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 , 2011, and ending , 20

Name of foundation THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION

A Employer identification number 25-6357015

Number and street (or P O box number if mail is not delivered to street address) 55 EXCHANGE PLACE

Room/suite 404

B Telephone number (see instructions) (212) 343-1002

City or town, state, and ZIP code NEW YORK, NY 10005-2035

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 75,703,054.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) ______ *(Part I, column (d) must be on cash basis)*

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	749,559.	702,498.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	842,323.			
b	Gross sales price for all assets on line 6a 13,648,473.				
7	Capital gain net income (from Part IV, line 2)		842,323.		
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)	222,546.	222,546.		ATCH 2
12	**Total.** Add lines 1 through 11	1,814,428.	1,767,367.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	190,000.	9,500.		180,500.
14	Other employee salaries and wages	139,620.	6,939.		131,850.
15	Pension plans, employee benefits	119,789.	5,989.		113,800.
16a	Legal fees (attach schedule) ATCH 3	24,257.	17,483.		6,774.
b	Accounting fees (attach schedule) ATCH 4	7,745.	6,000.		1,745.
c	Other professional fees (attach schedule) *	698,433.	522,087.		173,314.
17	Interest				
18	Taxes (attach schedule) (see instructions) **	17,655.	16,655.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	86,440.	4,322.		82,118.
21	Travel, conferences, and meetings	65,553.			65,553.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	74,591.	7,136.		66,478.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,424,083.	596,111.		822,132.
25	Contributions, gifts, grants paid	3,050,000.			3,050,000.
26	**Total expenses and disbursements** Add lines 24 and 25	4,474,083.	596,111.	0	3,872,132.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-2,659,655.			
b	**Net investment income** (if negative, enter -0-)		1,171,256.		
c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions. *ATCH 5 JSA ** ATCH 6 Form **990-PF** (2011)

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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	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	18,122.	53,392.	53,392.
2	Savings and temporary cash investments	1,867,964.	3,344,307.	3,344,307.
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 (attach schedule) (see 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			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 8	20,318,845.	12,193,053.	13,786,920.
c	Investments - corporate bonds (attach schedule) ATCH 9		11,396,331.	11,883,506.
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	50,984,175.	43,531,017.	46,590,187.
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 11)	51,020.	44,742.	44,742.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	73,240,126.	70,562,842.	75,703,054.
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 ▶ ATCH 12)	19,553.	1,924.	
23	**Total liabilities** (add lines 17 through 22)	19,553.	1,924.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	73,220,573.	70,560,918.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	73,220,573.	70,560,918.	
31	**Total liabilities and net assets/fund balances** (see instructions)	73,240,126.	70,562,842.	

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	73,220,573.
2	Enter amount from Part I, line 27a	2	-2,659,655.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	70,560,918.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	70,560,918.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(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				
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** 842,323.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . **3** 0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	3,723,581.	78,416,271.	0.047485
2009	3,997,791.	73,244,161.	0.054582
2008	4,398,981.	82,944,875.	0.053035
2007	4,577,595.	90,756,864.	0.050438
2006	3,921,311.	88,727,797.	0.044195

2	**Total** of line 1, column (d)	2	0.249735
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	0.049947
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	79,431,833.
5	Multiply line 4 by line 3	5	3,967,382.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,713.
7	Add lines 5 and 6	7	3,979,095.
8	Enter qualifying distributions from Part XII, line 4	8	3,872,132.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	23,425.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	23,425.
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	23,425.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 31,836.		
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	31,836.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	8,411.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 8,411. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ WWW.JFFND.ORG			
14	The books are in care of ▶ ANDREW LANE Telephone no ▶ 212-343-1002			
	Located at ▶ 55 EXCHANGE PLACE, SUITE 404 NEW YORK, NY ZIP + 4 ▶ 10005-2035			
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		
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		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)*

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		190,000.	29,438.	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 14		90,000.	17,866.	0

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 15		317,251.
Total number of others receiving over $50,000 for professional services ▶		

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	26,032,504.
b	Average of monthly cash balances	1b	3,570,535.
c	Fair market value of all other assets (see instructions)	1c	51,038,416.
d	**Total** (add lines 1a, b, and c)	1d	80,641,455.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	80,641,455.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,209,622.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	79,431,833.
6	**Minimum investment return.** Enter 5% of line 5	6	3,971,592.

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	3,971,592.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	23,425.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	574.		
c	Add lines 2a and 2b			2c	23,999.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,947,593.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,947,593.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,947,593.

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	3,872,132.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,872,132.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,872,132.

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				3,947,593.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			3,696,980.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 3,872,132.				
a Applied to 2010, but not more than line 2a			3,696,980.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				175,152.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				3,772,441.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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

Check here ▶ [X] 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 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*				
ATTACHMENT 16				
Total . . . . ▶ **3a**				3,050,000.
b *Approved for future payment*				
ATTACHMENT 17				
Total . . . . ▶ **3b**				1,044,983.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	749,559.	
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	900000	8,432.	14	214,114.	
8 Gain or (loss) from sales of assets other than inventory			18	842,323.	
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)		8,432.		1,805,996.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,814,428.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DANIEL PIAZZA		1/14/13		P00037900
Firm's name ▶ THE AYCO COMPANY, LP			Firm's EIN ▶ 33-1187432	
Firm's address ▶ PO BOX 15014 ALBANY, NY 12212-5014			Phone no 518-640-5000	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITI 46768 - DIVIDEND	171,143.	171,143.
FIDELITY 50210 - DIVIDEND	118,705.	118,705.
FIDELITY 50210 - TAX EXEMPT INTEREST	4.	
BLAIR STRIP STEEL	335.	335.
CITI 91768 - INTEREST	308,454.	308,454.
CITI 91768 - ACCRUED INTEREST PAID	-34,616.	-34,616.
CITI 91768 - ACCRUED MKT DISCOUNT INT.	1,068.	1,068.
CITI 91768 - TAX EXEMPT INTEREST	47,057.	
CITI 91768 - DIVIDEND	234.	234.
GS 21364 - INTEREST	987.	987.
CITI 55768 - DIVIDEND	103,509.	103,509.
GS VINTAGE FUND III LP	11,758.	11,758.
GS DISTRESSED OPPORTUNITIES FUND	3,698.	3,698.
FIDELITY 50210 - INTEREST	90.	90.
BERNSTEIN #63557	3.	3.
CITI 91768 - US OBLIGATIONS	17,130.	17,130.
TOTAL	749,559.	702,498.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DENNIS SCHILL MANOR ASSOCIATES	-1,571.	-1,571.
MALVERN HILLS ASSOCIATES	4,294.	4,294.
GIRARD TOWERS ASSOCIATES	4,217.	4,217.
COLLEGE VIEW TOWERS, LP	259.	259.
LONE CASCADE LP - #11515	-2,786.	-2,786.
LONE CASCADE LP - #11293	-2,251.	-2,251.
LIFECOR, INC	20,045.	20,045.
SEC SPECIALIST SETTLEMENT FUND	28.	28.
GS VINTAGE FUND III LP	41,311.	41,311.
GS MEZZANINE PARTNERS 2006 LP	152,240.	152,240.
GS DISTRESSED OPPORTUNITIES FUND	6,743.	6,743.
MISCELLANEOUS INCOME	17.	17.
TOTALS	222,546.	222,546.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
K&L GATES	17,483.	17,483.		
PATTERSON BELKNAP WEBB & TYLER	6,774.			6,774.
TOTALS	24,257.	17,483.		6,774.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DWC ERISA CONSULTANTS	1,745.			1,745.
SUMMIT ROCK ADVISORS	6,000.	6,000.		
TOTALS	7,745.	6,000.		1,745.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CHANGING FOCUS CONSULTING	50,400.		50,400.
THE AYCO COMPANY	67,886.	16,972.	50,914.
SUMMIT ROCK ADVIS. - MGMT FEES	199,346.	199,343.	
JANE T JOHNSON	36,000.		36,000.
KATHLEEN STURGEON	36,000.		36,000.
CITI #91768 - MGMT FEES	30,025.	26,996.	
CITI #46768 - MGMT FEES	5,182.	5,182.	
GS MANAGEMENT AND CARRY FEES	273,594.	273,594.	
TOTALS	698,433.	522,087.	173,314.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITI #46768 - FOREIGN W/H	11,750.	11,750.
FIDELITY #50210 - FOREIGN W/H	1,359.	1,359.
CITI #55768 - FOREIGN W/H	3,546.	3,546.
FEDERAL TAXES	1,000.	
TOTALS	17,655.	16,655.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	2,237.	112.	2,125.
BANK FEES	882.		
INSURANCE EXPENSE	4,382.	219.	4,163.
MEMBERSHIP FEES	10,156.		10,156.
AMORTIZATION EXP - CITI #91768			
STATE FILING FEES	1,515.		1,515.
TELEPHONE	3,615.	181.	3,434.
CREDIT CARD FEE	95.		
PROGRAM EXPENSE	29,428.		29,428.
SUBSCRIPTIONS	391.		391.
TECHNOLOGY	16,070.	804.	15,266.
MISCELLANEOUS EXPENSE			
ACCOUNT SERVICE FEES - FIDEL.	5,820.	5,820.	
TOTALS	74,591.	7,136.	66,478.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIDELITY #50210	2,834,146.	2,804,862.
CITI 91768		
CITI 46768		
CITI 55768	9,358,907.	10,982,058.
TOTALS	12,193,053.	13,786,920.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BERNSTEIN #3557	11,396,331.	11,883,506.
TOTALS	11,396,331.	11,883,506.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS MEZZANINE III	154,603.	302,134.
GS DISTRESSED OPPS FUND II OFF	455,868.	782,720.
GS VINTAGE FUND III OFFSHORE	657,815.	907,708.
GS MEZZANINE 2006	828,541.	725,184.
WHITEHALL PARTNERS	1,216,110.	65,027.
LONE CASCADE LP #11293	858,222.	894,098.
SUMMIT ROCK FIXED INCOME	4,501,552.	5,651,962.
SUMMIT ROCK HEDGED EQUITY	10,929,861.	9,685,435.
SUMMIT ROCK DIVERSIFIED STRAT	12,125,607.	12,044,848.
SUMMIT ROCK SELECTED EQUITY	5,700,000.	7,192,326.
SUMMIT ROCK PRIVATE EQUITY	2,030,332.	1,984,567.
SUMMIT ROCK NATURAL RESOURCES	3,000,000.	3,265,758.
LONE CASCADE LP #11515	1,050,544.	1,105,532.
INDUS ASIA HOLDING CO	21,962.	27,298.
LONE PINON		1,955,590.
TOTALS	43,531,017.	46,590,187.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COLLEGE VIEW TOWERS	-2,512.	-2,512.
GIRARD TOWERS ASSOCIATES	20,477.	20,477.
MALVERN HILLS ASSOCIATES	19,884.	19,884.
DENNIS SCHILL MANOR ASSOCIATES	-933.	-933.
SECURITY DEPOSIT - NYC	6,500.	6,500.
CITI 91768 - INTEREST REC.		
FIDELITY #50210 - DIVIDEND RECEIVABLE	1,322.	1,322.
CITI 46768 - DIVIDEND REC.	1.	1.
CITI 91768 - PROCEEDS REC.		
CITI 91768 - DIVIDEND REC.	3.	3.
TOTALS	44,742.	44,742.

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
CREDIT CARDS PAYABLE		1,924.
	TOTALS	1,924.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES M. JOHNSON 55 EXCHANGE PLACE 404 NEW YORK, NY 10005-2035	CHAIRMAN	0	0	0
JESSE D. JOHNSON 55 EXCHANGE PLACE 404 NEW YORK, NY 10005-2035	TREASURER	0	0	0
ASA J. JOHNSON 55 EXCHANGE PLACE 404 NEW YORK, NY 10005-2035	SECRETARY	0	0	0
THOMAS P. JOHNSON 55 EXCHANGE PLACE 404 NEW YORK, NY 10005-2035	PRESIDENT	0	0	0
ANDREW LANE 55 EXCHANGE PLACE 404 NEW YORK, NY 10005-2035	EXECUTIVE DIRECTOR 40.00	190,000.	29,438.	0
	GRAND TOTALS	190,000.	29,438.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
SARAH VOGEL 120 WOOSTER STREET 3N NEW YORK, NY 10012	PROGRAM DIRECTOR 40.00	90,000.	17,866.	0
	TOTAL COMPENSATION	90,000.	17,866.	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
THE AYCO COMPANY, LP PO BOX 860 SARATOGA SPRINGS, NY 12866	ACCOUNTING	67,505.
CHANGING FOCUS CONSULTING INC 2540 HAMPSHIRE HOLLOW ROAD POULTNEY, VT 05764	CONSULTING	50,400.
SUMMIT ROCK ADVISORS 9 WEST 57TH ST, 12TH FLOOR NEW YORK, NY 10019	INVESTMENT SERVICES	199,346.
TOTAL COMPENSATION		317,251.

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VARIOUS - SEE ATTACHED	NONE 501(C)(3)	GENERAL CHARITABLE PURPOSES	3,050,000
		TOTAL CONTRIBUTIONS PAID	3,050,000.

Legal Name	City	State	Relationship	Tax Status 1	Tax Status 2	Project Title	Amount
1% for the Planet	Waitsfield	VT	n/a	501c(3)	509a(1)	general operating support	$50,000
American Foundation for Suicide Prevention	New York	NY	n/a	501c(3)	509a(1)	LGBT Suicide Prevention project	$50,000
Ayco Charitable Foundation	Albany	NY	n/a	501c(3)	509a(1)	JFF donor-advised fund	$361,125
BlueGreen Alliance Foundation	Minneapolis	MN	n/a	501c(3)	509a(1)	Hazards of Toxic Substances smart phone application	$35,000
Breast Cancer Fund	San Francisco	CA	n/a	501c(3)	509a(1)	state to federal project and CSC	$65,000
Center for American Progress	Washington	DC	n/a	501c(3)	509a(1)	LGBT Progress project	$30,000
Center for Health Environment and Justice	Falls Church	VA	n/a	501c(3)	509a(1)	general operating support	$30,000
Center for International Environmental Law	Washington	DC	n/a	501c(3)	509a(1)	Chemicals Program	$40,000
Center for Progressive Reform	Washington	DC	n/a	501c(3)	509a(1)	EPA risk assessment policies project	$35,000
Center for Whole Communities	Waitsfield	VT	n/a	501c(3)	509a(1)	general operating support	$25,000
CenterLink	Fort Lauderdale	FL	n/a	501c(3)	509a(2)	general operating support and TA for member centers	$116,667
Commonweal	Bolinas	CA	n/a	501c(3)	509a(1)	Collaborative on Health and the Environment project	$25,000
CUAHSI	Medford	MA	n/a	501c(3)	509a(1)	online resources and the Let's Talk About Water events	$19,912
Earthjustice	San Francisco	CA	n/a	501c(3)	509a(2)	Safeguarding Our Health project	$30,000
Empire State Pride Agenda Foundation	New York	NY	n/a	501c(3)	509a(1)	general operating support	$25,000
Environmental Defense Fund	New York	NY	n/a	501c(3)	509a(1)	Overhauling United States Chemicals Policy project	$40,000
Environmental Health Fund	Boston	MA	n/a	501c(3)	509a(1)	Safer Chemicals, Healthy Families Campaign and Fund	$45,000
Environmental Working Group	Washington	DC	n/a	501c(3)	509a(1)	the support of the Toxics & Human Health program	$30,000
FII-National	Oakland	CA	n/a	501c(3)	509a(1)	general operating support	$25,000
Freedom to Marry	New York	NY	n/a	501c(3)	509a(1)	general operating support	$60,000
Friendfactor Foundation	New York	NY	n/a	501c(3)	509a(1)	general operating support	$10,000
Friends of the High Line	New York	NY	n/a	501c(3)	509a(1)	general operating support	$20,000
Fund for the City of New York	New York	NY	n/a	501c(3)	509a(1)	People's Production House Community News Bureau project	$40,000
Funders for Lesbian and Gay Issues	New York	NY	n/a	501c(3)	509a(1)	Grantmakers retreat and Philanthropy inSight	$40,000
George Washington University	Washington	DC	n/a	501c(3)	509a(1)	A Dialogue on Environmental Health Policy & Prevention	$20,000
Gill Foundation	Denver	CO	n/a	501c(3)	4942j(3)	LGBT Movement Advancement project	$30,000

The Thomas Phillips and Jane Moore Johnson Foundation
Part XV - Additional Information, Line 3a - Grants Paid in 2011

Legal Name	City	State	Relationship	Tax Status 1	Tax Status 2	Project Title	Amount
Girls Educational and Mentoring Services	New York	NY	n/a	501c(3)	509a(1)	general operating support	$25,000
GLSEN	New York	NY	n/a	501c(3)	509a(1)	general operating support	$100,000
Green Blue Institute	Charlottesville	VA	n/a	501c(3)	509a(1)	Chemicals Program	$25,000
Group for the East End	Bridgehampton	NY	n/a	501c(3)	509a(1)	general operating support	$15,000
Health Care Without Harm	Reston	VA	n/a	501c(3)	509a(1)	Food Matters - Healthy Families, Healthy Hospitals program	$35,000
Heights Hill Mental Health Service	Brooklyn	NY	n/a	501c(3)	509a(1)	Rainbow Heights outreach activities	$20,000
International Film Seminars	New York	NY	n/a	501c(3)	509a(2)	general operating support	$18,950
League of Conservation Voters Education Fund	Washington	DC	n/a	501c(3)	509a(1)	Environmental Health and Chemical Policy Reform Project	$30,000
Liberty Hill Foundation	Los Angeles	CA	n/a	501c(3)	509a(1)	Queer Youth Fund	$106,922
Long Island Gay and Lesbian Youth	Bay Shore	NY	n/a	501c(3)	509a(1)	LGBT Mental Health Initiative	$20,000
Longhouse Reserve	East Hampton	NY	n/a	501c(3)	509a(1)	general operating support	$15,000
Milwaukee LGBT Community Center	Milwaukee	WI	n/a	501c(3)	509a(1)	LGBT Mental Health Initiative	$35,000
National Gallery of Art	Landover	MD	n/a	501c(3)	509a(1)	Film Program	$15,000
Natural Resources Defense Council	New York	NY	n/a	501c(3)	509a(1)	Chemical Policy Reform project	$45,000
New England Grassroots Environmental Fund	Montpelier	VT	n/a	501c(3)	509a(1)	general operating support	$25,000
New York Women's Foundation	New York	NY	n/a	501c(3)	509a(1)	CSEC initiative	$50,000
North Star Fund	New York	NY	n/a	501c(3)	509a(1)	JFF donor-advised funds	$200,000
Outright Vermont	Burlington	VT	n/a	501c(3)	509a(1)	challenge grant	$17,500
Pacific Center for Human Growth	Berkeley	CA	n/a	501c(3)	509a(1)	LGBT Mental Health Initiative	$32,000
Peconic Baykeeper	Quogue	NY	n/a	501c(3)	509a(1)	general operating support	$15,000
Regents of the University of California	Oakland	CA	n/a	501c(3)	509a(1)	Translating Science into Prevention project	$40,000
Rollins College	Winter Park	FL	n/a	501c(3)	509a(1)	LGBT Advocacy Internships	$20,000
Rutland Area Farm and Food Link	Rutland	VT	n/a	501c(3)	509a(1)	general operating support	$25,000
San Miguel Mentoring Program	Telluride	CO	n/a	501c(3)	509a(1)	general operating support	$10,000
Scenic Hudson	Poughkeepsie	NY	n/a	501c(3)	509a(1)	PCB Cleanup project	$10,000
Sunshine Social Services	Fort Lauderdale	FL	n/a	501c(3)	509a(1)	LGBT Mental Health Initiative	$35,000
TEAK Fellowship	New York	NY	n/a	501c(3)	509a(1)	general operating support	$30,000
TEDX	Paonia	CO	n/a	501c(3)	509a(2)	Endocrine Disruption project	$25,000

Legal Name	City	State	Relationship	Tax Status 1	Tax Status 2	Project Title	Amount
Telluride Foundation	Telluride	CO	n/a	501c(3)	509a(1)	general operating support and JFF donor-advised fund	$75,000
Telluride Repertory Theatre Company	Telluride	CO	n/a	501c(3)	509a(2)	transition-related costs	$15,000
The Retreat	East Hampton	NY	n/a	501c(3)	509a(1)	general operating support	$25,000
Tides Center	Berkeley	CA	n/a	501c(3)	509a(1)	Sustainability Funders, Story of Stuff and Clean Production Action projects	$75,000
Trustees for Harvard University	Boston	MA	n/a	501c(3)	509a(1)	Center for Health & the Global Environment	$35,000
Trustees of Columbia University	New York	NY	n/a	501c(3)	509a(1)	Center for Children's Environmental Health	$45,000
UCLA Foundation	Los Angeles	CA	n/a	501c(3)	509a(1)	Williams Institute LGBT POP project	$30,000
University Corporation San Francisco State	San Francisco	CA	n/a	501c(3)	509a(1)	Family Acceptance Project	$30,000
Vermont Community Foundation	Middlebury	VT	n/a	501c(3)	509a(1)	Permanent Fund for the Well-Being of Vermont Children	$125,000
Vermont Law School	South Royalton	VT	n/a	501c(3)	509a(1)	Toxics clinic and Summer Media Fellowship program	$40,000
Vermont Public Radio	Colchester	VT	n/a	501c(3)	509a(1)	contract underwriting	$21,924
Vermont Youth Conservation Corps	Richmond	VT	n/a	501c(3)	509a(1)	general operating support	$25,000
Virginia Organizing	Charlottesville	VA	n/a	501c(3)	509a(1)	Advancing Green Chemistry, Science Communication Network, Environmental Health Sciences, Health &	$130,000
Western States Center	Portland	OR	n/a	501c(3)	509a(2)	Moms Rising Environmental Health Campaign	$30,000
WorkingFilms	Wilmington	NC	n/a	501c(3)	509a(1)	general operating support	$10,000
TOTAL PAID							$3,050,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED LIST	NONE 501(C)(3)	VARIOUS - SEE ATTACHED	1,044,983.
		TOTAL CONTRIBUTIONS APPROVED	1,044,983.

The Thomas Phillips and Jane Moore Johnson Foundation
Part XV - Additional Information; Line 3b - Grants Approved for Future Payment

Legal Name	City	State	Relationship	Tax Status 1	Tax Status 2	Project Title	Amount
Capital District Gay & Lesbian Community Council	Albany	NY	n/a	501c(3)	509a(1)	LGBT Mental Health Initiative	$100,000
Center for American Progress	Washington	DC	n/a	501c(3)	509a(1)	LGBT Progress	$30,000
CenterLink	Fort Lauderdale	FL	n/a	501c(3)	509a(2)	general operating support and TA for members	$296,483
Filmmakers Collaborative	Washington	DC	n/a	501c(3)	509a(1)	Evidence Based Media Fertility Project	$25,000
Gill Foundation	Denver	CO	n/a	501c(3)	4942j(3)	LGBT Movement Advancement project	$30,000
International Film Seminars	New York	NY	n/a	501c(3)	509a(2)	challenge grant	$30,000
Liberty Hill Foundation	Los Angeles	CA	n/a	501c(3)	509a(1)	Queer Youth Fund	$228,500
Milwaukee LGBT Community Center	Milwaukee	WI	n/a	501c(3)	509a(1)	LGBT Mental Health Initiative	$35,000
Outright Vermont	Burlington	VT	n/a	501c(3)	509a(1)	challenge grant	$30,000
Prime Timer of the Desert Foundation	Palm Springs	CA	n/a	501c(3)	509a(1)	LGBT Mental Health Initiative	$100,000
Sunshine Social Services	Fort Lauderdale	FL	n/a	501c(3)	509a(1)	LGBT Mental Health Initiative	$30,000
Telluride Foundation	Telluride	CO	n/a	501c(3)	509a(1)	general operating support	$50,000
UCLA Foundation	Los Angeles	CA	n/a	501c(3)	509a(1)	Williams Institute LGBT Public Opinion Project	$60,000
TOTAL TO BE PAID							$1,044,983

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION

Employer identification number: 25-6357015

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	81,557.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	81,557.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	759,635.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	1,131.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	760,766.

Part III	Summary of Parts I and II Caution: *Read the instructions* **before** *completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			81,557.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			760,766.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			842,323.

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

Part IV Capital Loss Limitation

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

a The loss on line 15, column (3) **or** b $3,000 ..... 16 ( )

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

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SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: THE THOMAS PHILLIPS AND

Employer identification number: 25-6357015

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a LONE CASCADE LP #11515			34,213.		34,213.
LONE CASCADE LP #11293			27,779.		27,779.
GS DISTRESSED OPPORTUNITIE S FUND			934.		934.
FIDELITY #50210 - SEE ATTACHED			625,959.	626,031.	-72.
CITI #91768 - SEE ATTACHED			499,932.	499,932.	
CITI #91768 - SEE ATTACHED			7,947,817.	7,929,114.	18,703.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 81,557.

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a LONE CASCADE LP #11515			82,297.		82,297.
LONE CASCADE LP #11293			75,631.		75,631.
GS VINTAGE FUND III LP			149,780.		149,780.
GS MEZZANINE PARTNERS III LP			157,932.		157,932.
GS MEZZANINE PARTNERS 2006 LP			136,905.		136,905.
GS DISTRESSED OPPORTUNITIE S FUND			9,110.		9,110.
FIDELITY #50210 - SEE ATTACHED			2,461,403.	2,328,817.	132,586.
CITI #91768 - SEE ATTACHED			1,359,790.	1,343,782.	16,008.
CITI #91768 - SEE ATTACHED			77,860.	78,474.	-614.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 759,635.

The Thomas Phillips and Jane Moore Johnson Foundation
From 01-Dec-2010 To 30-Nov-2011

Realized Gains/Losses

Description	Trade Date	Date Sold	Proceeds	Basis	Gain/ Loss	Gain Type
GNMA Pool #487698	Various	18-Jan-11	10,698.30	10,932.32	(234.02)	LT
FHLMCG Pool #G03686	Various	18-Jan-11	3,155.27	3,202.11	(46.84)	LT
FNMA Pool #995262	Various	25-Jan-11	7,174.13	7,473.43	(299.29)	LT
FNMA Pool #745515	Various	25-Jan-11	18,192.91	18,038.65	154.26	LT
FNMA Pool #745418	Various	25-Jan-11	16,070.33	16,173.28	(102.95)	LT
FNMA Pool #745275	Various	25-Jan-11	6,830.10	6,977.37	(147.27)	LT
FNMA Pool #257234	Various	25-Jan-11	11,838.42	11,788.03	50.39	LT
FNMA Pool #254548	Various	25-Jan-11	3,900.15	3,889.18	10.97	LT
			77,859.61	78,474 37	(614.75)	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					1,131.	
		LONE CASCADE LP #11515 PROPERTY TYPE: OTHER				P	VAR	VAR
34,213.							34,213.	
		LONE CASCADE LP #11515 PROPERTY TYPE: OTHER				P	VAR	VAR
82,297.							82,297.	
		LONE CASCADE LP #11293 PROPERTY TYPE: OTHER				P	VAR	VAR
27,779.							27,779.	
		LONE CASCADE LP #11293 PROPERTY TYPE: OTHER				P	VAR	VAR
75,631.							75,631.	
		GS VINTAGE FUND III LP PROPERTY TYPE: OTHER				P	VAR	VAR
149,780.							149,780.	
		GS MEZZANINE PARTNERS III LP PROPERTY TYPE: OTHER				P	VAR	VAR
157,932.							157,932.	
		GS MEZZANINE PARTNERS 2006 LP PROPERTY TYPE: OTHER				P	VAR	VAR
136,905.							136,905.	
		GS DISTRESSED OPPORTUNITIES FUND					VAR	VAR
9,110.							9,110.	
		GS DISTRESSED OPPORTUNITIES FUND PROPERTY TYPE: OTHER				P	VAR	VAR
934.							934.	
		FIDELITY #50210 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
625,959.		626,031.					-72.	
		FIDELITY #50210 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,461,403.		2,328,817.					132,586.	
		CITI #91768 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
499,932.		499,932.						
		CITI #91768 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,359,790.		1,343,782.					16,008.	
		CITI #91768 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
7,947,817.		7,929,114.					18,703.	
		CITI #91768 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
77,860.		78,474.					-614.	
TOTAL GAIN(LOSS)							842,323.	

FEDERAL FOOTNOTES

THE AMENDMENT IS REQUIRED IN ORDER TO REDUCE THE FAIR VALUE OF ALL OTHER ASSETS FROM $56,980,169 TO $51,038,416. ALSO, THE RETURN WAS ADJUSTED TO REMOVE THE $50,000 2012 FOURTH QUARTER PAYMENT. THE OVERPAYMENT APPLIED IS NOW $8,411. PART XI, LINE 2B WAS ALSO ADJUSTED IN ORDER TO REPORT THE UNRELATATED BUSINESS TAXABLE INCOME TAX OF $547 AS REPORTED ON THE 2011 990-T.