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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE JOHNSON FAMILY FOUNDATION, INC.		A Employer identification number 13-7118242
Number and street (or P O box number if mail is not delivered to street address) 136 EAST 79TH STREET, 7A	Room/suite	B Telephone number 646-205-1557
City or town, state, and ZIP code NEW YORK, NY 10075		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. 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) ▶ \$ 5,517,191. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> EXTENSION ATTACHED

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	69,982.	69,982.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	403,175.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		403,175.		
	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	317.	317.	0.	STATEMENT 2	
12 Total Add lines 1 through 11	473,474.	473,474.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	13,500.	6,750.	0.	6,750.
	c Other professional fees STMT 4	51,095.	51,095.	0.	0.
	17 Interest				
	18 Taxes STMT 5	16,708.	912.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,266.	0.	0.	6,266.
	22 Printing and publications	125.	0.	0.	125.
	23 Other expenses STMT 6	250.	0.	0.	250.
	24 Total operating and administrative expenses Add lines 13 through 23	87,944.	58,757.	0.	13,391.
	25 Contributions, gifts, grants paid	576,000.			576,000.
26 Total expenses and disbursements. Add lines 24 and 25	663,944.	58,757.	0.	589,391.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<190,470.>				
b Net investment income (if negative, enter -0-)		414,717.			
c Adjusted net income (if negative, enter -0-)			0.		

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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		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		251,545.	44,689.	44,689.
	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 ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 7		2,114,553.	2,130,388.	2,960,135.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		2,225,778.	2,226,329.	2,512,367.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		4,591,876.	4,401,406.	5,517,191.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,435,869.	1,435,869.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		4,942,267.	4,942,267.		
29	Retained earnings, accumulated income, endowment, or other funds		<1,786,260.>	<1,976,730.>		
30	Total net assets or fund balances		4,591,876.	4,401,406.		
31	Total liabilities and net assets/fund balances		4,591,876.	4,401,406.		

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	4,591,876.
2	Enter amount from Part I, line 27a	2	<190,470.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,401,406.
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	4,401,406.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT D-1 ATTACHED	P		
b SEE STATEMENT D-1 ATTACHED	P		
c SEE STATEMENT D-2 ATTACHED	P		
d SEE STATEMENT D-2 ATTACHED	P		
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 27,014.		27,525.	<511.>
b 966,651.		620,446.	346,205.
c 70,131.		81,977.	<11,846.>
d 356,538.		287,211.	69,327.
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<511.>
b			346,205.
c			<11,846.>
d			69,327.
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	403,175.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	700,005.	5,389,557.	.129882
2009	1,550,422.	6,261,019.	.247631
2008	1,535,352.	10,447,613.	.146957
2007	1,947,590.	11,599,611.	.167901
2006	1,942,320.	11,985,669.	.162054

2 Total of line 1, column (d)	2	.854425
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	.170885
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,091,331.
5 Multiply line 4 by line 3	5	1,040,917.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,147.
7 Add lines 5 and 6	7	1,045,064.
8 Enter qualifying distributions from Part XII, line 4	8	589,391.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	8,294.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	8,294.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	8,294.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	11,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,706.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 2,706. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>THOMAS S. JOHNSON</u> Telephone no. ▶ <u>212-570-1268</u> Located at ▶ <u>136 EAST 79TH STREET, APT 7A, NEW YORK, NY</u> ZIP+4 ▶ <u>10021</u>			
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 ▶ <u>15</u> N/A			
16	At any time during calendar year 2011, 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 ▶		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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <u>N/A</u>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011</i>) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870. 6b X

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No 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
MARGARET ANN JOHNSON 136 EAST 79TH STREET, 7A NEW YORK, NY 10075	PRESIDENT 5.00	0.	0.	0.
THOMAS S. JOHNSON 136 EAST 79TH STREET, 7A NEW YORK, NY 10075	TREASURER / CHAIRMAN / SECRETARY 5.00	0.	0.	0.
THOMAS P. JOHNSON 136 EAST 79TH STREET, 7A NEW YORK, NY 10075	DIRECTOR 5.00	0.	0.	0.
MARGARET A. JOHNSON 136 EAST 79TH STREET, 7A NEW YORK, NY 10075	DIRECTOR 5.00	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
NONE				

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

Part VIII

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

1	Expenses
NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	Amount
NONE	
	0.
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,523,990.
b	Average of monthly cash balances	1b	147,735.
c	Fair market value of all other assets	1c	2,512,367.
d	Total (add lines 1a, b, and c)	1d	6,184,092.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,184,092.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	92,761.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,091,331.
6	Minimum investment return. Enter 5% of line 5	6	304,567.

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

1	Minimum investment return from Part X, line 6	1	304,567.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,294.
2b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,294.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	296,273.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	296,273.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	296,273.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	589,391.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	589,391.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	589,391.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				296,273.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	1,368,063.			
b From 2007	1,399,075.			
c From 2008	1,028,507.			
d From 2009	1,240,917.			
e From 2010	436,222.			
f Total of lines 3a through e	5,472,784.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 589,391.				
a Applied to 2010, 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 2011 distributable amount				296,273.
e Remaining amount distributed out of corpus	293,118.			
5 Excess distributions carryover applied to 2011 (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:	5,765,902.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	1,368,063.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,397,839.			
10 Analysis of line 9:				
a Excess from 2007	1,399,075.			
b Excess from 2008	1,028,507.			
c Excess from 2009	1,240,917.			
d Excess from 2010	436,222.			
e Excess from 2011	293,118.			

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARTIST ASSOCIATION OF NANTUCKET ONE GARDNER PERRY LANE NANTUCKET, MA 02554	N/A	501(C)(3)	SUPPORT OF THE ARTS	7,500.
THE BACHMANN-STRAUSS 551 FIFTH AVENUE SUITE 520 NEW YORK, NY 10176	N/A	501(C)(3)	GENERAL SUPPORT	5,000.
BETHEL ENSLEY ACTION TASK INC. 1524 AVENUE D BIRMINGHAM, AL 35218	N/A	501(C)(3)	HOUSING REHABILITATION	10,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320	N/A	501(C)(3)	SUPPORT OF EDUCATION	50,000.
GEORGETOWN UNIVERSITY 3604 O STREET NW WASHINGTON, DC 20097	N/A	501(C)(3)	SUPPORT OF EDUCATION	5,000.
Total	SEE CONTINUATION SHEET(S)			576,000.
b <i>Approved for future payment</i>				
NONE				
Total				0.

▶ 3a

▶ 3b

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
HARVARD BUSINESS SCHOOL ROCK CENTER 318 SOLDIERS FIELD BOSTON, MA 02163	N/A	501(C)(3)	SUPPORT OF EDUCATION	5,000.
HUDSON RIVER CENTER 313 MILL STREET POUGHKEEPSIE, NY 12601	N/A	501(C)(3)	GENERAL SUPPORT	1,000.
INNER CITY SCHOLARSHIP FUND 1011 FIRST AVENUE SUITE 1400 NEW YORK, NY 10022	N/A	501(C)(3)	SUPPORT OF EDUCATION	15,000.
INSTITUTE OF INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	N/A	501(C)(3)	SUPPORT OF EDUCATION	50,000.
JAPAN SOCIETY 333 EAST 47TH STREET NEW YORK, NY 10017	N/A	501(C)(3)	GENERAL SUPPORT	25,000.
LAWRENCEVILLE SCHOOL P.O. BOX 6125 LAWRENCEVILLE, NJ 06848	N/A	501(C)(3)	SUPPORT OF EDUCATION	5,000.
MONTCLAIR KIMBERLY ACADEMY 201 VALLEY ROAD MONTCLAIR, NJ 07042	N/A	501(C)(3)	SUPPORT OF EDUCATION	10,000.
NATIONAL 9-11 MEMORIAL AND MUSEUM FOUNDATION ONE LIBERTY PLAZA 20TH FLOOR NEW YORK, NY 10006	N/A	501(C)(3)	GENERAL SUPPORT	10,000.
NEW YORK UNIVERSITY SCHOOL OF LAW FOUNDATION 161 AVENUE OF THE AMERICAS NEW YORK, NY 10013	N/A	501(C)(3)	SUPPORT OF EDUCATION	5,000.
NORTHWESTERN UNIVERSITY 2020 RIDGE AVENUE 4TH FLOOR EVANSTON, IL 60208	N/A	501(C)(3)	EDUCATION & RESEARCH	5,000.
Total from continuation sheets				498,500.

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
SAINT CATHERINE'S HIGH SCHOOL 1200 PARK AVENUE RACINE, WI 53403	N/A	501(C)(3)	SUPPORT OF EDUCATION	5,000.
SRIPHONG PHUKAOLUAN FOUNDATION 465 CALIFORNIA STREET, SUITE 806 SAN FRANCISCO, CA 94104	N/A	501(C)(3)	GENERAL SUPPORT	1,000.
TOWER HILL SCHOOL 2813 WEST 17TH STREET WILMINGTON, DE 19806	N/A	501(C)(3)	SUPPORT OF EDUCATION	1,000.
TRINITY COLLEGE 300 SUMMIT STREET HARTFORD, CT 06106	N/A	501(C)(3)	SUPPORT OF EDUCATION	345,000.
TRINITY SCHOOL 139 WEST 91ST STREET NEW YORK, NY 10024	N/A	501(C)(3)	SUPPORT OF EDUCATION	7,500.
UNITED WAY 2 PARK AVENUE NEW YORK, NY 10016	N/A	501(C)(3)	TO ADDRESS URGENT COMMUNITY ISSUES	8,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN - DIVIDEND	34,604.	0.	34,604.
JP MORGAN - FOREIGN DIVIDENDS	9,286.	0.	9,286.
JP MORGAN - INTEREST	52.	0.	52.
NEUBERGER BERMAN - DIVIDEND	25,181.	0.	25,181.
NEUBERGER BERMAN - MM	5.	0.	5.
NIMBO PARTNERS - DIVIDENDS	854.	0.	854.
TOTAL TO FM 990-PF, PART I, LN 4	69,982.	0.	69,982.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NIBMO PARTNERS - PASSTHROUGH INCOME	<18.>	<18.>	0.
3C PARTNERS - PASSTHROUGH INCOME	<36.>	<36.>	0.
MISCELLANEOUS INCOME	371.	371.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	317.	317.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,500.	6,750.	0.	6,750.
TO FORM 990-PF, PG 1, LN 16B	13,500.	6,750.	0.	6,750.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
J.P. MORGAN INVESTMENT FEES	5,374.	5,374.	0.	0.	
BECK, MACK & OLIVER - MGMT	21,248.	21,248.	0.	0.	
NEUBERGER BERMAN INV. FEES	24,473.	24,473.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	51,095.	51,095.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	912.	912.	0.	0.	
FEDERAL TAXES	15,796.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	16,708.	912.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	250.	0.	0.	250.	
TO FORM 990-PF, PG 1, LN 23	250.	0.	0.	250.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT A	2,130,388.	2,960,135.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,130,388.	2,960,135.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INST DIVERSIFIED ARBITRAGE FD	COST	863,475.	1,105,767.
3C PARTNERS	COST	60,735.	60,735.
INST INVESTMENT FUND, LTD	COST	1,301,216.	1,344,962.
NIBMO PARTNERS	COST	903.	903.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,226,329.	2,512,367.



JOHNSON FAMILY FOUNDATION, INC.- BMO
 Account Number Q 73158-00-0
 EIN: 13-7118242

STATEMENT D-1
Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Short Term Covered								
ANHEUSER BUSCH INBEV SA/NV SPONS ADR	03524A108	200 000	Various	12/09/11	11,783 77	11,168 02	615 75	
ENCANA CORP	292505104	400 000	Various	12/09/11	7,511 85	8,133.39	-621 54	
US BANCORP DEL	902973304	300 000	02/03/11	12/09/11	7,718 85	8,223 09	-504 24	
Total Short Term Covered					27,014 47	27,524.50	-510.03	



JOHNSON FAMILY FOUNDATION, INC. - BMO
 Account Number: Q 73158-00-0
 EIN: 13-7118242

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
ROPER INDUSTRIES INC	776696106	400 000	11/02/94	02/17/11	33,845 34	2,406 00	31,439 34	
LEUCADIA NATIONAL CORP	527288104	1,000 000	01/29/93	02/25/11	33,012 06	5,522 48	27,489 58	
SCHLUMBERGER LTD	806857108	100 000	12/22/08	02/25/11	9,100 12	3,899 24	5,200 88	
WATERS CORP	941848103	200 000	05/03/02	04/28/11	19,595 60	5,409 64	14,185 96	
NALCO HOLDING CO	62985Q101	1,700 000	09/19/05	07/21/11	61,864 19	28,533 31	33,330 88	
NALCO HOLDING CO	62985Q101	1,800 000	09/19/05	07/22/11	65,946 41	30,211 74	35,734 67	
AXIS CAPITAL HOLDINGS LTD	G0692U109	200 000	09/22/03	09/23/11	5,053 90	5,112 00	-58 10	
RENAISSANCERE HOLDING LTD	G7496G103	700 000	12/21/09	09/23/11	43,617 14	36,428 00	7,189 14	
NOBLE CORPORATION	H5833N103	100 000	09/22/03	09/23/11	3,129 93	1,640 50	1,489 43	
ABBOTT LABORATORIES	002824100	100 000	12/10/99	09/23/11	5,071 90	3,322 58	1,749 32	
BAXTER INTERNATIONAL INC	071813109	200 000	03/18/03	09/23/11	10,623 79	4,107 38	6,516 41	
BROOKFIELD ASSET MANAGEMENT INC CL A	112585104	400 000	11/20/07	09/23/11	10,380 32	13,519 92	-3,139 60	
CONOCOPHILLIPS	20825C104	600 000	02/14/07	09/23/11	37,320 78	40,518 84	-3,198 06	
LABORATORY CORP AMERICAN HOLDINGS	50540R409	100 000	06/06/03	09/23/11	7,896 84	2,836 69	5,060 15	
LEUCADIA NATIONAL CORP	527288104	200 000	01/29/93	09/23/11	4,705 98	1,104 49	3,601 49	
LEUCADIA NATIONAL CORP	527288104	600 000	01/29/93	09/23/11	14,253 74	3,313 49	10,940 25	
LEVEL 3 COMMUNICATIONS INC	52729N100	15,600 000	Various	09/23/11	21,605 58	73,207 08	-51,601 50	
MOLEX INC CL A NON-VOTING	608554200	500 000	01/16/96	09/23/11	8,487 83	7,168 50	1,319 33	
QUALCOMM INC	747525103	100 000	02/18/10	09/23/11	5,003 90	3,967 21	1,036 69	
ROPER INDUSTRIES INC	776696106	200 000	11/02/94	09/23/11	13,807 73	1,203 00	12,604 73	
SCHLUMBERGER LTD	806857108	100 000	12/22/08	09/23/11	6,122 88	3,899 24	2,223 64	
WATERS CORP	941848103	100 000	05/03/02	09/23/11	7,461 85	2,704 82	4,757 03	

J.P.Morgan



JOHNSON FAMILY FOUNDATION, INC - BMO
 Account Number Q 73158-00-0
 EIN: 13-7118242

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
ABBOTT LABORATORIES	002824100	100 000	12/10/99	11/03/11	5,365 90	3,322 58	2,043 32	
LEUCADIA NATIONAL CORP	527288104	200 000	01/29/93	11/03/11	5,035 90	1,104 49	3,931 41	
ROPER INDUSTRIES INC	776696106	200 000	11/02/94	11/03/11	16,783 68	1,203 00	15,580 68	
AXIS CAPITAL HOLDINGS LTD	G0692U109	700 000	09/22/03	12/09/11	21,692 58	17,892 00	3,800 58	
ENSTAR GROUP LIMITED	G3075P101	1,000 000	05/24/07	12/09/11	97,777 62	105,550 00	-7,772 38	
RENAISSANCERE HOLDING LTD	G7496G103	400 000	12/21/09	12/09/11	28,853 44	20,816 00	8,037 44	
NOBLE CORPORATION	H5833N103	300 000	09/22/03	12/09/11	9,791.81	4,921 50	4,870 31	
ABBOTT LABORATORIES	002824100	500 000	12/10/99	12/09/11	27,104 47	16,612 89	10,491 58	
BAXTER INTERNATIONAL INC	071813109	550 000	03/18/03	12/09/11	27,361 97	11,295 29	16,066 68	
BROOKFIELD ASSET MANAGEMENT INC CL A	112585104	800 000	Various	12/09/11	22,069 65	26,918 67	-4,849 02	
CONOCOPHILLIPS	20825C104	350 000	02/14/07	12/09/11	24,982 52	23,635 99	1,346 53	
DOVER CORP	260003108	300 000	01/10/01	12/09/11	16,841 67	11,865 96	4,975 71	
FLUOR CORP	343412102	120 000	02/20/09	12/09/11	6,212 28	4,415 29	1,796 99	
INTERNATIONAL BUSINESS MACHINES CORP	459200101	60 000	07/28/10	12/09/11	11,564 17	7,706 84	3,857 33	
JOHNSON & JOHNSON	478160104	400 000	02/22/93	12/09/11	25,647 50	3,970 50	21,677 00	
LABORATORY CORP AMERICAN HOLDINGS	50540R409	300 000	06/06/03	12/09/11	24,980 52	8,510 07	16,470 45	
LEUCADIA NATIONAL CORP	527288104	1,400 000	01/29/93	12/09/11	32,039 78	7,731 47	24,308 31	
LOWES COMPANIES INC	548661107	600 000	11/11/10	12/09/11	15,011 71	13,363 14	1,648 57	
MERCK AND CO INC	58933Y105	200 000	02/22/93	12/09/11	7,041 86	3,437 55	3,604 31	
MOLEX INC CL A	608554200	800 000	01/16/96	12/09/11	16,137 76	11,469.59	4,668 17	
NON-VOTING								
PLAINS EXPLORATION & PRODUCTION	726505100	100 000	09/27/10	12/09/11	3,502 93	2,582 69	920 24	
QUALCOMM INC	747525103	400 000	02/18/10	12/09/11	21,579 58	15,868 84	5,710 74	

J.P.Morgan



JOHNSON FAMILY FOUNDATION, INC. - BMO
Account Number Q 73158-00-0
EIN: 13-7118242

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
ROPER INDUSTRIES INC	776696106	500.000	11/02/94	12/09/11	41,774.19	3,007.50	38,766.69	
SCHLUMBERGER LTD	806857108	200.000	12/22/08	12/09/11	14,433.72	7,798.48	6,635.24	
WATERS CORP	941848103	200.000	05/03/02	12/09/11	15,155.70	5,409.64	9,746.06	
Total Long Term Non Covered					966,650.72	620,446.12	346,204.60	

J.P.Morgan

STATEMENT D-2

PORTFOLIO NO. : 550-01507 002

CAPITAL GAINS SCHEDULE

FROM Jan 01, 2011 TO Dec 31, 2011

PAGE: 1

REG. REP - 002
 PORTFOLIO NO. - 550-01507 (JPMCC NO. 541-18862)
 FISCAL YEAR END - 12/31
 TAX EXEMPT CODE - N
 DENOMINATED IN - U.S. Dollars
 REPORT RUN DATE - Feb 09, 2012

JOHNSON FAMILY FOUNDATION EIN: 13-7118242
 136 EAST 79TH STREET-APT #7-A
 NEW YORK NY 10075-0328

DESCRIPTION	UNITS	PRICE DATE	PRICE	ADJUSTED BASIS	PROCEEDS	SECURITY IND	CURRENCY G/L
	ORIG	DATE	FX RATE	ORIGINAL COST		GAIN/LOSS	DISCOUNT INC

-----PURCHASE-----SALE-----
 ===== CAPITAL GAINS - COVERED =====

METLIFE INC	600 000	04/06/11	45 59	09/22/11	27 29	27,353.94	-10,981 70 ST
ABBOTT LABORATOR	100 000	03/22/11	47 97	09/23/11	50 89	4,796.92	291 97 ST
***ACCENTURE PLC	100 000	06/16/11	54 49	09/23/11	49 73	5,448.90	-475 91 ST
SHS CL A	100 000	03/22/11	80 21	09/23/11	66 98	8,021 09	-1,323 34 ST
ANADARKO PETROLE	100 000	04/20/11	53 60	08/23/11	62 41	5,359.88	881 07 ST
CABOT OIL & GAS	50 000	03/22/11	26 80	09/23/11	24 85	1,340.19	-97.66 ST
INTERNATIONAL PA	100 000	09/14/11	26 37	09/23/11	24 80	2,637.40	-157 35 ST
MICROSOFT CORP	100 000	02/14/11	66 44	08/23/11	51 35	6,644.12	-1,509 24 ST
ROCKWELL COLLINS	50 000	04/20/11	53 60	10/27/11	77 26	2,679.94	1,182 98 ST
CABOT OIL & GAS	1,300					64,282.38	-12,189 18 ST
							0.00 LT

SECTION TOTAL

64,282.38
 52,093.20
 -12,189.18 ST
 0 00 LT

===== CAPITAL GAINS - NONCOVERED =====

AMERICAN EXPRESS	50 000	10/05/10	38 17	09/23/11	45 91	1,908.42	386 86 ST
AMGEN CORP	50 000	10/04/10	54 97	09/23/11	55 01	2,748.60	1 73 ST
COVANTA HOLDING	150 000	10/04/10	15 60	09/23/11	14 11	2,339.75	-224 03 ST
CHUBB CORP	50 000	10/04/10	56 02	09/23/11	57 67	2,801.24	82 01 ST
PFIZER INC	300 000	10/20/10	17 70	09/23/11	17 46	5,311.05	-72 80 ST
VIACOM INC	50 000	10/04/10	36 12	09/23/11	40 60	1,805.78	224 18 ST
NEW CLASS B							
COVANTA HOLDING	50 000	10/04/10	15 60	09/26/11	14 51	779.92	-54 44 ST

CAPITAL GAINS SCHEDULE

PORTFOLIO NO. : 550-01507 002
 JOHNSON FAMILY FOUNDATION EIN: 13-7118242

FROM Jan 01, 2011 TO Dec 31, 2011

DESCRIPTION	PURCHASE		SALE		PROCEEDS	SECURITY IND GAIN/LOSS	CURRENCY G/L DISCOUNT INC		
	UNITS DATE	PRICE DATE	UNITS DATE	PRICE DATE					
	ORIG FACE	FX RATE MNY CURR	FX RATE MNY CURR	ADJUSTED BASIS ORIGINAL COST					
SAME AS ABOVE	2,200.000	05/18/09	6.46	09/23/11	7.18	14,219.52	15,800.32	1,580.80	LT
	14,250			287,211.05		356,537.99		0.00	ST
SECTION TOTAL	14,950			304,905.81		374,576.26		69,326.94	LT

IND LEGEND	ACCOUNT TOTALS	COST	PROCEEDS	GAIN/LOSS
WO - WRITTEN OPTION				
SS - SHORT-TERM				
ST - SHORT TERM		81,977.14	70,131.47	-11,845.67
MT - MEDIUM TERM				
LT - LONG TERM		287,211.05	356,537.99	69,326.94
P - PURCHASE INCLUDES OPTION PREMIUM		0.00	0.00	
S - SALE INCLUDES OPTION PREMIUM		369,188.19	426,669.46	57,481.27
b - PURCHASE & SALE INCLUDES OPTION PREMIUM				0.00
TOTAL CURRENCY GAINS				0.00
TOTAL SHORT SALE P&L				0.00
TOTAL DISCOUNT INCOME				0.00

STATEMENT A



JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000
 EIN: 13-7118242

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
ABBOTT LABORATORIES 002824-10-0 ABT	56.23	1,000,000	56,230.00	26,115.47 **	N/A	1,920.00	3.41%
BAXTER INTERNATIONAL INC 071813-10-9 BAX	49.48	950,000	47,006.00	19,510.06	27,495.94	1,273.00 502.50	2.71%
CONOCOPHILLIPS 20825C-10-4 COP	72.87	650,000	47,365.50	43,895.41	3,470.09	1,716.00	3.62%
DOVER CORP 260003-10-8 DOV	58.05	750,000	43,537.50	28,442.28	15,095.22	945.00	2.17%
FLUOR CORP 343412-10-2 FLR	50.25	480,000	24,120.00	17,661.17	6,458.83	240.00 75.00	1.00%
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	183.88	240,000	44,131.20	30,827.35	13,303.85	720.00	1.63%
JOHNSON & JOHNSON 478160-10-4 JUN	65.58	600,000	39,348.00	4,963.12 **	N/A	1,368.00	3.48%
LABORATORY CORP AMERICAN HOLDINGS 50540R-40-9 LH	85.97	500,000	42,985.00	14,183.45	28,801.55		
LEUCADIA NATIONAL CORP 527288-10-4 LUK	22.74	2,700,000	61,398.00	14,910.68	46,487.32	675.00	1.10%
LOWES COMPANIES INC 548661-10-7 LOW	25.38	1,800,000	45,684.00	39,735.22	5,948.78	1,008.00	2.21%
MARKEL CORPORATION HOLDING CO 570535-10-4 MKL	414.67	60,000	24,880.20	23,103.92	1,776.28		
MERCK AND CO INC 58933Y-10-5 MRK	37.70	900,000	33,930.00	13,200.17 **	N/A	1,512.00 378.00	4.46%
PLAINS EXPLORATION & PRODUCTION 726505-10-0 PXP	36.72	700,000	25,704.00	18,078.83	7,625.17		

J.P. Morgan



JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000
 EIN: 13-7118242

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
R R DONNELLEY & SONS CO 257867-10-1 RRD	14.43	49,100,000	708,513.00	699,955.92	8,557.08	51,064.00	7.21%
ROPER INDUSTRIES INC 776696-10-6 ROP	86.87	700,000	60,809.00	4,210.50	56,598.50	385.00	0.63%
SCHLUMBERGER LTD 806857-10-8 SLB	68.31	400,000	27,324.00	15,332.02	11,991.98	400.00 150.00	1.46%
US BANCORP DEL 902973-30-4 USB	27.05	1,300,000	35,165.00	35,633.39	(468.39)	650.00 162.50	1.85%
WATERS CORP 941848-10-3 WAT	74.05	600,000	44,430.00	16,228.92	28,201.08		
Total US Large Cap Equity			\$1,412,560.40	\$1,065,987.88	\$261,343.28	\$63,876.00 \$1,268.00	4.52%
US Small/Mid Cap Equity							
KRATON PERFORMANCE POLYMERS 50077C-10-6 KRA	20.30	300,000	6,090.00	5,403.27	686.73		
MOLEX INC CL A NON-VOTING 608554-20-0 MOLX A	19.78	2,111,000	41,755.58	30,265.39	11,490.19	1,688.80 422.20	4.04%
Total US Small/Mid Cap Equity			\$47,845.58	\$35,668.66	\$12,176.92	\$1,688.80 \$422.20	3.53%



JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000

EIN: 13-7118242

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
Non-US Equity							
ANHEUSER BUSCH INBEV SA/NV SPONS ADR 03524A-10-8 BUD	60.99	600,000	36,594.00	32,852.56	3,741.44	582.00	1.59%
AXIS CAPITAL HOLDINGS LTD G0692U-10-9 AXS	31.96	1,400,000	44,744.00	35,784.00	8,960.00	1,344.00 336.00	3.00%
BROOKFIELD ASSET MANAGEMENT INC CL A 112585-10-4 BAM	27.48	1,300,000	35,724.00	43,640.67	(7,916.67)	676.00	1.89%
ENCANA CORP 292505-10-4 ECA	18.53	2,400,000	44,472.00	22,863.04	21,608.96	1,920.00	4.32%
ENSTAR GROUP LIMITED G3075P-10-1 ESGR	98.20	200,000	19,640.00	19,305.00	335.00		
NOBLE CORPORATION H5833N-10-3 NE	30.22	1,000,000	30,220.00	16,405.00	13,815.00	592.00	1.96%
RENAISSANCE HOLDING LTD G7496G-10-3 RNR	74.37	800,000	59,496.00	41,285.22	18,210.78	832.00	1.40%
Total Non-US Equity			\$270,890.00	\$212,135.49	\$58,754.51	\$5,946.00 \$336.00	2.19%
Emerging Market Equity							
SUBSEA 7 S A A/D/R 864323-10-0 SUBC Y	18.60	900,000	16,739.10	19,452.67	(2,713.57)		
TOTAL			\$1,748,035.08	\$1,333,244.70			

J.P. Morgan

Client Statement

JOHNSON FAMILY FOUNDATION EIN: 13-7118242

NEUBERGER BERMAN

JPMCC Account: 541-18862 002
 Base Currency: USD
 NB Account Number: 550-01507

Symbol	Company Name	Position	Acquisition Date	Current Value	Unrealized Gain/Loss	Cost Basis
700	ABBOTT LABORATORIES		04/29/2009	39,361.00		39,361.00
150	ABBOTT LABORATORIES		05/18/2009	8,434.50		8,434.50
100	ABBOTT LABORATORIES		02/14/2011	5,623.00		5,623.00
150	ABBOTT LABORATORIES		03/22/2011	8,434.50		8,434.50
1,100	POSITION TOTAL			61,853.00		61,853.00
500	ACCENTURE PLC IRELAND		05/15/2009	26,615.00		26,615.00
200	ACCENTURE PLC IRELAND		05/18/2009	10,646.00		10,646.00
700	POSITION TOTAL			37,261.00		37,261.00
650	AMERICAN EXPRESS COMPANY		10/05/2010	30,680.50		30,680.50
450	AMGEN INC		10/04/2010	28,894.50		28,894.50
500	ANADARKO PETROLEUM CORP		04/04/2005	38,165.00		38,165.00
200	ANADARKO PETROLEUM CORP		10/15/2010	15,266.00		15,266.00
700	POSITION TOTAL			53,230.00		53,230.00
500	CABOT OIL & GAS CORP		02/02/2009	37,950.00		37,950.00
200	CABOT OIL & GAS CORP		04/29/2009	15,180.00		15,180.00
700	POSITION TOTAL			53,130.00		53,130.00
700	POSITION TOTAL			13,645.07		13,645.07
700	POSITION TOTAL			2,112.00		2,112.00
700	POSITION TOTAL			3,41		3,41
700	POSITION TOTAL			16,775.98		16,775.98
700	POSITION TOTAL			945.00		945.00
700	POSITION TOTAL			5,850.99		5,850.99
700	POSITION TOTAL			157.10		157.10
700	POSITION TOTAL			648.00		648.00
700	POSITION TOTAL			22,283.99		22,283.99
700	POSITION TOTAL			252.00		252.00
700	POSITION TOTAL			0.47		0.47

Client Statement

NEUBERGER BERMAN

JOHNSON FAMILY FOUNDATION · EIN: 13-7118242

JPMCC Account: 541-18862 002
 Base Currency: USD
 NB Account Number: 550-01507

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt. Value	Unrealized P/L	Annual Income	Yield
EQUITIES (Continued)										
100	CABOT OIL & GAS CORP		04/20/2011	53.5988	5,359.89		7,590.00			
800	POSITION TOTAL	COG		30.9425	24,754.00	75.9000	60,720.00	35,966.00	96.00	0.16
550	CARPENTER TECHNOLOGY CORP	CRS	08/28/2009	21.5846	11,871.51	51.4800	28,314.00	16,442.49	396.00	1.40
250	CHUBB CORP	CB	10/04/2010	56.0248	14,006.20	69.2200	17,305.00	3,298.80	390.00	2.25
1,500	COVANTA HOLDING CORPORATION	CVA	10/04/2010	15.5983	23,397.46	13.6900	20,535.00	(2,862.46)	450.00	2.19
550	EQT CORPORATION	EQT	04/29/2009	35.8058	19,693.20	54.7900	30,134.50	10,441.30	484.00	1.61
600	INTERNATIONAL BUSINESS MACHINES CORP		04/04/2005	90.3028	54,271.68		110,328.00			
50	INTERNATIONAL BUSINESS MACHINES CORP		08/11/2007	103.4828	5,174.14		9,154.00			
650	POSITION TOTAL	IBM		91.3166	59,445.82	183.8800	119,522.00	60,076.18	1,950.00	1.63
550	INTERNATIONAL PAPER CO	IP	03/22/2011	26.9039	14,742.12	29.6000	16,280.00	1,537.88	577.50	3.55
500	MCDONALDS CORP		05/18/2009	53.8460	26,923.00		50,165.00			
50	MCDONALDS CORP		08/28/2009	56.0466	2,802.33		5,016.50			
550	POSITION TOTAL	MCD		54.0460	29,725.33	100.3300	55,181.50	25,456.17	1,540.00	2.79
200	MICROSOFT CORP		08/17/2011	25.0862	5,017.24		5,192.00			
400	MICROSOFT CORP		08/18/2011	24.6429	9,857.16		10,384.00			
400	MICROSOFT CORP		09/14/2011	26.3740	10,549.62		10,384.00			
200	MICROSOFT CORP		09/22/2011	25.1368	5,027.36		5,192.00			
1,200	POSITION TOTAL	MSFT		25.3761	30,451.36	25.9600	31,152.00	700.62	960.00	3.08
500	OCCIDENTAL PETE CORP		02/27/2007	46.7455	23,372.75		46,850.00			
500	OCCIDENTAL PETE CORP		08/18/2009	69.6956	34,847.78		46,850.00			
1,000	POSITION TOTAL	OXY		58.2205	58,220.53	93.7000	93,700.00	35,479.47	1,840.00	1.96
1,450	ORACLE CORP	ORCL	10/07/2009	20.5616	29,843.60	25.6500	37,192.50	7,348.90	348.00	0.94
1,600	PACKAGING CORP AMER		06/10/2009	16.9152	26,904.32		40,384.00			

Client Statement

JOHNSON FAMILY FOUNDATION EIN: 13-7118242

NEUBERGER BERMAN

JPMCC Account: 541-18862 002
 Base Currency: USD
 NB Account Number: 550-01507

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt Value	Unrealized P/L	Annual Income	Yield
EQUITIES (Continued)										
500	PACKAGING CORP AMER	PKG	06/12/2009	16.6319	8,315.97		12,820.00			
2,100	POSITION TOTAL				35,220.29	25.2400	53,004.00	17,783.71	1,680.00	3.17%
1,700	Pfizer Inc	PFE	10/20/2010	17.7035	30,095.95		36,788.00			
1,200	Pfizer Inc	PFE	11/10/2010	16.7500	20,100.00		25,968.00			
2,900	POSITION TOTAL				50,195.95	21.6400	62,756.00	12,560.05	2,552.00	4.07%
1,250	PIONEER NATURAL RESOURCES CO	PXD	06/10/2009	28.5043	35,630.38	89.4800	111,850.00	76,219.62	100.00	0.09%
500	ROCKWELL COLLINS INC	COL	01/21/2011	63.6346	31,817.29		27,985.00			
400	ROCKWELL COLLINS INC	COL	02/14/2011	66.4412	26,576.48		22,148.00			
900	POSITION TOTAL				58,393.77	55.3700	49,833.00	(8,560.77)	864.00	1.73%
700	THE TRAVELERS COMPANIES INC	TRV	02/02/2009	38.4130	26,889.11		41,419.00			
650	THE TRAVELERS COMPANIES INC	TRV	05/18/2009	40.0534	26,034.73		38,460.50			
1,350	POSITION TOTAL				52,923.84	59.1700	79,879.50	26,955.66	2,214.00	2.77%
100	UNILEVER N.V.	UNM	10/30/2008	23.3576	2,335.76		3,437.00			
200	UNILEVER N.V.	UNM	01/29/2009	23.0076	4,601.52		6,874.00			
200	UNILEVER N.V.	UNM	01/30/2009	22.2840	4,456.81		6,874.00			
200	UNILEVER N.V.	UNM	02/05/2009	21.0658	4,213.17		6,874.00			
400	UNILEVER N.V.	UNM	04/29/2009	20.1941	8,077.64		13,748.00			
1,100	UNILEVER N.V.	UNM			23,584.90	34.3700	37,807.00	14,222.10	1,159.40	3.07%
1,700	UNILEVER N.V.	UNM			28,628.00		35,819.00			
1,400	UNILEVER N.V.	UNM	08/10/2009	16.7522	23,453.04		29,498.00			
3,100	POSITION TOTAL				52,081.04	21.0700	65,317.00	13,235.96	1,302.00	1.99%

Client Statement

NEUBERGER BERMAN

JOHNSON FAMILY FOUNDATION EIN: 13-7118242

JPMCC Account: 541-18862 002
 Base Currency: USD
 NB Account Number: 550-01507

Quantity	Description	Tricker/Cusip	Purchase Date	Average Unit Cost (1)(4)(9)	Total Cost (1)(4)(9)	Price	Mkt Value	Unrealized(2)	Annual(6) Income	Yield (10)
EQUITIES (Continued)										
650	VIACOM INC. NEW CLASS B	VIAB	10/04/2010	36.1157	23,475.20	45.4100	29,516.50	6,041.30	650.00	2.20
TOTAL EQUITIES					797,143.39		1,212,099.50	414,956.11	23,977.90	1.98
GRAND TOTAL					\$2,130,388.09		\$2,960,134.58			

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions THE JOHNSON FAMILY FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-7118242
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 136 EAST 79TH STREET, 7A	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10075	

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

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

THOMAS S. JOHNSON

• The books are in the care of ▶ **136 EAST 79TH STREET, APT 7A - NEW YORK, NY 10021**
 Telephone No ▶ **212-570-1268** 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2011** or
 ▶ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	11,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	8,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	3,000.

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

Application for Extension of Time To File an Exempt Organization Return

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

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. THE JOHNSON FAMILY FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-7118242
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. 136 EAST 79TH STREET, 7A	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10075	

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

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

THOMAS S. JOHNSON

- The books are in the care of ▶ **136 EAST 79TH STREET, APT 7A - NEW YORK, NY 10021**
Telephone No. ▶ **212-570-1268** 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2011** or
▶ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 11,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 8,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 3,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.