



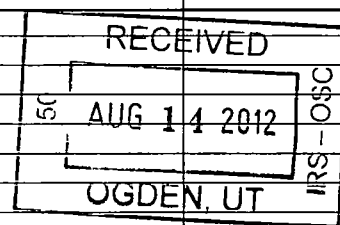
See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service**Note** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2011, or tax year beginning****, 2011, and ending**

Name of foundation Sheila C. Johnson Foundation, Inc.		A Employer identification number 52-1755871						
Number and street (or P.O. box number if mail is not delivered to street address) 3074 Zulla Road	Room/suite	B Telephone number (see the instructions) (540) 364-3085						
City or town The Plains	State ZIP code VA 20198	C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial Return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial Return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial Return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 3,387,764.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	3,078.	3,078.		
	4 Dividends and interest from securities	61,957.	61,957.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
MISCELLANEOUS	150.	150.			
12 Total. Add lines 1 through 11	65,185.	65,185.			
ADMINISTRATIVE EXPENSES	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 sch) L-16b Stmt	9,196.	4,598.		
	c Other prof fees (attach sch) L-16c Stmt	6,199.	6,199.		
	17 Interest				
	18 Taxes (attach schedule) (see instrs) See Line 18 Stmt	985.	485.		
	19 Depreciation (attach sch) and depletion L-19 Stmt	151.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	REGISTRATIONS	135.	0.		
	24 Total operating and administrative expenses. Add lines 13 through 23	16,666.	11,282.		
25 Contributions, gifts, grants paid	1,280,815.			1,280,815.	
26 Total expenses and disbursements. Add lines 24 and 25	1,297,481.	11,282.		1,280,815.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,232,296.				
b Net investment income (if negative, enter -0-)		53,903.			
c Adjusted net income (if negative, enter -0-)					

SCANNED AUG 17 2012
OZG-GZ-222222P
12

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	3,109,257.	1,997,893.	1,997,893.
	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 sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) L-10b Stmt	579,073.	579,073.	697,919.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt	461,147.	510,340.	548,427.
	11	Investments — land, buildings, and equipment basis			
LIABILITIES		Less accumulated depreciation (attach schedule) L-11 Stmt	2,624.	151.	0.
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) L-13 Stmt	217,383.	148,139.	143,525.
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	15	Other assets (describe L-15 Stmt)	112,430.	0.	0.
	16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item i)	4,479,441.	3,235,445.	3,387,764.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
NET ASSETS OR FUND BALANCES	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe L-22 Stmt)	5,829.	5,829.	
	23	Total liabilities (add lines 17 through 22)	5,829.	5,829.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24	Unrestricted	4,473,612.	3,229,616.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	4,473,612.	3,229,616.	
	31	Total liabilities and net assets/fund balances (see instructions)	4,479,441.	3,235,445.	

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	4,473,612.
2	Enter amount from Part I, line 27a	2	-1,232,296.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,241,316.
5	Decreases not included in line 2 (itemize) NONDEDUCTIBLE CONTRIBUTIONS	5	11,700.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,229,616.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	PIMCO FOREIGN BOND FUND INSTL UNHEDGED	P	10/31/10	12/15/11
b	PIMCO FOREIGN BOND FUND INSTL UNHEDGED	P	10/31/10	12/15/11
c	PIMCO FOREIGN BOND FUND INSTL UNHEDGED	P	05/01/08	12/15/11
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 218.		227.	-9.
b 199.		206.	-7.
c 583.		628.	-45.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-9.
b			-7.
c			-45.
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-61.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	8,909,677.	10,374,120.	0.858837
2009	2,036,020.	12,965,547.	0.157033
2008	4,488,373.	16,915,324.	0.265344
2007	4,096,867.	24,391,545.	0.167963
2006	3,669,757.	52,160,070.	0.070356

2 Total of line 1, column (d)	2	1.519533
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	0.303907
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,802,977.
5 Multiply line 4 by line 3	5	1,155,751.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	539.
7 Add lines 5 and 6	7	1,156,290.
8 Enter qualifying distributions from Part XII, line 4	8	1,280,815.

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.

BAA

Form 990-PF (2011)

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	539.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	539.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	539.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	2,815.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,815.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,276.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 2,276. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		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
4 a 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? 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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VA – Virginia		
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

BAA

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>GENAE RUSSELL</u> Telephone no <u>(703) 879-3805</u> Located at <u>3074 Zulla Road</u> <u>The Plains</u> <u>VA</u> ZIP + 4 <u>20198</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☒ Yes ☐ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No	
If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)		2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

BAA

Form 990-PF (2011)

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)?

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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
SHEILA C JOHNSON 3074 ZULLA ROAD THE PLAINS VA 20198	President	2.00	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				
0				
0				
0				
0				

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

None

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
N/A		
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	
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 N/A	
2	0.
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

BAA

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,513,424.
b	Average of monthly cash balances	1b	2,345,773.
c	Fair market value of all other assets (see instructions)	1c	1,693.
d	Total (add lines 1a, b, and c)	1d	3,860,890.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,860,890.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	57,913.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,802,977.
6	Minimum investment return. Enter 5% of line 5	6	190,149.

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

1	Minimum investment return from Part X, line 6	1	190,149.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	539.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	539.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	189,610.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	189,610.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	189,610.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	1,280,815.
b	Program-related investments — total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,280,815.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	539.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,280,276.

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

BAA

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				189,610.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011				
a From 2006	362,196.			
b From 2007	4,132,645.			
c From 2008	4,492,710.			
d From 2009	2,036,020.			
e From 2010	8,393,227.			
f Total of lines 3a through e	19,416,798.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,280,815.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				0.
e Remaining amount distributed out of corpus	1,280,815.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	189,610.			189,610.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,508,003.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	172,586.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	20,335,417.			
10 Analysis of line 9				
a Excess from 2007	4,132,645.			
b Excess from 2008	4,492,710.			
c Excess from 2009	2,036,020.			
d Excess from 2010	8,393,227.			
e Excess from 2011	1,280,815.			

N/A

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

[illegible]

1 Information Regarding Foundation Managers:

Dr. Sheila Johnson

N/A

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.

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

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

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED LISTING 3074 ZULLA ROAD THE PLAINS VA 20198		501 (C) 3	SEE ATTACHED LISTING	1,280,815.
Total			3a	1,280,815.
b Approved for future payment Sundance Institute P.O. Box 684429 Park City UT 84068 STREET SOCCER USA 5 Hanover Square New York NY 10004 See Line 3b statement		501 (c) 3 501 (c) 3	GENERAL SUPPORT GENERAL SUPPORT	200,000. 20,000. 2,142,448.
Total			3b	2,362,448.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Taxes	485.	485.		
Taxes - Federal	500.	0.		
Total	985.	485.		

Form 990-PF, Page 10, Part XV, line 3b

Line 3b statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
b Approved for future payment				
Morrisville College Foundation Inc P.O. Box 901 Morrisville NY 13408		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 273,448.
Tiger Woods Foundation 121 Innovation Drive Irvine CA 92617		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 10,000.
The New School 79 Fifth Avenue New York NY 10003		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 50,000.
Parsons 560 7th Avenue New York NY 10018		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 750,000.
Brandon Carrington Lee Foundation P.O. Box 9479 Silver Spring MD 20906		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 25,000.
Hill School 130 South Madison Street Middleburg VA 20117		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 750,000.
Bennett College 900 East Washington Street Greensboro NC 27401		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 100,000.
Accordia 1611 North Kent Street Arlington VA 22209		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 130,000.
Andrew J. Young Foundation 265 Peachtree Street NE Atlanta GA 30303		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 500.
David Ortiz Children's Fund 7201 Glen Forest Drive Richmond VA 23226		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 3,000.
Entertainment Industry Foundation 1201 West 5th Street Los Angeles CA 90017		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 25,000.
Great Meadow 5089 Old Tavern Road The Plains VA 20198		501(c)3	GENERAL SUPPORT	Person or ☐ Business ☒ 500.

Form 990-PF, Page 10, Part XV, line 3b

Continued

Line 3b statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
b <i>Approved for future payment</i>				
HELP Funding Inc				Person or ☐
301 Park Avenue				Business ☒
New York NY 10022		501(c)3	GENERAL SUPPORT	10,000.
Boys & Girls Club of Greater Washington				Person or ☐
4103 Benning Road NE				Business ☒
Washington DC 20019		501(c)3	GENERAL SUPPORT	5,000.
Charity Works				Person or ☐
635 Court Street				Business ☒
Clearwater FL 33756		501(c)3	GENERAL SUPPORT	10,000.

Total

2,142,448.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Huey and Associates	Tax Preparation	9,196.	4,598.		
Total		<u>9,196.</u>	<u>4,598.</u>		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VARIOUS	INVESTMENT CONSULTING	5,699.	5,699.		
VARIOUS	INVESTMENT CONSULTING	500.	500.		
Total		<u>6,199.</u>	<u>6,199.</u>		

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
LAPTOP	06/21/06	2624	2473	200DB	5.00	151		

Total

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
CORPORATE STOCK	579,073.	697,919.
Total	<u>579,073.</u>	<u>697,919.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
CORPORATE BONDS	510,340.	548,427.
Total	<u>510,340.</u>	<u>548,427.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
OTHER INVESTMENTS	146,597.	141,983.
DIVIDENDS RECEIVABLE	697.	697.
ACCRUED INTEREST	845.	845.
Total	<u>148,139.</u>	<u>143,525.</u>

Form 990-PF, Page 2, Part II, Line 11

L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
COMPUTERS AND EQUIPMENT	2,624.	2,624.	0.
Total	<u>2,624.</u>	<u>2,624.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
DUE FROM KOCH PRODUCTIONS	112,430.	0.	0.
Total	<u>112,430.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
DUE TO WASHINGTON MYSTICS FOUNDATION	5,829.	5,829.
Total	<u>5,829.</u>	<u>5,829.</u>

Sheila C Johnson Foundation Inc
 EIN 52-1755871
 2011 Contributions
 as of 12/31/11

Date	Donee	Address 1	City, State, Zip Code	Description of Donation	Amount	Deductible	Non Deductible
01/14/11	The Jackie Robinson Foundation	75 Varck Street	New York, NY 10013	Awards Dinner	\$ 25,000.00	\$ 22,000.00	\$ 3,000.00
02/24/11	The New School	79 Fifth Avenue	New York, NY 10003	Pledge	720,350.00	720,350.00	-
03/25/11	Tiger Woods Foundation	121 Innovation Drive	Irvine, CA 92617	Charity Event Support	500.00	500.00	-
04/14/11	The Community Foundation for the National Capital Region	1201 15th Street NW	Washington, DC 20005	Charity Works 100 Point Vintage Wine Tasting Dinner	10,000.00	5,600.00	4,400.00
04/22/11	FFAWN	145 West 45th Street	New York, NY 10036	Benefit Scholarship Fund Table	35,000.00	35,000.00	-
05/15/11	VCU School of Business Foundation	Post Office Box 844000	Richmond, VA 23284-4000	da Vinci Center for Innovation - Partial return of 2010 Contr	(30,035.00)	(30,035.00)	-
05/27/11	StreetSoccer USA Inc	5 Hanover Square	New York, NY 10004-2682	Lady Salamander Soccer Sponsorship	20,000.00	20,000.00	-
06/02/11	Urban Zen Foundation	705 Greenwich Street	New York, NY 10014	Annual Stephen Weiss Apple Awards	25,000.00	23,800.00	1,200.00
06/16/11	Most Valuable Kids Inc	11122 Stephae Lane	Rockville, MD 20852	2011 Sponsorship	3,000.00	3,000.00	-
06/23/11	Sundance Institute	Post Office Box 684429	Park City UT 84068	Pledge	100,000.00	100,000.00	-
07/14/11	Northside Center for Child Development	1301 Fifth Avenue	New York, NY 10029	Donation to Center	5,000.00	5,000.00	-
07/31/11	Sundance Institute	Post Office Box 684429	Park City UT 84068	FY11 Trustee Membership Dues	50,000.00	50,000.00	-
07/31/11	Alliance for Lupus Research	28 West 44th Street	New York, NY 10036	11-DC ALR Walk Sponsorship	5,000.00	5,000.00	-
10/31/11	Inova Health Care Services	8110 Gatehouse Road	Falls Church, VA 22042	Disney Shake It Up	20,000.00	20,000.00	-
10/31/11	RLK Memorial PanCan Foundation	804 Pennsylvania Avenue	Winchester, VA 22601	2011 Dance for Hope	200.00	200.00	-
11/16/11	Every Child Fed	22590 Relocation Drive	Sterling, VA 20166	Event Sponsorship	1,000.00	1,000.00	-
11/22/11	The New School	79 Fifth Avenue	New York, NY 10003	Pledge	250,000.00	250,000.00	-
11/28/11	WAMU 88.5 American University	4400 Massachusetts Avenue NW	Washington, DC 20016	50th Annual Gala Benefit	50,000.00	46,900.00	3,100.00
12/31/10	American Folk Art Museum	45 West 53rd Street	New York, NY 10019	Benefit Gala Museum's Education Program	2,500.00	2,500.00	-
				Total 2011 Donations	1,292,515.00	1,280,815.00	11,700.00

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2011Attachment
Sequence No **179**

Name(s) shown on return

Sheila C. Johnson Foundation, Inc.

Identifying number

52-1755871

Business or activity to which this form relates

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	151.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ☐		

Section B — Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C — Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	151.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V	Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)
---------------	---

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24 a Do you have evidence to support the business/investment use claimed?										Yes	No	24b If 'Yes,' is the evidence written?		Yes	No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost							
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25								
26 Property used more than 50% in a qualified business use															
27 Property used 50% or less in a qualified business use															
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1							28								
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1								29							

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year Add lines 30 through 32						
	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?						
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

		Yes	No
37	Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38	Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39	Do you treat all use of vehicles by employees as personal use?		
40	Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41	Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		
Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.			

Part VI	Amortization
----------------	---------------------

Part VI Amortization		(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year (see instructions):							
43 Amortization of costs that began before your 2011 tax year							43
44 Total. Add amounts in column (f). See the instructions for where to report.							44