		
	7/14/11	500.000	36.519	18,259.25	18,400.00	140.75 LT		
	8/31/11	500.000	34.340	17,170.00	18,400.00	1,230.00 LT		
	10/11/11	400.000	29.880	11,952.00	14,720.00	2,768.00 LT		
	Total	2,400.000		84,741.05	88,320.00	3,578.95 LT	1,536.00	1.73
Share Price· $36.800; Next Dividend Payable 01/08/13								
KELLOGG CO (K)	4/25/12	1,000.000	50.537	50,537.20	55,850.00	5,312.80 ST	1,760.00	3.15
Share Price: $55.850; Next Dividend Payable 03/2013								
KINDER MORGAN INC WTS EXP 2017 (KMI')	—	960.000	—	Please Provide	3,628.80	N/A	—	—
Share Price: $3 780								
LAS VEGAS SANDS CORPORATION (LVS)	7/22/11	1,000.000	46.360	46,359.50	46,160.00	(199.50) LT		
	7/26/12	500.000	35.246	17,622.85	23,080.00	5,457.15 ST		
	Total	1,500.000		63,982.35	69,240.00	(199.50) LT 5,457.15 ST	1,500.00	2.16
Share Price: $46 160; Next Dividend Payable 03/2013								

CONTINUED

EXHIBIT 3

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Private Wealth Management Account 279-011190-152

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
Nickname: GAMCO - All Cap Value

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
LORAL SPACE & COMMUN CORP (LORL)	8/31/11	400.000	56.570	22,628.00	21,864.00	(764.00) LT	—	—
Share Price: $54.660								
LYDALL INC DELA (LDL)	3/15/12	1,000.000	9.546	9,546.10	14,340.00	4,793.90 ST	—	—
Share Price· $14.340								
MATERION CORP COM (MTRN)	12/23/11	1,000.000	24.890	24,889.90	25,780.00	890.10 LT	300.00	1.16
Share Price: $25.780; Next Dividend Payable 03/2013								
MCGRATH RENT CP (MGRC)	6/9/11	500.000	26.350	13,175.00	14,549.20	1,374.20 LT	470.00	3.23
Share Price: $29.098; Next Dividend Payable 01/2013								
NATL FUEL GAS CO (NFG)	6/9/11	800.000	67.960	54,368.08	40,552.00	(13,816.08) LT		
	8/5/11	200.000	57.009	11,401.72	10,138.00	(1,263.72) LT		
	9/9/11	400.000	58.085	23,233.84	20,276.00	(2,957.84) LT		
	1/13/12	400.000	49.205	19,682.16	20,276.00	593.84 ST		
	1/30/12	200 000	50.520	10,104.08	10,138.00	33 92 ST		
	2/15/12	200.000	47.220	9,444.00	10,138.00	694.00 ST		
	4/9/12	200.000	46.460	9,292.00	10,138.00	846.00 ST		
	4/25/12	200.000	46.018	9,203.66	10,138.00	934.34 ST		
	Total	2,600.000		146,729.54	131,794.00	(18,037.64) LT 3,102.10 ST	3,796 00	2.88
Share Price: $50 690; Next Dividend Payable 03/2013								
NAVISTAR INTL CORP (NAV)	8/31/11	300.000	42.000	12,600.00	6,531.00	(6,069.00) LT		
	9/9/11	200.000	36.895	7,379.00	4,354.00	(3,025.00) LT		
	12/23/11	500.000	37.908	18,953.85	10,885.00	(8,068.85) LT		
	4/25/12	500.000	33.325	16,662.45	10,885.00	(5,777.45) ST		
	6/13/12	500.000	27.700	13,850.00	10,885.00	(2,965.00) ST		
	Total	2,000.000		69,445.30	43,540.00	(17,162.85) LT (8,742 45) ST	—	—
Share Price· $21.770								
NEWMONT MINING CORP (NEW) (NEM)	6/9/11	500.000	52.350	26,175.00	23,220.00	(2,955.00) LT		
	3/15/12	500.000	53.745	26,872.25	23,220.00	(3,652.25) ST		
	4/25/12	500.000	46.895	23,447.70	23,220.00	(227.70) ST		

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EXHIBIT 3

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Private Wealth Management Account 279-011190-152

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
Nickname: GAMCO - All Cap Value

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,500.000		76,494.95	69,660.00	(2,955.00) LT (3,879.95) ST	2,100.00	3.01
Share Price: $46.440; Next Dividend Payable 03/2013								
NII HOLDINGS INC CL B (NIHD)	10/12/11	1,000.000	27.387	27,387.00	7,130.00	(20,257 00) LT		
	12/22/11	1,000.000	21.038	21,038.40	7,130.00	(13,908.40) LT		
	Total	2,000.000		48,425.40	14,260.00	(34,165.40) LT	—	—
Share Price· $7.130								
PATTERSON COMPANIES INC (PDCO)	11/20/12	700.000	33.303	23,311.96	23,961.00	649.04 ST	392.00	1.63
Share Price: $34.230; Next Dividend Payable 03/2013								
PEP BOYS CO MANNY MOE & JACK (PBY)	5/31/12	1,500.000	9.127	13,690.05	14,745.00	1,054.95 ST	—	—
Share Price: $9.830								
POST HOLDINGS INC (POST)	1/18/12	400.000	26.508	10,603.25	13,700.00	3,096.75 ST		
	3/16/12	600.000	30.919	18,551.58	20,550.00	1,998.42 ST		
	Total	1,000.000		29,154.83	34,250.00	5,095.17 ST	—	—
Share Price: $34.250								
RALCORP HOLDINGS NEW (RAH)	1/18/12	800.000	73.944	59,154.99	71,720.00	12,565.01 ST		
	6/11/12	400.000	64.040	25,615.92	35,860.00	10,244.08 ST		
	Total	1,200.000		84,770.91	107,580.00	22,809.09 ST	—	—
Share Price: $89.650								
ROCKWELL AUTOMATION INC (ROK)	8/4/11	300.000	69.350	20,805.00	25,197.00	4,392.00 LT		
	8/19/11	300.000	54.163	16,248.81	25,197.00	8,948.19 LT		
	9/9/11	200.000	56 630	11,326.00	16,798.00	5,472.00 LT		
	Total	800.000		48,379.81	67,192.00	18,812.19 LT	1,504.00	2.23
Share Price: $83.990; Next Dividend Payable 03/2013								
RYMAN HOSPITALITY PPTYS INC (RHP)	7/7/11	1,000.000	32.038	32,038.00	38,460.00	6,422.00 LT		
	8/4/11	1,000.000	26.565	26,565.00	38,460.00	11,895.00 LT		
	8/31/11	400.000	25 510	10,204.00	15,384.00	5,180.00 LT		
	10/12/11	400.000	21.252	8,500.84	15,384.00	6,883.16 LT		

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EXHIBIT 3

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

Morgan Stanley

Holdings

Private Wealth Management Account
279-011190-152

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
Nickname: GAMCO - All Cap Value

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	12/22/11	500.000	23.447	11,723.40	19,230.00	7,506.60 LT		
	12/28/11	200.000	23.985	4,797.08	7,692.00	2,894.92 LT		
	1/5/12	300.000	24.240	7,272.00	11,538 00	4,266.00 ST		
	Purchases	3,800.000		101,100.32	146,148.00	40,781.68 LT 4,266.00 ST		
Short Term Reinvestments		500.000		18,503.33	19,230.00	726.67 ST		
	Total	4,300.000		119,603.65	165,378.00	40,781.68 LT 4,992.67 ST	—	—
Share Price: $38.460								
SMART BALANCE INC (SMBL)	5/18/12	2,000.000	5.689	11,377.60	25,800.00	14,422.40 ST	—	—
Share Price: $12.900								
SNYDERS-LANCE INC (LNCE)	1/10/12	1,000.000	22.573	22,573.00	24,120.20	1,547.20 ST	640.00	2.65
Share Price: $24.120; Next Dividend Payable 02/2013								
SUPERIOR INDUST INTL (CA) (SUP)	7/7/11	500.000	22.594	11,297.10	10,200.00	(1,097.10) LT		
	8/8/11	300.000	16.987	5,096.07	6,120.00	1,023.93 LT		
	8/31/11	400.000	17.090	6,836.00	8,160.00	1,324.00 LT		
	3/15/12	400.000	19.681	7,872.44	8,160.00	287.56 ST		
	4/30/12	200.000	17.615	3,522.90	4,080.00	557.10 ST		
	Total	1,800.000		34,624.51	36,720.00	1,250.83 LT 844.66 ST	1,152.00	3.13
Share Price: $20.400; Next Dividend Payable 03/2013								
TREDEGAR CORPORATION (TG)	5/15/12	1,000.000	13 940	13,939.80	20,420.00	6,480.20 ST	240.00	1.17
Share Price: $20.420; Next Dividend Payable 03/2013								
TWIN DISC INC (TWIN)	7/14/11	500.000	39.864	19,931.80	8,715.00	(11,216.80) LT		
	7/29/11	300.000	37.759	11,327.76	5,229.00	(6,098.76) LT		
	8/19/11	200.000	32.280	6,455.98	3,486 00	(2,969.98) LT		
	9/22/11	1,000.000	28.750	28,750.00	17,430.00	(11,320.00) LT		
	3/15/12	300.000	29.548	8,864.31	5,229.00	(3,635.31) ST		
	4/2/12	300.000	26 260	7,878.00	5,229.00	(2,649.00) ST		
	6/4/12	400.000	17.960	7,184.00	6,972.00	(212.00) ST		

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EXHIBIT 3

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Private Wealth Management Account
279-011190-152

CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL
Nickname: GAMCO - All Cap Value

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	3,000.000		90,391.85	52,290.00	(31,605.54) LT (6,496.31) ST	1,080.00	2.06
Share Price $17.430; Next Dividend Payable 03/2013								
US CELLULAR CP (USM)	6/9/11	500.000	46.996	23,498.00	17,620.00	(5,878.00) LT		
	7/29/11	300.000	44.288	13,286.49	10,572.00	(2,714.49) LT		
	8/4/11	200.000	40.753	8,150.58	7,048.00	(1,102.58) LT		
	1/30/12	200.000	45.621	9,124.24	7,048.00	(2,076.24) ST		
	4/9/12	300.000	39.536	11,860.86	10,572.00	(1,288.86) ST		
	4/25/12	300.000	39.175	11,752.50	10,572.00	(1,180.50) ST		
	Total	1,800.000		77,672.67	63,432.00	(9,695 07) LT (4,545.60) ST	—	—
Share Price. $35.240								
WEATHERFORD INTERNATIONAL LTD (WFT)	7/29/11	1,000.000	21.986	21,985.60	11,190.00	(10,795 60) LT		
	8/19/11	500.000	15.019	7,509.70	5,595.00	(1,914.70) LT		
	8/31/11	500.000	17.200	8,600.00	5,595.00	(3,005.00) LT		
	2/14/12	1,000.000	17.720	17,720.00	11,190.00	(6,530.00) ST		
	3/12/12	1,000.000	16.096	16,096.40	11,190.00	(4,906 40) ST		
	Total	4,000.000		71,911.70	44,760.00	(15,715.30) LT (11,436.40) ST	—	—
Share Price· $11.190								
WELLS FARGO & CO NEW (WFC)	10/4/12	1,200.000	35.816	42,979.32	41,016.00	(1,963.32) ST	1,056.00	2.57
Share Price· $34.180; Next Dividend Payable 03/2013								
ZEP INC (ZEP)	6/9/11	500.000	17.588	8,793.95	7,220.00	(1,573.95) LT	80.00	1.10
Share Price: $14.440; Next Dividend Payable 02/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	78.4%	$2,711,586.55	$2,812,608.40	$(7,562.75) LT $104,955.80 ST	$40,855.00 $0.00	1.45%

EXHIBIT 3

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

Morgan Stanley
Private Wealth Management

Official Statement

Morgan Stanley Private Wealth Management
1999 Avenue of the Stars, Suite 2400
Los Angeles, CA 90067
(310) 788-2000

Portfolio Valuation By Position
19-78G93 : CROUL FAMILY FOUNDATION *FIXED INCOME ACCOUNT*
C/O JOHN V CROUL
12/31/2012
Trade Date Reporting

Valuation Currency: USD

EQUITIES

EXCHANGE TRADED FUNDS

JP MORGAN ALERIAN MLP ETN TICKER: AMJ	17,965.00	2.02	38.76	696,320.40	38.46	690,933.90	(5,386.50)		690,933.90	17.42	C
TOTAL EQUITIES				*696,320.40*		*690,933.90*	*(5,386.50)*		*690,933.90*	*17.42*	
TOTAL PORTFOLIO				3,860,232.23		3,956,951.23	96,719.00	9,820.63	3,966,771.86	100.00	

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information.
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co. LLC. Yield/Interest and Gain/Loss information is estimated.
** Bank deposits are held at one or more FDIC member banks: Morgan Stanley Bank, N.A. and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley & Co LLC, or Citibank, N.A.*
Bank deposits are eligible for FDIC insurance up to applicable limits. Not SIPC insured
**** Please see the general disclosures set forth at the end of this Supplemental Report.*

EM525MV-20130103-154205

EXHIBIT 4

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

Morgan Stanley
Private Wealth Management

Official Statement

Morgan Stanley Private Wealth Management
1999 Avenue of the Stars, Suite 2400
Los Angeles, CA 90067
(310) 788-2000

Valuation Currency: USD

Portfolio Valuation By Position
A7-11304 : CROUL FAMILY FOUNDATION *GLOBAL CONCENTRATED EQUITIES*
12/31/2012
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
EQUITIES											
COMMON STOCKS											
Energy											
Oil & Gas Equipment & Services											
TECHNIP (EX-TECHNIP-COFLEXIP) ADR TICKER: TKPPY	2,269.00	0 43	25.45	57,734.90	29.47	66,867.43	9,132.53		66,867.43	4.26	C
Integrated Oil & Gas											
CHEVRON CORPORATION TICKER: CVX	621.00	3 60	104.26	64,746 85	108.14	67,154.94	2,408 09		67,154 94	4.27	C

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EMS25SMV-20130103-154222

EXHIBIT 5

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

Morgan Stanley
Private Wealth Management

Official Statement

Morgan Stanley Private Wealth Management
1999 Avenue of the Stars, Suite 2400
Los Angeles, CA 90067
(310) 788-2000

Portfolio Valuation By Position
A7-11304 : CROUL FAMILY FOUNDATION *GLOBAL CONCENTRATED EQUITIES*
12/31/2012
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
Oil & Gas Refining & Marketing											
PHILLIPS 66 WI TICKER: PSX	599.00	1.00	53.90	32,288.56	53.10	31,806.90	(481.66)		31,806.90	2.02	C
Energy				154,770.31		165,829.27	11,058.96		165,829.27	10.56	
Materials											
Diversified Chemicals											
BASF SE ADR TICKER: BASFY	866.00	2.41	66.35	57,459.10	95.00	82,270.00	24,810 90		82,270.00	5.24	C
Fertilizers & Agricultural Chemicals											
CF INDS HLDGS INC COM TICKER: CF	369.00	1.60	204 10	75,314.52	203.16	74,966.04	(348.48)		74,966.04	4 77	C
Materials				132,773.62		157,236.04	24,462.42		157,236.04	10.01	
Industrials											
Airlines											
RYAN AIR HLDG PLC ADR REPR 5 SHS TICKER: RYAAY	2,751.00		30.75	84,592.86	34.28	94,304.28	9,711.42		94,304.28	6.00	C

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EM525MV-20130103-154222

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12/31/2012
Trade Date Reporting

Valuation Currency: USD

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Consumer Staples											
Tobacco											
PHILIP MORRIS INTL TICKER: PM	381.00	3.40	86.62	33,003.51	83 64	31,866.84	(1,136.67)		31,866.84	2.03	C
ACCRUAL: CASH DIVIDEND PHILIP MORRIS INTL EX DATE: 12/24/2012 PAY DATE: 01/11/2013								323.85	323.85	0.02	C
Tobacco				33,003.51		31,866.84	(1,136.67)	323.85	32,190.69	2.05	
Consumer Staples				33,003.51		31,866.84	(1,136.67)	323.85	32,190.69	2.05	
Health Care											
Biotechnology											
AMGEN INC TICKER: AMGN	1,494.00	1.88	84.84	126,754 09	86.20	128,782.80	2,028 71		128,782.80	8.20	C
Pharmaceuticals											
WATSON PHARMACEUTICALS INC USD TICKER: WPI	1,415.00		75.89	107,386.93	86.00	121,690.00	14,303.07		121,690.00	7.75	C
Health Care				234,141.02		250,472.80	16,331.78		250,472.80	15.94	

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A7-11304 : CROUL FAMILY FOUNDATION *GLOBAL CONCENTRATED EQUITIES*
12/31/2012
Trade Date Reporting

Valuation Currency: USD

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Financials											
Banks											
HSBC HOLDINGS PLC ADR TICKER: HBC	2,123.00	2.50	50.09	106,350.30	53.07	112,667.61	6,317.31		112,667.61	7.17	C
Regional Banks											
TEXAS CAP BNC SH TICKER: TCBI	1,754 00		41 74	73,215.88	44.82	78,614.28	5,398.40		78,614.28	5.00	C
Consumer Finance											
CAPITAL ONE FINL CORP COM TICKER: COF	1,626.00	0 20	53.67	87,268.38	57 93	94,194.18	6.925.80		94,194.18	6.00	C
Diversified Capital Markets											
UBS AG-REG TICKER: UBS	5,066 00	0.11	12.56	63,622.59	15.74	79,738.84	16,116.25		79,738 84	5.08	C
AMERICAN TOWER TICKER: AMT	604.00	0.96	69.63	42,056.52	77.27	46,671.08	4,614.56		46,671.08	2.97	C
Financials				372,513.67		411,885.99	39,372.32		411,885.99	26.22	

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EXHIBIT 5

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CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10B

Morgan Stanley
Private Wealth Management

Official Statement

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1999 Avenue of the Stars, Suite 2400
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Portfolio Valuation By Position
A7-11304 : CROUL FAMILY FOUNDATION *GLOBAL CONCENTRATED EQUITIES*
12/31/2012
Trade Date Reporting

Valuation Currency: USD

Security Description	Shares or Face Value	Div or YTM@par	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Information Technology											
Internet Software & Services											
IAC / INTERACTIVECORP TICKER: IACI	2,342 00	0 96	47.18	110,493.31	47.24	110,640.76	147.45		110,640.76	7.04	C
Data Processing & Outsourced Services											
MASTERCARD INC TICKER: MA	175.00	1.20	432.29	75,649.92	491.28	85,974.00	10,324 08		85,974.00	5.47	C
Application Software											
SAP AG, WALLDORF/BADEN ADR TICKER: SAP	956.00	0 68	68.47	65,460.09	80.38	76,843.28	11,383 19		76,843.28	4 89	C
Computer Hardware											
APPLE INC TICKER: AAPL	237.00	10.60	580.39	137,551.42	532.17	126,124.98	(11,426.44)		126,124.98	8.03	C
Information Technology				389,154.74		399,583.02	10,428.28		399,583.02	25.44	
TOTAL COMMON STOCKS				1,400,949.73		1,511,178.24	110,228.51	323.85	1,511,502.09	96.22	
TOTAL EQUITIES				*1,400,949.73*		*1,511,178.24*	*110,228.51*	*323.85*	*1,511,502.09*	*96.22*	
TOTAL PORTFOLIO				1,460,344.37		1,570,572.88	110,228.51	323.89	1,570,896.77	100.00	

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EM525MV-20130103-154222

EXHIBIT 5

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
M. STANLEY - VARIOUS-EXHIBIT 6	93,375.		
M. STANLEY - VARIOUS-EXHIBIT 7	2,449,198.	2,780,757.	2,780,757.
TOTALS	2,542,573.	2,780,757.	2,780,757.

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10C

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period July 1-31, 2012

Account Summary

Private Wealth Management Account
279-010151-019

THE CROUL FAMILY FOUNDATION
ATTENTION: JOHN V CROUL

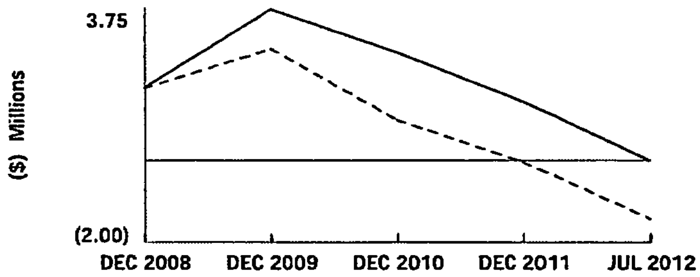
Brokerage Account
Householding Anniversary Date: 10/10/03
Investment Objectives†: Capital Appreciation, Income

CHANGE IN VALUE OF YOUR ACCOUNT

	This Period (7/1/12-7/31/12)	This Year (1/1/12-7/31/12)
Total Beginning Value (includes accrued interest)	—	$1,458,705.87
Contributions	—	2,065,308.36
Withdrawals	(234.60)	(3,458,545.63)
Security Transfers	—	—
Net Contributions/Withdrawals	$(234.60)	$(1,393,237.27)
Change in Value	234.60	(65,468.60)
Total Ending Value (includes accrued interest)	—	—

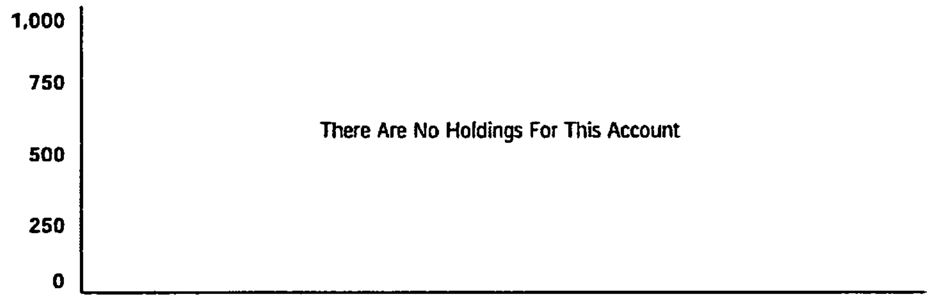
CHANGE IN VALUE OVER TIME

This graph compares the total value of your account to the net amount invested. Net investment is the total amount invested minus the total amount withdrawn.



This exhibit may not include transactions for investments in Annuities or where Morgan Stanley Smith Barney is not the custodian. This may affect the reported Net Invested Capital. If we are not the custodian there may also be a delay in the reporting of your Market Value. Please speak to your Financial Advisor if you have any questions. † See the Disclosures section of your statement for more information about investment objectives Please review for accuracy and inform us if your investment objectives change.

ALLOCATION OF HOLDINGS



	Market Value	Percentage %
TOTAL VALUE	$0.00	100.0%

EXHIBIT 6

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10C

Morgan Stanley
Private Wealth Management

Official Statement

Morgan Stanley Private Wealth Management
1999 Avenue of the Stars, Suite 2400
Los Angeles, CA 90067
(310) 788-2000

Portfolio Valuation By Position
19-78G93 : CROUL FAMILY FOUNDATION *FIXED INCOME ACCOUNT*
C/O JOHN V CROUL
12/31/2012
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
FIXED INCOME											
FIXED INCOME MUTUAL FUNDS											
DOUBLELINE TOTAL RET BD I TICKER: DBLTX	45,243.48	0.89	11.14	504,134.66	11.33	512,608.64	8,473.98		512,608.64	12.92	C
JPMORGAN HIGH YIELD SEL TICKER: OHYFX	31,806.62	0.60	7.86	250,000.00	8.14	258,905.85	8,905.85		258,905.85	6.53	C

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EM525MV-20130103-154205

EXHIBIT 7

ATTACHMENT TO FORM 990PF
CROUL FAMILY FOUNDATION: EIN 20-1222760
PART II BALANCE SHEET, LINE 10C

Morgan Stanley
Private Wealth Management

Official Statement

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Portfolio Valuation By Position
19-78G93 : CROUL FAMILY FOUNDATION *FIXED INCOME ACCOUNT*
C/O JOHN V CROUL
12/31/2012
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
TCW EMERGING MARKETS INCOME CL I MF TICKER: TGEIX	28,768.70	0 53	8 69	250,000.00	9.32	268,124.28	18,124.28		268,124 28	6.76	C
TCW GALILEO TOTAL RETURN BOND FUND - "I" SHARE TICKER: TGLMX	34,783.37	0.61	9.77	340,005.70	10 29	357,920.88	17,915.18		357,920.88	9.02	C
VIRTUS MULTI-SEC SH TERM BD CL I TICKER: PIMSX	191,579.14	0.24	4.81	921,495.66	4.96	950,232.53	28,736 87		950,232.53	23.95	C
TOTAL FIXED INCOME MUTUAL FUNDS				2,265,636.02		2,347,792.18	82,156.16		2,347,792.18	59.19	
CLOSED END FIXED INCOME MUTUAL FUNDS											
ABERDEEN ASIA PACIFIC INCOME COM TICKER: FAX	13,011.00	0.42	7.58	98,583.05	7.74	100,705.14	2,122.09		100,705.14	2.54	C
ACCRUAL- CLOSE END FUNDS DSTRBN ABERDEEN ASIA PACIFIC INCOME COM EX DATE: 12/27/2012 PAY DATE: 01/11/2013								455.39	455.39	0.01	C
TOTAL CLOSED END FIXED INCOME MUTUAL FUNDS				98,583.05		100,705.14	2,122.09	455.39	101,160.53	2.55	

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EM525MV-20130103-154205

EXHIBIT 7

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PART II BALANCE SHEET, LINE 10C

Morgan Stanley
Private Wealth Management

Official Statement

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19-78G93 : CROUL FAMILY FOUNDATION *FIXED INCOME ACCOUNT*
C/O JOHN V CROUL
12/31/2012
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
CORPORATE NOTES											
ALTRIA GROUP INC SR UNS GLOBAL CUSIP: 02209SAG8 *Coupon Rate: 7.750%; Matures: 02/06/14; Int. Semi-Annually; YTM at Mkt: 0.883%; S&P: BBB; Moodys: Baa1; Issued 02/06/09*	300,000.00	6.27	101.54	304,612.75	107.48	322,440.00	17,827.25	9,364.58	331,804.58	8.36	C
TOTAL FIXED INCOME				*2,668,831.82*		*2,770,937.32*	*102,105.50*	*9,819.97*	*2,780,757.29*	*70.10*	

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EXHIBIT 7

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions		
	Name of exempt organization or other filer, see instructions. CROUL FAMILY FOUNDATION	Employer identification number (EIN) or 20-1222760
	Number, street, and room or suite no If a P O. box, see instructions. 18101 VON KARMAN AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. IRVINE, CA 92612	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ C/O FIRST FOUNDATION ADVISORS

Telephone No ▶ 877 968-6328 FAX No. ▶ 949 833-9584

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______, 20___, and ending ______, 20___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. CROUL FAMILY FOUNDATION	Employer identification number (EIN) or 20-1222760
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 18101 VON KARMAN AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. IRVINE, CA 92612	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ C/O FIRST FOUNDATION ADVISORS

  Telephone No. ▶ 877 968-6328 FAX No. ▶ 949 833-9584

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ L. Kelly Title ▶ CPA Date ▶ 8/12/13