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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

OMB No. 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

|                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         |                                                                    |                                       |                                         |                                                    |                                      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------|---------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------|
| Name of foundation<br><b>CHARLES E AND ANDRIENE M JOHNSON FOUNDATION</b>                                                                                                                                                                                                                                                                                                                                                                                  |                                                                    | <b>A</b> Employer identification number<br>41-1736857                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                         |                                                                    |                                       |                                         |                                                    |                                      |
| Number and street (or P O box number if mail is not delivered to street address)<br><br>PO BOX 12800                                                                                                                                                                                                                                                                                                                                                      | Room/suite                                                         | <b>B</b> Telephone number (see instructions)<br><br>(952) 941-7808                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                         |                                                                    |                                       |                                         |                                                    |                                      |
| City or town, state, and ZIP code<br><br>GREEN BAY, WI 54307-2800                                                                                                                                                                                                                                                                                                                                                                                         |                                                                    | <b>C</b> If exemption application is pending, check here <input type="checkbox"/><br><br><b>D</b> 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/><br><br><b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/><br><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |                                         |                                                                    |                                       |                                         |                                                    |                                      |
| <b>G</b> Check all that apply: <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input checked="" type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table> |                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity | <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | <input checked="" type="checkbox"/> Address change | <input type="checkbox"/> Name change |
| <input type="checkbox"/> Initial return                                                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Initial return of a former public charity |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         |                                                                    |                                       |                                         |                                                    |                                      |
| <input type="checkbox"/> Final return                                                                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Amended return                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         |                                                                    |                                       |                                         |                                                    |                                      |
| <input checked="" type="checkbox"/> Address change                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Name change                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         |                                                                    |                                       |                                         |                                                    |                                      |
| <b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                                                                                                                                                  |                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         |                                                                    |                                       |                                         |                                                    |                                      |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,694,332.<br><b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>Revenue</b>                                                                                                                                                      | 1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .                    | NONE                               |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B . . . . . |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments . . . . .                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 4 Dividends and interest from securities . . . . .                                            | 645.                               | 645.                      |                         |                                                             |
|                                                                                                                                                                     | 5a Gross rents . . . . .                                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss) . . . . .                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10 . . . . .                            | 16,308.                            |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a . . . . .                                       | 81,146.                            |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2) . . . . .                                    |                                    | 16,308.                   |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain . . . . .                                                       |                                    |                           | NOV 27 2012             |                                                             |
|                                                                                                                                                                     | 9 Income modifications . . . . .                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 10 a Gross sales less returns and allowances . . . . .                                        |                                    |                           |                         |                                                             |
| b Less Cost of goods sold . . . . .                                                                                                                                 |                                                                                               |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule) . . . . .                                                                                                                |                                                                                               |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule) . . . . .                                                                                                                         | 79,008.                                                                                       | 79,008.                            |                           | STMT 1                  |                                                             |
| 12 Total. Add lines 1 through 11 . . . . .                                                                                                                          | 95,961.                                                                                       | 95,961.                            |                           |                         |                                                             |
| <b>Operating and Administrative Expenses</b>                                                                                                                        | 13 Compensation of officers, directors, trustees, etc. . . . .                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 14 Other employee salaries and wages . . . . .                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 15 Pension plans, employee benefits . . . . .                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 16a Legal fees (attach schedule) . . . . .                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Accounting fees (attach schedule) . . . . .                                                 | 800.                               | 800.                      | NONE                    | NONE                                                        |
|                                                                                                                                                                     | c Other professional fees (attach schedule) . . . . .                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 17 Interest . . . . .                                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions) STMT. 2 . . . . .                               | 25.                                |                           |                         | 25.                                                         |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion . . . . .                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy . . . . .                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings . . . . .                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 22 Printing and publications . . . . .                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 23 Other expenses (attach schedule) STMT. 3 . . . . .                                         | 2,152.                             | 2,152.                    |                         |                                                             |
|                                                                                                                                                                     | 24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .             | 2,977.                             | 2,952.                    | NONE                    | 25.                                                         |
|                                                                                                                                                                     | 25 Contributions, gifts, grants paid . . . . .                                                | 3,500.                             |                           |                         | 3,500.                                                      |
| 26 Total expenses and disbursements. Add lines 24 and 25 . . . . .                                                                                                  | 6,477.                                                                                        | 2,952.                             | NONE                      | 3,525.                  |                                                             |
| 27 Subtract line 26 from line 12: . . . . .                                                                                                                         |                                                                                               |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements . . . . .                                                                                                       | 89,484.                                                                                       |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-) . . . . .                                                                                                          |                                                                                               | 93,009.                            |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-) . . . . .                                                                                                            |                                                                                               |                                    |                           |                         |                                                             |

For Paperwork Reduction Act Notice, see instructions.

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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 | End of year    |                       |
|-----------------------------|------|---------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                             |      |                                                                                                                                             | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1    | Cash - non-interest-bearing . . . . .                                                                                                       |                   |                |                       |
|                             | 2    | Savings and temporary cash investments . . . . .                                                                                            | 456,935.          | 451,020.       | 451,020.              |
|                             | 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) . . . . .                                                                                   | 82,927.           | 85,439.        | 77,982.               |
|                             | c    | Investments - corporate bonds (attach schedule) . . . . .                                                                                   |                   |                |                       |
|                             | 11   | Investments - land, buildings, and equipment basis . . . . .                                                                                |                   |                |                       |
|                             |      | Less: accumulated depreciation ▶ (attach schedule) . . . . .                                                                                |                   |                |                       |
| Liabilities                 | 12   | Investments - mortgage loans . . . . .                                                                                                      |                   |                |                       |
|                             | 13   | Investments - other (attach schedule) . . . . .                                                                                             |                   |                |                       |
|                             | 14   | Land, buildings, and equipment basis . . . . .                                                                                              |                   |                |                       |
|                             |      | Less: accumulated depreciation ▶ (attach schedule) . . . . .                                                                                |                   |                |                       |
|                             | 15   | Other assets (describe ▶ . . . . .)                                                                                                         | 4,365,405.        | 4,529,606.     | 4,165,330.            |
|                             | 16   | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .                              | 4,905,267.        | 5,066,065.     | 4,694,332.            |
|                             | 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 ▶ . . . . .)                                                                                                    |                   |                |                       |
|                             | 23   | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                                |                   |                |                       |
| Net Assets or Fund Balances |      | <b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b> |                   |                |                       |
|                             | 24   | Unrestricted . . . . .                                                                                                                      |                   |                |                       |
|                             | 25   | Temporarily restricted . . . . .                                                                                                            |                   |                |                       |
|                             | 26   | Permanently restricted . . . . .                                                                                                            |                   |                |                       |
|                             |      | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶</b> <input checked="" type="checkbox"/>          |                   |                |                       |
|                             | 27   | Capital stock, trust principal, or current funds . . . . .                                                                                  | 4,905,267.        | 5,066,065.     |                       |
|                             | 28   | Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .                                                                    |                   |                |                       |
|                             | 29   | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                                  |                   |                |                       |
|                             | 30   | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                                       | 4,905,267.        | 5,066,065.     |                       |
|                             | 31   | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                          | 4,905,267.        | 5,066,065.     |                       |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|   |                                                                                                                                                                      |   |            |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . . | 1 | 4,905,267. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 89,484.    |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4 . . . . .                                                                                         | 3 | 71,978.    |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 5,066,729. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5 . . . . .                                                                                               | 5 | 664.       |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                               | 6 | 5,066,065. |

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**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<br>P-Purchase<br>D-Donation                                                    | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| b                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                      |                                  |
| c                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                      |                                  |
| d                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                      |                                  |
| e                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                              | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                      |                                  |
| a 78,634.                                                                                                                                                                                          |                                            | 64,838.                                         | 13,796.                                                                                         |                                      |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                      |                                  |
| a                                                                                                                                                                                                  |                                            |                                                 | 13,796.                                                                                         |                                      |                                  |
| b                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                      |                                  |
| c                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                      |                                  |
| d                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                      |                                  |
| e                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                      |                                  |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                |                                            |                                                 | 2                                                                                               | 16,308.                              |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>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 the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                 | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2010                                                                                                                                                                                                                 | 8,733.                                   | 474,399.                                     | 0.018409                                                    |
| 2009                                                                                                                                                                                                                 | 3,791.                                   | 64,895.                                      | 0.058417                                                    |
| 2008                                                                                                                                                                                                                 | 12,488.                                  | 92,422.                                      | 0.135119                                                    |
| 2007                                                                                                                                                                                                                 | 3,378.                                   | 120,413.                                     | 0.028053                                                    |
| 2006                                                                                                                                                                                                                 | 4,295.                                   | 112,498.                                     | 0.038178                                                    |
| 2 Total of line 1, column (d)                                                                                                                                                                                        |                                          |                                              | 2 0.278176                                                  |
| 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 0.055635                                                  |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                                                       |                                          |                                              | 4 4,845,981.                                                |
| 5 Multiply line 4 by line 3                                                                                                                                                                                          |                                          |                                              | 5 269,606.                                                  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                         |                                          |                                              | 6 930.                                                      |
| 7 Add lines 5 and 6                                                                                                                                                                                                  |                                          |                                              | 7 270,536.                                                  |
| 8 Enter qualifying distributions from Part XII, line 4<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. |                                          |                                              | 8 3,525.                                                    |

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

|                                                                                                                                                                                                                                                   |    |        |        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions) |    |        |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                                       |    | 1      | 1,860. |
| 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      | 1,860. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                     |    | 4      | NONE   |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                                               |    | 5      | 1,860. |
| 6 Credits/Payments:                                                                                                                                                                                                                               |    |        |        |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .                                                                                                                                                                     | 6a |        |        |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                                 | 6b | NONE   |        |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                                   | 6c | 1,600. |        |
| d Backup withholding erroneously withheld . . . . .                                                                                                                                                                                               | 6d |        |        |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                                   | 7  | 1,600. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                                     | 8  | 46.    |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                                                                                                         | 9  | 306.   |        |
| 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 <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                                   | 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? . . . . .                                                                                                                                                                                  |     | 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)? . . . . .<br>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. |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                                   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(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? . . . . .<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                                          |     | 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 . . . . .                                                                                                                             |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                           |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                                       |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                                    |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? . . . . .                     |     | 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                                                                                                                                                                                                                                |     | X  |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►<br>MN                                                                                                                                                                                                                                                      |     |    |
| 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 . . . . .                                                                                                                                            |     | 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 . . . . .                                                                                                   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                                    |     | X  |

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**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 ▶ N/A

14 The books are in care of ▶ ASSOCIATED TRUST COMPANY, NA Telephone no. ▶ (651) 554-8729  
 Located at ▶ P.O. BOX 12800, GREEN BAY, WI ZIP + 4 ▶ 54307-2800

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

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .  
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶

|    |     |    |
|----|-----|----|
| 16 | Yes | No |
|    |     | X  |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                     |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                       |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                               |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                   |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                         |     |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                |     |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                               |     |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/>                                                                                                                                                                                                                                                  | 1b  |    |
| Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                    |     |    |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? . . . . .                                                                                                                                                                                                                                                                                                        | 1c  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                           |     |    |
| a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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  | X  |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>▶                                                                                                                                                                                                                                                                                                                                                                                    |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                |     |    |
| b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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  |

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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 |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 6      |                                                           | - 0 -                                     | - 0 -                                                                 | - 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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           | NONE             | NONE                                                                  | NONE                                  |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

**Total** number of other employees paid over \$50,000 ☐ NONE

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**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 |
|------------------------------------------------------------------------------------|---------------------|------------------|
| NONE                                                                               |                     | NONE             |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
| Total number of others receiving over \$50,000 for professional services . . . . . |                     | NONE             |

**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 NONE |          |
| 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 . . . . .                  |        |

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

|          |                                                                                                             |           |            |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |            |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 4,919,778. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | NONE       |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | NONE       |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 4,919,778. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | NONE       |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 4,919,778. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 73,797.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 4,845,981. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 242,299.   |

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

|           |                                                                                                           |           |          |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 242,299. |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5                                                    | <b>2a</b> | 1,860.   |
| <b>b</b>  | Income tax for 2011. (This does not include the tax from Part VI.)                                        | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 1,860.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 240,439. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | NONE     |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 240,439. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  | NONE     |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 240,439. |

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

|          |                                                                                                                                                      |           |        |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |           |        |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                        | <b>1a</b> | 3,525. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                   | <b>1b</b> |        |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  | NONE   |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                 |           |        |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> | NONE   |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> | NONE   |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 3,525. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | <b>5</b>  | N/A    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 3,525. |

**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)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 240,439.    |
| <b>2</b> Undistributed income, if any, as of the end of 2011:                                                                                                                               |               |                            |             |             |
| <b>a</b> Enter amount for 2010 only . . . . .                                                                                                                                               |               |                            | 18,177.     |             |
| <b>b</b> Total for prior years: 20 <u>09</u> , 20 <u>    </u> , 20 <u>    </u> . . . . .                                                                                                    |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2011:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2006 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>b</b> From 2007 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>c</b> From 2008 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>d</b> From 2009 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>e</b> From 2010 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | NONE          |                            |             |             |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>3,525.</u>                                                                                                        |               |                            |             |             |
| <b>a</b> Applied to 2010, but not more than line 2a . . . . .                                                                                                                               |               |                            | 3,525.      |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            | NONE          |                            |             |             |
| <b>d</b> Applied to 2011 distributable amount . . . . .                                                                                                                                     |               |                            |             | NONE        |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | NONE          |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2011 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                     | NONE          |                            |             | NONE        |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .                                                                                                                        | NONE          |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>c</b> 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 . . . . . |               | NONE                       |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                          |               |                            | 14,652.     |             |
| <b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .                                                              |               |                            |             | 240,439.    |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  | NONE          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | NONE          |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2007 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>b</b> Excess from 2008 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>c</b> Excess from 2009 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>d</b> Excess from 2010 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>e</b> Excess from 2011 . . . . .                                                                                                                                                         | NONE          |                            |             |             |

**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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

| <div>Recipient</div> <div>Name and address (home or business)</div> | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|--------|
| <b>a Paid during the year</b><br><br>SEE STATEMENT 8                |                                                                                                           |                                |                                  |        |
| <b>Total</b> .....                                                  |                                                                                                           |                                | ▶ <b>3a</b>                      | 3,500. |
| <b>b Approved for future payment</b>                                |                                                                                                           |                                |                                  |        |
| <b>Total</b> .....                                                  |                                                                                                           |                                | ▶ <b>3b</b>                      |        |

## Enter gross amounts unless otherwise indicated.

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

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.)

18

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

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |       |     |    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|
| <p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash . . . . .</p> <p>(2) Other assets . . . . .</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization . . . . .</p> <p>(2) Purchases of assets from a noncharitable exempt organization . . . . .</p> <p>(3) Rental of facilities, equipment, or other assets . . . . .</p> <p>(4) Reimbursement arrangements . . . . .</p> <p>(5) Loans or loan guarantees . . . . .</p> <p>(6) Performance of services or membership or fundraising solicitations . . . . .</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p> <p><b>d</b> 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.</p> |       | Yes | No |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |       |     |    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 1a(1) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 1a(2) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |       |     |    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 1b(1) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 1b(2) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 1b(3) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 1b(4) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 1b(5) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 1b(6) |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 1c    |     | X  |

[illegible]

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

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

**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**

10-23-2012 DIRECTOR

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

**Paid  
Preparer  
Use Only**

---

**Print/Type preparer's name**

WESLEY HIRSCHBERG

Preparer's signature \_\_\_\_\_

Wesley K. Smith  
S (TAX & ACCOUNTING)

Date

10/16/2013

|       |  |    |
|-------|--|----|
| Check |  | if |
|-------|--|----|

2 self-employed

|      |
|------|
| PTIN |
|------|

P00162244

Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)

Firm's EIN ▶ 75-1297386

Firm's address ► ONE NORTH DEARBORN, 5TH FLOOR  
CHICAGO. IL 60602

Phone no. 312-873-6900

FORM 990PF, PART I - OTHER INCOME  
=====

| DESCRIPTION<br>-----                     | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|------------------------------------------|--------------------------------------------------|--------------------------------------|
| INCOME FROM RBC COMBINED 1099 - 313-1036 | 63,872.                                          | 63,872.                              |
| INCOME FROM RBC A/C 313-09821            | 15,136.                                          | 15,136.                              |
|                                          | -----                                            | -----                                |
| TOTALS                                   | 79,008.                                          | 79,008.                              |
|                                          | =====                                            | =====                                |

FORM 990PF, PART I - TAXES  
=====

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

MN STATE FILING FEE

25.

25.

TOTALS

25.

25.

FORM 990PF, PART I - OTHER EXPENSES  
=====

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|----------------------|--------------------------------------------------|--------------------------------------|
| INVESTMENT MGMT FEE  | 2,152.                                           | 2,152.                               |
| TOTALS               | 2,152.<br>=====                                  | 2,152.<br>=====                      |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

BASIS ADJUSTMENT AT TRANSFER FROM IRA TO 313-10360

71,978.

TOTAL

-----  
71,978.  
=====

## FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

-----

AMOUNT

-----

ADJUSTMENT

664.

-----

TOTAL

664.

=====

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

=====

OFFICER NAME:

KRISTEN L. O'BRIEN

ADDRESS:

10431 RIVERVIEW DR E  
EDEN PRAIRIE, MN 55347

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JUSTIN F. O'BRIEN

ADDRESS:

7442 JOCELYN AVE  
COTTAGE GROVE, MN 55016

TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

COLLIN L. O'BRIEN

ADDRESS:

9029 PRESERVE BLVD  
EDEN PRAIRIE, MN 55347

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

TYLER H. O'BRIEN

ADDRESS:

10431 RIVERVIEW DR E  
EDEN PRAIRIE, MN 55347

TITLE:

VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

DEVON C. O'BRIEN

ADDRESS:

10431 RIVERVIEW DR E

EDEN PRAIRIE, MN 55347

TITLE:

ASSISTANT TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:

EDEN PRAIRIE HIGH SCHOOL  
DRAMA CLUB

ADDRESS:

17185 VALLEY VIEW ROAD  
EDEN PRAIRIE, MN 55346

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 3,500.

RECIPIENT NAME:

N.C. LITTLE MEMORIAL HOSPICE, INC

ADDRESS:

7019 LYNMAR LANE  
EDINA, MN 55435

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

RECIPIENT NAME:

PEOPLE REACHING OUT TO OTHER PEOPLE

ADDRESS:

14700 MARTIN DRIVE  
EDEN PRAIRIE, MN 55344

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

TOTAL GRANTS PAID: 3,500.  
=====



**CHARLES & ANDRIENE JOHNSON FDN CUST**

**Account Number:**  
**Statement Period:**

**71-R132-01-1**  
**01/01/11 - 12/31/11**

**Asset Position As of 12/31/11**

| <b>Asset Description</b>            | <b>Units</b> | <b>Market Value<br/>Cost</b>                 | <b>Est. Annual Income</b> | <b>Current<br/>Yield</b> |
|-------------------------------------|--------------|----------------------------------------------|---------------------------|--------------------------|
| <b>Cash Equivalents</b>             |              |                                              |                           |                          |
| Bmo Prime Money Market Cl Y # 200   | 451,019.630  | 451,019.63<br>451,019.63                     | 233.00                    | 0.05%                    |
| <b>Total Cash Equivalents</b>       |              | <b>\$ 451,019.63</b><br><b>\$ 451,019.63</b> | <b>233.00</b>             | <b>0.05%</b>             |
| <b>Equities</b>                     |              |                                              |                           |                          |
| Aston Montag & Caldwell Gth Fd Cl I | 1,136.660    | 26,120.45<br>24,148.89                       | 217.00                    | 0.83%                    |
| John Hancock Classic Value Fd Cl I  | 1,418.410    | 21,800.96<br>28,772.83                       | 319.00                    | 1.46%                    |
| Royce Opportunity Fund -Ins #429    | 2,890.485    | 30,061.04<br>32,517.35                       | 0.00                      | 0.00%                    |
| <b>Total Equities</b>               |              | <b>\$ 77,982.45</b><br><b>\$ 85,439.07</b>   | <b>536.00</b>             | <b>0.69%</b>             |
| <b>Miscellaneous</b>                |              |                                              |                           |                          |
| Institutional Custody Agreement     | 1.000        | 0.00<br>0.00                                 | 0.00                      | 0.00%                    |
| <b>Total Miscellaneous</b>          |              | <b>\$ 0.00</b><br><b>\$ 0.00</b>             | <b>0.00</b>               | <b>0.00%</b>             |
| <b>Cash</b>                         |              |                                              |                           |                          |
| Principal Cash                      |              | -232,221.66<br>-232,221.66                   | 0.00                      | 0.00%                    |
| Income Cash                         |              | 232,221.66<br>232,221.66                     | 0.00                      | 0.00%                    |
| <b>Total Cash</b>                   |              | <b>\$ 0.00</b><br><b>\$ 0.00</b>             | <b>0.00</b>               | <b>0.00%</b>             |
| <b>Total Market Value</b>           |              | <b>\$ 529,002.08</b><br><b>\$ 536,458.70</b> | <b>769.00</b>             | <b>0.15%</b>             |

CHARLES & ANDRIENE JOHNSON FD  
KIRSTEN O'BRIEN PRESIDENT

Account number:  
313-10360  
Page 4 of 9



## ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated. EAI is only an estimate of income generated by the investment and the actual income may be higher or lower. In the event the investment matures, is sold or called, the full EAI may not be realized.

\* The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.

Your Financial Advisor has elected to display Asset Detail with the following options: asset purchases (max lots) consolidated.

### RBC BANK DEPOSIT PROGRAM

Deposits in the RBC Bank Deposit Program, with the exception of amounts classified as "Pending Deposits," are held by the Program Banks, not RBC Capital Markets. They are not covered by SIPC. Balances classified as "Pending Deposits" are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks. Deposit information is included on this statement solely as a service to our clients. All balance and transaction information is provided by the Program Banks. RBC Capital Markets is not responsible for the accuracy of this information. Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 per depositor at each bank subject to certain limitations. This means that your funds in excess of \$250,000 in the same insurable capacity at any single Program Bank are not insured. FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account. Please refer to the RBC Bank Deposit Program Disclosure Statement and our website at [www.rbc.com/retireconnect.com](http://www.rbc.com/retireconnect.com) for more details, including the current aggregate FDIC deposit insurance amount available through the Program. For questions concerning bank balances, please contact your Financial Advisor.

| DESCRIPTION                    | BANK<br>BALANCE | CURRENT<br>BALANCE | PREVIOUS STATEMENT<br>BALANCE | YTD INCOME |
|--------------------------------|-----------------|--------------------|-------------------------------|------------|
| RBC BANK DEPOSIT PROGRAM       |                 | \$161,406.30       | \$161,405.02                  | \$2.73     |
| DEPOSITS ARE HELD AT:          |                 |                    |                               |            |
| RBC Bank (USA)                 | Raleigh, NC     | \$161,406.30       |                               |            |
| TOTAL RBC BANK DEPOSIT PROGRAM |                 | \$161,406.30       |                               | \$2.73     |

### US EQUITIES

| DESCRIPTION                         | SYMBOL/CUSIP | QUANTITY   | MARKET<br>PRICE | MARKET<br>VALUE | NET COST *     | UNREALIZED<br>GAIN/LOSS * | ESTIMATED<br>ANNUALIZED INCOME |
|-------------------------------------|--------------|------------|-----------------|-----------------|----------------|---------------------------|--------------------------------|
| AMERICAN MUTUAL FUND INC<br>CLASS A | AMRMX        | 3,604.848  | \$25.860        | \$93,221.37     | \$94,226.00    | -\$1,004.63               | \$2,198.96                     |
|                                     |              |            |                 |                 | Purchase       | -\$1,514.24               |                                |
|                                     |              |            |                 |                 | Reinvest       | \$509.60                  |                                |
| GROWTH FUND AMERICA INC<br>CLASS A  | ACTHX        | 35,045.146 | \$28.730        | \$1,006,847.04  | \$1,096,500.85 | -\$89,653.81              | \$7,674.89                     |
|                                     |              |            |                 |                 | Purchase       | -\$39,271.00              |                                |
|                                     |              |            |                 |                 | Reinvest       | -\$50,382.80              |                                |
| INVESTMENT CO AMER<br>CLASS A       | AIVSX        | 60,991.792 | \$27.090        | \$1,652,267.65  | \$1,754,814.74 | -\$102,547.09             | \$31,715.73                    |
|                                     |              |            |                 |                 | Purchase       | -\$40,663.30              |                                |
|                                     |              |            |                 |                 | Reinvest       | -\$61,883.78              |                                |
| TOTAL US EQUITIES                   |              |            |                 | \$2,752,336.06  | \$2,945,541.59 | -\$193,205.53             | \$41,589.58                    |



RBC Wealth Management

A Division of RBC Capital Markets, LLC, Member NYSE, FINRA, SIPC



# INVESTMENT ACCESS ACCOUNT STATEMENT

DECEMBER 1, 2011 - DECEMBER 31, 2011

Account number:  
313-10360  
Page 5 of 9

## INTERNATIONAL EQUITIES

| DESCRIPTION                                | SYMBOL/CUSIP | QUANTITY   | MARKET PRICE | MARKET VALUE   | NET COST *     | UNREALIZED GAIN/LOSS * | ESTIMATED ANNUALIZED INCOME |
|--------------------------------------------|--------------|------------|--------------|----------------|----------------|------------------------|-----------------------------|
| CAPITAL WORLD GROWTH & INCOME FUND CLASS A | CWGX         | 3,150.656  | \$32.120     | \$101,199.07   | \$112,260.19   | -\$11,061.12           | \$2,520.52                  |
|                                            |              |            |              |                | \$75,570.24    | -\$7,540.08            |                             |
|                                            |              |            |              |                | \$36,689.95    | -\$3,521.03            |                             |
| EURO PACIFIC GROWTH FUND CLASS A           | AEFGX        | 23,973.793 | \$35.160     | \$842,918.56   | \$996,883.84   | -\$153,965.28          | \$14,144.54                 |
|                                            |              |            |              |                | \$474,877.03   | -\$74,387.07           |                             |
|                                            |              |            |              |                | \$522,006.81   | -\$79,584.20           |                             |
| NEW WORLD FUND INC NEW                     | NEWFX        | 2,094.631  | \$46.120     | \$96,604.38    | \$111,320.87   | -\$14,716.49           | \$1,585.64                  |
|                                            |              |            |              |                | \$82,659.52    | -\$11,081.28           |                             |
|                                            |              |            |              |                | \$28,661.35    | -\$3,635.20            |                             |
| TOTAL INTERNATIONAL EQUITIES               |              |            |              | \$1,040,722.01 | \$1,220,464.90 | -\$179,742.89          | \$18,250.70                 |

## TAXABLE FIXED INCOME

| DESCRIPTION                                                                                      | SYMBOL/CUSIP | QUANTITY   | MARKET PRICE | MARKET VALUE/ACCURED INTEREST | NET COST *  | UNREALIZED GAIN/LOSS * | ESTIMATED ANNUALIZED INCOME |
|--------------------------------------------------------------------------------------------------|--------------|------------|--------------|-------------------------------|-------------|------------------------|-----------------------------|
| HSBC BK USA N A WILMINGTON DEL C/D FDIC INS TO LIMITS 6YR ANNUAL INCOME OPP CD MOODY N/A S&P N/A | 40431AUX8    | 90,000.000 | \$122.380    | \$110,142.00                  | \$98,820.00 | \$11,322.00            |                             |
| TOTAL TAXABLE FIXED INCOME                                                                       |              | 90,000.000 |              | \$110,142.00                  | \$98,820.00 | \$11,322.00            |                             |

## MIXED ASSETS

| DESCRIPTION                          | SYMBOL/CUSIP | QUANTITY  | MARKET PRICE | MARKET VALUE | NET COST *   | UNREALIZED GAIN/LOSS * | ESTIMATED ANNUALIZED INCOME |
|--------------------------------------|--------------|-----------|--------------|--------------|--------------|------------------------|-----------------------------|
| AMERICAN CAPITAL INCOME BUILDER CL A | CAIBX        | 2,046.402 | \$49.220     | \$100,723.91 | \$103,374.52 | -\$2,650.61            | \$3,826.77                  |
|                                      |              |           |              |              | \$67,915.51  | -\$1,813.05            |                             |
|                                      |              |           |              |              | \$35,459.01  | -\$837.56              |                             |
| TOTAL MIXED ASSETS                   |              |           |              | \$100,723.91 | \$103,374.52 | -\$2,650.61            | \$3,826.77                  |

\$4,529,660.3

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

#### Type or print

File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

CHARLES E AND ANDRIENE M JOHNSON  
FOUNDATION

Employer identification number (EIN) or

☒ 41-1736857

Number, street, and room or suite no. If a P O box, see instructions

10431 RIVERVIEW DR E

☐ Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

EDEN PRAIRIE, MN 55347

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

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

- The books are in the care of ► ASSOCIATED TRUST COMPANY, NA

Telephone No. ► (651) 554-8729

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2011 or
  - ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

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

|                                                                                                                                                                                      |       |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|--------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                  | 3a \$ | 1,549. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b \$ |        |
| c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.     | 3c \$ | 1,600. |

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box . . . . . ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

|                                                                                            |                                                                                                                           |  |                                                                                               |                              |
|--------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------|------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions.<br><b>CHARLES E AND ANDRIENE M JOHNSON FOUNDATION</b>       |  | Enter filer's identifying number, see instructions<br>Employer identification number (EIN) or |                              |
|                                                                                            | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>10431 RIVERVIEW DR E</b>                     |  | <input checked="" type="checkbox"/>                                                           | <b>41-1736857</b>            |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>EDEN PRAIRIE, MN 55347</b> |  | <input type="checkbox"/>                                                                      | Social security number (SSN) |
|                                                                                            |                                                                                                                           |  |                                                                                               |                              |

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

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **▶ ASSOCIATED TRUST COMPANY, NA**  
Telephone No. **▶ (651) 554-8729** FAX No. **▶**
- If the organization does not have an office or place of business in the United States, check this box . . . . . ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . ☐. If this is for the whole group, check this box . . . . . ☐. If it is for part of the group, check this box . . . . . ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **11/15, 2012**.
- For calendar year **2011**, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL INFORMATION IS NEEDED FROM OUTSIDE SOURCES IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

|                                                                                                                                                                                                                                            |           |    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|---------------|
| <b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                                                                 | <b>8a</b> | \$ | <b>1,568.</b> |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | <b>8b</b> | \$ | <b>1,600.</b> |
| <b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.                                                           | <b>8c</b> | \$ | <b>NONE</b>   |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **▶** Title **▶** Date **▶ 07/24/2012**

Form **8868** (Rev. 1-2012)

THOMSON REUTERS (TAX & ACCOUNTING)

ONE NORTH DEARBORN, 5TH FLOOR

CHICAGO, IL 60602

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

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

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

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

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

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

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

Enter filer's identifying number, see instructions

|                                                                                            |                                                                                         |                                                |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions                            | Employer identification number (EIN) or        |
|                                                                                            | CHARLES E AND ANDRIENE M JOHNSON<br>FOUNDATION                                          | <input checked="" type="checkbox"/> 41-1736857 |
|                                                                                            | Number, street, and room or suite no. If a P O box, see instructions                    | Social security number (SSN)                   |
|                                                                                            | 10431 RIVERVIEW DR E                                                                    | <input type="checkbox"/>                       |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions |                                                |
|                                                                                            | EDEN PRAIRIE, MN 55347                                                                  |                                                |

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

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

- The books are in the care of ► ASSOCIATED TRUST COMPANY, NA

Telephone No. ► (651) 554-8729

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2011 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

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

|                                                                                                                                                                                       |       |        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|--------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                   | 3a \$ | 1,549. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b \$ |        |
| c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.      | 3c \$ | 1,600. |

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**.  
**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

|                                                                                            |                                                                                         |                                                |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Enter filer's identifying number, see instructions                                      |                                                |
|                                                                                            | Name of exempt organization or other filer, see instructions.                           | Employer identification number (EIN) or        |
|                                                                                            | CHARLES E AND ANDRIENE M JOHNSON FOUNDATION                                             | <input checked="" type="checkbox"/> 41-1736857 |
|                                                                                            | Number, street, and room or suite no. If a P O box, see instructions                    | Social security number (SSN)                   |
|                                                                                            | 10431 RIVERVIEW DR E                                                                    | <input type="checkbox"/>                       |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions |                                                |
|                                                                                            | EDEN PRAIRIE, MN 55347                                                                  |                                                |

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

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **ASSOCIATED TRUST COMPANY, NA**.  
Telephone No **(651) 554-8729** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **11/15, 2012**.
- For calendar year **2011**, or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL INFORMATION IS NEEDED FROM OUTSIDE SOURCES IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

|                                                                                                                                                                                                                                           |              |               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|---------------|
| <b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                                                                 | <b>8a</b> \$ | <b>1,568.</b> |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 | <b>8b</b> \$ | <b>1,600.</b> |
| <b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.                                                          | <b>8c</b> \$ | <b>NONE</b>   |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title  Date **07/24/2012**

Form 8868 (Rev 1-2012)

THOMSON REUTERS (TAX &amp; ACCOUNTING)

ONE NORTH DEARBORN, 5TH FLOOR

CHICAGO, IL 60602

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

### Type or print

File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions.

CHARLES E AND ANDRIENE M JOHNSON  
FOUNDATION

Employer identification number (EIN) or

☒ 41-1736857

Number, street, and room or suite no. If a P.O. box, see instructions.

10431 RIVERVIEW DR E

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

EDEN PRAIRIE, MN 55347

Enter the Return code for the return that this application is for (file a separate application for each return)  0  9

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

- The books are in the care of ► ASSOCIATED TRUST COMPANY, NA

Telephone No. ► (651) 554-8729

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2011 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

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

|                                                                                                                                                                                       |       |        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|--------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                   | 3a \$ | 4,301. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b \$ |        |
| c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.      | 3c \$ | 4,301. |

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

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- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

|                                                                                            |                                                                                          |                                                              |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Enter filer's identifying number, see instructions                                       |                                                              |
|                                                                                            | Name of exempt organization or other filer, see instructions                             | Employer identification number (EIN) or                      |
|                                                                                            | CHARLES E AND ANDRIENE M JOHNSON FOUNDATION                                              | <input checked="" type="checkbox"/> <input type="checkbox"/> |
|                                                                                            | Number, street, and room or suite no. If a P O box, see instructions.                    | Social security number (SSN)                                 |
|                                                                                            | 10431 RIVERVIEW DR E                                                                     | <input type="checkbox"/>                                     |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                                              |
|                                                                                            | EDEN PRAIRIE, MN 55347                                                                   |                                                              |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . 0 9

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ASSOCIATED TRUST COMPANY, NA  
Telephone No (651) 554-8729 FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 2012
- 5 For calendar year 2011, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL INFORMATION IS NEEDED FROM OUTSIDE SOURCES IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

|                                                                                                                                                                                                                                            |              |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|--------|
| <b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                                                                  | <b>8a</b> \$ | 4,301. |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | <b>8b</b> \$ | 4,301. |
| <b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions                                                             | <b>8c</b> \$ |        |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title  Date 07/24/2012

Form 8868 (Rev 1-2012)

THOMSON REUTERS (TAX &amp; ACCOUNTING)

ONE NORTH DEARBORN, 5TH FLOOR

CHICAGO, IL 60602