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EXTENDED UNTIL NOVEMBER 17, 2014

## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

2013

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>THE CRAIL-JOHNSON FOUNDATION</b>		A Employer identification number <b>33-0247161</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>461 WEST 6TH STREET</b>	Room/suite <b>300</b>	B Telephone number <b>310-519-9500</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SAN PEDRO, CA 90731</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>22,455,538.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	240,247.	240,247.		STATEMENT 1
	4 Dividends and interest from securities	349,892.	349,892.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<30,319.>			
	b Gross sales price for all assets on line 6a	54,135,775.			
	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	409,544.	9,712.		STATEMENT 3	
12 Total. Add lines 1 through 11	969,364.	599,851.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	83,035.	0.		83,035.
	15 Pension plans, employee benefits	17,207.	0.		17,207.
	16a Legal fees				
	b Accounting fees	19,713.	0.		19,713.
	c Other professional fees	133,564.	130,564.		3,000.
	17 Interest				
	18 Taxes	42,646.	56.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	9,287.	0.		9,287.
	22 Printing and publications	3,000.	0.		3,000.
	23 Other expenses	250,530.	13.		305.
	24 Total operating and administrative expenses. Add lines 13 through 23	558,982.	130,633.		135,547.
	25 Contributions, gifts, grants paid	1,506,791.			1,586,791.
26 Total expenses and disbursements. Add lines 24 and 25	2,065,773.	130,633.		1,722,338.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,096,409.>				
b Net investment income (if negative, enter -0-)		469,218.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	19,414.	54,480.	54,480.
	2 Savings and temporary cash investments	442,241.	371,695.	371,695.
	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 ▶ 3,255,217.			
	Less: allowance for doubtful accounts ▶ 0.	3,260,000.	3,255,217.	3,255,217.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	18,588.	0.	0.
	b Investments - corporate stock STMT 10	9,896,638.	10,716,957.	10,716,957.
	c Investments - corporate bonds STMT 11	8,600,388.	8,057,189.	8,057,189.
	<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		22,237,269.	22,455,538.	22,455,538.
17 Accounts payable and accrued expenses		92,660.	49,053.	
18 Grants payable		50,000.	50,000.	
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	142,660.	99,053.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	22,094,609.	22,356,485.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input type="checkbox"/>			
	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	22,094,609.	22,356,485.		
31 Total liabilities and net assets/fund balances	22,237,269.	22,455,538.		

**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	22,094,609.
2 Enter amount from Part I, line 27a	2	<1,096,409.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,358,285.
4 Add lines 1, 2, and 3	4	22,356,485.
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	22,356,485.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>				
<b>b CAPITAL GAINS DIVIDENDS</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 54,134,550.		54,166,094.	<31,544.>	
b 1,225.			1,225.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			<31,544.>	
b			1,225.	
c				
d				
e				
2 Capital gain net income or (net capital loss)		2		<30,319.>
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))
2012	1,195,228.	22,426,851.	.053295
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
2 Total of line 1, column (d)		2	.270472
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	.054094
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	21,980,779.
5 Multiply line 4 by line 3		5	1,189,028.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	4,692.
7 Add lines 5 and 6		7	1,193,720.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	1,967,338.

**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

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax

10,203. Refunded

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

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

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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address <b>WWW.CRAIL-JOHNSON.ORG</b>	13	X	
14	The books are in care of <b>ALAN C. JOHNSON</b> Telephone no. <b>310-519-9500</b> Located at <b>461 WEST 6TH STREET, SUITE 300, SAN PEDRO, CA</b> ZIP+4 <b>90731</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2013?		
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2013?		

**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 MCMICHEAUX - 461 WEST 6TH STREET, SUITE 300, SAN PEDRO, CA	PROGRAM OFFICER 40.00	58,766.	2,850.	0.

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

0





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	18,498,591.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	559,512.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	3,257,409.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	22,315,512.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	22,315,512.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	334,733.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	21,980,779.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,099,039.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,099,039.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	4,692.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	4,692.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,094,347.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,094,347.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,094,347.

**Part XII** **Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,722,338.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	245,000.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,967,338.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	4,692.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,962,646.

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,094,347.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	368,137.			
b From 2009	100,623.			
c From 2010	15,011.			
d From 2011				
e From 2012	84,843.			
f Total of lines 3a through e	568,614.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,967,338.				
a Applied to 2012, 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 2013 distributable amount				1,094,347.
e Remaining amount distributed out of corpus	872,991.			
5 Excess distributions carryover applied to 2013 (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	1,441,605.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	368,137.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,073,468.			
10 Analysis of line 9:				
a Excess from 2009	100,623.			
b Excess from 2010	15,011.			
c Excess from 2011				
d Excess from 2012	84,843.			
e Excess from 2013	872,991.			



**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
<b>a</b> <i>Paid during the year</i>				
SEE ATTACHMENT C	N/A	PUBLIC CHARITY	SEE ATTACHMENT C	1,586,791.
<b>Total</b>			▶ <b>3a</b>	1,586,791.
<b>b</b> <i>Approved for future payment</i>				
NONE				
<b>Total</b>			▶ <b>3b</b>	0.

## Analysis of Income-Producing Activities

\*Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	240,247.		
4 Dividends and interest from securities			14	349,892.		
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	9,712.		
8 Gain or (loss) from sales of assets other than inventory			18	<30,319.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a OTHER INCOME						399,832.
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		569,532.		399,832.
13 Total. Add line 12, columns (b), (d), and (e)						969,364.

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

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

[illegible]

## Part XVII

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

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

**(2) Other assets**

b Other transactions:

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

**(3) Rental of facilities, equipment, or other assets**

#### (4) Reimbursement arrangements

(5) Loans or loan guarantees

**(6) Performance of services or membership or fundraising solicitations**

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

**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.

[illegible]

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

☐ Yes ☒ No

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

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

**Sign  
Here**

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



Signature of officer or trustee

Date 11/14/14

Date \_\_\_\_\_



PRESIDENT

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

DAVID MOLINA

Preparer's signature

David Miller

Digitally signed by  
david.molina@mcgladrey.com  
Date: 2014.11.14 14:16:39  
-08'00'

Date \_\_\_\_\_

Check ☐ self-employed

PTIN

P01029196

Firm's name ► MCGLADREY, LLP

Firm's EIN ► 42-0714325

Firm's address ► 18401 VON KARMAN AVENUE, 5TH FLOOR  
IRVINE, CA 92612-8231

Phone no. 949-255-6500

**Morgan Stanley**  
Private Wealth Management

**Supplemental Report**

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
**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
<b>CASH AND CASH ALTERNATIVES</b>											
<b>BANK DEPOSITS*</b>											
357,841 040	BANK DEPOSITS - MS BANK NA	0 05		357,841 04		357,841 04		0 97	357,842 01	2 21	
<b>CURRENCIES</b>											
1,299 310	US DOLLAR			1,299.31		1,299 31			1,299.31	0 01	C
	<b>CASH AND CASH ALTERNATIVES</b>			359,140 35		359,140 35	0 00	0 97	359,141 32	2.22	
<b>ALTERNATIVE INVESTMENTS</b>											
<b>Hedge Funds</b>											
1,438,984 330	IVORY FLAGSHIP FUND L.P.IVORY F LAGSHIP CLASS A Valuation Date 12/31/2013	0 82		1,175,000 00	1 00	1,438,984 33	263,984.33		1,438,984.33	8 91	C
	<b>ALTERNATIVE INVESTMENTS</b>			1,175,000 00		1,438,984 33	263,984.33	0 00	1,438,984 33	8 91	
<b>FIXED INCOME</b>											
504,000 000	C/P NOBLE CORP CUSIP 65489KAG3 Zero Coupon, Matures 01/16/14, Int Annually, YTM at Mkt 0 202%, S&P A2 Moodys P2, Issued 12/10/13	0 52	99 96	503,781 60	99 99	503,954 64	173 04		503,954 64	3 12	C
525,000 000	C/P ENTERGY CORP CUSIP 29366GB59 Zero Coupon, Matures 02/05/14, Int Annually, YTM at Mkt 0 410%, S&P A2, Moodys P3, Issued 11/07/13	0 85	99 81	523,983 54	99 96	524,784 75	801 21		524,784 75	3.25	C
525,000 000	C/P WEATHERFORD INTL LTD CUSIP 94707MB74 Zero Coupon Matures 02/07/14, Int. Annually, YTM at Mkt 0 237% S&P A2, Moodys P2, Issued 11/07/13	0 88	99 79	523,909 17	99 97	524,868 75	959 58		524,868 75	3.25	C

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ATTACHMENT A (PAGE 1)

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**Morgan Stanley**  
Private Wealth Management

**Supplemental Report**

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
**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
100,000 000	C/P ENTERGY CORP CUSIP 29366GDF5 Zero Coupon, Matures 04/15/14, Int Annually, YTM at Mkt 0.501% S&P A2, Moodys P3, Issued 09/05/13	0.95	99.69	99,685.97	99.85	99,854.00	168.03		99,854.00	0.62	C
225,000 000	BRITISH COLUMBIA SER Q CUSIP 110709DF6 Coupon Rate 7.500%, Matures 06/09/14 Int Semi-Annually, Yield to Maturity 15.154%, S&P AAA, Moodys Aaa, Issued 01/05/94	1.25	104.19	234,423.93	96.74	217,660.50	(16,763.43)	959.54	218,620.04	1.35	C
790,000 000	GEN ELEC CAP CRP SER A CUSIP 36962G4L5 Coupon Rate 3.500%, Matures 06/29/15, Int Semi-Annually, Yield to Maturity 0.564%, S&P AA+, Moodys A1, Issued 06/28/10	0.78	104.03	821,856.50	104.36	824,459.80	2,603.30	153.61	824,613.41	5.10	C
495,000 000	MICROSOFT CORP CUSIP 594918AK0 Coupon Rate 2.500%, Matures 02/08/16, Int Semi-Annually Yield to Maturity 0.684%, S&P AAA, Moodys Aaa, Issued 02/08/11	2.37	100.26	496,308.56	103.77	513,681.30	17,372.74	4,915.63	518,596.93	3.21	C
287,000 000	FHLMC CUSIP 3128X4S36 Coupon Rate 5.400%, Matures 03/17/21, Int Semi-Annually, Callable at 100.00 on 03/17/16, Yield to Maturity 3.892%, S&P AA+, Moodys AAA, Issued 03/17/06	1.10	109.35	313,833.77	109.33	313,765.62	(68.15)	4,477.20	318,242.82	1.97	C
543,000 000	FEDERAL NATIONAL MORTGAGE CUSIP 3136G04E8 Coupon Rate 2.000%, Matures 05/21/21, Int Semi-Annually, Callable at 100.00 on 02/21/14, Yield to Maturity 3.083%, S&P AA+ Moodys AAA, Issued 11/21/12	2.35	97.50	529,425.00	92.71	503,415.30	(26,009.70)	1,206.67	504,621.97	3.12	C
425,305 000	GNMA POOL 468951 CUSIP 36209DSL4 Coupon Rate 6.500%, Matures 03/15/28, Int Monthly Yield to Maturity 5.330%, Factor 0.036624, Issued 03/01/98, Amortized Quantity 15576.30	(9.84)	115.87	18,048.36	111.58	17,379.26	(669.10)	45.00	17,424.26	0.11	C
450,000 000	BANK OF AMERICA CUSIP 060505DR2 Coupon Rate 8.000%, Perpetual Maturity, Int Semi-Annually, Callable at 100.00 on 01/30/18, Yield to Call 4.923%, S&P BB+, Moodys BA3, Issued 01/30/08	10.54	76.00	342,000.00	110.80	498,600.00	156,600.00	15,000.00	513,600.00	3.18	C

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**Morgan Stanley**  
Private Wealth Management

**Supplemental Report**

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
**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
440,000 000	JPMORGAN CHASE CUSIP 46625HHA1 Coupon Rate 7.900%, Perpetual Maturity Int Semi-Annually, Callable at 100.00 on 04/30/18, Yield to Maturity 7.123%, S&P BBB Moody's BAA1, Issued 04/23/08	10.59	79.00	347,600.00	110.25	485,100.00	137,500.00	5,793.33	490,893.33	3.04	C
<b>FIXED INCOME</b>				4,754,856.40		5,027,523.92	272,667.52	32,550.98	5,060,074.90	31.31	
<b>EQUITIES</b>											
<b>COMMON STOCKS</b>											
<b>Energy</b>											
<b>Oil &amp; Gas Drilling</b>											
1,765 000	DIAMOND OFFSHORE DRILLING INC COM TICKER DO	0.50	71.51	126,209.41	56.92	100,463.80	(25,745.61)		100,463.80	0.62	C
415 000	ENSCO PLC TICKER ESV	2.25	59.39	24,646.59	57.18	23,729.70	(916.89)		23,729.70	0.15	C
260 000	ENSIGN ENERGY SVCS INC TICKER ESVIF	0.44	19.25	5,004.87	15.76	4,097.60	(907.27)		4,097.60	0.03	C
	ACCRUAL CASH DIVIDEND ENSIGN ENERGY SVCS INC EX DATE 12/18/2013 PAY DATE 01/06/2014							28.70	28.70	0.00	C
260 000	<b>Total Position</b>			5,004.87		4,097.60	(907.27)	28.70	4,126.30	0.03	
1,514 000	NABORS INDUSTRIES LTD COM STK TICKER NBR	0.16	18.11	27,418.22	16.99	25,722.86	(1,695.36)		25,722.86	0.16	C
1,200 000	NOBLE CORP PLC TICKER NE	0.76	43.36	52,030.34	37.47	44,964.00	(7,066.34)		44,964.00	0.28	C
<b>Oil &amp; Gas Drilling</b>				235,309.43		198,977.96	(36,331.47)	28.70	199,006.66	1.23	

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**Morgan Stanley**  
Private Wealth Management

**Supplemental Report**

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
**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
<b>Oil &amp; Gas Equipment &amp; Services</b>											
110 000	CORE LABORATORIES NLG0 03 ORDS TICKER CLB	2 00	97 17	10,688 50	190 95	21,004 50	10,316 00		21,004 50	0 13	C
1,135 000	SCHLUMBERGER LTD TICKER SLB	1 60	80.49	91,359 48	90 11	102,274 85	10,915 37		102,274 85	0 63	C
	ACCRUAL CASH DIVIDEND SCHLUMBERGER LTD EX DATE 12/02/2013 PAY DATE 01/10/2014							354 69	354 69	0 00	C
1,135 000	<b>Total Positon</b>			91,359 48		102,274 85	10,915 37	354 69	102,629 54	0 64	
1,040 000	TENARIS SA ADR TICKER TS	0 86	49.28	51,248 86	43 69	45,437 60	(5,811 26)		45,437 60	0 28	C
3,035 000	WEATHERFORD INTL LTD TICKER WFT		19 70	59,788 45	15 49	47,012 15	(12,776 30)		47,012 15	0 29	C
	<b>Oil &amp; Gas Equipment &amp; Services</b>			213,085 29		215,729 10	2,643 81	354 69	216,083 79	1 34	
<b>Integrated Oil &amp; Gas</b>											
1,710 000	CHEVRON CORPORATION TICKER CVX	4 00	106 64	182,358 24	124 91	213,596 10	31,237 86		213,596 10	1 32	C
287 000	LUKOIL (OAO) ADR EACH REPR 4 ORD RUB0 25 TICKER LUKOY	3 66	56 89	16,327 92	63 12	18,115 44	1,787 52		18,115 44	0 11	C
4 008 000	OAO GAZPROM ADR LEVEL 1 ADR PROGRAM TICKER OGZPY	0 29	9 59	38,449 59	8 65	34,669 20	(3,780 39)		34,669 20	0 21	C
1,835 000	ROYAL DUTCH SHELL PLC SPON ADR	3 60	70 46	129,291 79	75 11	137,826 85	8,535 06		137,826 85	0 85	C
1,115 000	SUNCOR ENERGY INC TICKER SU	0 75	44 94	50,109 86	35 05	39,080 75	(11,029 11)		39,080 75	0 24	C

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EM97HCV-20140123 135822

**Morgan Stanley**  
Private Wealth Management

**Supplemental Report**

Page: 10

**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
**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
1,394 000	YPF SOCIEDAD ANONIMA SPONS ADR REPR CL D TICKER: YPF	0.26	28.10	39,174.17	32.96	45,946.24	6,772.07		45,946.24	0.28	C
	<i>Integrated Oil &amp; Gas</i>			455,711.57		489,234.58	33,523.01	0.00	489,234.58	3.03	
	<i>Oil &amp; Gas Exploration &amp; Production</i>										
770 000	CANADIAN NATURAL RES OURCES CAD COM NPV TICKER: CNQ	0.75	47.61	36,659.50	33.84	26,056.80	(10,602.70)		26,056.80	0.16	C
	ACCRUAL CASH DIVIDEND CANADIAN NATURAL RES EX DATE 12/11/2013 PAY DATE 01/01/2014							144.70	144.70	0.00	C
770 000	<i>Total Position</i>			36,659.50		26,056.80	(10,602.70)	144.70	26,201.50	0.16	
118 000	CNOOC LTD ADR TICKER: CEO	6.62	193.70	22,856.01	187.66	22,143.88	(712.13)		22,143.88	0.14	C
2,050 000	CONOCOPHILLIPS TICKER: COP	2.76	57.79	118,477.36	70.65	144,832.50	26,355.14		144,832.50	0.90	C
1,378 000	PTT EXPL & PRODTN PUB LTD ADR TICKER: PEXNY	0.34	11.56	15,927.47	11.00	15,158.00	(769.47)		15,158.00	0.09	C
420 000	TALISMAN ENERGY TICKER: TLM	0.27	24.02	10,089.60	11.65	4,893.00	(5,196.60)		4,893.00	0.03	C
	<i>Oil &amp; Gas Exploration &amp; Production</i>			204,009.94		213,084.18	9,074.24	144.70	213,228.88	1.32	
	<i>Oil &amp; Gas Storage &amp; Transportation</i>										
1,125 000	KINDER MORGAN HOLD CO LLC TICKER: KMI	1.64	34.88	39,237.53	36.00	40,500.00	1,262.47		40,500.00	0.25	C

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**Morgan Stanley**  
Private Wealth Management

**Supplemental Report**

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
**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
1,770 000	WILLIAMS COMPANIES INC TICKER WMB	1 52	34 82	61,628 69	38 57	68,268 90	6,640 21		68,268 90	0 42	C
	<i>Oil &amp; Gas Storage &amp; Transportation</i>			100,866 22		108,768 90	7,902 68	0 00	108,768 90	0 67	
	<i>Energy</i>			1,208,982 45		1,225,794 72	16,812 27	528 09	1,226,322 81	7 59	
<b>Materials</b>											
<i>Diversified Chemicals</i>											
195 000	BASF SE ADR TICKER BASFY	2 47	94 08	18,346 40	107 79	21,019 05	2,672 65		21,019 05	0 13	C
1,700 000	DU PONT E I DENEMOURS & CO TICKER DD	1 80	53 13	90,325 89	64 97	110,449 00	20,123 11		110,449 00	0 68	C
	<i>Diversified Chemicals</i>			108,672 29		131,468 05	22,795 76	0 00	131,468 05	0 81	
<i>Fertilizers &amp; Agricultural Chemicals</i>											
415 000	MONSANTO COMPANY TICKER MON	1 72	105 63	43,835 04	116 55	48,368 25	4,533 21		48,368 25	0 30	C
820 000	POTASH CORP OF SASKATCHEWAN INC CAD NPV TICKER POT	1 40	57 64	47,266 66	32 96	27,027 20	(20,239 46)		27,027 20	0 17	C
35 000	YARA INTL - ADR TICKER YARIY	1 85	55 55	1,944 35	42 93	1,502 55	(441 80)		1,502 55	0 01	C
	<i>Fertilizers &amp; Agricultural Chemicals</i>			93,046 05		76,898 00	(16,148 05)	0 00	76,898 00	0 48	
<i>Construction Materials</i>											
1,984 000	PPC LIMITED UNSPON ADR TICKER PPCYY	0 22	8 36	16,590 49	5 93	11,765 12	(4,825 37)		11,765 12	0 07	C

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**Morgan Stanley**  
Private Wealth Management

**Supplemental Report**

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
**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
776 000	PT SEMEN GRESIK PERSERO UNSPONSORED ADR (INDONESIA) TICKER: PSGTY	1.05	20.25	15,713.80	23.45	18,197.20	2,483.40		18,197.20	0.11	C
	<b>Construction Materials</b>			32,304.29		29,962.32	(2,341.97)	0.00	29,962.32	0.19	
	<b>Diversified Metals &amp; Mining</b>										
735 000	BHP BILLITON LTD ADR TICKER: BHP	2.32	86.67	63,704.24	68.20	50,127.00	(13,577.24)		50,127.00	0.31	C
1,030 000	RIO TINTO PLC SPONS ADR TICKER: RIO	1.76	63.61	65,513.94	56.43	58,122.90	(7,391.04)		58,122.90	0.36	C
244 000	TECK RESOURCES LTD TICKER: TCK	0.84	35.28	8,608.03	26.01	6,346.44	(2,261.59)		6,346.44	0.04	C
	ACCRUAL CASH DIVIDEND TECK RESOURCES LTD EX DATE 12/12/2013 PAY DATE 01/02/2014							103.17	103.17	0.00	C
244 000	<b>Total Position</b>			8,608.03		6,346.44	(2,261.59)	103.17	6,449.61	0.04	
	<b>Diversified Metals &amp; Mining</b>			137,826.21		114,596.34	(23,229.87)	103.17	114,699.51	0.71	
	<b>Steel</b>										
1,735 000	VALE ADR TICKER: VALE	0.13	29.49	51,166.38	15.25	26,458.75	(24,707.63)		26,458.75	0.16	C
1,311 000	VALE S.A. CLASS A ADR	0.13	29.80	39,070.60	14.01	18,367.11	(20,703.49)		18,367.11	0.11	C
	<b>Steel</b>			90,236.98		44,825.86	(45,411.12)	0.00	44,825.86	0.28	
	<b>Materials</b>			462,085.82		397,750.57	(64,335.25)	103.17	397,853.74	2.46	

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
**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
<b>Industrials</b>											
<b>Aerospace &amp; Defense</b>											
1,500 000	BOEING CO TICKER BA	2 92	69 80	104,702 90	136 49	204,735 00	100,032 10		204,735 00	1 27	C
890 000	HONEYWELL INTERNATIONAL L INC COM STK TICKER HON	1 80	57 88	51,513 56	91 37	81,319 30	29,805 74		81,319 30	0 50	C
1,920 000	RAYTHEON COMPANY COM TICKER RTN	2 20	52 83	101,439 17	90 70	174,144 00	72,704 83		174,144 00	1 08	C
	ACCRUAL CASH DIVIDEND RAYTHEON COMPANY COM EX DATE 12/30/2013 PAY DATE 02/06/2014							1,056 00	1,056 00	0 01	C
1,920 000	<b>Total Position</b>			101,439 17		174,144 00	72,704 83	1,056 00	175,200 00	1 08	
750 000	UNITED TECHNOLOGIES CORP TICKER UTX	2 36	80 50	60,374 10	113 80	85,350 00	24,975 90		85,350 00	0 53	C
	<b>Aerospace &amp; Defense</b>			318,029 73		545,548 30	227,518 57	1,056 00	546,604 30	3 38	
<b>Building Products</b>											
230 000	ALLEGION PLC TICKER ALLE		0 08	18 52	44 19	10,163 70	10,145 18		10,163 70	0 06	C
<b>Electrical Components &amp; Equipment</b>											
489 000	EATON CORPORATION TICKER ETN	1 68	54 40	26,599 79	76 12	37,222 68	10,622 89		37,222 68	0 23	C

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**Portfolio Valuation By Position**  
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**12/31/2013**  
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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
<b>Industrial Conglomerates</b>											
1,100 000	3 M CO TICKER: MMM	3 42	89 78	98,763 31	140 25	154,275 00	55,511 69		154,275 00	0 95	C
715 000	DANAHER CORP TICKER: DHR	0 10	60 99	43,607 06	77 20	55,198 00	11,590 94		55,198 00	0 34	C
	ACCRUAL CASH DIVIDEND DANAHER CORP EX DATE 12/26/2013 PAY DATE 01/31/2014							17 88	17 88	0 00	C
715 000	<b>Total Position</b>			43,607 06		55,198 00	11,590 94	17 88	55,215 88	0 34	
4,600 000	GENERAL ELEC CO TICKER: GE	0 88	19 59	90,132 06	28 03	128,938 00	38,805 94		128,938 00	0 80	C
	ACCRUAL CASH DIVIDEND GENERAL ELEC CO EX DATE 12/19/2013 PAY DATE 01/27/2014							1,012 00	1,012 00	0 01	C
4,600 000	<b>Total Position</b>			90,132 06		128,938 00	38,805 94	1,012 00	129,950 00	0 80	
1,391 000	KOC HOLDINGS AS TICKER: KHOLY	0 41	20 45	28,448 34	20 61	28,668 51	220 17		28,668 51	0 18	C
	<b>Industrial Conglomerates</b>			260,950 77		367,079 51	106,128 74	1,029 87	368,109 38	2 28	
<b>Construction &amp; Farm Machinery</b>											
504 000	PT UNITED TRACTORS-UNSPON ADR (INDONESIA) TICKER: PUTKY	0 84	47 39	23,884 73	31 56	15,906 24	(7,978 49)		15,906 24	0 10	C
1,388 000	WEICHAI PWR CO LTD ADR TICKER: WEICY	0 17	21 04	29,208 43	16 24	22,541 12	(6,667 31)		22,541 12	0 14	C
	<b>Construction &amp; Farm Machinery</b>			53,093 16		38,447 36	(14,645 80)	0 00	38,447 36	0 24	

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**Portfolio Valuation By Position**  
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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
<b>Industrial Machinery</b>											
690 000	INGERSOLL-RAND COMPANY LTD BE TICKER: IR	0.84	43.07	29,715.02	61.60	42,504.00	12,788.98		42,504.00	0.26	C
<b>Trading Companies &amp; Distributors</b>											
65 000	FINNING INTL LTD TICKER: FINGF	0.57	29.60	1,923.99	25.54	1,660.10	(263.89)		1,660.10	0.01	C
<b>Railroads</b>											
660 000	CANADIAN NATIONAL RAILWAY CO CAD NPV COM (USD) TICKER: CNI	0.81	38.43	25,363.47	57.02	37,633.20	12,269.73		37,633.20	0.23	C
525 000	CDN PAC RLWAY TICKER: CP	1.33	65.67	34,479.13	151.32	79,443.00	44,963.87		79,443.00	0.49	C
	ACCRUAL CASH DIVIDEND CDN PAC RLWAY EX DATE 12/24/2013 PAY DATE 01/27/2014							172.65	172.65	0.00	C
525 000	<b>Total Position</b>			34,479.13		79,443.00	44,963.87	172.65	79,615.65	0.49	
285 000	UNION PACIFIC CORP TICKER: UNP	3.16	158.58	45,195.84	168.00	47,880.00	2,684.16		47,880.00	0.30	C
	ACCRUAL CASH DIVIDEND UNION PACIFIC CORP EX DATE 11/29/2013 PAY DATE 01/02/2014							225.15	225.15	0.00	C
285 000	<b>Total Position</b>			45,195.84		47,880.00	2,684.16	225.15	48,105.15	0.30	
	<b>Railroads</b>			105,038.44		164,956.20	59,917.76	397.80	165,354.00	1.02	
	<b>Industrials</b>			795,369.42		1,207,581.85	412,212.43	2,483.67	1,210,065.52	7.49	

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**Portfolio Valuation By Position**  
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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
<b>Consumer Discretionary</b>											
<b>Automobile Manufacturers</b>											
1,336 000	PT ASTRA INTERNATIONAL TBK ADR TICKER PTAY	0 30	14 34	19,157 09	11 15	14,896 40	(4,260 69)		14,896 40	0 09	C
<b>Casinos &amp; Gaming</b>											
873 000	WYNN MACAU LIMITED UNSPONSORED ADR TICKER WYMY	2 14	27 57	24,071 30	45 48	39,704 04	15,632 74		39,704 04	0 25	C
<b>Hotels</b>											
620 000	STARWOOD HOTELS & RESORTS TICKER HOT	1 35	74 53	46,208 04	79 45	49,259 00	3,050 96		49,259 00	0 30	C
<b>Restaurants</b>											
610 000	YUM BRANDS INC TICKER YUM	1 48	60 93	37,167 19	75 61	46,122 10	8,954 91		46,122 10	0 29	C
<b>Broadcasting &amp; Cable TV</b>											
659 000	GRUPO TELEVISA ADR TICKER TV	# 0 25	24 45	16,111 35	30 26	19,941 34	3,829 99		19,941 34	0 12	C
	ACCRUAL ADR DIVIDEND GRUPO TELEVISA ADR EX DATE 12/18/2013 PAY DATE 01/02/2014							88 85	88 85	0 00	C
659 000	<b>Total Position</b>			16,111 35		19,941 34	3,829 99	88 85	20,030 19	0 12	
	<b>Broadcasting &amp; Cable TV</b>			16,111 35		19,941 34	3,829 99	88 85	20,030 19	0 12	

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**Portfolio Valuation By Position**  
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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
<b>Movies &amp; Entertainment</b>											
1,075 000	WALT DISNEY CO (HOLDING COMPANY) TICKER DIS	0 86	48 95	52,617.36	76 40	82,130 00	29,512.64		82,130 00	0 51	C
	ACCRUAL CASH DIVIDEND WALT DISNEY CO (HOLDING COMPANY) EX DATE 12/12/2013 PAY DATE 01/16/2014							924 50	924 50	0 01	C
1,075 000	<b>Total Position</b>			52,617.36		82,130 00	29,512.64	924 50	83,054 50	0 51	
	<b>Movies &amp; Entertainment</b>			52,617.36		82,130 00	29,512.64	924 50	83,054 50	0 51	
<b>Distributors</b>											
1,370 000	GENUINE PARTS CO COM TICKER GPC	2 15	52.20	71,512 70	83 19	113,970 30	42,457 60		113,970 30	0 71	C
	ACCRUAL CASH DIVIDEND GENUINE PARTS CO COM EX DATE 12/04/2013 PAY DATE 01/02/2014							736 38	736 38	0 00	C
1,370 000	<b>Total Position</b>			71,512 70		113,970 30	42,457 60	736 38	114,706 68	0 71	
1,103 000	IMPERIAL HOLDINGS LTD (PL ADR TICKER IHLDY	0 68	22 49	24,801 76	19 35	21,343 05	(3,458 71)		21,343 05	0 13	C
	<b>Distributors</b>			96,314 46		135,313 35	38,998 89	736 38	136,049 73	0 84	
<b>Department Stores</b>											
292 000	WOOLWORTHS HOLDINGS LTD SOUTH ADR TICKER WLWHY	2 03	61 62	17,992 55	70 82	20,679 64	2,687 09		20,679 64	0 13	C

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
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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
<b>Home Improvement Retail</b>											
590 000	HOME DEPOT INC TICKER: HD	1.56	74.20	43,780.60	82.34	48,580.60	4,800.00		48,580.60	0.30	C
				<b>353,419.94</b>		<b>456,626.47</b>	<b>103,206.53</b>	<b>1,749.72</b>	<b>458,376.19</b>	<b>2.84</b>	
<b>Consumer Discretionary</b>											
<b>Consumer Staples</b>											
<b>Drug Retail</b>											
2,046 000	CLICKS GROUP LTD SPONS ADR TICKER: CLCGY	0.26	12.34	25,244.22	12.10	24,754.55	(489.67)		24,754.55	0.15	C
<b>Food Retail</b>											
1,144 000	SHOPRITE HOLDINGS-SPN ADR TICKER: SRGHY	0.54	13.15	15,039.46	15.75	18,018.00	2,978.54		18,018.00	0.11	C
<b>Brewers</b>											
3,160 000	CIA DE BEBIDAS DAS AMERICAS-AM ADR TICKER: ABEV	0.62	5.93	18,724.24	7.35	23,226.00	4,501.76		23,226.00	0.14	C
<b>Distillers &amp; Vintners</b>											
1,500 000	DIAGEO PLC SPONS ADR NEW TICKER: DEO	3.00	75.27	112,909.44	132.42	198,630.00	85,720.56		198,630.00	1.23	C
<b>Soft Drinks</b>											
540 000	PEPSICO INC TICKER: PEP	2.27	63.16	34,104.29	82.94	44,787.60	10,683.31		44,787.60	0.28	C

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**Portfolio Valuation By Position**  
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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 CASH DIVIDEND PEPSICO INC EX DATE 12/04/2013 PAY DATE 01/02/2014							306 45	306 45	0 00	C
540 000	<b>Total Position</b>			34,104 29		44,787 60	10,683 31	306 45	45,094 05	0 28	
	<b>Soft Drinks</b>			34,104 29		44,787 60	10,683 31	306 45	45,094 05	0 28	
	<b>Packaged Foods</b>										
1,150 000	KRAFT FDS GRP TICKER KRFT	2 10	32 50	37,374 88	53 91	61,996 50	24,621 62		61,996 50	0 38	C
	ACCRUAL CASH DIVIDEND KRAFT FDS GRP EX DATE 12/24/2013 PAY DATE 01/17/2014							603 75	603 75	0 00	C
1,150 000	<b>Total Position</b>			37,374 88		61,996 50	24,621 62	603 75	62,600 25	0 39	
1,420 000	MONDELEZ INTL INC TICKER MDLZ	0 56	25 46	36,155 33	35 30	50,126 00	13,970 67		50,126 00	0 31	C
	ACCRUAL CASH DIVIDEND MONDELEZ INTL INC EX DATE 12/27/2013 PAY DATE 01/14/2014							198 80	198 80	0 00	C
1,420 000	<b>Total Position</b>			36,155 33		50,126 00	13,970 67	198 80	50,324 80	0 31	
635 000	NESTLE SA CHF10 SPONS ADR 20 ADRS - 1 REG'D TICKER NSRGY	1 82	60 06	38,138 95	73 59	46,729 65	8,590 70		46,729 65	0 29	C
620 000	TIGER BRANDS LTD ADR TICKER TBLMY	0 66	26 04	16,142 49	25 66	15,909 20	(233 29)		15,909 20	0 10	C
3,670 000	UNILEVER N V COM SHR TICKER UN	1 22	30 55	112,100 36	40 23	147,644 10	35,543 74		147,644 10	0 91	C
	<b>Packaged Foods</b>			239,912 01		322,405 45	82 493 44	802 55	323,208 00	2 00	

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
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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
<b>Tobacco</b>											
3,850,000	ALTRIA GROUP INC TICKER MO	1.92	24.81	95,519.95	38.39	147,801.50	52,281.55		147,801.50	0.91	C
	ACCRUAL CASH DIVIDEND ALTRIA GROUP INC EX DATE 12/23/2013 PAY DATE 01/10/2014							1,848.00	1,848.00	0.01	C
3,850,000	<b>Total Position</b>			95,519.95		147,801.50	52,281.55	1,848.00	149,649.50	0.93	
250,000	BRITISH AMERN TOB PLC ADR TICKER BTI	4.33	85.83	21,456.49	107.42	26,855.00	5,398.51		26,855.00	0.17	C
1,880,000	PHILIP MORRIS INTL TICKER PM	3.76	38.37	72,141.72	87.13	163,804.40	91,662.68		163,804.40	1.01	C
	ACCRUAL CASH DIVIDEND PHILIP MORRIS INTL EX DATE 12/23/2013 PAY DATE 01/10/2014							1,767.20	1,767.20	0.01	C
1,880,000	<b>Total Position</b>			72,141.72		163,804.40	91,662.68	1,767.20	165,571.60	1.02	
	<b>Tobacco</b>			189,118.16		338,460.90	149,342.74	3,615.20	342,076.10	2.12	
<b>Household Products</b>											
720,000	COLGATE PALMOLIVE CO TICKER CL	1.36	44.23	31,846.61	65.21	46,951.20	15,104.59		46,951.20	0.29	C
1,080,000	KIMBERLY CLARK CORP TICKER KMB	3.24	64.77	69,952.34	104.46	112,816.80	42,864.46		112,816.80	0.70	C
	ACCRUAL CASH DIVIDEND KIMBERLY CLARK CORP EX DATE 12/04/2013 PAY DATE 01/03/2014							874.80	874.80	0.01	C
1,080,000	<b>Total Position</b>			69,952.34		112,816.80	42,864.46	874.80	113,691.60	0.70	

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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
2,550 000	KIMBERLY CLARK DE MEXICO S.A.B DE C V TICKER KCDMY	0 51	9 78	24,939 14	14.22	36,261 00	11,321 86		36,261 00	0 22	C
	<i>Household Products</i>			126,738 09		196,029 00	69,290 91	874 80	196,903 80	1 22	
	<i>Personal Products</i>										
645 000	ESTEE LAUDER COS INC CL A TICKER EL	0 80	65 98	42,556 97	75 32	48,581 40	6,024 43		48,581 40	0 30	C
1,370 000	ORIFLAME COSMETICS SA TICKER ORFLY	0 94	24 35	33,359 50	15 46	21,180.20	(12,179.30)		21,180 20	0 13	C
	<i>Personal Products</i>			75,916 47		69,761 60	(6,154 87)	0 00	69,761 60	0 43	
	<i>Consumer Staples</i>			837,706.38		1,236,073 10	398,366 72	5,599 00	1,241,672 10	7 68	
	<i>Health Care</i>										
	<i>Health Care Equipment</i>										
880 000	BAXTER INTERNATIONAL INC USD1 COM TICKER BAX	1 96	52 04	45,791 48	69 55	61,204 00	15,412 52		61,204 00	0 38	C
	ACCRUAL CASH DIVIDEND BAXTER INTERNATIONAL INC USD1 EX DATE 12/04/2013 PAY DATE 01/03/2014							431.20	431 20	0 00	C
880 000	<i>Total Position</i>			45,791 48		61,204 00	15,412 52	431 20	61,635 20	0 38	
690 000	COVIDIEN PLC TICKER COV	1 28	46.24	31,907 41	68 10	46,989 00	15,081 59		46,989 00	0 29	C
	<i>Health Care Equipment</i>			77,698 89		108,193 00	30,494.11	431.20	108,624 20	0 67	

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
**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
<b>Managed Health Care</b>											
635 000	UNITEDHEALTH GRP TICKER: UNH	1 12	74 76	47,469 43	75 30	47,815 50	346 07		47,815 50	0 30	C
<b>Pharmaceuticals</b>											
910 000	ABBVIE INC TICKER: ABBV	1 60	52 87	48,109 40	52 81	48,057 10	(52 30)		48,057 10	0 30	C
395 000	ALLERGAN INC TICKER: AGN	0 20	91 82	36,268 90	111 08	43,876 60	7,607 70		43,876 60	0 27	C
2,250 000	ASTRAZENECA PLC SPONS ADR TICKER: AZN	2 80	46 16	103,851 62	59 37	133,582 50	29,730 88		133,582 50	0 83	C
3,050 000	ELI LILLY & CO COM TICKER: LLY	1 96	34 42	104,984 05	51 00	155,550 00	50,565 95		155,550 00	0 96	C
1,800 000	JOHNSON & JOHNSON TICKER: JNJ	2 64	58 59	105,454 98	91 59	164,862 00	59,407 02		164,862 00	1 02	C
86 000	MALLINCKRODT PLC TICKER: MNK		35 44	3,047 69	52 26	4,494 36	1,446 67		4,494 36	0 03	C
2,765 000	MERCK & CO TICKER: MRK	1 76	32 49	89,837 06	50 05	138,388 25	48,551 19		138,388 25	0 86	C
	ACCRUAL CASH DIVIDEND MERCK & CO EX DATE 12/12/2013 PAY DATE 01/08/2014							1,216 60	1,216 60	0 01	C
2,765 000	<b>Total Position</b>			89,837 06		138,388 25	48,551 19	1,216 60	139,604 85	0 86	
335 000	NOVARTIS AG USD SPON ADR REP 1/20 REGD SHS TICKER: NVS	2 06	57 01	19,099 29	80 38	26,927 30	7,828 01		26,927 30	0 17	C
<b>Pharmaceuticals</b>				510,652 99		715,738 11	205,085 12	1,216 60	716,954 71	4 44	

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
**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
770 000	THERMO FISHER TICKER TMO	0 60	64 54	49,698.02	111 35	85,739 50	36,041 48		85,739 50	0 53	C
	ACCRUAL CASH DIVIDEND THERMO FISHER EX DATE 12/12/2013 PAY DATE 01/15/2014							115 50	115 50	0 00	C
770 000	<b>Total Position</b>			49,698 02		85,739 50	36,041 48	115 50	85,855 00	0 53	
				49,698 02		85,739 50	36,041 48	115 50	85,855 00	0 53	
	<b>Health Care</b>			685,519.33		957,486 11	271,966 78	1,763 30	959,249 41	5.94	
<b>Financials</b>											
<b>Banks</b>											
3,241 000	AKBANK TURK ANON TICKER AKBTY	0 12	8 46	27,406 92	6 25	20,256 25	(7,150 67)		20,256 25	0 13	C
3,822 000	BANCO DO BRASIL S A ADR TICKER BDORY	0 48	15 74	60,158 70	10 38	39,683 83	(20,474 87)		39,683 83	0 25	C
	ACCRUAL ADR DIVIDEND BANCO DO BRASIL S A ADR EX DATE 12/12/2013 PAY DATE 01/09/2014							492 62	492 62	0 00	C
3,822 000	<b>Total Position</b>			60,158 70		39,683 83	(20,474 87)	492 62	40,176 45	0 25	
819 000	BANCO MACRO S A ADR TICKER BMA		40 72	33,348 84	24 27	19,877 13	(13,471 71)		19,877 13	0 12	C
3,022 000	CHINA CONSTRUCTION BANK CORP UNSPONSORED ADR REPRESENTING TICKER CICHY	0 73	15 84	47,883 33	15 18	45,873 96	(2,009 37)		45,873 96	0 28	C

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Portfolio Valuation By Position  
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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
4,200 000	COMMERCIAL INTERNATIONAL BANK ADR TICKER: CIBEY	0 11	3.56	14,961 39	4 50	18,900 00	3,938 61		18,900 00	0 12	C
1,750 000	HSBC HOLDINGS PLC ADR TICKER: HSBC	2 40	50 94	89,142 78	55 13	96,477 50	7,334 72		96,477 50	0 60	C
859 000	KB FINANCIAL GROUP ADR TICKER: KB	0 39	36 36	31,232 07	40 51	34,798 09	3,566 02		34,798 09	0 22	C
1,299 000	NEDBANK GROUP LTD SPONS ADR TICKER: NDBKY	0 68	18 49	24,022 99	20 07	26,070 93	2,047 94		26,070 93	0 16	C
4,157 000	PT BK MANDIRI PERSERO TBK UNSP TICKER: PPERY	0 15	7 22	29,999 87	6 46	26,854 22	(3,145 65)		26,854 22	0 17	C
3,460 000	SBERBANK RUSSIA SPONSORED ADR TICKER: SBRCY	0 24	12 08	41,787 82	12 57	43,492 20	1,704 38		43,492 20	0 27	C
702 000	SHINHAN FINL GROUP CO LTD SPN A DR TICKER: SHG	0 46	43 47	30,518 75	45 70	32,081 40	1,562 65		32,081 40	0 20	C
1,504 000	STANDARD BANK GROUP LIMITED ADR TICKER: SGBLY	0 38	14 71	22,127 48	12 48	18,769 92	(3,357 56)		18,769 92	0 12	C
1,145 000	WELLS FARGO COMPANY TICKER: WFC	1 20	34 27	39,240 07	45 40	51,983 00	12,742 93		51,983 00	0 32	C
<b>Banks</b>				491,831 01		475,118 43	(16,712 58)	492 62	475,611 05	2 94	
<b>Regional Banks</b>											
17,500 000	MALAGA FINANCIAL TICKER: MLGF	0 70			19 20	336,000 00	336,000 00		336,000 00	2 08	C

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**Portfolio Valuation By Position**  
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**12/31/2013**  
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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
	ACCRUAL- CASH DIVIDEND MALAGA FINANCIAL EX DATE 12/18/2013 PAY DATE 01/02/2014							3,062.50	3,062.50	0.02	C
17,500,000	<b>Total Position</b>			0.00		336,000.00	336,000.00	3,062.50	339,062.50	2.10	
965,000	PNC FINANCIAL SERVICES GRP TICKER: PNC	1.76	57.58	55,568.19	77.58	74,864.70	19,296.51		74,864.70	0.46	C
	<b>Regional Banks</b>			55,568.19		410,864.70	355,296.51	3,062.50	413,927.20	2.56	
	<b>Diversified Financial Services</b>										
3,258,000	JPMORGAN CHASE & CO TICKER: JPM	1.52	46.41	151,213.26	58.48	190,527.84	39,314.58		190,527.84	1.18	C
	<b>Asset Management &amp; Custody Banks</b>										
185,000	BLACKROCK INC TICKER: BLK	7.72	165.32	30,584.22	316.47	58,546.95	27,962.73		58,546.95	0.36	C
	<b>Diversified Capital Markets</b>										
1,010,000	UBS AG-REG TICKER: UBS	0.16	18.80	18,990.96	19.25	19,442.50	451.54		19,442.50	0.12	C
	<b>Insurance Brokers</b>										
1,155,000	MARSH & MCLENNAN COS INC TICKER: MMC	1.00	33.05	38,177.78	48.36	55,855.80	17,678.02		55,855.80	0.35	C
	<b>Life &amp; Health Insurance</b>										
535,000	MANULIFE FINANCIAL CORP CAD NPV COM TICKER: MFC	0.49	17.98	9,620.57	19.73	10,555.55	934.98		10,555.55	0.07	C

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**Portfolio Valuation By Position**  
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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
2,260 000	METLIFE INC TICKER MET	1.10	40 20	90,857 82	53 92	121,859 20	31,001.38		121,859.20	0 75	C
877 000	SANLAM LTD ADR TICKER SLLDY	1 00	18 99	16,653 21	25.40	22,275 80	5,622 59		22,275 80	0 14	C
<b>Life &amp; Health Insurance</b>				117,131 60		154,690.55	37,558 95	0 00	154,690.55	0 96	
<b>Multi-line Insurance</b>											
440 000	AXA ADR REPR 1/2 SHS TICKER AXAHY	0 77	21 96	9,661 70	27 89	12,271 60	2,609 90		12,271 60	0 08	C
<b>Property &amp; Casualty Insurance</b>											
490 000	ACE LIMITED TICKER ACE	2 52	88 86	43,539 83	103.53	50,729 70	7,189 87		50,729 70	0 31	C
1,550 000	TRAVELERS COS INC TICKER TRV	2 00	58 84	91,197 29	90.54	140,337 00	49,139 71		140,337 00	0 87	C
<b>Property &amp; Casualty Insurance</b>				134,737 12		191,066 70	56,329 58	0 00	191,066 70	1 18	
<b>Reinsurance</b>											
125 000	PARTNERRE LIMITED BERMUDA TICKER PRE	2 56	79 46	9,933 03	105 43	13,178 75	3,245 72		13,178 75	0 08	C
1,165 000	PROLOGIS INC COM REIT TICKER PLD	1 12	38 79	45,185 11	36 95	43,046 75	(2,138 36)		43,046 75	0 27	C
2,400 000	HCP INC REIT TICKER HCP	2 10	36 43	87,443 11	36 32	87,168 00	(275 11)		87,168 00	0 54	C

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**Portfolio Valuation By Position**  
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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
1,750,000	HEALTH CARE REIT INC COM TICKER: HCN	3.06	49.02	85,784.04	53.57	93,747.50	7,963.46		93,747.50	0.58	C
				173,227.15		180,915.50	7,688.35	0.00	180,915.50	1.12	
295,000	BROOKFIELD ASSET MGMT INC CL A LTD VT TICKER: BAM	0.80	33.03	9,743.43	38.83	11,454.85	1,711.42		11,454.85	0.07	C
	<b>Financials</b>			1,285,984.56		1,816,980.92	530,996.36	3,555.12	1,820,536.04	11.27	
	<b>Information Technology</b>										
	<b>Internet Software &amp; Services</b>										
212,000	BAIDU ADR TICKER: BIDU		91.85	19,471.67	177.88	37,710.56	18,238.89		37,710.56	0.23	C
840,000	EBAY INC COM STK TICKER: EBAY		50.88	42,736.01	54.87	46,086.60	3,350.59		46,086.60	0.29	C
52,000	GOOGLE TICKER: GOOG		804.76	41,847.55	1,120.71	58,276.92	16,429.37		58,276.92	0.36	C
416,000	NETEASE.COM INC COM STK TICKER: NTES		43.97	18,292.19	78.60	32,697.60	14,405.41		32,697.60	0.20	C
	<b>Internet Software &amp; Services</b>			122,347.42		174,771.68	52,424.26	0.00	174,771.68	1.08	
	<b>Data Processing &amp; Outsourced Services</b>										
1,368,000	CIELO S A ADR TICKER: CIOXY	0.93	13.33	18,231.13	28.00	38,304.00	20,072.87		38,304.00	0.24	C

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
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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
395 000	VISA INC CLASS A TICKER: V	1 60	76 01	30,023.79	222 68	87,958 60	57,934 81		87,958 60	0 54	C
	<i>Data Processing &amp; Outsourced Services</i>			48,254 92		126,262 60	78,007 68	0 00	126,262 60	0 78	
	<i>Systems Software</i>										
5,155 000	MICROSOFT CORP TICKER: MSFT	1 12	26 46	136,393 44	37 41	192,848 55	56,455 11		192,848 55	1 19	C
1,755 000	ORACLE CORP TICKER: ORCL	0 48	33 30	58,441 79	38.26	67,146 30	8,704 51		67,146 30	0 42	C
	<i>Systems Software</i>			194,835.23		259,994 85	65,159 62	0 00	259,994 85	1 61	
	<i>Telecommunications Equipment</i>										
4,965 000	CISCO SYSTEMS INC TICKER: CSCO	0 68	20 77	103,131 68	22 43	111,364 95	8,233 27		111,364 95	0 69	C
1,155 000	QUALCOMM INC TICKER: QCOM	1 40	60 48	69,855 80	74 25	85,758 75	15,902 95		85,758 75	0 53	C
	<i>Telecommunications Equipment</i>			172,987 48		197,123 70	24,136 22	0.00	197,123 70	1 22	
	<i>Computer Hardware</i>										
155 000	APPLE INC TICKER: AAPL	12.20	396.97	61,531 06	561 02	86,958 10	25,427 04		86,958 10	0 54	C
	<i>Semiconductors</i>										
5,020 000	INTEL CORP TICKER: INTC	0 90	20 55	103,141 55	25 95	130,294 10	27,152 55		130,294 10	0 81	C

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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
2,133 000	TAIWAN SEMICONDUCTOR MANUFACTU ADR TICKER: TSM	0 40	13 33	28,429 92	17 44	37,199.52	8,769 60		37,199.52	0 23	C
	<i>Semiconductors</i>			131,571 47		167,493 62	35,922 15	0 00	167,493 62	1 04	
	<i>Information Technology</i>			731,527.58		1,012,604 55	281,076 97	0 00	1,012,604.55	6 27	
	<i>Telecommunication Services</i>										
	<i>Integrated Telecommunication Services</i>										
4,000 000	AT&T INC TICKER: T	1 84	28 11	112,424 78	35 16	140,640 00	28,215.22		140,640 00	0 87	C
2,630 000	BCE INC NEW COM TICKER: BCE	2 13	44.29	116,478 93	43 29	113,852 70	(2,626.23)		113,852 70	0 70	C
	ACCRUAL CASH DIVIDEND BCE INC NEW COM EX DATE 12/12/2013 PAY DATE 01/15/2014							1,439 42	1,439 42	0 01	C
2,630 000	<i>Total Position</i>			116,478 93		113,852 70	(2,626 23)	1,439 42	115,292 12	0 71	
441 000	PHILIPPINE LONG DISTANCE TEL CO SPONS ADR TICKER: PHI	2 14	56 00	24,695 70	60 08	26,495 28	1,799 58		26,495 28	0 16	C
739 000	TELKOM PT ADRREPRESENTING 20 ORD TICKER: TLK	1 22	34 13	25,220 59	35.85	26,493 15	1,272 56		26,493 15	0 16	C
	<i>Integrated Telecommunication Services</i>			278,820 00		307,481 13	28 661 13	1,439 42	308,920 55	1 91	
	<i>Wireless Telecommunication Services</i>										
689 000	CHINA MOBILE LTD FORMERLY CHINA MOBILE HK LTD SP-ADR TICKER: CHL	2 02	51 75	35,652 95	52 29	36,027 81	374 86		36,027 81	0 22	C

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**Portfolio Valuation By Position**  
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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
765 000	CROWN CASTLE INTERNATIONAL COR COM STK TICKER: CCI		43 12	32,985 25	73 43	56,173 95	23,188 70		56,173 95	0 35	C
1,903 000	MOBILE TELESYSTEMS SP ADR TICKER: MBT	1 01	19 14	36,425 94	21 63	41,161 89	4,735 95		41,161 89	0 25	C
1,501 000	TURKCELL ILETISIM HIZMET SPONS ADR NEW TICKER: TKC		15 65	23,484 04	13 35	20,038 35	(3,445 69)		20,038 35	0 12	C
4,450 000	VODAFONE GP PLC ADS NEW TICKER: VOD	1 61	27 90	124,151 38	39 31	174,929 50	50,778 12		174,929 50	1 08	C
	ACCRUAL ADR DIVIDEND VODAFONE GP PLC ADS NEW EX DATE 11/20/2013 PAY DATE 02/05/2014							2,605 10	2,605 10	0 02	C
4,450 000	<b>Total Position</b>			124,151 38		174,929 50	50,778 12	2,605 10	177,534 60	1 10	
	<b>Wireless Telecommunication Services</b>			252,699 56		328,331 50	75,631 94	2,605 10	330,936 60	2 05	
	<b>Telecommunication Services</b>			531,519 56		635,812 63	104,293 07	4,044 52	639,857 15	3 96	
<b>Utilities</b>											
<b>Electric Utilities</b>											
605 000	DUKE ENERGY CORP NEW TICKER: DUK	3 12	68 52	41,453 33	69 01	41,751 05	297 72		41,751 05	0 26	C
1,620 000	NEXTERA ENERGY INC TICKER: NEE	2 64	53 46	86,603 28	85 62	138,704 40	52,101 12		138,704 40	0 86	C
	<b>Electric Utilities</b>			128,056 61		180,455 45	52,398 84	0 00	180,455 45	1 12	

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

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

EM97HCY-20140123-135822

ATTACHMENT A (PAGE 25)

**Morgan Stanley**  
Private Wealth Management

**Supplemental Report**

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**Portfolio Valuation By Position**  
**CONSOLIDATED : CRAIL-JOHNSON FOUNDATION**  
**12/31/2013**  
**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
<b>Multi-Utilities</b>											
1,345 000	DOMINION RES INC TICKER D	2 40	44 25	59,522 00	64 69	87,008 05	27,486 05		87,008 05	0 54	C
	<b>Utilities</b>			187,578 61		267,463 50	79,884 89	0 00	267,463 50	1 66	
<b>Undefined Sector Classification</b>											
<b>Undefined Sub Industry Classification</b>											
492 000	BIDVEST GROUP LTD (FORMERLY BI ADR) TICKER BDVSY	1 24	44 20	21,747 13	51 54	25,357 68	3,610 55		25,357 68	0 16	C
699 000	ORASCOM CONSTR INDS S A E ADR TICKER ORSCY		35 98	25,152 35	37 00	25,863 00	710 65		25,863 00	0 16	C
1,223 000	VODACOM GROUP LIMITED TICKER VDMCY	0 64	12 59	15,402 10	12 75	15,593 25	191 15		15,593 25	0 10	C
	<b>Undefined Sub Industry Classification</b>			62,301 58		66,813 93	4,512 35	0 00	66,813 93	0 41	
	<b>Undefined Sector Classification</b>			62,301 58		66,813 93	4,512 35	0 00	66,813 93	0 41	
	<b>COMMON STOCKS</b>			7,141,995 23		9,280,988 35	2,138,993 12	19,826 59	9,300,814 94	57 56	
	<b>EQUITIES</b>			7,141,995 23		9,280,988 35	2,138,993 12	19,826 59	9,300,814 94	57 56	
	<b>TOTAL PORTFOLIO</b>			13,430,991 98		16,106,636 95	2,675,644 97	52,378 53	16,159,015 49	100 00	

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

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

EM97HCY 20140123-115822



## Account Detail

Active Assets Account  
876-017265-084THE CRAIL-JOHNSON FOUNDATION  
C/O ALAN JOHNSON &

## MUTUAL FUNDS

## OTHER MUTUAL FUNDS

*"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account**"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash due to but not limited to the following investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account**"Net Value Increase/(Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributions shown. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes.*

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
LORD ABBETT FLT RT A (LFRA)	11/11/13	105,041.334	\$9.520	\$1,000,000.00	\$997,892.67	\$(2,107.33) ST	\$46,848.00	4.69
Total Purchases vs Market Value				1,000,000.00	997,892.67			
Cumulative Cash Distributions					3,659.89			
Net Value Increase/(Decrease)					1,552.56			
<i>Share Price \$9.500, Dividend Cash, Capital Gains Cash</i>								
LORD ABBETT SHT DURATION INC A (LALDX)	11/11/13	218,816.958	4.570	1,000,000.00	995,617.16	(4,382.84) ST	36,980.00	3.71
Total Purchases vs Market Value				1,000,000.00	995,617.16			
Cumulative Cash Distributions					3,038.77			
Net Value Increase/(Decrease)					(1,344.07)			
<i>Share Price \$4.550, Dividend Cash, Capital Gains Cash</i>								
OPPENHEIMER SR FLOATING RATE A (OOSAX)	11/11/13	119,046.845	8.400	1,000,000.00	1,003,564.90	3,564.90 ST	47,143.00	4.69
Total Purchases vs Market Value				1,000,000.00	1,003,564.90			
Cumulative Cash Distributions					2,126.52			
Net Value Increase/(Decrease)					5,691.42			
<i>Share Price \$8.430, Dividend Cash, Capital Gains Cash</i>								
		Percentage of Assets %	Total Cost		Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
MUTUAL FUNDS		99.6%	\$3,000,000.00		\$2,997,074.73	\$(2,925.27) ST	\$130,971.00	4.37%
							\$0.00	

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page.  
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.

THE CRAIL-JOHNSON FOUNDATION  
A STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF  
FOR THE YEAR ENDED DECEMBER 31, 2013  
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 ("The 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 CJF 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). The 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 the CJF funding supports organizations located in the greater Los Angeles area and projects that directly benefit Los Angeles area residents. National organizations providing services in Los Angeles are also considered. Occasionally, grants are made to programs and projects that are regional or national in scope, where potential benefits to children and families in Los Angeles can be clearly demonstrated. In addition, the foundation has established funds to support children's programs in the following communities:

- Kern County

**GRANT APPLICATION PROCESS**

The CJF has implemented a two-phase application process. First, any eligible nonprofit may submit a letter of inquiry ("LOI"). Detailed information, including the LOI form and deadlines, are available on the CJF's website. The second phase of the CJF application process is a full Grant Application, which is by invitation only, and is provided to those nonprofits who are invited to submit the full application. Deadlines vary throughout the fiscal year.

# Crail-Johnson Foundation

## Grant Payments - Fiscal Year 2013

Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2013	Good Samaritan Counseling Center	1/8/2013	\$100.00	Matching contribution - J S Peterson
2013	Whitman College	1/8/2013	\$100.00	Matching contribution - J S Peterson
2013	Los Angeles Maritime Institute	1/8/2013	\$5,000.00	Director Advised grant - Eric Johnson
2013	The John Wooden Athletic Fund	1/8/2013	\$500.00	Matching contribution - J S Peterson
2013	American Cancer Society	1/8/2013	\$50.00	Matching contribution - J S Peterson
2013	United Through Reading	1/8/2013	\$100.00	Matching contribution - J S Peterson
2013	Second Chance Dog Rescue	1/8/2013	\$250.00	Matching contribution - J S Peterson
2013	Guiding Eyes for the Blind, Inc.	1/8/2013	\$250.00	Matching contribution- J S Peterson
2013	CARE	1/8/2013	\$250.00	Matching contribution - J S Peterson
2013	Doctors without Borders	1/8/2013	\$500.00	Matching contribution - J S Peterson
2013	United Mitochondrial Disease Foundation	1/8/2013	\$100.00	Matching contribution - J S Peterson
2013	Torrance Education Foundation	1/8/2013	\$200.00	Matching contribution - J S Peterson
2013	YWCA of the Harbor Area	1/8/2013	\$100.00	Matching contribution - J S Peterson
2013	Occidental College	1/8/2013	\$100.00	Matching contribution - J S Peterson
2013	Winzler Children's Center	1/8/2013	\$500.00	Matching contribution - J S Peterson
2013	Toberman Neighborhood Center, Inc.	1/8/2013	\$100.00	Matching contribution - J S Peterson
2013	Children's Hospital Los Angeles	1/8/2013	\$1,000.00	Matching contribution- J S Peterson
2013	Occidental College	1/8/2013	\$200.00	Matching contribution - J S Peterson
2013	U.S. Committee for UNICEF	1/8/2013	\$250.00	Matching contribution- J S Peterson
2013	American National Red Cross	1/8/2013	\$300.00	Matching contribution - J S Peterson
2013	The Salvation Army-Redondo Beach Corps	1/8/2013	\$250.00	Matching contribution - J S Peterson
2013	Planned Parenthood	1/8/2013	\$300.00	Matching contribution - J S Peterson
2013	South Bay Vocational Center	1/8/2013	\$200.00	Matching contribution - J S Peterson
2013	California Rural Legal Assistance	1/8/2013	\$100.00	Matching contribution - J S Peterson
2013	UC Berkeley Foundation- Graduate School of Education	1/8/2013	\$200.00	Matching contribution - J S Peterson
2013	UC Berkeley Foundation- Graduate School of Education	1/8/2013	\$200.00	Matching contribution - J S Peterson
2013	Boalt Hall Fund	1/8/2013	\$250.00	Matching contribution - J S Peterson

Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2012	Friends of Long Beach Animals	1/24/2013	\$17,250.00	School-based Humane Education program
2013	San Pedro City Ballet	1/31/2013	\$350.00	Matching Contribution - Liz Johnson
2013	Los Alamitos Dance Boosters	2/11/2013	\$50.00	Matching Contribution- Cathy Belt
2013	Marymount California University	2/20/2013	\$12,500.00	Matching Contributions- Alan C. Johnson
2013	The Richstone Center, Inc.	3/19/2013	\$5,000.00	General operating
2013	FRIENDS of Cabrillo Marine Aquarium	3/19/2013	\$750.00	Matching contribution - Elizabeth Johnson
2013	Grand Vision Foundation	4/3/2013	\$5,000.00	General Operating support
2013	Grand Vision Foundation	4/3/2013	\$5,000.00	General Operating support
2013	Grand Vision Foundation	4/3/2013	\$30,000.00	General Operating support
2013	Shakespeare by the Sea	4/11/2013	\$500.00	Matching Contributions- Alan and Elizabeth Johnson
2013	Los Angeles Conservancy	4/11/2013	\$1,250.00	Matching Contribution- Alan and Elizabeth Johnson
2013	The Avon Foundation	4/16/2013	\$150.00	Matching contribution - Carolyn Escoto
2013	Healthcare Trust of Mammoth Lakes	4/16/2013	\$1,000.00	Matching contribution - Carolyn Escoto
2013	Grand Vision Foundation	4/16/2013	\$1,000.00	Matching contribution - Carolyn Escoto
2013	Disabled Sports Eastern Sierra	4/16/2013	\$200.00	General Operating support
2013	Helpline Youth Counseling, Inc.	4/17/2013	\$10,000.00	Family Services program
2013	Team Prime Time, Inc.	4/17/2013	\$15,000.00	expansion of the Varsity Games
2013	Central City Community Outreach	4/17/2013	\$10,000.00	Saving America's Youth (SAY) program
2013	Cabrillo Avenue Elementary School (LAUSD)	4/17/2013	\$20,000.00	Project PLUS
2013	Children Today, Inc.	4/17/2013	\$20,000.00	general operating
2012	Cabrillo Avenue Elementary School (LAUSD)	4/17/2013	\$30,000.00	Project PLUS
2013	Challengers Boys & Girls Club	4/24/2013	\$5,000.00	Grant to support dental services
2013	Wilmington YMCA	4/24/2013	\$20,000.00	Aquatic Center
2013	Proyecto Pastoral	4/24/2013	\$25,000.00	Leadership Development and Promotora program

Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2013	Marymount California University	5/8/2013	\$12,500.00	Matching Contributions-Alan C. Johnson
2013	Beacon House Association of San Pedro	5/9/2013	\$1,000.00	Matching Contributions- Alan and Liz Johnson
2013	Clean San Pedro, Inc.	5/13/2013	\$1,000.00	Matching Contributions-Alan and Liz Johnson
2013	Salvation Army	6/4/2013	\$250.00	Matching contribution - J S Peterson
2013	Shakespeare by the Sea	6/4/2013	\$500.00	Matching Contributions-Alan and Liz Johnson
2013	Southern California Public Radio	6/18/2013	\$750.00	Matching Contribution-Eric C. Johnson
2013	Pretty Good Cat	6/18/2013	\$60.00	Matching Contribution- Marie Elias
2013	Hlgh Sierra Tri Club	6/19/2013	\$500.00	matching contribution- Carolyn Escoto
2013	Network for Teaching Entrepreneurship	6/30/2013	\$10,000.00	LA Schools Entrepreneurship Initiative
2013	Creative Bridge Coalition	7/19/2013	\$5,000.00	Count Me In
2013	Mar Vista Family Center	7/19/2013	\$15,000.00	Early Childhood Education program
2013	Dramatic Results	7/19/2013	\$20,000.00	Special Needs students summer project
2013	Lincoln Heights Tutorial Program	7/23/2013	\$7,000.00	general operating support
2013	Food Finders, Inc.	7/23/2013	\$10,000.00	Food Rescue program
2013	The Child Welfare Initiative	7/23/2013	\$20,000.00	Therapeutic foster homes
2013	Long Beach Bar Foundation, Inc.	7/23/2013	\$15,000.00	general operating
2013	Beacon House Association of San Pedro	7/23/2013	\$25,000.00	Parenting Skills and Counseling Project
2013	Toberman Neighborhood Center, Inc.	7/23/2013	\$20,000.00	Academy and Leader's in Training program
2013	PressFriends	7/23/2013	\$8,000.00	general operating
2013	Rainbow Services, Ltd.	7/23/2013	\$20,000.00	general operating support
2013	Elevate Your G.A.M.E.	7/23/2013	\$15,000.00	general operating support
2013	Children Youth and Family Collaborative	7/23/2013	\$10,000.00	Project ARISSE
2013	P.F. Bresee Foundation	7/23/2013	\$15,000.00	program support
2013	Operation Jump Start	7/23/2013	\$10,000.00	general operating support
2013	Sanctuary of Hope	7/23/2013	\$10,000.00	College I Can program
2013	Boys & Girls Clubs of Carson	7/23/2013	\$25,000.00	Academic Success program
2013	Boys & Girls Clubs of the South Bay	7/23/2013	\$25,000.00	general operating support

Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2013	Jewish Family & Children's Service - Long Beach/West Orange County	7/30/2013	\$10,000.00	Therapeutic Services for Children of Abuse
2013	Marymount California University	8/1/2013	\$50,000.00	Marylyn and Chuck Klaus Center for the Arts
2013	Coalition for Engaged Education	8/1/2013	\$20,000.00	The Lennox Educational Neighborhood Zone (LENZ)
2013	The Accelerated School	8/14/2013	\$50,000.00	ACES project
2013	House of Hope Foundation, Inc	8/28/2013	\$5,000.00	Second Annual Talent Show
2013	Los Alamitos Dance Boosters	8/30/2013	\$50.00	Matching Contribution - Cathy Belt
2013	Hope Veterinary Center	9/12/2013	\$100.00	Matching Contribution - Rachel Roth
2013	City of Hope Cancer Center	9/13/2013	\$2,500.00	City of Hope - LARE
2013	City of Hope Cancer Center	9/13/2013	\$2,500.00	City of Hope - LARE
2013	City of Hope Cancer Center	9/13/2013	\$2,500.00	City of Hope - LARE
2013	CASA of Los Angeles	9/13/2013	\$20,000.00	Early Childhood Initiative
2013	Children's Cancer Recovery Foundation	9/20/2013	\$50.00	Matching Contribution - Marie Elias
2013	Healthcare Trust of Mammoth Lakes	9/30/2013	\$2,000.00	Matching contribution - Carloyn Escoto
2013	KCRW	10/2/2013	\$150.00	General Support
2013	Disabled Sports Eastern Sierra	10/11/2013	\$5,000.00	General Operating Support
2013	Pacific Battleship Center	10/11/2013	\$5,000.00	General Operating Support
2013	Desert AIDS Project	10/17/2013	\$100.00	Matching Contribution - Rachel Roth
2013	Defenders of Wildlife	10/17/2013	\$50.00	Matching Contribution - Marie Elias
2013	American Friends of the Czech Republic	10/17/2013	\$50.00	Matching Contribution - Marie Elias
2013	American Cancer Society	10/17/2013	\$50.00	Matching Contribution - Jack Peterson
2013	Rootdown LA	11/1/2013	\$5,000.00	General Operating
2013	Casa Youth Shelter	11/1/2013	\$10,000.00	general operating support
2013	Cabrillo Avenue Elementary School (LAUSD)	11/1/2013	\$20,000.00	Project PLUS
2013	Port of Los Angeles High School	11/1/2013	\$20,000.00	Special Education programs
2013	Villalobos Rescue Center	11/1/2013	\$50.00	General operating support

Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2013	Boys & Girls Clubs of The Los Angeles Harbor	11/1/2013	\$50,000.00	General Operating
2013	Reading is Fundamental of Southern California, Inc.	11/1/2013	\$10,000.00	Motivational Reading Program
2013	Assistance League of Long Beach	11/1/2013	\$10,000.00	Operation School Bell
2013	A Window Between Worlds	11/1/2013	\$15,000.00	Children's Windows Program
2013	University Muslim Medical Association, Inc.	11/1/2013	\$25,000.00	Pediatric services
2013	Urban Compass	11/1/2013	\$15,000.00	general operating support
2013	Court Appointed Special Advocates of Kern County (CASA)	11/15/2013	\$10,000.00	General Operating support
2013	Ready, Set, Read!	11/15/2013	\$5,000.00	Read, Share, Talk
2013	CORE Educational Services	11/15/2013	\$5,000.00	College CORE
2013	Los Angeles Education Partnership	11/15/2013	\$15,000.00	Early Childhood Initiative
2013	United Friends of the Children	11/15/2013	\$15,000.00	College Readiness program
2013	Angels Gates Cultural Center	11/15/2013	\$7,500.00	Artist in the Classrooms
2013	Animals Rule Placement Foundation	11/15/2013	\$75.00	Matching Contribution - Marie Elias
2013	Grand Vision Foundation	11/15/2013	\$150.00	Matching Contribution - Marie Elias
2013	Watts Healthcare Corporation	11/15/2013	\$20,000.00	School-based Clinic @ Jordan High School (SBHC)
2013	Volunteer Center- South Bay/Harbor/Long Beach	11/15/2013	\$5,000.00	Food For Kids
2013	Vision to Learn	11/15/2013	\$15,000.00	General operating support
2013	The Gabriella Foundation	11/15/2013	\$15,000.00	Everybody Dance!
2013	National Wheelchair Basketball Association	11/18/2013	\$50.00	General operating support
2013	Children's Defense Fund -Los Angeles	11/20/2013	\$10,000.00	Freedom Schools
2013	Animals Rule Placement Foundation	11/26/2013	\$50.00	Matching Contribution - Marie Elias
2013	Guiding Eyes for the Blind, Inc.	11/26/2013	\$50.00	Matching Contribution - Marie Elias
2013	Friends of the Open School	12/9/2013	\$250.00	Matching Contribution - Rachel Roth
2013	Taking the Reins	12/9/2013	\$250.00	Matching Contribution - Rachel Roth
2013	St. Joseph Indian School	12/9/2013	\$100.00	Matching Contribution
2013	Carl McCain Memorial Foundation	12/16/2013	\$10,000.00	general operating support

Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2013	Hope for Paws	12/16/2013	\$250.00	Matching Contribution - Rachel Roth
2013	Helen Keller International, Inc.	12/19/2013	\$5,000.00	ChildSight Los Angeles program
2013	The Richstone Center, Inc.	12/19/2013	\$5,000.00	General Operating support - Dorothy Courtney
2013	Second Chance Dog Rescue	12/20/2013	\$250.00	Matching Contribution - Jack Peterson
2013	The Cal Fund	12/20/2013	\$200.00	Matching Contribution - Jack Peterson
2013	UC Berkeley Foundation- Graduate School of Education	12/20/2013	\$200.00	Matching Contribution - Jack Peterson for GSE Scholarship Fun (N1521)
2013	US Fund for UNICEF	12/20/2013	\$250.00	Matching Contribution - Jack Peterson
2013	United Through Reading	12/20/2013	\$100.00	Matching Contribution - Jack Peterson
2013	Winzler Children's Center	12/20/2013	\$250.00	Matching Contribution - Jack Peterson In memory of Beverly Winzler Peterson
2013	United Mitochondrial Disease Foundation	12/20/2013	\$100.00	Matching Contribution - Jack Peterson Contribution is made in memory of Margo Quarles.
2013	UCSB Foundation	12/20/2013	\$250.00	Matching Contribution - Jack Peterson
2013	Torrance Education Foundation	12/20/2013	\$200.00	Matching Contribution - Jack Peterson
2013	Toberman Neighborhood Center, Inc.	12/20/2013	\$100.00	Matching Contribution - Jack Peterson
2013	South Bay Vocational Center	12/20/2013	\$200.00	Matching Contribution - Jack Peterson
2013	Planned Parenthood	12/20/2013	\$300.00	Matching Contribution - Jack Peterson
2013	Occidental College	12/20/2013	\$300.00	Matching Contribution - Jack Peterson \$200 to Annual Fund \$100 to Men's Basketball
2013	Guide Dogs for the Blind, Inc.	12/20/2013	\$250.00	Matching Contribution - Jack Peterson
2013	Good Samaritan Counseling Center	12/20/2013	\$100.00	Matching Contribution - Jack Peterson
2013	Doctors without Borders	12/20/2013	\$500.00	Matching Contribution - Jack Peterson
2013	Children's Hospital Los Angeles	12/20/2013	\$1,000.00	Matching Contribution - Jack Peterson
2013	CARE	12/20/2013	\$250.00	Matching Contribution - Jack Peterson
2013	California Rural Legal Assistance	12/20/2013	\$100.00	Matching Contribution - Jack Peterson
2013	Alzheimer's Foundation of America	12/20/2013	\$100.00	Matching Contribution - Jack Peterson
2013	American Red Cross of Greater Los Angeles	12/20/2013	\$500.00	Matching Contribution - Jack Peterson
2013	Boalt Hall Fund	12/20/2013	\$250.00	Matching Contribution - Jack Peterson
2013	The John Wooden Athletic Fund	12/23/2013	\$250.00	In memory of Mickey J. Panovich



Fiscal Year	Payee Name	Payment Date	Amount	Project Title
2013	The Richstone Center, Inc.	12/26/2013	\$5,000.00	Matching Contribution - Dorothy Courtney
2013	Loyola Marymount University	12/26/2013	\$5,000.00	Matching Contribution - Dorothy Courtney
2013	Los Angeles Maritime Institute	Various	\$521,406.00	General Operation Support
	Grand Totals		\$1,586,791.00	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ACCOUNT - GENERAL CORPORATE	119,432.	119,432.	
ACCOUNT - LAZARD	24.	24.	
ACCOUNT - NEWGATE	5.	5.	
ACCOUNT - SCHAFER CULLEN	86.	86.	
ACCOUNT - TRADEWINDS	429.	429.	
ACCOUNT - WENTWORTH	25.	25.	
ACCOUNT 14-78M3A	13,871.	13,871.	
ACCOUNT 14-78M3A - MUNIBOND			
INTEREST	5,443.	5,443.	
ACCOUNT 14-78M3B	28.	28.	
ACCOUNT 14-78M3C	3.	3.	
3NMA BONDS INTEREST	1,038.	1,038.	
LESS: ACCRUED INTEREST PAID	<21,734.>	<21,734.>	
LOS ANGELES MARITIME INSTITUTE	121,574.	121,574.	
MORGAN STANLEY TAXABLE			
INTEREST	20.	20.	
MUTUAL FUNDS	3.	3.	
TOTAL TO PART I, LINE 3	240,247.	240,247.	

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

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCOUNT - LAZARD	34,237.	0.	34,237.	34,237.	
ACCOUNT - NEWGATE	9,083.	0.	9,083.	9,083.	
ACCOUNT - SCHAFER					
CULLEN	142,030.	0.	142,030.	142,030.	
ACCOUNT -					
WENTWORTH	18,567.	0.	18,567.	18,567.	
ACCOUNT 14-78M3A	35,380.	0.	35,380.	35,380.	
ACCOUNT 14-78M3B	47,307.	0.	47,307.	47,307.	
ACCOUNT 14-78M3C	899.	0.	899.	899.	
BANK OF AMERICA					
FRN PERPETUAL	18,000.	0.	18,000.	18,000.	
JP MORGAN CHASE					
GLOBAL FRN2010	17,380.	0.	17,380.	17,380.	
MALAGA FINANCIAL	15,681.	0.	15,681.	15,681.	
MUTUAL FUNDS	12,553.	1,225.	11,328.	11,328.	
TO PART I, LINE 4	351,117.	1,225.	349,892.	349,892.	

FORM 990-PF

## OTHER INCOME

STATEMENT

3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	9,712.	9,712.	
OTHER INCOME	399,832.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	409,544.	9,712.	

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	19,713.	0.		19,713.
TO FORM 990-PF, PG 1, LN 16B	19,713.	0.		19,713.

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	130,564.	130,564.		0.
PROFESSIONAL FEES	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16C	133,564.	130,564.		3,000.

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	42,590.	0.		0.
FOREIGN WITHHOLDING TAXES	56.	56.		0.
TO FORM 990-PF, PG 1, LN 18	42,646.	56.		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	80.	0.		80.	
POSTAGE	213.	0.		213.	
MISCELLANEOUS	12.	0.		12.	
BAD DEBT EXPENSE	250,212.	0.		0.	
FOREIGN EXCHANGE LOSS	13.	13.		0.	
TO FORM 990-PF, PG 1, LN 23	250,530.	13.		305.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES		STATEMENT	8
DESCRIPTION			AMOUNT	
UNREALIZED GAIN/LOSS ON INVESTMENTS			1,358,285.	
TOTAL TO FORM 990-PF, PART III, LINE 3			1,358,285.	

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		0.	0.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.	

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	10,716,957.	10,716,957.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,716,957.	10,716,957.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	8,057,189.	8,057,189.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,057,189.	8,057,189.

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	VICE PRESIDENT & 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	CHAIRMAN & 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.

## THE CRAIL-JOHNSON FOUNDATION

33-0247161

ELIZABETH JOHNSON 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	DIRECTOR 8.00	0.	0.	0.
DOROTHY COURTNEY 461 WEST 6TH STREET, SUITE 300 SAN PEDRO, CA 90731	DIRECTOR 8.00	0.	0.	0.
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.
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FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT	13
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## DESCRIPTION

THE FOUNDATION ENTERED INTO A NON-INTEREST BEARING LOAN AGREEMENT FOR BRIDGE FINANCING WITH THE LOS ANGELES MARITIME INSTITUTE (LAMI) TO COVER LAMI'S TEMPORARY CASH SHORTFALLS. LAMI (33-0515416) IS AN 501(C)(3) PUBLIC CHARITY. SINCE ITS FOUNDING IN 1992, LAMI'S MISSION IS TO YOUTH WITH REAL-LIFE CHALLENGES THAT DEVELOP KNOWLEDGE, SKILLS AND ATTITUDES NEEDED TO LIVE HEALTY AND PRODUCTIVE LIVES.

## AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

245,000.

**THE CRAIL-JOHNSON FOUNDATION**  
**FORM 990-PF, PART VII-B, QUESTION 1a(3) and 1a(4)**  
**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 2013. 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).

**PAY COMPENSATION TO, OR PAY OR REIMBURSE  
THE EXPENSES OF, A DISQUALIFIED PERSON**

Crail Capital LLC, provided payroll services at no charge to the Crail-Johnson Foundation during 2013. Crail Capital LLC is a disqualified person to the Foundation. This is an excepted act of self-dealing under IRC Section 4941(d)(2)(E).

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

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

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

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

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

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

**04**

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 (other than individual)	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.**

**ALAN C. JOHNSON**

- The books are in the care of **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, 2014**

5 For calendar year **2013**, 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 INFORMATION NEEDED TO COMPLETE THE RETURN IS NOT AVAILABLE AT THIS TIME**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	23,589.
b If this application is for Forms 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	\$	23,589.
c <b>Balance due.</b> 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 ☐