EXTENDED UNTIL NOVEMBER 15, 2013

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 , and ending

Name of foundation: THE CRAIL-JOHNSON FOUNDATION

A Employer identification number: 33-0247161

Number and street (or P O box number if mail is not delivered to street address): 461 WEST 6TH STREET

Room/suite: 300

B Telephone number: 310-519-9500

City or town, state, and ZIP code: SAN PEDRO, CA 90731

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 22,237,269.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	318,113.	318,113.		STATEMENT 1
	4 Dividends and interest from securities	365,105.	365,105.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<448,966.>			
	b Gross sales price for all assets on line 6a 49,725,053.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,312.	1,312.		STATEMENT 3
	12 Total. Add lines 1 through 11	235,564.	684,530.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	72,400.	0.		72,400.
	15 Pension plans, employee benefits	19,458.	0.		19,458.
	16a Legal fees				
	b Accounting fees STMT 4	4,620.	0.		4,620.
	c Other professional fees STMT 5	136,553.	136,553.		0.
	17 Interest				
	18 Taxes STMT 6	25,080.	80.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,100.	0.		2,100.
	22 Printing and publications				
	23 Other expenses STMT 7	400,067.	0.		235.
	24 Total operating and administrative expenses. Add lines 13 through 23	660,278.	136,633.		98,813.
	25 Contributions, gifts, grants paid	1,196,415.			1,096,415.
	26 Total expenses and disbursements. Add lines 24 and 25	1,856,693.	136,633.		1,195,228.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,621,129.>			
	b Net investment income (if negative, enter -0-)		547,897.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	555.	19,414.	19,414.
	2 Savings and temporary cash investments	321,865.	442,241.	442,241.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 3,659,832. Less: allowance for doubtful accounts ▶ 399,832.	3,659,832.	3,260,000.	3,260,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	1,505,286.	18,588.	18,588.
	b Investments - corporate stock STMT 10	11,635,193.	9,896,638.	9,896,638.
	c Investments - corporate bonds STMT 11	5,264,179.	8,600,388.	8,600,388.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	22,386,910.	22,237,269.	22,237,269.
Liabilities	17 Accounts payable and accrued expenses	19,169.	92,660.	
	18 Grants payable		50,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	19,169.	142,660.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	22,367,741.	22,094,609.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	22,367,741.	22,094,609.	
	31 **Total liabilities and net assets/fund balances**	22,386,910.	22,237,269.	

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	22,367,741.
2	Enter amount from Part I, line 27a	2	<1,621,129.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,347,997.
4	Add lines 1, 2, and 3	4	22,094,609.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,094,609.

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	PUBLICLY TRADED SECURITIES			
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	49,725,053.		50,174,019.	<448,966.>
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<448,966.>
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	<448,966.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	959,475.	22,703,573.	.042261
2010	1,080,265.	21,533,344.	.050167
2009	1,000,458.	18,198,443.	.054975
2008	1,289,112.	18,475,550.	.069774
2007	1,498,009.	18,415,747.	.081344

2 **Total** of line 1, column (d)	2	.298521
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	.059704
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,426,851.
5 Multiply line 4 by line 3	5	1,338,973.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,479.
7 Add lines 5 and 6	7	1,344,452.
8 Enter qualifying distributions from Part XII, line 4	8	1,195,228.

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	10,958.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	10,958.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	10,958.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,654.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	19,654.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	107.
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	8,589.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 8,589. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)*

			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 ▶ WWW.CRAIL-JOHNSON.ORG

14 The books are in care of ▶ ALAN C. JOHNSON Telephone no. ▶ 310-519-9500

Located at ▶ 461 WEST 6TH STREET, SUITE 300, SAN PEDRO, CA ZIP+4 ▶ 90731

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? SEE STMT 13 ☒ 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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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.)* N/A	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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAT CHRISTOPHER - 461 WEST 6TH STREET, SUITE 300, SAN PEDRO, CA	PROGRAM OFFICER 40.00	72,400.	19,458.	0.

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	18,539,338.
b	Average of monthly cash balances		1b	585,866.
c	Fair market value of all other assets		1c	3,643,173.
d	**Total** (add lines 1a, b, and c)		1d	22,768,377.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	22,768,377.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	341,526.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	22,426,851.
6	**Minimum investment return.** Enter 5% of line 5		6	1,121,343.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	1,121,343.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 10,958.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	10,958.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,110,385.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,110,385.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,110,385.

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	1,195,228.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,195,228.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,195,228.

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				1,110,385.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 592,649.				
b From 2008 368,137.				
c From 2009 100,623.				
d From 2010 15,011.				
e From 2011				
f Total of lines 3a through e	1,076,420.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,195,228.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,110,385.
e Remaining amount distributed out of corpus	84,843.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,161,263.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	592,649.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	568,614.			
10 Analysis of line 9:				
a Excess from 2008 368,137.				
b Excess from 2009 100,623.				
c Excess from 2010 15,011.				
d Excess from 2011				
e Excess from 2012 84,843.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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
2 a 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).)

NONE

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:

ALAN C. JOHNSON, PRESIDENT, 310-519-9500
461 WEST 6TH STREET, SUITE 300, SAN PEDRO, CA 90731

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

SEE MISSION STATEMENT/GRANT MAKING POLICIES (SEE ATTACHMENT B)

c Any submission deadlines:

SEE MISSION STATEMENT/GRANT MAKING POLICIES (SEE ATTACHMENT B)

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

SEE MISSION STATEMENT/GRANT MAKING POLICIES (SEE ATTACHMENT B)

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT C	N/A	PUBLIC CHARITY	SEE ATTACHMENT C	1,096,415.
Total			▶ 3a	1,096,415.
b Approved for future payment				
MARYMOUNT COLLEGE 30800 PALOS VERDES DRIVE EAST RANCHO PALOS VERDES, CA 90275	N/A	PUBLIC CHARITY	RENOVATION OF THE MARILYN AND CHUCK KLAUS CENTER FOR THE ARTS	100,000.
Total			▶ 3b	100,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	318,113.	
4 Dividends and interest from securities			14	365,105.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,312.	
8 Gain or (loss) from sales of assets other than inventory			18	<448,966.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		235,564.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 235,564.

(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).

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	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/14/13 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NATE ROTHBAUER	[signature]	11/13/13		P01061382

Firm's name ▶ MCGLADREY, LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 600 UNIVERSITY ST, SUITE 1100 SEATTLE, WA 98101-3119 — Phone no. (206)281-4444

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

SOURCE	AMOUNT
ACCOUNT - GENERAL CORPORATE	247,871.
ACCOUNT - LAZARD	19.
ACCOUNT - NEWGATE	5.
ACCOUNT - SCHAFER CULLEN	48.
ACCOUNT - TRADEWINDS	17.
ACCOUNT - WENTWORTH	33.
ACCOUNT 14-78M3A	104.
ACCOUNT 14-78M3B	55.
ACCOUNT 14-78M3C	4.
GNMA BONDS INTEREST	1,084.
LESS: ACCRUED INTEREST PAID	<61,893.>
LOS ANGELES MARITIME INSTITUTE	125,449.
MORGAN STANLEY TAXABLE INTEREST	4.
MUNIBOND INTEREST	5,313.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	318,113.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCOUNT - LAZARD	32,427.	0.	32,427.
ACCOUNT - NEWGATE	12,220.	0.	12,220.
ACCOUNT - SCHAFER CULLEN	136,697.	0.	136,697.
ACCOUNT - TRADEWINDS	28,530.	0.	28,530.
ACCOUNT - WENTWORTH	15,071.	0.	15,071.
ACCOUNT 14-78M3A	18,000.	0.	18,000.
ACCOUNT 14-78M3B	46,112.	0.	46,112.
ACCOUNT 14-78M3C	3,761.	0.	3,761.
BANK OF AMERICAN FRN PERPETUAL	18,000.	0.	18,000.
FORD MOTOR CO	4,743.	0.	4,743.
JP MORGAN CHASE GLOBAL FRN2010	34,760.	0.	34,760.
MALAGA FINANCIAL	14,784.	0.	14,784.
TOTAL TO FM 990-PF, PART I, LN 4	365,105.	0.	365,105.

FORM 990-PF — OTHER INCOME — STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	1,202.	1,202.	
FOREIGN EXCHANGE INCOME	110.	110.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,312.	1,312.	

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,620.	0.		4,620.
TO FORM 990-PF, PG 1, LN 16B	4,620.	0.		4,620.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	136,553.	136,553.		0.
TO FORM 990-PF, PG 1, LN 16C	136,553.	136,553.		0.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	25,000.	0.		0.
FOREIGN WITHHOLDING TAXES	80.	80.		0.
TO FORM 990-PF, PG 1, LN 18	25,080.	80.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES AND PERMITS	160.	0.		160.
POSTAGE	81.	0.		81.
BANK CHARGES	<113.>	0.		<113.>
BAD DEBT EXPENSE	399,832.	0.		0.
MISCELLANEOUS	107.	0.		107.
TO FORM 990-PF, PG 1, LN 23	400,067.	0.		235.

FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS	1,347,997.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,347,997.

FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	X		18,588.	18,588.
SEE ATTACHMENT A		X	0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			18,588.	18,588.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			18,588.	18,588.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	9,896,638.	9,896,638.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,896,638.	9,896,638.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	8,600,388.	8,600,388.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,600,388.	8,600,388.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ERIC C. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	CHAIRMAN & DIRECTOR 8.00	0.	0.	0.
ALAN C. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	PRESIDENT & DIRECTOR 8.00	0.	0.	0.
CRAIG C. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	VICE PRESIDENT & DIRECTOR 8.00	0.	0.	0.
ANN L. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	VICE PRESIDENT & DIRECTOR 8.00	0.	0.	0.
CAROLYN E. JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	VICE PRESIDENT & DIRECTOR 8.00	0.	0.	0.

BLAIR CONTRATTO 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	DIRECTOR 8.00	0.	0.	0.
DOROTHY COURTNEY 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	DIRECTOR 8.00	0.	0.	0.
JOHN S. PETERSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	SECRETARY & DIRECTOR 8.00	0.	0.	0.
BYUNG KIM 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	CHIEF FINANCIAL OFFICER 8.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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

GOODS, SERVICES, OR FACILITIES FURNISHED
BY A DISQUALIFIED PERSON

Crail Capital LLC, provided space and other services at no charge to the Crail-Johnson Foundation during 2012. Crail Capital LLC is a disqualified person to the Foundation. This is an excepted act of self-dealing under IRC Section 4941(d)(2)(C).

555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Position
CONSOLIDATED : CRAIL-JOHNSON FOUNDATION
12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
	CASH AND CASH ALTERNATIVES										
BANK DEPOSITS*											
264,734.620	BANK DEPOSITS - MS BANK NA	0 05		264,734.62		264,734.62		1 48	264,736.10	1.40	
175,265.590	MORGAN STANLEY BANK N.A.	0.05		175,265.59		175,265 59		0.24	175,265.83	0 92	
	BANK DEPOSITS			440,000 21		440,000.21	0 00	1 72	440,001.93	2.32	
CURRENCIES											
1 600	CANADIAN DOLLAR			1 70		1 61	(0.09)		1 61	0 00	C
2,231 900	US DOLLAR			2,231 90		2,231.90			2,231.90	0 01	C
4.980	US DOLLAR			4.98		4 98			4.98	0 00	C
2,236.880	***Total Position***			2,236 88		2,236.88	0.00	0.00	2,236 88	0.01	
	CURRENCIES			2,238.58		2,238 49	(0.09)	0.00	2,238.49	0.01	
	CASH AND CASH ALTERNATIVES			442,238 79		442,238 70	(0.09)	1.72	442,240.42	2.33	
	ALTERNATIVE INVESTMENTS										
ALTERNATIVE INVESTMENTS											
117,500 000	IVORY OFFSHORE FLAGSHIP FUND LTD CLASS A		10 00	1,175,000.00	10.63	1,248,954.26	73,954 26		1,248,954.26	6 59	C
COMMODITY ETFS											
265.000	ETFS PHY PTNM SH TICKER: PPLT		171.64	45,485 73	151.36	40,110 40	(5,375 33)		40,110.40	0 21	C

Undefined Classification - At the present time these securities are not classified by GICS
** 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*
W The cost basis of this holding has been adjusted due to a wash sale.

ATTACHMENT A

555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Position
CONSOLIDATED : CRAIL-JOHNSON FOUNDATION
12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
1,320.000	ISHARES SILVER TRUST TICKER: SLV		36.30	47,919.66	29 37	38,768 40	(9,151.26)		38,768.40	0.20	C
915.000	SPDR GOLD TRUST TICKER: GLD		150 04	137,290.09	162 02	148,248.67	10,958.58		148,248 67	0.78	C
	COMMODITY ETFS			230,695.48		227,127 47	(3,568.01)	0.00	227,127 47	1 20	
	ALTERNATIVE INVESTMENTS			1,405,695.48		1,476,081 73	70,386.25	0 00	1,476,081 73	7.79	
	FIXED INCOME										
240,000 000	JPMORGAN CHASE & CO CUSIP. 46625HAT7 *Coupon Rate· 5.750%, Matures 01/02/13; Int Semi-Annually, YTM at Mkt· 5 590%; S&P. NOTR, Moodys: W/R, Issued 11/25/02*	1.04	100.01	240,031.22	100 00	240,000.00	(31 22)	6,861.66	246,861.66	1 30	C
773,000 000	C/P HAWAIIAN ELECT IND CUSIP· 41987KN44 *Zero Coupon; Matures: 01/04/13, Int. Annually, YTM at Mkt: 0.000%; S&P: NOTR, Moodys. NOTR*	0.75	99.97	772,774.54	100.00	773,000 00	225 46		773,000.00	4.08	C
119,000.000	C/P PEOPLES GAS LIGHT AND COKE C CUSIP: 71112JN83 *Zero Coupon; Matures: 01/08/13, Int. Annually; YTM at Mkt: 0 450%; S&P NOTR; Moodys: NOTR*	0.41	99.99	118,983.74	99 99	118,988.10	4 36		118,988.10	0 63	C
865,000 000	C/P ENTERGY CORP CUSIP· 29366ENB8 *Zero Coupon, Matures: 01/11/13, Int. Annually; YTM at Mkt: 0 327%; S&P: NOTR, Moodys. NOTR*	0.70	99.95	864,529.06	99.99	864,913 50	384 44		864,913 50	4.56	C
865,000.000	C/P WEATHERFORD INTERNATIONAL LT CUSIP 94707LNF5 *Zero Coupon; Matures: 01/15/13, Int. Annually; YTM at Mkt· 0 240%; S&P. NOTR; Moodys. NOTR*	0.67	99.95	864,526.10	99 99	864,913.50	387.40		864,913.50	4.56	C
865,000.000	C/P MCGRAW HILL 4 2 CUSIP. 58063TNU8 *Zero Coupon, Matures: 01/28/13; Int. Annually; YTM at Mkt· 0 386%, S&P NOTR; Moodys. P-2*	0.45	99.95	864,583.88	99.97	864,740.50	156.62		864,740.50	4.56	C

Undefined Classification - At the present time these securities are not classified by GICS
** 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*
W The cost basis of this holding has been adjusted due to a wash sale.

ATTACHMENT A

555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Position
CONSOLIDATED : CRAIL-JOHNSON FOUNDATION
12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
522,000 000	C/P PUBLIC SERVICE COMPANY OF CUSIP. 74451KNW0 *Zero Coupon, Matures. 01/30/13, Int. Annually, YTM at Mkt: 0.360%; S&P NOTR, Moodys. NOTR*	0 45	99.96	521,778.15	99.97	521,843 40	65.25		521,843 40	2 75	C
100,000.000	DIAGEO CAP PLC CUSIP: 25243YAL3 *Coupon Rate· 5.200%, Matures· 01/30/13, Int. Semi-Annually, YTM at Mkt 0 765%, S&P. NOTR, Moodys A3, Issued: 10/26/07*	0.52	100.38	100,375.52	100 37	100,368.00	(7 52)	2,166.67	102,534 67	0.54	C
378,000.000	MERRILL LYNCH MTN SR UNS GLOBAL CUSIP: 59018YM40 *Coupon Rate: 5.450%; Matures. 02/05/13; Int. Semi-Annually; YTM at Mkt 0 833%; S&P NOTR, Moodys W/R; Issued 02/05/08*	2.04	100.32	379,201.91	100.43	379,640 52	438.61	8,354.85	387,995.37	2 05	C
866,000.000	C/P GLENCORE FUNDING LLC CUSIP: 37827VPR9 *Zero Coupon; Matures: 02/25/13; Int. Annually, YTM at Mkt. 0 321%, S&P NOTR, Moodys. NOTR*	0.66	99.85	864,666.36	99.95	865,567.00	900.64		865,567 00	4.57	C
500,000.000	GEN ELEC CAP CRP CUSIP: 36962G3T9 *Coupon Rate· 4.800%, Matures: 05/01/13; Int. Semi-Annually, YTM at Mkt. 0.422%, S&P AA+; Moodys: A1, Issued 04/21/08*	1.54	101.08	505,398.50	101.46	507,280.00	1,881 50	4,000.00	511,280 00	2 70	C
250,000.000	JPMORGAN CHASE & CO CUSIP: 46625HHB9 *Coupon Rate· 4.750%; Matures· 05/01/13; Int Semi-Annually, YTM at Mkt· 0 412%, S&P· A; Moodys. A2; Issued 04/28/08*	1.55	101 06	252,644.44	101.44	253,607.50	963 06	1,979 17	255,586.67	1 35	C
210,000.000	BERKSHIRE HATH SER BSR UNS CUSIP· 084664BD2 *Coupon Rate: 4.600%, Matures 05/15/13; Int. Semi-Annually, YTM at Mkt. 0 427%, S&P· AA+, Moodys. Aa2, Issued. 11/15/08*	1.17	101.27	212,665.16	101.55	213,255.00	589.84	1,234.33	214,489 33	1 13	C
355,000.000	BERKSHIRE HATH SER BSR UNS GLBL CUSIP: 084664BG5 *Coupon Rate· 5.000%; Matures· 08/15/13, Int. Semi-Annually, YTM at Mkt 0 418%; S&P· AA+, Moodys· Aa2; Issued· 08/06/08*	1.23	102 33	363,274.50	102 84	365,096.20	1,821 70	6,705 56	371,801.76	1 96	C
85,000.000	PROVINCE OF BRITISH COLUMBIA CUSIP 990992BL2 *Coupon Rate· 8.500%, Matures 08/23/13, Int. Semi-Annually; YTM at Mkt 1 202%, S&P: AAA; Moodys· Aaa; Issued 02/23/93*	1.16	105.65	89,804.71	105.29	89,496 86	(307.85)	2,567 07	92,063 93	0 49	C

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ATTACHMENT A

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Portfolio Valuation By Position
CONSOLIDATED : CRAIL-JOHNSON FOUNDATION
12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
495,000 000	MICROSOFT CORP CUSIP: 594918AK0 *Coupon Rate 2.500%, Matures 02/08/16, Int Semi-Annually, YTM at Mkt 0 779%, S&P AAA, Moodys: Aaa, Issued. 02/08/11*	2.37	100 39	496,908 62	105 27	521,066 70	24,158.08	4,915.63	525,982 33	2 77	C
425,305 000	GNMA POOL 468951 CUSIP 9G4689515 *Coupon Rate 6.500%, Matures 03/15/28; Int. Monthly, YTM at Mkt 5.213%; Factor. 0 038324; S&P. UGNR; Moodys. UGNR, Issued. 02/27/98, Amortized Quantity: 16299.21*	5 40	115 87	18,886.00	113.50	18,499 61	(386.39)	88.29	18,587.90	0 10	C
450,000.000	BANK OF AMER CRP CUSIP: 060505DR2 *Coupon Rate. 8.000%, Perpetual Maturity; Int Semi-Annually; Callable at 100.00 on 01/30/18; YTM at Mkt: 5 573%; S&P BB+; Moodys B1; Issued 01/30/08*	10.54	76.00	342,000.00	110 61	497,736 00	155,736 00	15,000.00	512,736.00	2 70	C
440,000 000	JPMORGAN CHASE CUSIP: 46625HHA1 *Coupon Rate 7 900%; Perpetual Maturity, Int Semi-Annually, Callable at 100 00 on 04/30/18; YTM at Mkt 5.023%, S&P. BBB, Moodys BA1, Issued 04/23/08*	10 58	79.00	347,600.00	113 30	498,524 40	150,924.40	6,565.78	505,090.18	2 66	C
	FIXED INCOME			8,220,632 41		8,558,536 79	337,904.38	60,439.01	8,618,975 80	45.47	

EQUITIES

COMMON STOCKS

Energy

Oil & Gas Drilling

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
260.000	ENSIGN ENERGY SVCS INC TICKER: ESVIF	0.45	19.25	5,004.87	15.45	4,017.00	(987.87)		4,017.00	0 02	C
	ACCRUAL CASH DIVIDEND ENSIGN ENERGY SVCS INC EX DATE: 12/19/2012 PAY DATE: 01/04/2013							28.71	28 71	0.00	C
260 000	***Total Position***			5,004.87		4,017 00	(987 87)	28.71	4,045.71	0.02	
2,775.000	NABORS INDUSTRIES LTD COM STK TICKER NBR		23.55	65,361.14	14.45	40,098.75	(25,262.39)		40,098.75	0.21	C

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1,200 000	NOBLE CORPORATION COM STK TICKER. NE	0 53	43.36	52,030.34	34 82	41,784 00	(10,246 34)		41,784 00	0 22	C
710.000	TRANSOCEAN LTD TICKER: RIG		74 38	52,807.39	44.66	31,708.60	(21,098.79)		31,708.60	0 17	C
	Oil & Gas Drilling			175,203.74		117,608.35	(57,595 39)	28.71	117,637.06	0 62	
Oil & Gas Equipment & Services											
110.000	CORE LABORATORIES NLG0.03 ORDS TICKER. CLB	1.28	97 17	10,688 50	109.31	12,024.10	1,335 60		12,024 10	0.06	C
405.000	SCHLUMBERGER LTD 0.01 (CURACAO) TICKER. SLB	1 25	70.94	28,730.90	69.30	28,065 93	(664 97)		28,065.93	0 15	C
570.000	SCHLUMBERGER LTD 0 01 (CURACAO) TICKER: SLB	1.25	89.65	51,101.08	69.30	39,500.20	(11,600 88)		39,500.20	0.21	C
	ACCRUAL· CASH DIVIDEND SCHLUMBERGER LTD EX DATE: 11/29/2012 PAY DATE: 01/11/2013							111.38	111.38	0.00	C
	ACCRUAL CASH DIVIDEND SCHLUMBERGER LTD EX DATE· 11/29/2012 PAY DATE: 01/11/2013							156.75	156 75	0 00	C
975.000	*Total Position*			79,831.98		67,566.13	(12,265 85)	268.13	67,834.26	0.36	
845.000	TENARIS SA ADR TICKER: TS	0.76	49.80	42,084 72	41.92	35,422.40	(6,662 32)		35,422 40	0.19	C
2,910.000	WEATHERFORD INTL LTD TICKER. WFT		19.87	57,831.05	11 19	32,562.90	(25,268 15)		32,562 90	0.17	C
	Oil & Gas Equipment & Services			190,436.25		147,575 53	(42,860 72)	268 13	147,843 66	0.78	

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12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description		Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
	Integrated Oil & Gas											
340 000	CHEVRON CORPORATION TICKER: CVX		3.60	99.98	33,991.87	108 14	36,767.60	2,775 73		36,767.60	0.19	C
1,000 000	CHEVRON CORPORATION TICKER: CVX		3 60	103.37	103,374.22	108.14	108,140.00	4,765.78		108,140 00	0 57	C
1,340 000	*Total Position*				137,366.09		144,907 60	7,541 51	0.00	144,907 60	0.76	
840.000	EXXON MOBIL CORP TICKER: XOM		2.28	84 31	70,819.73	86.55	72,702.00	1,882 27		72,702.00	0.38	C
615 000	LUKOIL (OAO) ADR EACH REPR 4 ORD RUB0 25 TICKER. LUKOY		3.05	59.94	36,860.82	67.50	41,512 50	4,651.68		41,512 50	0 22	C
2,978 000	OAO GAZPROM ADR LEVEL 1 ADR PROGRAM TICKER: OGZPY	W	0.46	11.99	35,720.63	9 73	28,975.94	(6,744.69)		28,975.94	0.15	C
362.000	PETROLEO BRASIL ADR TICKER. PBR		0 11	28.31	10,247.05	19.47	7,048 14	(3,198.91)		7,048 14	0 04	C
366.000	PETROLEO BRASILIERO PETROBRAS SA ADR (R		0.11	27.07	9,906.51	19 31	7,067.46	(2,839 05)		7,067.46	0 04	C
1,270.000	ROYAL DUTCH SHELL PLC SPON ADR		3.44	72.32	91,851 10	70.89	90,030.30	(1,820 80)		90,030 30	0 47	C
1,115.000	SUNCOR ENERGY INC TICKER: SU		0.52	44 94	50,109.86	32 98	36,772 70	(13,337.16)		36,772.70	0.19	C
594.000	YPF SOCIEDAD ANONIMA SPONS ADR REPR CL D TICKER. YPF		0 16	42 88	25,468 00	14 55	8,642 70	(16,825 30)		8,642.70	0.05	C
	Integrated Oil & Gas				468,349.79		437,659.34	(30,690 45)	0.00	437,659 34	2.31	

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Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
	Oil & Gas Exploration & Production										
770.000	CANADIAN NATURAL RES OURCES CAD COM NPV TICKER. CNQ	0 42	47.61	36,659.50	28.87	22,229.90	(14,429.60)		22,229 90	0 12	C
	ACCRUAL: CASH DIVIDEND CANADIAN NATURAL RES EX DATE: 12/12/2012 PAY DATE. 01/01/2013							81.16	81 16	0 00	C
770.000	***Total Position***			36,659.50		22,229.90	(14,429 60)	81.16	22,311 06	0 12	
175.000	CNOOC LTD ADR TICKER: CEO W	4.99	205.76	36,008.62	220 00	38,500 00	2,491.38		38,500.00	0.20	C
2,050.000	CONOCOPHILLIPS TICKER: COP	2.64	57.79	118,477.36	57.99	118,879.50	402 14		118,879.50	0 63	C
403.000	PACIFIC RUBIALES ENERGY CORP TICKER: PEGFF	0.44	23.15	9,329 75	23 25	9,369.75	40.00		9,369.75	0 05	C
1,378.000	PTT EXPL & PRODTN PUB LTD ADR TICKER. PEXNY	0 20	11.56	15,927.47	10 98	15,130.44	(797.03)		15,130.44	0.08	C
420 000	TALISMAN ENERGY TICKER. TLM	0.27	24 02	10,089.60	11.33	4,758.60	(5,331 00)		4,758.60	0.03	C
	Oil & Gas Exploration & Production			226,492.30		208,868.19	(17,624 11)	81.16	208,949 35	1 10	
	Oil & Gas Storage & Transportation										
1,125.000	KINDER MORGAN HOLD CO LLC TICKER. KMI	1.48	34.88	39,237.53	35.33	39,746.25	508.72		39,746.25	0.21	C

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1,085.000	WILLIAMS COS THE COM TICKER. WMB	1 36	34.49	37,424.15	32.74	35,522.90	(1,901 25)		35,522 90	0 19	C
	Oil & Gas Storage & Transportation			76,661.68		75,269 15	(1,392 53)	0 00	75,269.15	0.40	
	Energy			1,137,143.76		986,980.56	(150,163.20)	377.99	987,358.55	5.21	
Materials											
Diversified Chemicals											
195.000	BASF SE ADR TICKER: BASFY	2.41	94.08	18,346 40	95 00	18,525.00	178.60		18,525.00	0.10	C
1,700.000	DU PONT E I DENEMOURS & CO. COM TICKER: DD	1.72	53.13	90,325.89	44.98	76,463 45	(13,862 44)		76,463 45	0.40	C
	Diversified Chemicals			108,672.29		94,988 45	(13,683 84)	0.00	94,988 45	0.50	
Fertilizers & Agricultural Chemicals											
820.000	POTASH CORP OF SASKATCHEWAN INC CAD NPV TICKER: POT	1.12	57.64	47,266.66	40.69	33,365.80	(13,900.86)		33,365 80	0.18	C
35.000	YARA INTL - ADR TICKER: YARIY	0.97	55.55	1,944.35	49 74	1,740.90	(203.45)		1,740.90	0.01	C
	Fertilizers & Agricultural Chemicals			49,211 01		35,106 70	(14,104.31)	0.00	35,106.70	0.19	
Construction Materials											
1,984.000	PPC LIMITED UNSPON ADR TICKER: PPCYY	0.26	8.36	16,590.49	8.03	15,931.52	(658 97)		15,931 52	0 08	C

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547.000	PT SEMEN GRESIK PERSERO UNSPONSORED ADR (INDONESIA) TICKER. PSGTY	0.51	18.56	10,152.32	32.10	17,558.70	7,406 38		17,558.70	0 09	C
	Construction Materials			26,742 81		33,490.22	6,747 41	0.00	33,490.22	0.18	
Diversified Metals & Mining											
190.000	ANTOFAGASTA PLC ADR TICKER. ANFGY	0.37	41.42	7,869.02	44.66	8,485.40	616.38		8,485 40	0.04	C
490.000	BHP BILLITON LTD ADR TICKER. BHP	2.28	98 59	48,310 11	78.42	38,425 80	(9,884 31)		38,425 80	0.20	C
289.000	MMC NORILSK NICKEL ADR (EACH REPR 1 ORD RUR 1) TICKER: NILSY	0.49	16 00	4,622.97	18.94	5,473.66	850.69		5,473 66	0 03	C
785.000	RIO TINTO PLC SPONS ADR TICKER: RIO	1.67	69.33	54,427.37	58 09	45,600 65	(8,826 72)		45,600.65	0.24	C
216.000	SOUTHERN COPPER CORP TICKER: SCCO	3.76	32.60	7,041.59	37 86	8,177.76	1,136.17		8,177.76	0.04	C
244 000	TECK RESOURCES LTD TICKER: TCK	0.91	35.28	8,608.03	36.35	8,869 40	261 37		8,869 40	0.05	C
	Diversified Metals & Mining			130,879.09		115,032 67	(15,846 42)	0 00	115,032 67	0 61	
Gold											
1,570.000	BARRICK GOLD CORP COM TICKER: ABX	0.80	46.15	72,455.12	35.01	54,965.70	(17,489 42)		54,965.70	0 29	C
70 000	COMPANIA DE MINAS BUENAVENTURA S A SPONS ADR REPSTG SER TICKER: BVN	0.58	36.40	2,547.96	35.95	2,516 50	(31 46)		2,516.50	0.01	C

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740.000	GOLDCORP INC NEW CAD NPV CL A SU B VTG SHS (USD) TICKER. GG	0.60	47.75	35,332.84	36 70	27,158 00	(8,174 84)		27,158.00	0.14	C
3,180 000	KINROSS GOLD CORP NEW TICKER: KGC	0 16	12.48	39,689 44	9 72	30,909.60	(8,779.84)		30,909 60	0.16	C
570.000	NEWMONT MINING CORP USD1.6 COM TICKER: NEM	1.70	58.36	33,265.91	46.44	26,470 80	(6,795.11)		26,470 80	0.14	C
472.000	YAMANA GOLD INC TICKER: AUY	0.26	15.15	7,150 17	17 21	8,123.12	972.95		8,123.12	0 04	C
	ACCRUAL: CASH DIVIDEND YAMANA GOLD INC EX DATE: 12/27/2012 PAY DATE: 01/14/2013							30.68	30.68	0.00	C
472.000	***Total Position***			7,150.17		8,123 12	972.95	30.68	8,153.80	0.04	
	Gold			190,441.44		150,143 72	(40,297 72)	30.68	150,174.40	0.79	
Precious Metals & Minerals											
591.000	SILVER STANDARD RESOURCES INC COM TICKER. SSRI		19.41	11,471.46	14 89	8,799 99	(2,671 47)		8,799.99	0.05	C
Steel											
69.000	POSCO SPONS ADR TICKER: PKX	1.74	93 66	6,462.54	82.15	5,668.35	(794.19)		5,668.35	0.03	C
2,400.000	VALE S.A ADR TICKER: VALE	0.31	29.53	70,860.38	20.96	50,304 00	(20,556 38)		50,304 00	0.27	C

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1,716.000	VALE S.A. CLASS A ADR	0.31	30 06	51,585.10	20.29	34,817.64	(16,767 46)		34,817 64	0 18	C
	Steel			128,908.02		90,789.99	(38,118 03)	0.00	90,789.99	0 48	
	Materials			646,326.12		528,351.74	(117,974.38)	30 68	528,382.42	2 79	
Industrials											
Aerospace & Defense											
1,500 000	BOEING CO USD5 COM TICKER. BA	1.94	69.80	104,702.90	75.36	113,040.00	8,337 10		113,040 00	0 60	C
890.000	HONEYWELL INTERNATIONA L INC COM STK TICKER: HON	1.64	57 88	51,513.56	63.47	56,488.30	4,974 74		56,488 30	0.30	C
1,920.000	RAYTHEON COMPANY COM TICKER: RTN	2.00	52.83	101,439.17	57.56	110,515.20	9,076 03		110,515 20	0.58	C
	ACCRUAL CASH DIVIDEND RAYTHEON COMPANY COM EX DATE: 12/28/2012 PAY DATE 02/07/2013							960 00	960 00	0.01	C
1,920 000	*Total Position*			101,439 17		110,515.20	9,076 03	960.00	111,475 20	0 59	
750.000	UNITED TECHNOLOGIES CORP TICKER: UTX	2.14	80 50	60,374.10	82.01	61,507 50	1,133 40		61,507 50	0.32	C
	Aerospace & Defense			318,029.73		341,551 00	23,521 27	960.00	342,511 00	1 81	
Electrical Components & Equipment											
414.000	EATON CORPORATION TICKER: ETN	1.52	51.66	21,385.17	54.18	22,430.52	1,045.35		22,430.52	0 12	C

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ATTACHMENT A

555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Position
CONSOLIDATED : CRAIL-JOHNSON FOUNDATION
12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
	Industrial Conglomerates										
390.000	3 M CO TICKER: MMM	2.54	93 71	36,548.73	92 85	36,211 50	(337.23)		36,211 50	0.19	C
1,100.000	3 M CO TICKER: MMM	2 54	89.78	98,763.31	92.85	102,135.00	3,371.69		102,135.00	0 54	C
1,490.000	***Total Position***			135,312 04		138,346.50	3,034 46	0.00	138,346.50	0 73	
1,685.000	GENERAL ELEC CO TICKER: GE	0 76	30 77	51,846 61	20.99	35,368 15	(16,478.46)		35,368.15	0.19	C
4,600 000	GENERAL ELEC CO TICKER: GE	0 76	19.59	90,132.06	20.99	96,554.00	6,421.94		96,554.00	0 51	C
	ACCRUAL: CASH DIVIDEND GENERAL ELEC CO EX DATE· 12/20/2012 PAY DATE· 01/25/2013							320.15	320.15	0.00	C
	ACCRUAL: CASH DIVIDEND GENERAL ELEC CO EX DATE. 12/20/2012 PAY DATE 01/25/2013							874.00	874.00	0.00	C
6,285.000	***Total Position***			141,978 67		131,922.15	(10,056 52)	1,194.15	133,116 30	0 70	
371.000	KEPPEL CORPORATION LIMITED SPONSORED TICKER. KPELY	0 70	17.50	6,493 63	18.26	6,774 46	280.83		6,774 46	0.04	C
	Industrial Conglomerates			283,784.34		277,043.11	(6,741 23)	1,194.15	278,237.26	1.47	
	Construction & Farm Machinery										
504.000	PT UNITED TRACTORS-UNSPON ADR (INDONESIA) TICKER: PUTKY	1 02	47 39	23,884 73	40.27	20,296 08	(3,588.65)		20,296 08	0.11	C

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Security Type

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	Industrial Machinery										
690.000	INGERSOLL-RAND COMPANY LTD BE TICKER. IR	0 84	43.71	30,156 62	47 96	33,092.40	2,935.78		33,092.40	0.17	C
	Trading Companies & Distributors										
65.000	FINNING INTL LTD TICKER: FINGF	0.56	29 60	1,923 99	24.56	1,596 40	(327.59)		1,596.40	0.01	C
	Railroads										
330.000	CANADIAN NATIONAL RAILWAY CO CAD NPV COM (USD) TICKER. CNI	1 73	76.86	25,363.47	91.01	30,033 30	4,669.83		30,033.30	0.16	C
525 000	CDN PAC RLWAY TICKER. CP	1.38	65.67	34,479.13	101.62	53,350.50	18,871 37		53,350.50	0 28	C
	ACCRUAL: CASH DIVIDEND CDN PAC RLWAY EX DATE 12/26/2012 PAY DATE. 01/28/2013							184.45	184.45	0 00	C
525.000	*Total Position*			34,479.13		53,350 50	18,871 37	184 45	53,534.95	0 28	
	Railroads			59,842.60		83,383.80	23,541.20	184.45	83,568.25	0.44	
	Industrials			739,007.18		779,393.31	40,386.13	2,338.60	781,731.91	4 12	
	Consumer Discretionary										
	Automobile Manufacturers										
34.000	DONGFENG MTR GROUP CO LTD ADR TICKER: DNFGY	1.24	72 12	2,452.02	77 98	2,651 32	199.30		2,651.32	0.01	C
251 000	GEELY AUTOMOBILE HLDGS LTD ADR TICKER: GELYY	0.06	9.65	2,421.80	9.65	2,422 15	0 35		2,422.15	0.01	C

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Portfolio Valuation By Position
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12/31/2012
Trade Date Reporting

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375.000	TATA MOTORS LTD ADR TICKER: TTM		0.33	23 20	8,699.97	28.72	10,770 00	2,070 03		10,770.00	0 06	C
	Automobile Manufacturers				13,573.79		15,843.47	2,269.68	0.00	15,843 47	0.08	
Apparel & Accessories												
190.000	V F CORP TICKER: VFC		3.48	153 53	29,170.76	150.97	28,684 30	(486 46)		28,684.30	0 15	C
Casinos & Gaming												
103.000	LAS VEGAS SANDS TICKER. LVS		1.00	40.30	4,151.26	46.16	4,754.48	603 22		4,754.48	0.03	C
Restaurants												
495.000	YUM BRANDS INC TICKER: YUM		1.34	50 15	24,821.89	66.40	32,868.00	8,046 11		32,868.00	0 17	C
Broadcasting & Cable TV												
991.000	GRUPO TELEVISA SA ADR TICKER: TV	W	0.11	24.47	24,245.54	26.58	26,340 78	2,095.24		26,340 78	0 14	C
154.000	NASPERS LTD SP ADR TICKER: NPSNY		0.35	60.25	9,278.50	65.00	10,010 00	731.50		10,010 00	0.05	C
Movies & Entertainment												
745.000	WALT DISNEY CO (HOLDING COMPANY) TICKER: DIS		0.75	43.68	32,538.25	49.79	37,093 55	4,555 30		37,093 55	0.20	C

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Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
Distributors											
1,370.000	GENUINE PARTS CO COM TICKER. GPC	2.15	52 20	71,512.70	63.58	87,104 60	15,591.90		87,104.60	0.46	C
	ACCRUAL: CASH DIVIDEND GENUINE PARTS CO COM EX DATE: 12/05/2012 PAY DATE: 01/02/2013							678.15	678.15	0.00	C
1,370.000	*Total Position*			71,512.70		87,104 60	15,591.90	678.15	87,782.75	0 46	
	Distributors			71,512.70		87,104.60	15,591.90	678.15	87,782 75	0 46	
Department Stores											
292.000	WOOLWORTHS HOLDINGS LTD SOUTH ADR TICKER. WLWHY	2.85	61.62	17,992.55	85 44	24,948.48	6,955.93		24,948 48	0.13	C
General Merchandise Stores											
645.000	TARGET CORP COM STK TICKER: TGT	1.44	49.37	31,841.78	59.17	38,164.65	6,322.87		38,164 65	0.20	C
	Consumer Discretionary			259,127.02		305,812 31	46,685.29	678.15	306,490.46	1.62	
Consumer Staples											
Drug Retail											
1,135.000	WALGREEN CO COM TICKER. WAG	1.10	42 01	47,680.98	37.01	42,006.35	(5,674 63)		42,006 35	0 22	C
Food Retail											
572.000	Shoprite Holdings Ltd Ord Unspon sored ADR (South Africa) TICKER: SRHGY	0.80	26 29	15,039.46	48 85	27,942.20	12,902.74		27,942.20	0.15	C

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Brewers											
243.000	CARLSBERG BREWERIES A/S ADR TICKER: CABGY	0.12	16 86	4,097.22	19.70	4,787 10	689 88		4,787 10	0.03	C
632 000	COMPANHIA DE BEBIDAS-PR ADR TICKER. ABV	0.87	29 63	18,724.24	41.99	26,537 68	7,813 44		26,537 68	0 14	C
	ACCRUAL ADR DIVIDEND COMPANHIA DE BEBIDAS-PR ADR EX DATE· 12/27/2012 PAY DATE: 01/29/2013							275 96	275 96	0 00	C
	ACCRUAL: SPECIAL CASH DIVIDEND COMPANHIA DE BEBIDAS-PR ADR EX DATE: 12/27/2012 PAY DATE. 01/30/2013							37.48	37.48	0.00	C
632.000	***Total Position***			18,724.24		26,537 68	7,813.44	313 44	26,851 12	0.14	
	Brewers			22,821.46		31,324 78	8,503 32	313.44	31,638.22	0 17	
Distillers & Vintners											
1,500.000	DIAGEO PLC SPONS ADR NEW TICKER: DEO	2 85	75.27	112,909 44	116 58	174,870 00	61,960.56		174,870 00	0.92	C
Soft Drinks											
540.000	PEPSICO INC TICKER: PEP	2.15	63 16	34,104.29	68.43	36,952.20	2,847.91		36,952.20	0.19	C
	ACCRUAL. CASH DIVIDEND PEPSICO INC EX DATE: 12/05/2012 PAY DATE 01/02/2013							290.25	290.25	0.00	C
540 000	***Total Position***			34,104.29		36,952.20	2,847.91	290 25	37,242.45	0.20	
	Soft Drinks			34,104.29		36,952 20	2,847.91	290 25	37,242.45	0 20	

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	Packaged Foods										
2,150.000	HEINZ H J CO COM TICKER: HNZ	2.06	48.92	105,184.46	57.68	124,012 00	18,827 54		124,012.00	0 65	C
1,150 000	KRAFT FDS GRP TICKER: KRFT	2 00	32.50	37,374.88	45.47	52,290.50	14,915 62		52,290 50	0 28	C
	ACCRUAL CASH DIVIDEND KRAFT FDS GRP EX DATE: 12/27/2012 PAY DATE. 01/14/2013							575.00	575 00	0 00	C
1,150.000	*Total Position*			37,374.88		52,290 50	14,915 62	575 00	52,865.50	0 28	
1,420.000	MONDELEZ INTL INC TICKER: MDLZ	0.52	25.46	36,155.33	25.45	36,143.54	(11.79)		36,143 54	0 19	C
3,450.000	MONDELEZ INTL INC TICKER: MDLZ	0.52	20.04	69,137.98	25.45	87,813 54	18,675 56		87,813.54	0 46	C
	ACCRUAL: CASH DIVIDEND MONDELEZ INTL INC EX DATE: 12/27/2012 PAY DATE: 01/14/2013							184 60	184 60	0 00	C
	ACCRUAL CASH DIVIDEND MONDELEZ INTL INC EX DATE: 12/27/2012 PAY DATE. 01/14/2013							448.50	448 50	0 00	C
4,870.000	*Total Position*			105,293.31		123,957 08	18,663 77	633 10	124,590 18	0 66	
635.000	NESTLE SA CHF10 SPONS ADR 20 ADRS - 1 REG'D) TICKER: NSRGY	1.77	60.06	38,138.95	65.17	41,382.95	3,244.00		41,382.95	0 22	C
620 000	TIGER BRANDS LTD ADR TICKER: TBLMY	0.81	26.04	16,142.49	38.91	24,124.20	7,981 71		24,124.20	0 13	C

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3,670 000	UNILEVER N V COM SHR TICKER: UN	1.07	30 55	112,100.36	38.30	140,561.00	28,460.64		140,561 00	0 74	C
	Packaged Foods			414,234 45		506,327 73	92,093.28	1,208.10	507,535.83	2.68	
Tobacco											
3,850.000	ALTRIA GROUP INC TICKER: MO	1.76	24.81	95,519.95	31 44	121,044.00	25,524.05		121,044 00	0 64	C
	ACCRUAL. CASH DIVIDEND ALTRIA GROUP INC EX DATE: 12/21/2012 PAY DATE: 01/10/2013							1,694 00	1,694 00	0.01	C
3,850.000	*Total Position*			95,519.95		121,044.00	25,524 05	1,694.00	122,738 00	0 65	
250.000	BRITISH AMERN TOB PLC ADR TICKER: BTI	4.21	85.83	21,456 49	101.25	25,312.50	3,856.01		25,312.50	0.13	C
725.000	PHILIP MORRIS INTL TICKER: PM	3.40			83.64	60,639.00	60,639.00		60,639 00	0.32	C
1,155.000	PHILIP MORRIS INTL TICKER. PM	3.40	62.46	72,141 72	83.64	96,604.20	24,462.48		96,604 20	0.51	C
	ACCRUAL. CASH DIVIDEND PHILIP MORRIS INTL EX DATE: 12/24/2012 PAY DATE: 01/11/2013							616 25	616 25	0 00	C
	ACCRUAL. CASH DIVIDEND PHILIP MORRIS INTL EX DATE: 12/24/2012 PAY DATE: 01/11/2013							981 75	981 75	0 01	C
1,880.000	*Total Position*			72,141.72		157,243 20	85,101 48	1,598.00	158,841.20	0 84	
	Tobacco			189,118.16		303,599 70	114,481.54	3,292 00	306,891.70	1.62	

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Household Products											
360.000	COLGATE PALMOLIVE CO COM TICKER: CL	2.48	88.46	31,846.61	104.54	37,634 40	5,787.79		37,634 40	0.20	C
1,265.000	KIMBERLY CLARK CORP TICKER: KMB	3.24	64.63	81,756.17	84.43	106,803.95	25,047.78		106,803 95	0 56	C
	ACCRUAL: CASH DIVIDEND KIMBERLY CLARK CORP EX DATE. 12/05/2012 PAY DATE: 01/03/2013							936 10	936 10	0 00	C
1,265.000	*Total Position*			81,756.17		106,803 95	25,047 78	936.10	107,740 05	0.57	
2,550 000	KIMBERLY CLARK DE MEXICO S.A.B DE C.V TICKER: KCDMY	0.46	9.78	24,939.14	12.90	32,895 00	7,955 86		32,895.00	0 17	C
	Household Products			138,541.92		177,333 35	38,791 43	936 10	178,269.45	0 94	
Personal Products											
1,370.000	ORIFLAME COSMETICS SA ADR TICKER: OFLMY	0.87	24 35	33,359.50	15.87	21,741.90	(11,617 60)		21,741.90	0.11	C
	Consumer Staples			1,007,809.66		1,322,098 21	314,288 55	6,039 89	1,328,138 10	7.01	
Health Care											
Health Care Equipment											
880 000	BAXTER INTERNATIONAL INC USD1 COM TICKER: BAX	1.80	52 04	45,791.48	66.66	58,660 80	12,869.32		58,660 80	0 31	C

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	ACCRUAL: CASH DIVIDEND BAXTER INTERNATIONAL INC USD1 EX DATE: 12/05/2012 PAY DATE: 01/03/2013							396 00	396 00	0 00	C
880.000	*Total Position*			45,791 48		58,660 80	12,869 32	396.00	59,056 80	0.31	
950.000	COVIDIEN PLC TICKER: COV	1.04	50 67	48,138.78	57 74	54,853 00	6,714 22		54,853.00	0.29	C
	Health Care Equipment			93,930.26		113,513 80	19,583.54	396.00	113,909 80	0.60	
Pharmaceuticals											
395.000	ALLERGAN INC COM TICKER: AGN	0.20	91.82	36,268.90	91.73	36,233.35	(35.55)		36,233.35	0.19	C
2,250.000	ASTRAZENECA PLC SPONS ADR TICKER: AZN	2.80	46.16	103,851.62	47.27	106,357 50	2,505 88		106,357.50	0.56	C
1,120 000	BRISTOL MYERS SQUIBBCO USD.10 TICKER: BMY	1.40	28.41	31,814.16	32.59	36,500 80	4,686 64		36,500 80	0 19	C
158 000	DR REDDYS LABS ADR TICKER: RDY	0.23	29.76	4,702.45	33.29	5,259 82	557 37		5,259 82	0 03	C
3,050 000	ELI LILLY & CO COM TICKER: LLY	1 96	34.42	104,984.05	49.32	150,426 00	45,441 95		150,426 00	0.79	C
1,800.000	JOHNSON & JOHNSON TICKER. JNJ	2.44	58 59	105,454.98	70.10	126,180 00	20,725.02		126,180.00	0 67	C
2,765.000	MERCK & CO TICKER: MRK	1.72	32.49	89,837 06	40 94	113,199 10	23,362 04		113,199 10	0.60	C
	ACCRUAL CASH DIVIDEND MERCK & CO EX DATE 12/13/2012 PAY DATE: 01/08/2013							1,188.95	1,188 95	0 01	C
2,765.000	*Total Position*			89,837.06		113,199 10	23,362 04	1,188 95	114,388 05	0 60	

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335.000	NOVARTIS AG USD SPON ADR REP 1/20 REGD SHS TICKER: NVS		1 64	57 01	19,099.29	63 30	21,205 50	2,106.21		21,205.50	0.11	C
	Pharmaceuticals				496,012.51		595,362 07	99,349.56	1,188.95	596,551 02	3.15	
580 000	THERMO FISHER TICKER: TMO		0.60	56.81	32,950.09	63.78	36,992 40	4,042.31		36,992 40	0.20	C
	ACCRUAL: CASH DIVIDEND THERMO FISHER EX DATE: 12/13/2012 PAY DATE· 01/15/2013								87.00	87.00	0.00	C
580.000	*Total Position*				32,950.09		36,992 40	4,042.31	87 00	37,079 40	0 20	
					32,950 09		36,992.40	4,042.31	87 00	37,079.40	0 20	
	Health Care				622,892.86		745,868.27	122,975.41	1,671.95	747,540 22	3.94	
Financials												
Banks												
2,228 000	AKBANK TURK ANON TICKER: AKBTY		0.09	9.50	21,176.28	10.05	22,391.40	1,215 12		22,391.40	0 12	C
508.000	BANCO BRADESCO S.A. ADR PFD NEW TICKER: BBD	W	0.44	18 15	9,219.01	17.37	8,823 96	(395.05)		8,823.96	0.05	C
	ACCRUAL· ADR DIVIDEND BANCO BRADESCO S.A. ADR PFD NEW EX DATE: 12/26/2012 PAY DATE: 03/14/2013								138 11	138 11	0.00	C

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ATTACHMENT A

555 California Street
San Francisco, CA 94104
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Portfolio Valuation By Position
CONSOLIDATED : CRAIL-JOHNSON FOUNDATION
12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type, Security Type

Shares or Face Value	*Security Description*	*Div or YTM@purch*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Income*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
	ACCRUAL: SPECIAL CASH DIVIDEND BANCO BRADESCO S.A. ADR PFD NEW EX DATE. 12/04/2012 PAY DATE: 01/14/2013							5 13	5.13	0 00	C
508.000	*Total Position*			9,219 01		8,823 96	(395 05)	143.24	8,967.20	0 05	
3,472 000	BANCO DO BRASIL S A ADR TICKER: BDORY	0.24	16.22	56,300.37	12.67	43,990.24	(12,310 13)		43,990.24	0.23	C
	ACCRUAL: SPECIAL CASH DIVIDEND BANCO DO BRASIL S A ADR EX DATE: 12/13/2012 PAY DATE: 01/07/2013							496.06	496 06	0 00	C
3,472.000	*Total Position*			56,300.37		43,990.24	(12,310.13)	496.06	44,486.30	0.23	
819.000	BANCO MACRO S A ADR TICKER. BMA		40.72	33,348.84	18 14	14,856 66	(18,492 18)		14,856.66	0.08	C
3,896 000	CHINA CONSTRUCTION BANK CORP UNSPONSORED ADR REPRESENTING TICKER: CICHY	0.62	16.56	64,533.03	16.23	63,232 08	(1,300 95)		63,232 08	0 33	C
494.000	CHINA MINSHENG ADR TICKER: CMAKY	0.57	9.47	4,677.22	11.67	5,764.98	1,087 76		5,764 98	0 03	C
2,800.000	COMMERCIAL INTERNATIONAL BANK ADR TICKER: CIBEY	0.15	5 34	14,961.39	6.00	16,800 00	1,838 61		16,800.00	0.09	C
55.000	CREDICORP LTD USD5.0 ORDS (US LI STING OF PERUVIAN CO) TICKER: BAP	2.30	119 83	6,590.55	146.56	8,060 80	1,470.25		8,060 80	0 04	C
253.000	HDFC BANK LTD ADR TICKER. HDB	0 21	33.46	8,464.97	40 72	10,302 16	1,837 19		10,302.16	0 05	C
1,750.000	HSBC HOLDINGS PLC ADR TICKER: HBC	2.05	50.94	89,142 78	53.07	92,872.50	3,729.72		92,872 50	0 49	C

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Portfolio Valuation By Position
CONSOLIDATED : CRAIL-JOHNSON FOUNDATION
12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description		Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
334.000	ICICI BANK LTD SPON ADR TICKER: IBN		0.57	35 86	11,976.11	43.61	14,565.74	2,589.63		14,565.74	0.08	C
937.000	ITAU UNIBANCO HLDNG S.A. TICKER. ITUB		0 09	22 22	20,816 99	16.46	15,423.02	(5,393.97)		15,423.02	0.08	C
	ACCRUAL· ADR DIVIDEND ITAU UNIBANCO HLDNG S.A. EX DATE: 12/03/2012 PAY DATE: 01/14/2013								6.29	6.29	0 00	C
937 000	*Total Position*				20,816.99		15,423 02	(5,393 97)	6.29	15,429 31	0 08	
804 000	Industrial & Commercial Bank of CHINA LTD REPRESENTING H SHARES TICKER: IDCBY		0.53	14 11	11,342 36	14.48	11,641.92	299 56		11,641.92	0.06	C
1,174.000	KB FINANCIAL GROUP ADR TICKER: KB		0.48	39.12	45,931.91	35.90	42,146 60	(3,785.31)		42,146 60	0.22	C
1,299.000	NEDBANK GROUP LTD SPONS ADR TICKER: NDBKY		0.73	18 49	24,022.99	22.54	29,279 46	5,256.47		29,279.46	0.15	C
4,077.000	PT BK MANDIRI PERSERO TBK UNSP TICKER: PPERY	W	0.08	7 29	29,708.89	8.38	34,181.57	4,472 68		34,181.57	0.18	C
4,488 000	SBERBANK RUSSIA SPONSORED ADR TICKER: SBRCY		0.19	12.00	53,850 61	12 56	56,369.28	2,518.67		56,369.28	0.30	C
1,171 000	SHINHAN FINL GROUP CO LTD SPN A DR TICKER. SHG		0.51	43.62	51,080.11	36.64	42,905.44	(8,174 67)		42,905.44	0.23	C
1,504.000	STANDARD BANK GROUP LIMITED ADR TICKER: SGBLY		1.07	14 71	22,127.48	14.22	21,394.40	(733 08)		21,394 40	0.11	C
2,193.000	TURKIYE GARANTI BANKASI AS ADR TICKER: TKGBY	W	0.06	4 17	9,154 11	5.20	11,403.60	2,249.49		11,403 60	0.06	C

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12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	*Security Description*	*Div or YTM@purch*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Income*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
1,145.000	WELLS FARGO COMPANY TICKER: WFC	1.00	34 27	39,240.07	34.18	39,136 10	(103.97)		39,136 10	0.21	C
	Banks			627,666 07		605,541 91	(22,124 16)	645 59	606,187.50	3.20	
Regional Banks											
23,219 000	MALAGA FINANCIAL TICKER: MLGF	0.50			16.80	390,079 20	390,079 20		390,079.20	2 06	C
	ACCRUAL: CASH DIVIDEND MALAGA FINANCIAL EX DATE: 12/31/2012 PAY DATE: 01/10/2013							3,482.85	3,482 85	0.02	C
23,219 000	***Total Position***			0 00		390,079.20	390,079 20	3,482.85	393,562.05	2.08	
965.000	PNC FINANCIAL SERVICES GRP COM STK TICKER. PNC	1.60	57 58	55,568 19	58 31	56,269.15	700.96		56,269.15	0.30	C
	Regional Banks			55,568.19		446,348.35	390,780 16	3,482.85	449,831.20	2 37	
Diversified Financial Services											
1,548 000	JPMORGAN CHASE & CO TICKER: JPM	1.20	46 67	72,242 24	43 97	68,064 17	(4,178 07)		68,064.17	0 36	C
1,495 000	JPMORGAN CHASE & CO TICKER JPM	1.20	46.21	69,088.29	43.97	65,733.80	(3,354.49)		65,733.80	0 35	C
3,043.000	***Total Position***			141,330.53		133,797.97	(7,532.56)	0.00	133,797.97	0.71	
	Diversified Financial Services			141,330.53		133,797.97	(7,532 56)	0.00	133,797.97	0 71	
Asset Management & Custody Banks											
185.000	BLACKROCK INC TICKER: BLK	6 72	165.32	30,584.22	206.71	38,241 35	7,657 13		38,241 35	0.20	C

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Portfolio Valuation By Position
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12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
Diversified Capital Markets											
1,010 000	UBS AG-REG TICKER: UBS	0 11	18.80	18,990.96	15.74	15,897.40	(3,093 56)		15,897 40	0 08	C
Insurance Brokers											
1,015.000	MARSH & MCLENNAN COS INC COM TICKER: MMC	0.92	32.79	33,281.04	34.47	34,987.05	1,706.01		34,987.05	0 18	C
Life & Health Insurance											
535 000	MANULIFE FINANCIAL CORP CAD NPV COM TICKER: MFC	0 52	17.98	9,620.57	13.59	7,270 65	(2,349 92)		7,270.65	0 04	C
1,174.000	SANLAM LTD ADR TICKER: SLLDY	0.79	18 98	22,287.30	26.84	31,510 16	9,222 86		31,510 16	0 17	C
	Life & Health Insurance			31,907.87		38,780.81	6,872.94	0.00	38,780.81	0.20	
Multi-line Insurance											
440.000	AXA ADR REPR 1/2 SHS TICKER: AXAHY	0.73	21.96	9,661.70	18.22	8,016 80	(1,644 90)		8,016.80	0 04	C
Property & Casualty Insurance											
515.000	TRAVELERS COS INC TICKER. TRV	1 84	59.41	30,596.10	71.82	36,987 30	6,391.20		36,987.30	0 20	C
1,550.000	TRAVELERS COS INC TICKER: TRV	1.84	58.84	91,197.29	71.82	111,321 00	20,123.71		111,321 00	0 59	C
2,065.000	*Total Position*			121,793.39		148,308 30	26,514 91	0 00	148,308 30	0 78	
	Property & Casualty Insurance			121,793 39		148,308 30	26,514 91	0 00	148,308 30	0 78	

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Portfolio Valuation By Position
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12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
Reinsurance											
125.000	PARTNERRE LIMITED BERMUDA TICKER. PRE	2.56	79.46	9,933.03	80.49	10,061.25	128.22		10,061.25	0.05	C
2,400.000	HCP INC REIT TICKER. HCP	2.10	36.92	88,615.95	45 16	108,384 00	19,768.05		108,384 00	0.57	C
1,750.000	HEALTH CARE REIT INC COM TICKER: HCN	3.06	50.36	88,124.84	61.29	107,257.50	19,132 66		107,257 50	0.57	C
				176,740.79		215,641.50	38,900.71	0.00	215,641.50	1 14	
295.000	BROOKFIELD ASSET MGMT INC CL A LTD VT TICKER: BAM	0.60	33.03	9,743 43	36.65	10,811 75	1,068 32		10,811 75	0.06	C
93.000	CHINA OVERSEAS LAND & INVT LTD UNSPONSORED ADR TICKER: CAOVY	1.33	68.24	6,345 89	88.90	8,267 70	1,921 81		8,267 70	0 04	C
	Financials			1,273,547.11		1,714,702 14	441,155.03	4,128.44	1,718,830 58	9 07	
Information Technology											
Internet Software & Services											
281.000	BAIDU ADR TICKER: BIDU		116.97	32,868.39	100.29	28,181 49	(4,686 90)		28,181 49	0 15	C
379.000	NETEASE.COM INC COM STK TICKER: NTES		42.68	16,176.44	42.53	16,118 87	(57.57)		16,118 87	0.09	C

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EM29GJC-20130227-164508

ATTACHMENT A

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Portfolio Valuation By Position
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12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
134.000	TENCENT HOLDINGS LTD TICKER. TCEHY	0.09	28.53	3,823.02	32 65	4,375 10	552 08		4,375 10	0.02	C
198.000	YANDEX NV-A TICKER: YNDX		18 98	3,757.19	21.54	4,264 92	507.73		4,264.92	0.02	C
	Internet Software & Services			56,625 04		52,940 38	(3,684.66)	0.00	52,940.38	0.28	
IT Consulting & Services											
540.000	ACCENTURE PLC TICKER. ACN	1.62	57.06	30,813.91	66 50	35,910.00	5,096.09		35,910.00	0.19	C
57.000	INFOSYS TECHNOLOGIES ADR (REPR 1/2 INR10 ORD) TICKER. INFY	0 63	48.21	2,748.03	42 30	2,411 10	(336 93)		2,411.10	0.01	C
	IT Consulting & Services			33,561.94		38,321 10	4,759 16	0 00	38,321.10	0.20	
Data Processing & Outsourced Services											
1,034.000	CIELO S A ADR TICKER. CIOXY	1 12	14.81	15,309.77	28.85	29,830.90	14,521.13		29,830.90	0.16	C
395 000	VISA INC CLASS A TICKER: V	1.32	76.01	30,023.79	151.58	59,874.10	29,850.31		59,874 10	0.32	C
	Data Processing & Outsourced Services			45,333.56		89,705 00	44,371 44	0.00	89,705.00	0.47	
Systems Software											
1,965 000	MICROSOFT CORP TICKER: MSFT	0.92	27 36	53,769.47	26.71	52,484 56	(1,284.91)		52,484 56	0.28	C
3,680 000	MICROSOFT CORP TICKER: MSFT	0.92	26.18	96,360.22	26.71	98,291.70	1,931 48		98,291.70	0 52	C
5,645 000	*Total Position*			150,129 69		150,776 26	646 57	0 00	150,776 26	0 80	

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Security Type

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1,110.000	ORACLE CORP TICKER: ORCL	0.24	32.47	36,046.23	33 32	36,985.20	938 97		36,985.20	0.20	C
	Systems Software			186,175 92		187,761.46	1,585.54	0.00	187,761.46	0.99	
Telecommunications Equipment											
3,800.000	CISCO SYSTEMS INC TICKER. CSCO	0.56	19.62	74,574.62	19.65	74,667 72	93 10		74,667 72	0 39	C
1,155.000	QUALCOMM INC TICKER. QCOM	1.00	60.48	69,855 80	61 86	71,447 84	1,592.04		71,447.84	0.38	C
	Telecommunications Equipment			144,430.42		146,115 56	1,685 14	0.00	146,115.56	0.77	
Computer Hardware											
130.000	APPLE INC TICKER: AAPL	10.60	373.40	48,542.16	532.17	69,182.48	20,640.32		69,182 48	0.36	C
Computer Storage & Peripherals											
1,530.000	EMC CORP MASS COM STK TICKER: EMC		26.41	40,400.79	25.30	38,709.00	(1,691 79)		38,709.00	0.20	C
416.000	LG DISPLAY CO LTD ADR TICKER. LPL		14.91	6,201.77	14.48	6,023.68	(178.09)		6,023.68	0.03	C
Semiconductors											
2,286.000	ADVANCED SEMI- CONDUCTOR AD R TICKER. ASX	0.06	4.26	9,745.86	4.28	9,784 08	38.22		9,784.08	0 05	C
4,500 000	INTEL CORP TICKER. INTC	0.90	20.12	90,539.40	20.62	92,790.00	2,250.60		92,790.00	0 49	C

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1,655.000	SILICONWARE PRECISION ADR TICKER: SPIL	0 17	5.80	9,599.06	5 34	8,837 70	(761.36)		8,837.70	0.05	C
3,365 000	TAIWAN SEMICONDUCTOR MANUFACTU ADR TICKER: TSM	0.40	13.45	45,259.62	17.16	57,743 40	12,483 78		57,743.40	0 30	C
	Semiconductors			155,143.94		169,155 18	14,011.24	0 00	169,155 18	0 89	
	Information Technology			716,415.54		797,913 84	81,498 30	0.00	797,913 84	4 21	
Telecommunication Services											
Integrated Telecommunication Services											
4,000.000	AT&T INC ISIN US00206R1023 TICKER: T	1.80	28 11	112,424.78	33.71	134,840.00	22,415.22		134,840 00	0 71	C
935 000	CENTURYLINK INC TICKER: CTL	2.90	34.52	32,272.37	39.12	36,577.20	4,304.83		36,577 20	0 19	C
582.000	PHILIPPINE LONG DISTANCE TEL CO SPONS ADR TICKER: PHI	2.15	56.01	32,595.52	61.31	35,682 42	3,086 90		35,682 42	0 19	C
1,010.000	TELKOM PT ADRREPRESENTING 20 ORD TICKER: TLK	1 10	34.13	34,469.28	36 95	37,319 50	2,850.22		37,319 50	0.20	C
2,420.000	VERIZON COMMUNICATIONS COM STK TICKER: VZ	2 06	36 01	87,143.32	43.27	104,713 40	17,570.08		104,713.40	0 55	C
	Integrated Telecommunication Services			298,905.27		349,132 52	50,227 25	0.00	349,132 52	1 84	
Wireless Telecommunication Services											
254.000	ADR TIM PARTICIPACOES SA TICKER: TSU	0.29	20.57	5,223.63	19.82	5,034 28	(189.35)		5,034 28	0 03	C

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Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
1,908.000	AMERICA MOVIL SAB DE CV TICKER: AMX	0 30	28 07	53,560 42	23.14	44,151 12	(9,409.30)		44,151 12	0 23	C
689.000	CHINA MOBILE LTD FORMERLY CHINA MOBILE HK LTD SP-ADR TICKER: CHL	1.96	51.75	35,652.95	58.72	40,458 08	4,805 13		40,458 08	0 21	C
765.000	CROWN CASTLE INTERNATIONAL COR COM STK TICKER: CCI		43 12	32,985.25	72.16	55,202 40	22,217.15		55,202 40	0 29	C
2,242.000	MOBILE TELESYSTEMS SP ADR TICKER: MBT	0 74	19 01	42,610.73	18.65	41,813.30	(797.43)		41,813.30	0 22	C
2,285.000	TURKCELL ILETISIM HIZMET SPONS ADR NEW TICKER: TKC		15 72	35,921.73	16.14	36,879 90	958.17		36,879.90	0 19	C
1,223 000	VODACOM GROUP ADR TICKER. VDCMY	0 71	12 59	15,402.10	15.05	18,406.15	3,004.05		18,406.15	0 10	C
3,350 000	VODAFONE GP PLC ADS NEW TICKER: VOD	1.50	28.09	94,100 48	25 19	84,386.50	(9,713.98)		84,386.50	0 45	C
	ACCRUAL: ADR DIVIDEND VODAFONE GP PLC ADS NEW EX DATE: 11/20/2012 PAY DATE: 02/06/2013							1,735.41	1,735.41	0 01	C
3,350.000	***Total Position***			94,100.48		84,386.50	(9,713.98)	1,735.41	86,121 91	0.45	
	Wireless Telecommunication Services			315,457 29		326,331.73	10,874 44	1,735 41	328,067.14	1.73	
	Telecommunication Services			614,362.56		675,464.25	61,101.69	1,735 41	677,199 66	3.57	

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ATTACHMENT A

EM29GJC-20130227-164508

555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Position
CONSOLIDATED : CRAIL-JOHNSON FOUNDATION
12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
Utilities											
Electric Utilities											
1,620.000	NEXTERA ENERGY INC TICKER: NEE	2.64	53 46	86,603.28	69.19	112,087 80	25,484 52		112,087.80	0 59	C
1,280.000	XCEL ENERGY INC COM STK TICKER: XEL	1.08	27 43	35,105.66	26 71	34,188 80	(916.86)		34,188 80	0 18	C
	ACCRUAL. CASH DIVIDEND XCEL ENERGY INC COM STK EX DATE: 12/24/2012 PAY DATE: 01/20/2013							345 60	345 60	0 00	C
1,280 000	*Total Position*			35,105.66		34,188 80	(916.86)	345 60	34,534 40	0.18	
	Electric Utilities			121,708.94		146,276 60	24,567 66	345 60	146,622.20	0.77	
Multi-Utilities											
1,345.000	DOMINION RES INC TICKER: D	2.25	44.25	59,522.00	51 80	69,671.00	10,149 00		69,671 00	0 37	C
540.000	SEMPRA ENERGY COM STK TICKER: SRE	2 52	57.99	31,315.84	70.94	38,307 60	6,991.76		38,307.60	0.20	C
	ACCRUAL CASH DIVIDEND SEMPRA ENERGY COM STK EX DATE. 12/26/2012 PAY DATE: 01/15/2013							324 00	324 00	0 00	C
540 000	*Total Position*			31,315.84		38,307 60	6,991 76	324.00	38,631 60	0 20	
	Multi-Utilities			90,837 84		107,978.60	17,140 76	324.00	108,302.60	0.57	
	Utilities			212,546.78		254,255.20	41,708.42	669.60	254,924 80	1 34	

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12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
Undefined Sector Classification											
Undefined Sub Industry Classification											
233.000	AAC ACOUSTIC TECHNOLOGIES HOLDINGS INC UNSPONSORED ADR TICKER: AACAY	0 49	30.19	7,034.44	35.28	8,220 24	1,185.80		8,220 24	0 04	C
136.000	AGILE PPTY HLDGS LTD ADR TICKER: AGPYY	2.35	60 65	8,248.46	69.80	9,492 80	1,244 34		9,492 80	0 05	C
398 000	ANHUI CONCH CEM CO LTD ADR TICKER: AHCHY	0 23	17.84	7,102.26	18.70	7,442.60	340 34		7,442.60	0 04	C
492.000	BIDVEST GROUP LTD (FORMERLY BI ADR) TICKER: BDVSY	1 27	44.20	21,747.13	51.90	25,534 80	3,787.67		25,534.80	0 13	C
428.000	CHINA COMMUNICATIONS CONSTR CO ADR TICKER: CCCGY	0 47	18.38	7,868 71	19.80	8,474 40	605 69		8,474 40	0 04	C
1,023.000	CLICKS GROUP LTD UNSPONSORED ADR TICKER: CCKRY	0.56	24 68	25,244.22	31.14	31,856.22	6,612 00		31,856.22	0 17	C
52 000	JIANGXI COPPER CO LTD ADR TICKER: JIXAY	3 95	107.79	5,604.97	108.25	5,629.00	24.03		5,629 00	0.03	C
1,170.000	KOC HOLDINGS AS TICKER: KHOLY	0.28	20.05	23,458.03	26.16	30,607.20	7,149 17		30,607.20	0 16	C
699 000	ORASCOM CONSTR INDS S A E ADR TICKER: ORSCY		35 98	25,152.35	41.95	29,323 05	4,170.70		29,323.05	0.15	C
193 000	PT PERUSAHAAN GAS NEGARA PERSARO TBK UNSPONSORED ADR (INDONESIA) TICKER: PPAAY	1 14	19 33	3,731.00	23.32	4,500 76	769.76		4,500.76	0.02	C
1,404.000	WEICHAI PWR CO LTD ADR TICKER: WEICY	0.09	21 07	29,577 50	18.11	25,426.44	(4,151.06)		25,426.44	0 13	C

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ATTACHMENT A

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(415) 576-2004

Portfolio Valuation By Position
CONSOLIDATED : CRAIL-JOHNSON FOUNDATION
12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
512.000	WYNN MACAU LIMITED UNSPONSORED ADR TICKER. WYNMY		28.62	14,654.36	27.40	14,028.80	(625.56)		14,028 80	0 07	C
350.000	ZIJIN MNG GROUP CO LTD ADR TICKER. ZIJMY	0.25	7.07	2,474.23	7 86	2,751.00	276.77		2,751.00	0.01	C
529.000	ZOOMLION HEAVY INDUSTRY SCIENC ADR TICKER. ZLIOY	0.32	12.30	6,508.10	14.85	7,855.65	1,347.55		7,855.65	0.04	C
	Undefined Sub Industry Classification			188,405.76		211,142 96	22,737 20	0 00	211,142.96	1.11	
	Undefined Sector Classification			188,405 76		211,142.96	22,737.20	0.00	211,142 96	1 11	
	COMMON STOCKS			7,417,584.35		8,321,982 79	904,398.44	17,670.71	8,339,653 50	43 99	
EXCHANGE TRADED FUNDS											
164.000	EMGS INDIA INFRA TICKER: INXX	0.19	14.64	2,400.14	14 57	2,389.48	(10.66)		2,389 48	0 01	C
	ACCRUAL: CLOSE END FUNDS DSTRBN EMGS INDIA INFRA EX DATE: 12/24/2012 PAY DATE: 01/11/2013							15.19	15 19	0 00	C
164.000	***Total Position***			2,400.14		2,389 48	(10 66)	15 19	2,404 67	0 01	
307.000	ISHARES MSCI SOUTH KOREA CAPPED INDEX FUND EUROPEAN ETF TICKER: EWY	0.37	56.40	17,316.10	63.35	19,449.06	2,132.96		19,449 06	0 10	C
2,660.000	MKT VCT JUNR GLD TICKER. GDXJ	0.75	31.87	84,768.07	19.79	52,641 40	(32,126.67)		52,641 40	0.28	C

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Portfolio Valuation By Position
CONSOLIDATED : CRAIL-JOHNSON FOUNDATION
12/31/2012
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Div or YTM@purch	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Income	Total Market Value	% of *** Portfolio	Acct Type
434.000	VAN ECK MKTVCTRS TICKER: SCIF	0 01	10.76	4,669.98	11.12	4,826 08	156.10		4,826 08	0.03	C
	EXCHANGE TRADED FUNDS			109,154.29		79,306 02	(29,848.27)	15.19	79,321.21	0.42	
	EQUITIES			7,526,738.64		8,401,288 81	874,550 17	17,685 90	8,418,974 71	44 41	
	TOTAL PORTFOLIO			**17,595,305.32**		**18,878,146.03**	**1,282,840.71**	**78,126.63**	**18,956,272.66**	**100.00**	

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EM29GJC-20130227-164508

ATTACHMENT A

THE CRAIL-JOHNSON FOUNDATION
A STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF
FOR THE YEAR ENDED DECEMBER 31, 2012
EIN 33-0247161

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

MISSION STATEMENT:

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

GRANT MAKING POLICIES:

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

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

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

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

- Kern County

The Crail-Johnson Foundation

Form 990-PF, part XV, line 3a

Grants And Contributions Paid during Year 2012

8 November 2013

Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2012	UC Berkeley Foundation- Graduate School of Education	1/5/2012	$200 00	Matching contribution - J Peterson
2012	Children's Hospital Los Angeles	1/5/2012	$1,000.00	Matching contribution - J Peterson
2012	The Cal Fund	1/5/2012	$200.00	Matching contribution - J Peterson
2012	Good Samaritan Counseling Center	1/5/2012	$100.00	Matching contribution - J Peterson
2012	Guiding Eyes for the Blind, Inc.	1/5/2012	$250.00	Matching contribution - J Peterson
2012	California Rural Legal Assistance	1/5/2012	$100.00	Matching contribution - J Peterson
2012	United Mitochrondrial Disease	1/5/2012	$100.00	Matching contribution - J Peterson
2012	YWCA of the Harbor Area	1/5/2012	$100.00	Matching contribution - J Peterson
2012	CARE	1/5/2012	$250.00	Matching contribution - J Peterson
2012	Doctors without Borders	1/5/2012	$600.00	Matching contribution - J Peterson
2012	Toberman Neighborhood Center	1/5/2012	$100.00	Matching contribution - J Peterson
2012	Second Chance Dog Rescue	1/5/2012	$250.00	Matching contribution - J Peterson
2012	Torrance Education Foundation	1/5/2012	$200.00	Matching contribution - J Peterson
2012	American Friends of the Czech Republic	1/5/2012	$50.00	Matching contribution - J Peterson
2012	Salvation Army	1/5/2012	$250.00	Matching contribution - J Peterson
2012	Providence Little Company of Mary Community Health Foundation	1/5/2012	$250.00	Matching contribution - J Peterson
2012	Murchison Street Elementary School	1/10/2012	$15,000.00	Murchison Family Center

Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2012	Healthcare Trust of Mammoth Lakes	2/14/2012	$500.00	Matching contribution- Caroly Johnson
2012	San Pedro & Peninsula YMCA	2/28/2012	$1,500.00	Matching Contribution - Byung Kim
2012	Cabrillo Avenue Elementary School (LAUSD)	3/12/2012	$20,000.00	Project PLUS
2012	Los Angeles Maritime Institute	3/12/2012	$5,000.00	Director Advised grant- ECJ to purchase outboard
2012	Port of Los Angeles High School	4/5/2012	$20,000.00	Special Education Core Support
2012	Elevate Your G.A.M.E.	4/5/2012	$15,000.00	general operating
2012	Strive Foundation	4/5/2012	$20,000.00	general operating
2012	Casa Youth Shelter	4/5/2012	$15,000.00	general operating
2012	CASA of Los Angeles, formerly Friends of Child Advocates	4/5/2012	$15,000.00	Early Childhood Initiative
2012	Jewish Family & Children's Service of Long Beach	4/5/2012	$10,000.00	treatment and prevention services
2012	Harbor Free Clinic	4/5/2012	$15,000.00	Pediatric Clinic
2012	Girls on the Run Sierras	4/5/2012	$250.00	Matching contribution - Carolyn Escoto
2012	826LA	4/5/2012	$10,000.00	general operating
2012	Grand Vision Foundation	4/19/2012	$5,000.00	General operating support
2012	YWCA of the Harbor Area	4/19/2012	$20,000 00	General operating to support salary costs for new Executive Director
2012	YWCA of the Harbor Area	4/19/2012	$5,000.00	General operating to support salary costs for new Executive Director
2012	Grand Vision Foundation	4/19/2012	$5,000.00	General operating support
2012	Grand Vision Foundation	4/19/2012	$30,000.00	Geneal Operating support

Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2012	Children's Defense Fund -Los Angeles	4/26/2012	$10,000.00	CDF Freedom Schools in Los Angeles
2012	Toberman Neighborhood Center	4/26/2012	$20,000.00	Healthy Living and Learning (HL&L)
2012	PressFriends	4/26/2012	$8,000.00	general operating
2012	Special Olympics Southern California, Inc	5/16/2012	$50.00	Matching contribution - J S Peterson
2012	Torrance Police Office's Association (TOPA)	5/16/2012	$50.00	Matching contribution - J S Peterson
2012	American Heart Association	5/16/2012	$100.00	Matching contribution - Pat McMicheaux
2012	High Sierra Tri Club	6/11/2012	$500.00	Matching contribution- Carolyn Escoto
2011	Los Angeles Maritime Institute	6/19/2012	$70,000.00	Ongoing program expenses
2012	Long Beach Day Nursery	6/26/2012	$10,000.00	Early Literacy "Ready to Read"
2012	Angels Gates Cultural Center	7/10/2012	$7,500.00	Artists in the Classrooms
2012	Southern California Public Radio	8/8/2012	$750.00	Matching Contribution - Eric C Johnson
2012	Boys & Girls Clubs of Carson	8/13/2012	$30,000.00	Teen programs
2012	Boys & Girls Clubs of the South Bay	8/13/2012	$30,000.00	general operating
2012	Long Beach Bar Foundation	8/13/2012	$15,000.00	Short Stop program
2012	Outreach Concern, Inc.	8/13/2012	$10,000.00	school counseling services
2012	America SCORES	8/14/2012	$10,000.00	general operating
2012	Los Angeles Maritime Institute	8/30/2012	$40,000.00	Ongoing program expenses
2012	Long Beach Rescue Mission	9/25/2012	$50.00	matching contribution - J S Peterson
2012	Los Angeles Maritime Institute	9/26/2012	$40,000.00	Ongoing program expenses
2012	House of Hope Foundation, Inc	9/28/2012	$250.00	Matcing contribution - Elizabeth Schindler-Johnson
2012	Villalobos Rescue Center	10/30/2012	$100.00	Marie Elias

Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2012	UCSB Foundation	10/30/2012	$250.00	Matching contribution - J S Peterson
2012	San Pedro High School Lady Boosters	11/15/2012	$5,000.00	To support "Teens at the Table"
2012	University Muslim Medical Association	11/16/2012	$25,000.00	Pediatric Services
2012	Marymount California University	11/16/2012	$50,000.00	Marylyn and Chuck Klaus Center for the Arts
2012	School on Wheels, Inc.	11/16/2012	$25,000.00	Skid Row Learning Center
2012	Watts Healthcare Corporation	11/16/2012	$20,000.00	School-based health clinic at Jordan High School
2012	Verbum Dei High School	11/16/2012	$15,000.00	general operating
2012	Palos Verdes Peninsula Land Conservancy	11/16/2012	$5,000.00	Envirornmental and educational programming
2012	South Central Scholars Foundation	11/16/2012	$10,000.00	The Summer Academy
2012	Search to Involve Pilipino Americans	11/16/2012	$15,000.00	After-school Enrichment
2012	Write Girl	11/16/2012	$10,000.00	Core Mentoring Project
2012	Rainbow Services, LTD	11/16/2012	$25,000.00	general operating
2012	Providence TrinityCare Hospice Foundation	11/16/2012	$25,000.00	TrinityCare
2012	Peace 4Kids	11/16/2012	$25,000.00	Transitional Youth Services
2012	Neighborhood Youth Association	11/16/2012	$15,000.00	PERSONAL BEST Program
2012	Kidsave	11/16/2012	$15,000.00	LA Weekend Miracle Program - program manager salary
2012	Harbor Interfaith Services, Inc.	11/16/2012	$20,000.00	general operating
2012	Great Beginnings for Black Babies, Inc	11/16/2012	$15,000.00	general operating support

Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2012	Food Finders, Inc.	11/16/2012	$10,000.00	general operating support
2012	Environmental Charter Schools	11/16/2012	$20,000.00	Science, Technology, Engineering, and Mathematics (STEM) Achievement Project
2012	Boys & Girls Clubs of The Los Angeles Harbor	11/16/2012	$50,000.00	Collge Bound
2012	South Bay Family Health Care	11/16/2012	$10,000.00	Healthy Kids Express
2012	The Accelerated School	12/17/2012	$25,000.00	ACES project
2012	Beacon House Association of San Pedro	12/19/2012	$500.00	Matching contribution - Alan & Liz Johnson
2012	Richstone Family Center	12/19/2012	$5,000.00	Matching Contribution - Dorothy Courtney
2012	Loyola Marymount University	12/19/2012	$5,000.00	Matching contribution - Dorothy Courtney
2012	Rainbow Services, LTD	12/21/2012	$250.00	Matching contribution - Lauren Johnson
2012	Los Angeles Martime Institute	Various	$116,815.00	General Operating Expenses & Imputed Interest
	Grand Totals		$1,096,415.00	

- 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE CRAIL-JOHNSON FOUNDATION	Employer identification number (EIN) or 33-0247161
	Number, street, and room or suite no. If a P.O. box, see instructions. 461 WEST 6TH STREET, NO. 300	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN PEDRO, CA 90731	

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 ▶ ALAN C. JOHNSON 461 WEST 6TH STREET, SUITE 300 - SAN PEDRO, CA 90731
  Telephone No. ▶ 310-519-9500 FAX No. ▶
- 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 NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______.

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 REQUIRED TO GATHER INFORMATION NECESSARY TO FILE AN ACCURATE TAX 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**	$ 10,958.
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**	$ 19,654.
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 ▶ Title ▶ PRESIDENT Date ▶