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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
JW JOHNSON FAMILY CHARITABLE TRUST

A Employer identification number
20-7203295

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
10813 EAST WINDGATE PASS DRIVE

B Telephone number (see page 10 of the instructions)
(507) 437-5145

City or town, state, and ZIP code
SCOTTSDALE, AZ 85255

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,034,634

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	824,031			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	17,650	17,650		
	4	Dividends and interest from securities	35,113	35,113		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,355,044			
	b	Gross sales price for all assets on line 6a 2,941,414				
	7	Capital gain net income (from Part IV, line 2)		1,355,044		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,231,838	1,407,807		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,877	2,439		2,438
	c	Other professional fees (attach schedule)	12,547	12,547		0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	941	541		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,365	15,527		2,438
	25	Contributions, gifts, grants paid	2,161,550			2,161,550
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,179,915	15,527		2,163,988
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	51,923			
	b	**Net investment income** (if negative, enter -0-)		1,392,280		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	24,979	178,930	178,930
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 820 Less allowance for doubtful accounts ▶	513	820	820
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	336,536	352,548	380,876
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,830,297	2,711,096	2,474,008
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,192,325	3,243,394	3,034,634
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 (attach schedule)			
	22 Other liabilities (describe ▶)	32,704	31,850	
	23 **Total liabilities** (add lines 17 through 22)	32,704	31,850	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	3,159,621	3,211,544	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	3,159,621	3,211,544	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,192,325	3,243,394	

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	3,159,621
2	Enter amount from Part I, line 27a	2	51,923
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	3,211,544
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	3,211,544

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

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

	(i) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	1,355,044
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	146,403	2,877,710	0 050875
2009	130,911	2,504,240	0 052276
2008	191,576	3,256,902	0 058822
2007	178,908	3,849,769	0 046472
2006	0	3,689,943	0 0

2	**Total** of line 1, column (d).	2	0 208445
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 041689
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	4,383,131
5	Multiply line 4 by line 3.	5	182,728
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	13,923
7	Add lines 5 and 6.	7	196,651
8	Enter qualifying distributions from Part XII, line 4.	8	2,163,988

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	13,923
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	13,923
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	13,923
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	596		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	596
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ 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	13,327
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AZ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶AMG NATIONAL TRUST BANK Telephone no ▶(303) 694-2190

Located at ▶6501 E BELLEVIEW AVE SUITE 400 ENGLEWOOD CO ZIP+4 ▶80111

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 |

			Yes	No
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?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	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 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . ☐ Yes ☑ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . ☐ Yes ☑ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. . . ☐ Yes ☑ No			
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here. . . . ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. . . ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. . . ☐ Yes ☑ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . . .	**6b**		No
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

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

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	0
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	0
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,108,818
b	Average of monthly cash balances	1b	1,341,061
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,449,879
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	4,449,879
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	66,748
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,383,131
6	**Minimum investment return.** Enter 5% of line 5	6	219,157

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	219,157
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 13,923		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	13,923
3	Distributable amount before adjustments Subtract line 2c from line 1	3	205,234
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	205,234
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	205,234

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	2,163,988
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	2,163,988
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	13,923
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,150,065

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				205,234
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007. 14,039				
c From 2008. 30,177				
d From 2009. 7,107				
e From 2010. 3,637				
f Total of lines 3a through e.	54,960			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,163,988				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				205,234
e Remaining amount distributed out of corpus	1,958,754			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,013,714			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,013,714			
10 Analysis of line 9				
a Excess from 2007. . . . 14,039				
b Excess from 2008. . . . 30,177				
c Excess from 2009. . . . 7,107				
d Excess from 2010. . . . 3,637				
e Excess from 2011. . . . 1,958,754				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				2,161,550
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	17,650	
4 Dividends and interest from securities			18	35,113	
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					
8 Gain or (loss) from sales of assets other than inventory			18	1,355,044	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,407,807	0

13 Total. Add line 12, columns (b), (d), and (e) **13** 1,407,807

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

****** | 2012-03-07 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
PATRICE A ONOFRIO CPA			P00046119
Firm's name	AMG NATIONAL TRUST BANK	Firm's EIN 84-1595367	
Firm's address	6501 E BELLEVIEW AVE STE 400 ENGLEWOOD, CO 801116020	Phone no (303) 694-2190	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491067005142

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization	Employer identification number
JW JOHNSON FAMILY CHARITABLE TRUST	20-7203295

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
JW JOHNSON FAMILY CHARITABLE TRUST

Employer identification number
20-7203295

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOEL W JOHNSON 10813 E WINDGATE PASS DRIVE SCOTTSDALE, AZ 85255	$ 824,031	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
JW JOHNSON FAMILY CHARITABLE TRUST	20-7203295

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	80,076 SHARES HORMEL STOCK	$ 2,123,616	2011-02-18

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

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

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

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

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

Name of organization
JW JOHNSON FAMILY CHARITABLE TRUST

Employer identification number
20-7203295

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 20-7203295
Name: JW JOHNSON FAMILY CHARITABLE TRUST

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
10000 SHARES OF HORMEL FOODS CORP(AMG 1274)	P	2010-10-29	2011-02-18
9008 SHARES OF HORMEL FOODS CORP(AMG 1274)	P	2010-10-29	2011-02-18
10000 SHARES OF HORMEL FOODS CORP(AMG 1274)	P	2010-10-29	2011-02-18
8380 SHARES OF HORMEL FOODS CORP(AMG 1274)	P	2010-10-29	2011-02-18
6688 SHARES OF HORMEL FOODS CORP(AMG 1274)	P	2010-10-29	2011-02-18
1512 859 SHARES OF HARDING LOEVNER EMERG MKTS(AMG 1274)	P	2010-09-09	2011-03-22
1044 328 SHARES OF T ROWE PRICE EMERGING MARKETS BOND FUND #110(AMG 1274)	P	2010-09-09	2011-08-15
1010 909 SHARES OF T ROWE PRICE EMERGING MARKETS BOND FUND #110(AMG 1274)	P	2010-11-09	2011-08-15
4465 812 SHARES OF PIMCO HIGH YIELD INST #108(AMG 1274)	P	2007-03-22	2011-01-10
4409 283 SHARES OF PIMCO HIGH YIELD INST #108(AMG 1274)	P	2007-03-22	2011-02-10
9631 525 SHARES OF T ROWE PRICE INTERNATIONAL BOND #76(AMG 1274)	P	2007-03-22	2011-02-17
3312 SHARES OF HORMEL FOODS CORP(AMG 1274)	P	2000-06-13	2011-02-18
1520 SHARES OF HORMEL FOODS CORP(AMG 1274)	P	2000-06-13	2011-02-18
100 SHARES OF HORMEL FOODS CORP(AMG 1274)	P	2000-06-13	2011-02-18
31068 SHARES OF HORMEL FOODS CORP(AMG 1274)	P	2000-06-13	2011-02-18
466 569 SHARES OF HARDING LOEVNER EMERG MKTS(AMG 1274)	P	2007-08-20	2011-03-22
437 292 SHARES OF HARDING LOEVNER EMERG MKTS(AMG 1274)	P	2008-05-14	2011-03-22
3617 849 SHARES OF AMER CENT INTL BOND FUND #992(AMG 1274)	P	2007-03-22	2011-09-14
482 335 SHARES OF PIMCO HIGH YIELD INST #108(AMG 1274)	P	2007-03-22	2011-10-14
1083 423 SHARES OF PIMCO HIGH YIELD INST #108(AMG 1274)	P	2008-06-16	2011-10-14
1138 952 SHARES OF PIMCO HIGH YIELD INST #108(AMG 1274)	P	2008-08-14	2011-10-14
1311 527 SHARES OF PIMCO HIGH YIELD INST #108(AMG 1274)	P	2009-03-16	2011-10-14
1512 859 SHARES OF PIMCO HIGH YIELD INST #108(AMG 1274)	P	2009-04-07	2011-10-14
1383 126 SHARES OF PIMCO HIGH YIELD INST #108(AMG 1274)	P	2009-05-07	2011-10-14
1329 787 SHARES OF PIMCO HIGH YIELD INST #108(AMG 1274)	P	2009-06-08	2011-10-14
6714 922 SHARES OF PIMCO HIGH YIELD INST #108(AMG 1274)	P	2009-03-16	2011-11-14
6383 SHARES OF PIMCO HIGH YIELD INST #108(AMG 1274)	P	2009-03-16	2011-12-13
2672 403 SHARES OF THIRD AVENUE INTERNATIONAL VALUE(AMG 1274)	P	2007-03-22	2011-12-20
1215 286 SHARES OF THIRD AVENUE INTERNATIONAL VALUE(AMG 1274)	P	2008-05-14	2011-12-20
4329 004 SHARES OF ALLIANCEBERNSTEIN INTL GROWTH FUND(AMG 1274)	P	2008-05-14	2011-12-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
16 SHARES OF EMERSON ELECTRIC CO(AMG 6510)	P	2010-06-08	2011-02-18
9 SHARES OF TIME WARNER CABLE(AMG 6510)	P	2010-06-08	2011-03-25
1 SHARES OF SANOFI -ADR(AMG 6510)	P	2010-04-20	2011-03-25
114 SHARES OF TURKCELL ILETISIM HIZMET ADR(AMG 6510)	P	2011-03-25	2011-07-27
243 SHARES OF BANK OF AMERICA CORP(AMG 6510)	P	2011-04-15	2011-09-30
211 SHARES OF BANK OF AMERICA CORP(AMG 6510)	P	2011-04-29	2011-09-30
190 SHARES OF BANK OF AMERICA CORP(AMG 6510)	P	2011-04-26	2011-10-03
20 SHARES OF BANK OF AMERICA CORP(AMG 6510)	P	2011-04-29	2011-10-03
168 SHARES OF BANK OF AMERICA CORP(AMG 6510)	P	2011-08-03	2011-10-03
127 SHARES OF EMERSON ELECTRIC CO(AMG 6510)	P	2009-01-20	2011-02-18
82 SHARES OF TELECOMMUNICACOES DE S P-ADR(AMG 6510)	P	2009-08-18	2011-02-18
72 SHARES OF TELECOMMUNICACOES DE S P-ADR(AMG 6510)	P	2009-08-19	2011-02-18
146 SHARES OF TURKCELL ILETISIM HIZMET ADR(AMG 6510)	P	2009-11-06	2011-02-18
52 SHARES OF FOOT LOCKER INC (AMG 6510)	P	2009-11-19	2011-02-18
68 SHARES OF FOOT LOCKER INC (AMG 6510)	P	2009-11-23	2011-02-18
150 SHARES OF FOOT LOCKER INC (AMG 6510)	P	2009-11-23	2011-02-24
227 SHARES OF TIME WARNER CABLE(AMG 6510)	P	2009-08-17	2011-03-25
192 SHARES OF ELI LILLY & CO(AMG 6510)	P	2009-11-06	2011-03-25
374 SHARES OF DUKE ENERGY HLDG CORP(AMG 6510)	P	2008-02-07	2011-03-25
196 SHARES OF DUKE ENERGY HLDG CORP(AMG 6510)	P	2008-07-11	2011-03-25
41 SHARES OF DUKE ENERGY HLDG CORP(AMG 6510)	P	2008-10-29	2011-03-25
1 SHARES OF TAIWAN SEMICONDUCTOR ADR(AMG 6510)	P	2009-09-16	2011-03-25
1 SHARES OF EXXON MOBIL CORP COM(AMG 6510)	P	2008-10-30	2011-03-25
92 SHARES OF GLAXO SMITHKLINE PLC ADR(AMG 6510)	P	2007-08-03	2011-03-28
118 SHARES OF TURKCELL ILETISIM HIZMET ADR(AMG 6510)	P	2009-08-17	2011-07-27
30 SHARES OF TURKCELL ILETISIM HIZMET ADR(AMG 6510)	P	2009-11-06	2011-07-27
159 SHARES OF FIRSTENERGY CORP COM(AMG 6510)	P	2009-08-17	2011-09-30
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
266,975		102,906	164,069
240,691		92,698	147,993
267,078		102,906	164,172
223,491		86,235	137,256
178,501		68,824	109,677
73,939		70,040	3,899
13,901		13,940	-39
13,456		13,940	-484
41,760		44,499	-2,739
41,760		43,935	-2,175
95,216		94,140	1,076
88,396		34,083	54,313
40,538		15,642	24,896
2,665		1,029	1,636
830,615		319,709	510,906
22,803		22,440	363
21,372		25,040	-3,668
53,794		50,418	3,376
4,223		4,806	-583
9,486		10,040	-554
9,972		10,040	-68
11,483		8,332	3,151
13,245		10,040	3,205
12,109		10,040	2,069
11,642		10,040	1,602
60,260		42,658	17,602
56,896		40,550	16,346
37,092		59,207	-22,115
16,868		23,185	-6,317
55,544		90,040	-34,496

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
987		699	288
636		475	161
35		37	-2
1,443		1,754	-311
1,489		3,153	-1,664
1,293		2,617	-1,324
1,147		2,337	-1,190
121		248	-127
1,015		1,610	-595
7,831		4,232	3,599
1,972		1,851	121
1,731		1,631	100
2,429		2,448	-19
1,002		557	445
1,310		695	615
2,860		1,532	1,328
16,036		7,433	8,603
6,633		6,605	28
6,678		6,881	-203
3,500		3,400	100
732		684	48
12		11	1
83		73	10
3,474		4,700	-1,226
1,493		1,880	-387
380		503	-123
7,166		6,922	244
52,155			52,155

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			164,069
			147,993
			164,172
			137,256
			109,677
			3,899
			-39
			-484
			-2,739
			-2,175
			1,076
			54,313
			24,896
			1,636
			510,906
			363
			-3,668
			3,376
			-583
			-554
			-68
			3,151
			3,205
			2,069
			1,602
			17,602
			16,346
			-22,115
			-6,317
			-34,496

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			288
			161
			-2
			-311
			-1,664
			-1,324
			-1,190
			-127
			-595
			3,599
			121
			100
			-19
			445
			615
			1,328
			8,603
			28
			-203
			100
			48
			1
			10
			-1,226
			-387
			-123
			244
			52,155

Form 990PF Part VIII Line 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
JOEL W JOHNSON 10813 E WINDGATE PASS DRIVE SCOTTSDALE, AZ 85255	TRUSTEE 1 00	0	0	0
ELIZABETH B JOHNSON 10813 E WINDGATE PASS DRIVE SCOTTSDALE, AZ 85255	TRUSTEE 1 00	0	0	0
KATHERINE E JOHNSON POTTER 13 GOULDING ST E SHERBORN, MA 01770	TRUSTEE 1 00	0	0	0
DR GEOFFREY B JOHNSON 5453 HAWTHORN HILL LANE NE ROCHESTER, MN 55906	TRUSTEE 1 00	0	0	0
PETER J JOHNSON 10813 E WINDGATE PASS DRIVE SCOTTSDALE, AZ 85255	TRUSTEE 1 00	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN RED CROSS6135 N BLACK CANYON HWY PHOENIX,AZ 85015	NONE	EXEMPT	COMMUNITY	7,500
CITY OF HOPE1500 EAST SUARE ROAD DUARTE,CA 91010	NONE	EXEMPT	COMMUNITY	100
DORSET CONGREGATIONAL CHURCH200 MAPLE HILL LN DORSET,VT 05251	NONE	EXEMPT	RELIGIOUS	250
DORSET LIBRARYPO BOX 38 ROUTE 30 DORSET,VT 05251	NONE	EXEMPT	COMMUNITY	100
FIRST PRESBYTERIAN CHURCH 3421 NORTH HAYDEN ROAD SCOTTSDALE,AZ 85251	NONE	EXEMPT	RELIGIOUS	1,000
FRIENDS OF DICKINSON COUNTY TRAILSPO BOX 304 OKOBOJI,IA 51355	NONE	EXEMPT	COMMUNITY	1,250
FRIENDS OF SHERBORN LIBRARY4 SANGER STREET SHERBORN,MA 01770	NONE	EXEMPT	COMMUNITY	1,000
HABITAT FOR HUMANITY115 E WATKINS PHEONIX,AZ 85004	NONE	EXEMPT	COMMUNITY	250
HAMILTON COLLEGE198 COLLEGE HILL RD CLINTON,NY 13323	NONE	EXEMPT	EDUCATIONAL	2,000,000
HORMEL FOUNDATION44 MADRONE ST WILLITS,CA 95490	NONE	EXEMPT	HEALTH	20,000
JC HORMEL NATURE CENTER1304 21ST STREET NE AUSTIN,MN 55912	NONE	EXEMPT	COMMUNITY	250
LEUKEMIA AND LYMPHOMA3877 N 7TH ST PHOENIX,AZ 85014	NONE	EXEMPT	SCIENCE	500
MAYO CLINIC200 FIRST ST SW ROCHESTER,MN 55905	NONE	EXEMPT	SCIENCE	25,000
MAYO CLINIC HEALTH SYSTEMS-AUSTIN1000 1ST DRIVE NW AUSTIN,MN 55912	NONE	EXEMPT	MEDICAL	1,000
MDA3300 E SUNRISE DRIVE TUCSON,AZ 85718	NONE	EXEMPT	SCIENCE	100
NEW ENGLAND DISABLED SPORTS PO BOX 26 LINCOLN,NH 03251	NONE	EXEMPT	COMMUNITY	500
OKOBOJI FOUNDATIONPO BOX 593 OKOBOJI,IA 51355	NONE	EXEMPT	COMMUNITY	4,800
PACELLI CATHOLIC SCHOOLS-AUSTIN511 4TH AVE NW AUSTIN,MN 55912	NONE	EXEMPT	EDUCATION	500
PHOENIX SYMPHONYONE NORTH FIRST STREET SUITE 200 PHOENIX,AZ 85004	NONE	EXEMPT	COMMUNITY	500
POTACH FOUNDATION2217 17TH ST SE AUSTIN,MN 55912	NONE	EXEMPT	MEDICAL	1,200
RONALD MCDONALD HOUSEONE KROC DRIVE OAK BROOK,IL 60523	NONE	EXEMPT	COMMUNITY	100
SALVATION ARMY615 SLATERS LANE ALEXANDRIA,VA 22313	NONE	EXEMPT	COMMUNITY	250
SHEPHERD OF THE HILLS UCCC 5524 E LAFAYETTE BLVD PHOENIX,AZ 85018	NONE	EXEMPT	RELIGIOUS	39,300
SOUTHWEST CONFERENCE UNITED CHURCH OF CHRIST4423 N 24TH ST SUITE 600 PHOENIX,AZ 85016	NONE	EXEMPT	RELIGIOUS	5,600
STEPHENS COLLEGE-OKOBOJI 1200 E BROADWAY COLUMBIA,MO 65215	NONE	EXEMPT	EDUCATIONAL	250
THE ALBAN INSTITUTE2121 COOPERATIVE WAY SUITE 100 HERNDON,VA 20171	NONE	EXEMPT	RELIGIOUS	100
TRUSTEES OF HAMILTON COLLEGE198 COLLEGE HILL RD CLINTON,NY 13323	NONE	EXEMPT	EDUCATIONAL	31,000
UNITED WAY OF MOWER CO301 NORTH MAIN ST AUSTIN,MN 55912	NONE	EXEMPT	COMMUNITY	2,000
USSGA MEMORIAL FUND88 FIELD POINT RD GREENWICH,CT 06830	NONE	EXEMPT	COMMUNITY	100
VALLEY OF THE SUN UNITED WAY 1515 EAST OSBORN ROAD PHEOENIX,AZ 85014	NONE	EXEMPT	COMMUNITY	500

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WELLESLEY COLLEGE106 CENTRAL ST WELLESLEY, MA 02481	NONE	EXEMPT	EDUCATIONAL	15,000
WORLD LEARNING1 KIPLING ROAD BRATTLEBORO, VT 053020676	NONE	EXEMPT	EDUCATIONAL	300
YALE DIVINITY COLLEGE409 PROSPECT ST NEW HAVEN, CT 06511	NONE	EXEMPT	RELIGIOUS	1,000
YMCA -CAMP FOSTER-BEDELL FAMILY YMCA1900 41ST STREET SPIRIT LAKE, IA 513607626	NONE	EXEMPT	COMMUNITY	250
Total . . . . ▶ **3a**				2,161,550

TY 2011 Accounting Fees Schedule

Name: JW JOHNSON FAMILY CHARITABLE TRUST

EIN: 20-7203295

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEE	4,500	2,250		2,250
MISCELLANEOUS FEES	377	189		188

TY 2011 Investments Corporate Stock Schedule

Name: JW JOHNSON FAMILY CHARITABLE TRUST

EIN: 20-7203295

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	9,551	12,177
AT&T INC	11,353	13,516
BP AMOCO PLC	12,246	9,275
CHEVRONTEXACO	10,818	16,173
CITIGROUP	5,091	5,209
COCA-COLA CO	8,501	13,434
CONOCOPHILLIPS	10,171	15,959
EMERSON ELECTRIC CO	4,399	6,150
EXXON MOBIL CORP COM	15,423	18,393
FEDERATED INVESTORS	11,958	6,954
FIRSTENERGY CORP COM	6,946	8,107
FOOT LOCKER INC.	4,321	10,084
GENERAL ELEC CO COM	22,800	12,394
GLAXO SMITHKLINE PLC ADR	17,499	16,701
HOME DEPOT	6,875	10,930
INTEL CORP	12,194	18,891
JPMORGAN CHASE & CO	14,580	10,341
JOHNSON & JOHNSON	13,135	14,624
KEY CORP	16,026	14,180
KIMBERLY-CLARK CORP	9,879	12,211
KRAFT FOODS INC	6,382	8,257
MCDONALDS CORP COM	7,300	12,943
MERCK & CO. INC.	6,027	7,238
NOKIA CORPORATION	11,812	3,764
PFIZER COMMON STOCK	22,510	20,147
PHILIP MORRIS INTERNATIONAL	10,075	20,248
RAYTHEON CO	15,338	14,901
SANOFI-AVENTIS-ADR	11,260	12,351
SUN LIFE FINANCIAL	14,194	9,279
TAIWAN SEMICONDUCTOR ADR	12,580	15,363
TOTAL SA-SPON ADR	11,304	10,682

TY 2011 Investments - Other Schedule

Name: JW JOHNSON FAMILY CHARITABLE TRUST

EIN: 20-7203295

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ASTON/RIVER RD SMALL CAP VAL CL N	AT COST	48,383	41,092
BUFFALO MID CAP FUND	AT COST	17,040	14,906
BUFFALO SMALL CAP FUND #1444	AT COST	69,724	61,641
CALAMOS GROWTH FUND CLASS A #606	AT COST	310,590	259,885
CAUSEWAY INTERNATL VALUE FUND INST #1271	AT COST	100,040	53,548
CHAMPLAIN SMALL CO FD-ADV	AT COST	50,800	52,590
COHEN & STEERS REALTY	AT COST	54,900	58,130
DELAFIELD FUND INC	AT COST	41,740	41,546
DODGE & COX STOCK FUND #145	AT COST	288,140	185,968
ETFS PALLADIUM TRUST	AT COST	11,009	8,522
FMI COMMON STOCK FUND	AT COST	50,200	49,858
GOLDMAN SACHS FS TIF US TREASURY INSTL #506	AT COST	42,954	42,954
HARBOR MID CAP VALUE FUND #023	AT COST	99,553	86,370
JENSEN PORTFOLIO CL I	AT COST	20,080	19,985
MANNING & NAPIER WORLD OPPORTUNITIES FUND	AT COST	20,780	16,144
MARSICO FOCUS FUND #40	AT COST	310,590	279,020
MERIDIAN GROWTH FUND #75	AT COST	72,598	73,569
OAKMARK INTERNATIONAL FUND (HARRIS) #109	AT COST	75,040	63,168
PIMCO LOW DURATION FUND #36	AT COST	254,699	255,917
ROYCE PREMIER FUND	AT COST	40,160	39,613
RS GLOBAL NATURAL RESOURCE # 1474	AT COST	89,219	86,586
RS VALUE FUND - A	AT COST	131,347	106,288
T ROWE PRICE INSTITUTIONAL FLOWATING RATE	AT COST	120,240	119,675
T ROWE PRICE MID-CAP GROWTH #64	AT COST	70,505	66,312
THIRD AVENUE INTERNATIONAL VALUE	AT COST	76,855	56,721
USAA PRECIOUS METALS AND MINERALS FUND	AT COST	102,560	77,998
VANGUARD ENERGY FUND INVESTOR SHS #51	AT COST	21,580	177,834
WILLIAM BLAIR INTL GROWTH-I	AT COST	119,770	78,168

TY 2011 Other Liabilities Schedule

Name: JW JOHNSON FAMILY CHARITABLE TRUST

EIN: 20-7203295

Description	Beginning of Year - Book Value	End of Year - Book Value
DEPOSITS IN TRANSIT	32,704	31,850

TY 2011 Other Professional Fees Schedule

Name: JW JOHNSON FAMILY CHARITABLE TRUST

EIN: 20-7203295

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGT FEES	12,547	12,547		0

TY 2011 Taxes Schedule

Name: JW JOHNSON FAMILY CHARITABLE TRUST

EIN: 20-7203295

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	541	541		0
2011 ESTIMATED TAX	400	0		0