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

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

OMB No. 1545-0052

2011

For calendar year 2011 or tax year beginning **July 1**, 2011, and ending **June 30**, 2012

<p>Name of foundation Owen M. Johnson Family Foundation</p> <p>Number and street (or P O box number if mail is not delivered to street address) 10908 Pleasant Hill Drive</p> <p>City or town, state, and ZIP code Potomac, MD 20854-1513</p>		<p>A Employer identification number 52-1513303</p> <p>B Telephone number (see instructions) 301-299-8084</p>																																																																																																																																																																																																																																										
<p>G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p>		<p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>																																																																																																																																																																																																																																										
<p>H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p>																																																																																																																																																																																																																																												
<p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 542,440</p>		<p>J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis.)</p>																																																																																																																																																																																																																																										
<p>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))</p>		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 15%;"></th> <th style="width: 45%;"></th> <th style="width: 15%; text-align: center;">(a) Revenue and expenses per books</th> <th style="width: 15%; text-align: center;">(b) Net investment income</th> <th style="width: 15%; text-align: center;">(c) Adjusted net income</th> <th style="width: 15%; text-align: center;">(d) Disbursements for charitable purposes (cash basis only)</th> </tr> </thead> <tbody> <tr> <td style="text-align: right;">Revenue</td> <td>1 Contributions, gifts, grants, etc., received (attach schedule)</td> <td style="text-align: right;">16,650</td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. 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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	8,759	7,867	7,867
	2	Savings and temporary cash investments			
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	123,917	137,568	534,573
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	132,676	145,435	542,440
	17	Accounts payable and accrued expenses			
	18	Grants payable	4,025	5,030	
Net Assets or Fund Balances	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	Total liabilities (add lines 17 through 22)	4,025	5,030	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	128,651	140,405	
	31	Total liabilities and net assets/fund balances (see instructions)	128,651	140,405	

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	128,651
2	Enter amount from Part I, line 27a	2	11,754
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	140,405
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	140,405

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	N/A				
b					
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(f) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e					
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
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 (col. (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			

- 2 Total of line 1, column (d)
- 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
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5
- 5 Multiply line 4 by line 3
- 6 Enter 1% of net investment income (1% of Part I, line 27b)
- 7 Add lines 5 and 6
- 8 Enter qualifying distributions from Part XII, line 4
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)																																													
<p>1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)</p> <p>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</p> <p>c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p> <p>2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>3 Add lines 1 and 2</p> <p>4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-</p> <p>6 Credits/Payments:</p> <p>a 2011 estimated tax payments and 2010 overpayment credited to 2011 6a</p> <p>b Exempt foreign organizations—tax withheld at source 6b</p> <p>c Tax paid with application for extension of time to file (Form 8868) 6c</p> <p>d Backup withholding erroneously withheld 6d</p> <p>7 Total credits and payments. Add lines 6a through 6d</p> <p>8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached</p> <p>9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►</p> <p>10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►</p> <p>11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ► Refunded ►</p>	<p>1</p> <p>2</p> <p>3</p> <p>4</p> <p>5</p> <p>6a</p> <p>6b</p> <p>6c</p> <p>6d</p> <p>7</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p>	<p>338</p> <p>36</p> <p>338</p> <p>36</p> <p>338</p> <p>36</p> <p></p> <p></p> <p></p> <p></p> <p>338</p> <p>36</p> <p></p> <p></p> <p></p>																																											
Part VII-A Statements Regarding Activities		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;"></th> <th style="width: 10%; text-align: center;">Yes</th> <th style="width: 10%; text-align: center;">No</th> </tr> </thead> <tbody> <tr> <td>1a</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>1b</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>1c</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>2</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>3</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>4a</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>4b</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>5</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>6</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>7</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>8b</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>9</td> <td style="text-align: center;">✓</td> <td></td> </tr> <tr> <td>10</td> <td style="text-align: center;">✓</td> <td></td> </tr> </tbody> </table>		Yes	No	1a	✓		1b	✓		1c	✓		2	✓		3	✓		4a	✓		4b	✓		5	✓		6	✓		7	✓		8b	✓		9	✓		10	✓		
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10	✓																																												
<p>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.</p> <p>If "Yes," attach a detailed description of the activities.</p> <p>If "Yes," attach a conformed copy of the changes.</p> <p>If "Yes," attach the statement required by General Instruction T.</p> <p>If "Yes," complete Part II, col. (c), and Part XV.</p> <p>If "Yes," attach explanation.</p> <p>If "Yes," attach a schedule listing their names and addresses.</p>																																													

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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓
Website address ► N/A			
14	The books are in care of ► Owen M. Johnson, Jr. Telephone no. ► 301-299-8084 Located at ► 10908 Pleasant Hill Drive, Potomac, MD ZIP+4 ► 20854-1513		
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 ✓

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1c	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?		✓
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? If "Yes," list the years ► 20____, 20____, 20____, 20____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2b			✓
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
3b			
4a	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.)		
4a			✓
4b	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?		✓

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				6b
	<i>If "Yes" to 6b, file Form 8870.</i>				✓
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
Owen M. Johnson, Jr. P.O. Box 4265, Gettysburg, PA 17325	Trustee, 1.0 hr/wk	0	0	0
Emily J. McNair P.O. Box 160, Sewanee, TN 37375	Trustee, 0.1 hr/wk	0	0	0
Owen M. Johnson III 2034 26th Av., E., Seattle, WA 98112	Trustee, 0.1 hr/wk	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				

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	----- -----	
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	_____	

2	_____	

All other program-related investments See instructions		
3	_____	

Total. Add lines 1 through 3 ►		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 485,320
b	Average of monthly cash balances	1b 11,151
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 496,471
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	3 496,471
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 7,447
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 489,024
6	Minimum investment return. Enter 5% of line 5	6 24,451

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 24,451
2a	Tax on investment income for 2011 from Part VI, line 5	2a 338
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 338
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 24,113
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 24,113
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 24,113

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 21,814
b	Program-related investments—total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 21,814
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 21,814

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				24,113
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			21,156	
b Total for prior years: 20 ____,20 ____,20 ____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 21,814				
a Applied to 2010, but not more than line 2a			21,156	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)		0		
d Applied to 2011 distributable amount				658
e Remaining amount distributed out of corpus		0		
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		0		0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0		
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				0
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				23,455
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0		
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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			
b	85% of line 2a			
c	Qualifying distributions from Part XII, line 4 for each year listed			
d	Amounts included in line 2c not used directly for active conduct of exempt activities			
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon:			
a	"Assets" alternative test—enter:			
	(1) Value of all assets			
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter ½ of minimum investment return shown in Part X, line 6 for each year listed			
c	"Support" alternative test—enter:			
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)			
	(3) Largest amount of support from an exempt organization			
	(4) Gross investment income			

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

1 Information Regarding Foundation Managers:

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

Owen M. Johnson, Jr.

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.

NA

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See attached schedule.				
Total				► 3a 21,508
b Approved for future payment				
Total				► 3b

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					17,455
13 Total. Add line 12, columns (b), (d), and (e)					13 17,455

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

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

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
		1a(1)	✓
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(2)	✓
	(1) Cash		
	(2) Other assets		
b	Other transactions:	1b(1)	✓
	(1) Sales of assets to a noncharitable exempt organization		
	(2) Purchases of assets from a noncharitable exempt organization		
	(3) Rental of facilities, equipment, or other assets		
	(4) Reimbursement arrangements		
	(5) Loans or loan guarantees		
	(6) Performance of services or membership or fundraising solicitations		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1b(5)	✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.	1b(6)	✓
		1c	✓

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 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.

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

Signature of officer or trustee		Date	Title	(Name of officer, trustee, or employee)	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

Schedule B (Form 990, 990-EZ, or 990-PF)

**Department of the Treasury
Internal Revenue Service**

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

Employer identification number

Owen M. Johnson Family Foundation

52-1513303

Organization type (check one):

Filers of: _____ **Section:** _____

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

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

Name of organization

Owen M. Johnson Family Foundation

Employer identification number

52-1513303

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Owen M. Johnson, Jr. P.O. Box 4265 Gettysburg, PA 17325-4265	\$ 16,650	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Owen M. Johnson Family Foundation

Employer identification number

52-1513303

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Ameren Corporation - 416 shares	\$ 13,650	12/23/2011
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----



Bank of America Corporation

Online at: www.mymerrill.com

Account Number: [REDACTED]

OWEN JOHNSON TEE
U/A DTD 12/19/1986
BY OWEN JOHNSON
10908 PLEASANT HILL DR
POTOMAC MD 20854-1513

24-Hour Assistance: (800) MERRILL

Access Code: [REDACTED]

\$542,439.76

Net Portfolio Value:

Your Financial Advisor:

KELLY / ROWE
11921 ROCKVILLE PIKE
ROCKVILLE MD 20852
1-301-230-6618

CMA® FOR TRUST ACCOUNT

		June 01, 2012 - June 29, 2012	
		CASH FLOW	This Statement
		Opening Cash/Money Accounts	Year to Date
ASSETS		May 31	\$14,677.00
Cash/Money Accounts	7,867.15	14,677.00	\$14,677.00
Fixed Income	-	-	-
Equities	534,572.81	507,159.29	Funds Received
Mutual Funds	-	-	Electronic Transfers
Options	-	-	Other Credits
Other	-	-	Subtotal
Subtotal (Long Portfolio)	542,439.76	521,836.29	DEBITS
TOTAL ASSETS	\$542,439.76	\$521,836.29	Electronic Transfers
LIABILITIES			Margin Interest Charged
Debit Balance	-	-	Other Debits
Short Market Value	-	-	Visa Purchases(debits)
TOTAL LIABILITIES			ATM/Cash Advances
NET PORTFOLIO VALUE	\$542,439.76	\$521,836.29	Checks Written/Bill Payment
			Subtotal
			Net Cash Flow
			Dividends/Interest Income
			Security Purchases/Debits
			Security Sales/Credits
			Closing Cash/Money Accounts
			\$7,867.15
			Securities You Transferred In/Out
			9,110.28

Merrill Lynch Wealth Management makes available products and services offered by Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S) and other subsidiaries of Bank of America Corporation. MLPF&S is a registered broker-dealer, Member Securities Investor Protection Corporation (SIPC) and a wholly owned subsidiary of Bank of America Corporation. Investment products: Are Not FDIC Insured Are Not Bank Guaranteed May Lose Value

OWEN JOHNSON TTEE

Account Number: [REDACTED]

24-Hour Assistance: (800) MERRILL
Access Code: [REDACTED]

YOUR CMA FOR TRUST BANK DEPOSIT INTEREST SUMMARY

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	12,466	10,224	.08	0.65	5,826
TOTAL ML Bank Deposit Program	12,466			0.65	5,826

YOUR CMA FOR TRUST ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Estimated Annual Yield%
CASH	167.15	167.15		167.15		
ML BANK DEPOSIT PROGRAM	5,826.00	5,826.00	1.0000	5,826.00	5	.08
BIF MONEY FUND	1,874.00	1,874.00	1.0000	1,874.00		
TOTAL	7,867.15			7,867.15	5	.06

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Current Annual Income	Estimated Current Yield%
ABBOTT LABS	ABT	N/A N/A	2,400 2,400	N/A N/A	N/A N/A	64.4700 64.4700	154,728.00 154,728.00	N/A N/A	4,897 4,897	3.16 3.16
Subtotal			4,800				309,456.00		9,794	3.16
AMEREN CORP	AEE	N/A N/A	33 383	N/A N/A	N/A N/A	33.5400 33.5400	1,106.82 12,845.82	N/A N/A	53 613	4.77 4.77
Subtotal			416				13,952.64		666	4.77
BABCOCK (THE) AND WILCOX CO SHS	BWC	N/A	64	N/A	N/A	24.5000	1,568.00	N/A		
ENTERPRISE PRDTS PRTN LP L.P	EPD	12/17/03	905	23.1767	20,975.00	51,2400	46,372.20	25,397.20	2,272	4.89

007





Bank of America Corporation

OWEN JOHNSON TEE

Account Number [REDACTED]

YOUR CMA FOR TRUST ASSETS

Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
EXELON CORPORATION	EXC	N/A	46	N/A	N/A	37.6200	1,730.52	N/A	97	5.58
HOSPIRA INC	HSP	01/28/72	100	0.5112	51.12	34.9800	3,498.00	3,446.88		
		01/28/72	500	0.5112	255.60	34.9800	17,490.00	17,234.40		
		N/A	480	N/A	N/A	34.9800	16,790.40	N/A		
<i>Subtotal</i>			1,080		306.72		37,778.40	20,681.28		
JPMORGAN CHASE & CO	JPM	N/A	291	N/A	N/A	35.7300	10,397.43	N/A	350	3.35
MCDERMOTT INTL INC	MDR	N/A	128	N/A	N/A	11.1400	1,425.92	N/A		
MERCK AND CO INC SHS	MRK	10/23/92	300	20.5640	6,169.22	41.7500	12,525.00	6,355.78	505	4.02
MONARCH CEMENT CO	MCEM	N/A	500	N/A	N/A	22.0000	11,000.00	N/A	460	4.18
PG&E CORP	PCG	N/A	50	N/A	N/A	45.2700	2,263.50	N/A	91	4.02
PLUM CREEK TIMBER CO INC	PCI	01/11/02	800	29.1800	23,344.00	39.7000	31,760.00	8,416.00	1,344	4.23
RIOCAN RL EST INV TR ONT	RIOCF	11/18/03	1,200	11.7095	14,051.45	27.1715	32,605.80	18,554.35	1,588	4.86
		11/18/03	800	11.7018	9,361.48	27.1715	21,737.20	12,375.72	1,059	4.86
<i>Subtotal</i>			2,000		23,412.93		54,343.00	30,930.07	2,647	4.86
TOTAL					74,207.87		534,572.81	91,780.33	18,226	3.41

RESEARCH RATINGS

Security	Symbol	BofAML Research	Morningstar	S&P
ABBOTT LABS	ABT	Neutral (A27)	Buy	Buy
AMEREN CORP	AEE	Underperform (B37)	Hold	Hold
EXELON CORPORATION	EXC	Neutral (B27)	Buy	Buy
HOSPIRA INC	HSP	Buy (C19)	Buy	Hold
JPMORGAN CHASE & CO	JPM	N/A	Buy	Buy
MERCK AND CO INC SHS	MRK	Buy (A17)	Buy	Buy
PG&E CORP	PCG	Buy (B17)	Hold	



June 01, 2012 - June 29, 2012

Part XV. Supplementary Information

3. Grants and Contributions Paid During the Year.

<u>Recipient Name and Address</u>	<u>Any Relationship</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Alyssa Nelson Belvidere North High School 9393 Beloit Road Belvidere, IL 61008	None	Scholarship	\$3,000
Katlynn Rodgers Belvidere North High School 9393 Beloit Road Belvidere, IL 61008	None	Scholarship	3,000
Potomac Library 10101 Glenolden Dr. Potomac, MD 20854		Donation	1,000
Dartmouth College 6066 Development Office Hanover, NH 03755		"	1,100
American Antitrust Institute 2919 Ellicott St., N.W. Washington, DC 20008		"	1,000
River Road Unitarian Church 6301 River Road Bethesda, MD 20817		"	300
Junior League of Washington 3039 M. St., N.W. Washington, DC 20007		"	435
Harvard Law School Fund 125 Mount Auburn St. Cambridge, MA 02138		"	1,000
The Wharton Fund, U. of Pa. P.O. Box 41790 Philadelphia, PA 19161		"	1,000
The Phi Beta Kappa Society 1606 New Hampshire Av., N.W. Washington, DC 20009		"	135
Americans for Oxford, Inc. 198 Madison Av., 13 th Floor New York, NY 10016		"	1,000

Foxcroft School P.O. Box 5555 Middleburg, VA 20118	"	250
Gettysburg College 300 North Washington St. Gettysburg, PA 17325	"	1,750
All Saints' Episcopal Church 3 Chevy Chase Circle Chevy Chase, MD 20815	"	600
Vanderbilt University 2301 Vanderbilt Place Nashville, TN 37240	"	500
St. Francis Episcopal Church 10033 River Road Potomac, MD 20854	"	100
Harvard University 124 Mount Auburn St. Cambridge, MA 02138	"	200
Landon School 6101 Wilson Lane Bethesda, MD 20817	"	468
The U.S.O. P.O. Box 96860 Washington, DC 20077	"	200
St. Andrew's-Sewanee School 290 Quintary Road Sewanee, TN 37375	"	1,730
Gettysburg Fire Department P.O. Box 3575 Gettysburg, PA 17325	"	250
Washington Trails Association 2019 Third Av. Seattle, WA 98121	"	300
Northwest Folklife 305 Harrison St. Seattle, WA 98109	"	300
WETA 3939 Campbell Av. Arlington, VA 22206	"	1,000
Cabin John Park VFD P.O. Box 41 Cabin John, MD 20818	"	300

Smithsonian Institution
1100 Jefferson Drive, S.W.
Washington, DC 20560 " 90

Mountain Goat Trail Alliance
P.O. Box 968
Monteagle, TN 37356 " 500

Total Grants and Contributions: \$21,508

Form 990-PF, Part I, line 16c: other prof. fees:

CMA securities account fee: \$125

Form 990-PF, Part I, line 18. Taxes – schedule:

U.S. Treasury (Form 990-PF): \$306

Ontario Canada Dividend Tax: \$412