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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE JOHNSON FAMILY FOUNDATION, INC.</b>		A Employer identification number <b>13-7118242</b>
Number and street (or P O box number if mail is not delivered to street address) <b>582 ISLAND DRIVE</b>	Room/suite	B Telephone number <b>646-205-1557</b>
City or town, state, and ZIP code <b>PALM BEACH, FL 33480</b>		C If exemption application is pending, check here <input type="checkbox"/>
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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>5,102,769.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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	7,500.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	101,568.	101,568.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	250,691.			
	b Gross sales price for all assets on line 6a	753,074.			
	7 Capital gain net income (from Part IV, line 2)		250,691.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	352,759.	352,259.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc		0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2 7,500.	3,750.	0.	3,750.
	c Other professional fees	STMT 3 38,278.	38,278.	0.	0.
	17 Interest	15.	15.	0.	0.
	18 Taxes	STMT 4 9,374.	760.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5 487.	237.	0.	250.
	24 Total operating and administrative expenses. Add lines 13 through 23	55,654.	43,040.	0.	4,000.
	25 Contributions, gifts, grants paid	657,000.			657,000.
26 Total expenses and disbursements. Add lines 24 and 25	712,654.	43,040.	0.	661,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<352,895.>				
b Net investment income (if negative, enter -0-)		309,219.			
c Adjusted net income (if negative, enter -0-)			0.		

P 7

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	44,689.	2,007.	2,007.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 6	2,130,388.	1,877,784.	2,451,877.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	2,226,329.	2,169,252.	2,648,885.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,401,406.	4,049,043.	5,102,769.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,435,869.	1,435,869.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	4,942,267.	4,942,267.	
	29 Retained earnings, accumulated income, endowment, or other funds	<1,976,730.>	<2,329,093.>	
30 Total net assets or fund balances	4,401,406.	4,049,043.		
31 Total liabilities and net assets/fund balances	4,401,406.	4,049,043.		

**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	4,401,406.
2 Enter amount from Part I, line 27a	2	<352,895.>
3 Other increases not included in line 2 (itemize) ▶ NON DIVIDEND DISTRIBUTIONS	3	532.
4 Add lines 1, 2, and 3	4	4,049,043.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,049,043.

**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				
b SEE ATTACHED STATEMENT				
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 753,074.		502,383.	250,691.	
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))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			250,691.	
2 Capital gain net income or (net capital loss)		2		250,691.
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). If (loss), enter -0- in Part I, line 8		3		N/A

**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))
2011	589,391.	6,091,331.	.096759
2010	700,005.	5,389,557.	.129882
2009	1,550,422.	6,261,019.	.247631
2008	1,535,352.	10,447,613.	.146957
2007	1,947,590.	11,599,611.	.167901
2 Total of line 1, column (d)			2 .789130
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 .157826
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,576,242.
5 Multiply line 4 by line 3			5 880,076.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,092.
7 Add lines 5 and 6			7 883,168.
8 Enter qualifying distributions from Part XII, line 4			8 661,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,184.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,184.
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	6,184.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,320.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,320.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,136.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

**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>THOMAS S. JOHNSON</u> Telephone no. ► <u>212-503-8800</u> Located at ► <u>582 ISLAND DRIVE, PALM BEACH, FL</u> ZIP+4 ► <u>33480</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	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2012?		1c
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 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 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2012?		4b
		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870

6b

X

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?

N/A

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.

(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
MARGARET ANN JOHNSON 582 ISLAND DRIVE PALM BEACH, FL 33480	PRESIDENT 5.00	0.	0.	0.
THOMAS S. JOHNSON 582 ISLAND DRIVE PALM BEACH, NY 33480	TREASURER/CHAIRMAN/SEC. 5.00	0.	0.	0.
THOMAS P. JOHNSON 582 ISLAND DRIVE PALM BEACH, NY 33480	DIRECTOR 5.00	0.	0.	0.
MARGARET A. JOHNSON 582 ISLAND DRIVE PALM BEACH, NY 33480	DIRECTOR 5.00	0.	0.	0.

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

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

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

0

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**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	2,968,527.
b	Average of monthly cash balances	1b	43,747.
c	Fair market value of all other assets	1c	2,648,885.
d	Total (add lines 1a, b, and c)	1d	5,661,159.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,661,159.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	84,917.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,576,242.
6	Minimum investment return. Enter 5% of line 5	6	278,812.

**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	278,812.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,184.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,184.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	272,628.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	272,628.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	272,628.

**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	661,000.
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	661,000.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	661,000.

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				272,628.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007	1,399,075.			
<b>b</b> From 2008	1,028,507.			
<b>c</b> From 2009	1,240,917.			
<b>d</b> From 2010	436,222.			
<b>e</b> From 2011	293,118.			
<b>f</b> Total of lines 3a through e	4,397,839.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$	661,000.			
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				272,628.
<b>e</b> Remaining amount distributed out of corpus	388,372.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,786,211.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	1,399,075.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,387,136.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	1,028,507.			
<b>b</b> Excess from 2009	1,240,917.			
<b>c</b> Excess from 2010	436,222.			
<b>d</b> Excess from 2011	293,118.			
<b>e</b> Excess from 2012	388,372.			

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)****1 Information Regarding Foundation Managers:**

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

**THOMAS S. JOHNSON**

**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.

**NONE**

**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 or e-mail 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				
ARTIST ASSOCIATION OF NANTUCKET ONE GARDNER PERRY LANE NANTUCKET, MA 02554	NONE	501(C)(3)	GENERAL SUPPORT	7,500.
BETHEL ENSLEY ACTION TASK INC. 1524 AVENUE D BIRMINGHAM, AL 35218	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320	NONE	501(C)(3)	GENERAL SUPPORT	50,000.
GEORGETOWN UNIVERSITY 3604 O STREET NW WASHINGTON, DC 20097	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
HARVARD BUSINESS SCHOOL ROCK CENTER 318 SOLDIERS FIELD BOSTON, MA 02163	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
Total			SEE CONTINUATION SHEET(S)	657,000.
b Approved for future payment				
NONE				
Total				0.



<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	--

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

► **PRESIDENT**

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No**Paid  
Preparer  
Use Only**

Print/Type preparer's name

SARA RABI

Preparer's signature

Sara Rahn

Date

5/10/13

Check ☐ self-employed

PTIN

P00103265

Firm's name ▶ MARKS PANETH &amp; SHRON LLP

Firm's EIN ► 11-3518842

Firm's address ► 685 THIRD AVENUE  
NEW YORK, NY 10017

Phone no. 212 503-8800

Form **990-PF** (2012)

**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

**2012**

Name of the organization

THE JOHNSON FAMILY FOUNDATION, INC.

Employer identification number

13-7118242

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

**THE JOHNSON FAMILY FOUNDATION, INC.****13-7118242****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
<b>1</b>	<b>THOMAS JOHNSON</b> <b>136 EAST 79TH STREET, 7A</b> <b>NEW YORK, NY 10075</b>	\$ <b>7,500.</b>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

**THE JOHNSON FAMILY FOUNDATION, INC.****13-7118242****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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**THE JOHNSON FAMILY FOUNDATION, INC.****13-7118242****Part III**

*Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$*

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE JOHNSON FAMILY FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT D-1 ATTACHED		P		
b SEE STATEMENT D-1 ATTACHED		P		
c SEE STATEMENT D-2 ATTACHED		P		
d SEE STATEMENT D-2 ATTACHED		P		
e 3C PARTNERS - PASSTHROUGH INCOME		P		
f NIBMO PARTNERS - PASSTHROUGH INCOME		P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 23,672.		12,211.	11,461.
b 353,905.		192,445.	161,460.
c 26,385.		28,138.	<1,753.>
d 349,087.		212,023.	137,064.
e		57,566.	<57,566.>
f 25.			25.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			11,461.
b			161,460.
c			<1,753.>
d			137,064.
e			<57,566.>
f			25.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	250,691.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**Part XV** **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
HUDSON RIVER CENTER 313 MILL STREET POUGHKEEPSIE, NY 12601	NONE	501(C)(3)	GENERAL SUPPORT	1,000.
INSTITUTE OF INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	501(C)(3)	GENERAL SUPPORT	60,000.
LAWRENCEVILLE SCHOOL P.O. BOX 6125 LAWRENCEVILLE, NJ 06848	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
MONTCLAIR KIMBERLY ACADEMY 201 VALLEY ROAD MONTCLAIR, NJ 07042	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
NATIONAL 9-11 MEMORIAL AND MUSEUM FOUNDATION ONE LIBERTY PLAZA 20TH FLOOR NEW YORK, NY 10006	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
NEW YORK PROVINCE SOCIETY OF JESUS 39 EAST 83RD STREET NEW YORK, NY 10028	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
NEW YORK UNIVERSITY SCHOOL OF LAW FOUNDATION 161 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
NORTHWESTERN UNIVERSITY 2020 RIDGE AVENUE 4TH FLOOR EVANSTON, IL 60208	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
SAINT CATHERINE'S HIGH SCHOOL 1200 PARK AVENUE RACINE, WI 53403	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
SRIPHONG PHUKAOLUAN FOUNDATION 465 CALIFORNIA STREET, SUITE 806 SAN FRANCISCO, CA 94104	NONE	501(C)(3)	GENERAL SUPPORT	1,000.
<b>Total from continuation sheets</b>				<b>579,500.</b>

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
THE BACHMANN-STRAUSS 551 FIFTH AVENUE SUITE 520 NEW YORK, NY 10176	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
THE BIRMINGHAM HOME OWNERS CENTER 4117 2ND AVENUE SOUTH BIRMINGHAM, AL 35222	NONE	501(C)(3)	GENERAL SUPPORT	1,000.
TOWER HILL SCHOOL 2813 WEST 17TH STREET WILMINGTON, DE 19806	NONE	501(C)(3)	GENERAL SUPPORT	1,000.
TRINITY COLLEGE 300 SUMMIT STREET HARTFORD, CT 06106	NONE	501(C)(3)	GENERAL SUPPORT	445,000.
TRINITY SCHOOL 139 WEST 91ST STREET NEW YORK, NY 10024	NONE	501(C)(3)	GENERAL SUPPORT	7,500.
UNITED WAY 2 PARK AVENUE NEW YORK, NY 10016	NONE	501(C)(3)	GENERAL SUPPORT	8,000.
<b>Total from continuation sheets</b>				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
JP MORGAN - DIVIDEND	66,595.	0.	66,595.	
JP MORGAN - FOREIGN DIVIDENDS	6,905.	0.	6,905.	
JP MORGAN - INTEREST	7.	0.	7.	
NEUBERGER BERMAN - DIVIDEND	24,967.	0.	24,967.	
NEUBERGER BERMAN - FOREIGN DIVIDEND	2,388.	0.	2,388.	
NEUBERGER BERMAN - MM	4.	0.	4.	
NIMBO PARTNERS - DIVIDENDS	702.	0.	702.	
TOTAL TO FM 990-PF, PART I, LN 4	101,568.	0.	101,568.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,500.	3,750.	0.	3,750.
TO FORM 990-PF, PG 1, LN 16B	7,500.	3,750.	0.	3,750.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
J.P. MORGAN INVESTMENT FEES	5,309.	5,309.	0.	0.
BECK, MACK & OLIVER - MGMT	11,288.	11,288.	0.	0.
NEUBERGER BERMAN INV. FEES	21,681.	21,681.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	38,278.	38,278.	0.	0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	760.	760.	0.	0.	
FEDERAL TAXES	8,614.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	9,374.	760.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	250.	0.	0.	250.	
3C PARTNERS - PASSTROUGH PORTFOLIO DEDUCTIONS	28.	28.	0.	0.	
NIBMO PARTNERS - PASSTROUGH PORTFOLIO DEDUCTIONS	209.	209.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	487.	237.	0.	250.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED STATEMENT A	1,877,784.	2,451,877.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,877,784.	2,451,877.		

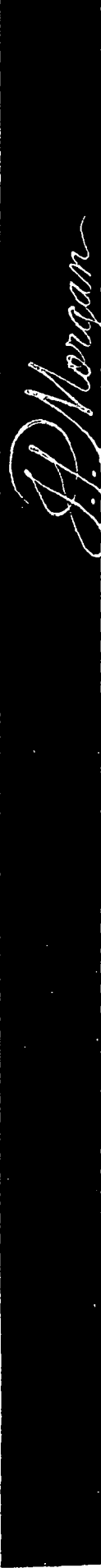
FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INST DIVERSIFIED ARBITRAGE FD	COST	863,475.	1,172,145.
3C PARTNERS	COST	3,141.	3,141.
INST INVESTMENT FUND, LTD	COST	1,301,216.	1,472,179.
NIBMO PARTNERS	COST	1,420.	1,420.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,169,252.	2,648,885.

# STATEMENT A

*J.P. Morgan*

JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000  
EIN: 13-7118242

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
<b>US Large Cap Equity</b>							
ABBOTT LABORATORIES 002824-10-0 ABT	65.50	700.000	45,850.00	16,147.73 **	N/A	392.00	0.85 %
BAXTER INTERNATIONAL INC 071813-10-9 BAX	66.66	850.000	56,661.00	17,456.37	39,204.63	1,530.00 427.50	2.70 %
CONOCOPHILLIPS 20825C-10-4 COP	57.99	500.000	28,995.00	26,029.98	2,965.02	1,320.00	4.55 %
DEVON ENERGY CORP 25179M-10-3 DVN	52.04	1,000.000	52,040.00	52,909.30	(869.30)	800.00	1.54 %
DOVER CORP 260003-10-8 DOV	65.71	600.000	39,426.00	22,509.30	16,916.70	840.00	2.13 %
FLUOR CORP 343412-10-2 FLR	58.74	480.000	28,195.20	17,661.17	10,534.03	307.20	1.09 %
GOOGLE INC CL A 38259P-50-8 GOOG	707.38	40.000	28,295.20	24,357.24	3,937.96		
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	191.55	180.000	34,479.00	23,120.51	11,358.49	612.00	1.77 %
JOHNSON & JOHNSON 478160-10-4 JNJ	70.10	300.000	21,030.00	1,985.25 **	N/A	732.00	3.48 %
LABORATORY CORP AMERICAN HOLDINGS 50540R-40-9 LH	86.62	400.000	34,648.00	11,346.76	23,301.24		
LEUCADIA NATIONAL CORP 527288-10-4 LUK	23.79	2,700.000	64,233.00	14,910.68	49,322.32	675.00	1.05 %
LOWES COMPANIES INC 548661-10-7 LOW	35.52	1,600.000	56,832.00	35,280.84	21,551.16	1,024.00	1.80 %
MARKEL CORPORATION 570535-10-4 MKL	433.42	60.000	26,005.20	23,103.92	2,901.28		



JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000  
EIN: 13-7118242

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
<b>US Large Cap Equity</b>							
MERCK AND CO INC 58933Y-10-5 MRK	40.94	800.000	32,752.00	11,481.40 **	N/A	1,378.00 387.00	4.20 %
ROPER INDUSTRIES INC 776696-10-6 ROP	111.48	500.000	55,740.00	3,007.50	52,732.50	330.00	0.59 %
SCHLUMBERGER LTD 808857-10-3 SLB	69.30	300.000	20,789.70	11,432.78	9,356.92	330.00 110.00	1.59 %
US BANCORP DEL 902973-30-4 USB	31.94	1,300.000	41,522.00	35,633.39	5,888.61	1,014.00 253.50	2.44 %
WATERS CORP 941848-10-3 WAT	87.12	400.000	34,848.00	10,819.28	24,028.72		
Total US Large Cap Equity			\$702,341.30	\$359,193.40	\$273,130.28	\$11,282.20 \$1,178.00	1.61 %

<b>US Small/Mid Cap Equity</b>							
KRATON PERFORMANCE POLYMERS 50077C-10-8 KRA	24.03	300.000	7,209.00	5,403.27	1,805.73		
MOLEX INC CL A NON-VOTING 608554-20-0 MOLX A	22.32	1,811.000	40,421.52	25,964.29	14,457.23	1,593.68	3.94 %
R R DONNELLEY & SONS CO 257867-10-1 RRD	8.99	48,100.000	441,409.00	699,955.92	(258,546.92)	51,064.00	11.57 %
Total US Small/Mid Cap Equity			\$489,039.52	\$731,323.48	(\$242,283.96)	\$52,657.68	10.77 %



JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000

EIN: 13-7118242

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
<b>Non-US Equity</b>							
ANHEUSER BUSCH INBEV SANV SPONS ADR 03524A-10-8 BUD	87.41	400.000	34,964.00	21,894.56	13,069.44	517.20	1.48 %
BROOKFIELD ASSET MANAGEMENT INC CL A 112585-10-4 BAM	36.65	1,100.000	40,315.00	36,915.33	3,399.67	616.00	1.53 %
ENSTAR GROUP LIMITED G3075P-10-1 ESGR	111.98	300.000	33,594.00	28,329.70	5,264.30		
NOBLE CORPORATION H5833N-10-3 NE	34.82	900.000	31,338.00	14,764.50	16,573.50	487.80	1.56 %
RENAISSANCE HOLDING LTD G7486G-10-3 RNR	81.26	500.000	40,630.00	25,772.30	14,857.70	540.00	1.33 %
<b>Total Non-US Equity</b>			<b>\$180,841.00</b>	<b>\$127,676.39</b>	<b>\$53,164.61</b>	<b>\$2,161.00</b>	<b>1.20 %</b>
<b>Emerging Market Equity</b>							
SUBSEA 7 S A AD/R 864323-10-0 SUBC Y	23.74	900.000	21,363.30	19,452.67	1,910.63	522.00	2.44 %

# Client Statement

JOHNSON FAMILY FOUNDATION

EIN: 13-7118242

NEUBERGER BERMAN

JPMCC Account: 541-18862 002  
Base Currency: USD  
NB Account Number: 550-01507

## Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total (1)(4)(8)	Cost	Price	Mkt Value	Unrealized <sup>(2)</sup> P/L	Annual <sup>(6)</sup> Income	Yield
700	ABBOTT LABORATORIES		04/29/2009	42.7990	29,959.27			45,850.00			
100	ABBOTT LABORATORIES		05/18/2009	43.0287	4,302.87			9,550.00			
800	POSITION TOTAL										
500	***ACCENTURE PLC IRELAND SHS CLA	ABT	03/19/2009	42.8277	34,262.14		69.5000	82,400.00	18,137.86	448.00	0.85
50	***ACCENTURE PLC IRELAND SHS CL A		05/18/2009	29.0452	14,522.60			33,250.00			
550	POSITION TOTAL			29.8121	1,480.81			3,325.00			
400	AMERICAN EXPRESS COMPANY	ACN	10/06/2010	28.1149	18,013.21		68.5000	38,575.00	20,561.79	891.00	2.44
350	AMGEN INC	AMGN	10/04/2010	38.1885	15,287.39		57.4800	22,892.00	7,724.61	320.00	1.39
600	ANADARKO PETROLEUM CORP		04/04/2005	54.9720	19,240.20		88.2000	39,170.00	10,929.80	658.00	2.18
50	ANADARKO PETROLEUM CORP		10/15/2010	39.2401	19,857.55			37,155.00			
550	POSITION TOTAL			57.4473	2,872.37			8,715.59			
200	BORING CO	APC	07/18/2012	40.8953	22,529.82		74.3100	40,870.50	18,340.58	198.00	0.48
200	BORING CO		07/23/2012	72.5939	14,476.58			16,072.00			
400	POSITION TOTAL			72.5462	14,508.23			15,072.00			
1,000	CABOT OIL & GAS CORP	BA	02/02/2009	72.4645	28,955.81		75.3800	30,144.00	1,158.19	776.00	2.57
				13.1327	13,132.65			19,740.00			

## EQUITIES

# Client Statement

JOHNSON FAMILY FOUNDATION

EIN: 13-7118242

NEUBERGER BERMAN

JPMCC Account: 541-18862 002  
Base Currency: USD  
NB Account Number: 550-01507

## Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt. Value	Unrealized P/L	Annual Income	Yield
<b>EQUITIES (Continued)</b>										
300	CABOT OIL & GAS CORP		04/29/2009	15.6537	4,696.10		14,922.00			
1,300	POSITION TOTAL	COG		13.7144	17,828.75	49.7400	64,582.00	46,833.25	104.00	0.16
550	CARPENTER TECHNOLOGY CORP		08/28/2009	21.5846	11,871.51		28,396.50			
250	CARPENTER TECHNOLOGY CORP		08/22/2012	43.8713	10,967.83		12,907.50			
800	POSITION TOTAL	CRS		28.5492	22,839.34	51.6300	41,304.00	18,464.66	576.00	1.39
200	CHUBB CORP	CB	10/04/2010	58.0248	11,204.88	75.3200	15,064.00	3,859.04	328.00	2.18
1,200	COVANTA HOLDING CORPORATION	CVA	10/04/2010	15.5983	18,717.97	18.4200	22,104.00	3,386.03	720.00	3.28
500	INTERNATIONAL BUSINESS MACHINES CORP	IBM	04/04/2005	90.3028	45,228.40	191.5500	96,775.00	50,546.60	1,700.00	1.77
550	INTERNATIONAL PAPER CO		03/22/2011	28.8039	14,742.12		21,912.00			
150	INTERNATIONAL PAPER CO		09/07/2012	36.2141	5,432.11		5,978.00			
700	POSITION TOTAL	IP		28.8203	20,174.23	39.8400	27,888.00	7,713.77	840.00	3.01
200	MCDONALDS CORP	MCD	05/18/2009	53.8460	10,769.20	88.2100	17,542.00	6,872.80	616.00	3.49
200	MICROSOFT CORP		08/17/2011	25.0862	5,017.24		5,341.94			
400	MICROSOFT CORP		08/18/2011	24.8429	9,857.16		10,683.88			
400	MICROSOFT CORP		09/14/2011	26.3740	10,549.62		10,683.88			
200	MICROSOFT CORP		09/22/2011	25.1368	5,027.36		5,341.94			
300	MICROSOFT CORP		05/01/2012	32.1039	9,631.16		8,012.81			
1,500	POSITION TOTAL	MSFT		26.7217	40,082.56	26.7097	40,084.55	(18.01)	1,380.00	3.44
500	OCCIDENTAL PETE CORP		02/27/2007	46.7455	23,372.75		38,305.00			
300	OCCIDENTAL PETE CORP		08/16/2009	69.8858	20,908.67		22,983.00			
600	POSITION TOTAL	OXY		55.3518	44,281.42	76.8100	61,288.00	17,006.58	1,728.00	2.82
1,150	ORACLE CORP	ORCL	10/07/2009	20.5818	23,669.06	33.3200	38,318.00	14,648.94	276.00	0.72
800	PACKAGING CORP AMER		08/10/2009	16.8162	13,452.16		30,776.00			

# Client Statement

JOHNSON FAMILY FOUNDATION

EIN: 13-7118242

NEUBERGER BERMAN

JPMCC Account: 541-18862 002  
Base Currency: USD  
NB Account Number: 550-01507

## Positions In Your Account

Quantity	Description	Ticker/Unit	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt. Value	Unrealized P/L	Annual Income	Yield
<b>EQUITIES (Continued)</b>										
500	PACKAGING CORP AMER		08/12/2009	16.6319	8,315.97		19,235.00			
1,300	POSITION TOTAL									
1,100	PFIZER INC	PKG		18.7447	21,788.13	38.4700	60,011.00	28,242.87	1,300.00	2.80
1,200	PFIZER INC		10/20/2010	17.7035	19,473.85		27,587.23			
2,300	POSITION TOTAL		11/10/2010	16.7509	20,700.00		30,096.16			
800	PIONEER NATURAL RESOURCES CO	PFE		17.2060	38,573.85	25.0753	57,882.39	18,108.54	2,208.00	3.83
500	ROCKWELL COLLINS INC	PXD	08/10/2009	28.5043	22,803.44	105.5900	85,272.00	62,468.56	64.00	0.08
200	ROCKWELL COLLINS INC		01/21/2011	63.6346	31,617.20		29,085.00			
700	POSITION TOTAL		02/14/2011	66.4412	13,288.24		11,634.00			
700	THE TRAVELERS COMPANIES INC	COL		64.4385	45,105.53	56.1700	40,718.00	(4,386.53)	840.00	2.06
300	THE TRAVELERS COMPANIES INC		02/02/2009	38.4130	26,889.11		50,274.00			
1,000	POSITION TOTAL		05/18/2009	40.0534	12,016.03		21,548.00			
100	UNILEVER N V	TRV		38.9051	38,905.14	71.8200	71,820.00	32,914.86	1,840.00	2.56
200	NEW YORK SHS NEW ADR		01/29/2009	23.0076	2,300.76		3,830.00			
200	UNILEVER N V		01/30/2009	22.2640	4,452.81		7,860.00			
200	NEW YORK SHS NEW ADR		02/05/2009	21.0658	4,213.17		7,860.00			
400	UNILEVER N V		04/28/2008	20.1941	8,077.64		15,320.00			
800	POSITION TOTAL									
1,100	UNUM GROUP	UN		21.1849	19,045.38	38.3000	34,470.00	15,424.62	537.80	2.72
1,400	UNUM GROUP		04/04/2005	16.6900	18,524.00		22,902.00			
2,500	POSITION TOTAL		08/10/2009	16.7822	23,453.04		29,148.00			
550	VIAVON INC	UNM		16.7218	41,877.04	20.8200	52,050.00	10,172.96	1,300.00	2.50
550	NEW CLASS B	VKB	10/04/2010	38.1197	19,463.83	62.7400	29,007.00	9,143.17	865.00	2.08

# Client Statement

JOHNSON FAMILY FOUNDATION

EIN: 13-7118242

NEUBERGER BERMAN

JPMCC Account: 541-18862 002  
Base Currency: USD  
NB Account Number: 550-01507

## Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total Cost <sup>(1)(4)(8)</sup>	Price	Mkt. Value	Unrealized <sup>(2)</sup> P/L	Annual <sup>(3)</sup> Income	Yield <sup>(10)</sup>
EQUITIES (Continued)										
TOTAL EQUITIES					640,137.70		1,058,292.44	418,154.74	20,653.80	1.95
GRAND TOTAL					1,877,783.64		2,451,877.56			

*J.D. Morgan*

JOHNSON FAMILY FOUNDATION, INC.  
Account Number: Q 73158-00-0 EIN: 13-7118242

**STATEMENT D-1**  
**Capital Gain and Loss Schedule**

**Short-Term Covered**

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
GREEN MOUNTAIN COFFEE INC	GMCRI 393122106		06/27/12 12/11/12	600.000	23,671.62	12,210.84		11,460.78
<b>Total Short-Term Covered</b>					<b>23,671.62</b>	<b>12,210.84</b>		<b>11,460.78</b>

*J.P. Morgan*

JOHNSON FAMILY FOUNDATION, INC.  
Account Number: Q 73158-00-0 EIN: 13-7118242

## Capital Gain and Loss Schedule

### Long-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ANHEUSER BUSCH INBEV SA/NV SPONS ADR	BUD 03524A108		02/18/11 12/13/12	200.000	17,471.99	10,958.00		6,513.99
ENCANA CORP	ECA 292505104		09/23/11 12/06/12	200.000	4,300.74	4,044.24		256.50
<b>Total Long-Term Covered</b>					<b>21,772.73</b>	<b>15,002.24</b>		<b>6,770.49</b>

*J.P. Morgan*

JOHNSON FAMILY FOUNDATION, INC.

Account Number: Q 73158-00-0

EIN: 13-7118242

## Capital Gain and Loss Schedule

### Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ABBOTT LABORATORIES	ABT 002824100		12/10/99 05/14/12	100.000	6,190.86	3,322.58		2,868.28
ABBOTT LABORATORIES	ABT 002824100		12/10/99 12/13/12	200.000	13,031.71	6,645.16		6,386.55
AXIS CAPITAL HOLDINGS LTD	AXS G0692U109		09/22/03 08/01/12	200.000	6,547.85	5,112.00		1,435.85
AXIS CAPITAL HOLDINGS LTD	AXS G0692U109		09/22/03 12/13/12	1,200.000	42,956.76	30,672.00		12,284.76
BAXTER INTERNATIONAL INC	BAX 071813109		03/18/03 12/13/12	100.000	6,557.85	2,053.69		4,504.16
BROOKFIELD ASSET MANAGEMENT INC CL A	BAM 112585104		11/21/07 12/13/12	200.000	7,065.90	6,725.34		340.56
CONOCOPHILLIPS	COP 20825C104		02/14/07 12/13/12	150.000	8,654.93	7,808.99		845.94
DOVER CORP	DOV 260003108		01/10/01 12/13/12	150.000	9,608.78	5,932.98		3,675.80
ENCANA CORP	ECA 292505104		04/25/03 12/06/12	600.000	12,902.23	5,132.40		7,769.83
ENCANA CORP	ECA 292505104		04/25/03 12/06/12	300.000	6,473.07	2,566.20		3,906.87

*J.P. Morgan*

JOHNSON FAMILY FOUNDATION, INC.  
Account Number: Q 73158-00-0 EIN: 13-7118242

## Capital Gain and Loss Schedule

### Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ENCANA CORP	ECA		04/25/03 12/07/12	1,300.000	27,651.16	11,120.20		16,530.96
ENSTAR GROUP LIMITED	292505104 ESGR		05/24/07 12/13/12	100.000	10,435.77	10,555.00		-119.23
INTERNATIONAL BUSINESS MACHINES CORP	G3075P101 IBM		07/28/10 12/13/12	60.000	11,529.34	7,706.84		3,822.50
JOHNSON & JOHNSON	459200101 JNJ		02/22/93 05/14/12	100.000	6,374.85	992.62		5,382.23
JOHNSON & JOHNSON	478160104 JNJ		02/22/93 05/18/12	100.000	6,355.90	992.63		5,363.27
JOHNSON & JOHNSON	478160104 JNJ		02/22/93 12/13/12	100.000	7,070.84	992.62		6,078.22
LABORATORY CORP AMERICAN HOLDINGS	LH		06/06/03 12/13/12	100.000	8,746.99	2,836.69		5,910.30
LOWES COMPANIES INC	50540R409 LOW		11/11/10 12/13/12	200.000	6,931.84	4,454.38		2,477.46
MERCK AND CO INC	548661107 MRK		02/22/93 12/13/12	100.000	4,385.93	1,718.77		2,667.16
MOLEX INC CL A NON-VOTING	58933Y105 MOLX		01/16/96 12/13/12	300.000	6,591.84	4,301.10		2,290.74
	608554200							

*J.D. Morgan*

JOHNSON FAMILY FOUNDATION, INC.  
Account Number: Q 73158-00-0 EIN: 13-7118242

## Capital Gain and Loss Schedule

### Long-Term Non Covered

Description	Stock and other symbol/ Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
NOBLE CORPORATION	NE		09/22/03	100.000	3,400.42	1,640.50		1,759.92
	H5833N103		12/13/12					
PHILLIPS 66	PSX-		02/14/07	325.000	10,832.73	10,056.44		776.29
	718546104		06/12/12					
PLAINS EXPLORATION & PRODUCTION	PXP		09/27/10	700.000	31,544.79	18,078.83		13,465.96
	726505100		12/13/12					
RENAISSANCERE HOLDING LTD	RNR		12/21/09	100.000	7,850.82	5,204.00		2,646.82
	G7496G103		05/14/12					
RENAISSANCERE HOLDING LTD	RNR		12/21/09	200.000	15,891.64	10,308.92		5,582.72
	G7496G103		12/13/12					
ROPER INDUSTRIES INC	ROP		11/02/94	200.000	22,262.50	1,203.00		21,059.50
	776696106		12/13/12					
SCHLUMBERGER LTD	SLB		12/22/08	100.000	7,246.84	3,899.24		3,347.60
	806857108		12/13/12					
WATERS CORP	WAT		05/03/02	100.000	8,311.81	2,704.82		5,606.99
	941848103		05/14/12					

*J.P. Morgan*

JOHNSON FAMILY FOUNDATION, INC.  
Account Number: Q 73158-00-0 EIN: 13-7118242

## Capital Gain and Loss Schedule

### Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
WATERS CORP	WAT		05/03/02	100.000	8,726.16	2,704.82		6,021.34
	941848103		12/13/12					
Total Long-Term Non Covered					332,132.11	177,442.76		154,689.35

TOTAL LONG TERM CAPITAL GAINS/(LOSSES)

161,459.84

## STATEMENT D-2

## CAPITAL GAINS SCHEDULE

PORTFOLIO NO. : XXX-XX507 002

FROM Jan 01, 2012 TO Dec 31, 2012

PAGE: 1

REG. REP - 002  
 PORTFOLIO NO. - 550-01507 (JPMCC NO. 541-18862 )  
 FISCAL YEAR END - 12/31  
 TAX EXEMPT CODE - N  
 DENOMINATED IN - U.S. Dollars  
 REPORT RUN DATE - Feb 19, 2013

JOHNSON FAMILY FOUNDATION EIN: 13-7118242  
 138 EAST 79TH STREET-APT #7-A  
 NEW YORK NY 10075-0328

DESCRIPTION	UNITS	ORIG	FACE	PURCHASE		SALE		PRICE ADJUSTED BASIS	PROCEEDS	SECURITY GAIN/LOSS	CURRENCY DISCOUNT	INC
				DATE	PRICE	DATE	PRICE					
				FX RATE	MMY	CURR	FX RATE	ORIGINAL COST				
===== CAPITAL GAINS - COVERED =====												
CARPENTER TECHNO	200.000	09/07/12		49.32	12/13/12		49.24	9,864.90	9,847.93	-16.97	ST	
INTERNATIONAL PA	150.000	09/07/12		36.21	12/13/12		37.65	5,432.11	5,647.52	215.41	ST	
MICROSOFT CORP	400.000	05/01/12		32.10	12/13/12		27.23	12,841.57	10,889.91	-1,951.66	ST	
	750							28,138.58	26,385.36	-1,753.22	ST	
===== CAPITAL GAINS - NONCOVERED =====												
ABBOTT LABORATOR	100.000	03/22/11		47.97	07/16/12		65.50	4,796.92	6,550.15	1,753.23	LT	
*SAME AS ABOVE*	50.000	03/22/11		47.97	12/13/12		65.56	2,398.46	3,277.90	879.44	LT	
*SAME AS ABOVE*	100.000	02/14/11		45.99	12/13/12		65.56	4,598.97	6,555.79	1,956.82	LT	
CABOT OIL & GAS	200.000	04/20/11		26.80	12/13/12		47.45	5,359.89	9,489.45	4,129.56	LT	
ROCKWELL COLLINS	200.000	02/14/11		66.44	12/13/12		56.70	13,288.24	11,339.03	-1,949.21	LT	
	650							30,442.48	37,212.32	6,769.84	LT	
===== SECTION TOTAL =====												
			1,400					58,581.06	63,597.68	-1,753.22	ST	
===== SECTION TOTAL =====												
										6,769.84	LT	
===== CAPITAL GAINS - NONCOVERED =====												
EOT CORPORATION	550.000	04/29/09		35.81	04/18/12		45.93	19,693.20	25,261.53	5,568.33	LT	
AMERICAN EXPRESS	150.000	10/05/10		38.17	04/27/12		60.40	5,725.27	9,060.10	3,334.83	LT	
PIONEER NATURAL	150.000	06/10/09		28.50	06/06/12		94.11	4,275.65	14,116.62	9,840.97	LT	
TRAVELERS COMPAN	150.000	05/18/09		40.05	07/16/12		62.69	6,008.01	9,403.13	3,395.12	LT	
PACKAGING CORP A	500.000	06/10/09		16.82	09/07/12		33.20	8,407.60	16,600.22	8,192.62	LT	
PIONEER NATURAL	100.000	06/10/09		28.50	09/14/12		114.40	2,850.43	11,439.91	8,589.48	LT	
MCDONALDS CORP	50.000	08/28/09		56.05	09/18/12		92.86	2,802.33	4,642.92	1,840.59	LT	
*SAME AS ABOVE*	50.000	05/18/09		53.85	09/18/12		92.86	2,692.30	4,642.92	1,950.61	LT	
*SAME AS ABOVE*	50.000	05/18/09		53.85	09/28/12		91.36	2,692.30	4,567.94	1,875.64	LT	

PORTFOLIO NO. : NB 550-D1507 (JPMCC - 541-18862)

JOHNSON FAMILY FOUNDATION EIR 13-718242

CAPITAL GAINS SCHEDULE

FROM Jan 01, 2012 TO Dec 31, 2012

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DESCRIPTION	UNITS ORIG FACE	PURCHASE		SALE		PRICE FX RATE	ADJUSTED BASIS ORIGINAL COST	PROCEEDS	SECURITY AND GAIN/LOSS	CURRENCY Q/L DISCOUNT INC
		DATE	PRICE FX RATE	DATE	PRICE FX RATE					
ABBOTT LABORATOR	50.000	05/18/09	43.03	12/13/12	65.56		2,151.44	3,277.89	1,126.45	LT
***ACCENTURE PLC	150.000	05/18/09	29.81	12/13/12	69.55		4,471.81	10,432.77	5,960.96	LT
AMERICAN EXPRESS	100.000	10/05/10	38.17	12/13/12	57.57		3,816.85	5,756.56	1,939.71	LT
AMGEN CORP	100.000	10/04/10	54.97	12/13/12	88.81		5,497.20	8,880.90	3,383.70	LT
ANADARKO PETROLE	150.000	10/15/10	57.45	12/13/12	74.92		8,617.09	11,237.89	2,620.80	LT
CABOT OIL & GAS	100.000	04/29/09	15.65	12/13/12	47.45		1,565.36	4,744.72	3,179.36	LT
CHUBB CORP	50.000	10/04/10	56.02	12/13/12	77.29		2,801.24	3,864.28	1,063.04	LT
INTERNATIONAL BU	50.000	06/11/07	103.48	12/13/12	191.95		5,174.14	9,597.19	4,423.05	LT
MACHINES CORP										
***SAME AS ABOVE*										
MCDONALDS CORP	100.000	04/04/05	90.30	12/13/12	191.95		9,045.28	19,194.39	10,149.11	LT
PIONEER NATURAL	200.000	05/18/09	53.85	12/13/12	89.26		10,769.20	17,851.32	7,082.12	LT
OCCIDENTAL PETE	200.000	06/10/09	28.50	12/13/12	103.28		5,700.86	20,654.69	14,953.83	LT
PACKAGING CORP A	200.000	08/18/09	69.70	12/13/12	75.44		13,939.11	15,087.44	1,148.33	LT
ORACLE CORP	300.000	06/10/09	16.82	12/13/12	36.85		5,044.56	11,053.94	6,009.38	LT
PFIZER INC	300.000	10/07/09	20.58	12/13/12	31.51		6,174.54	9,453.44	3,278.90	LT
TRAVELERS COMPAN	600.000	10/20/10	17.70	12/13/12	25.38		10,622.10	15,229.03	4,606.93	LT
***UNILEVER N V	200.000	05/18/09	40.05	12/13/12	73.57		8,010.69	14,714.41	6,703.72	LT
NEW YORK SHS NEW	100.000	10/30/08	23.36	12/13/12	38.40		2,335.76	3,839.74	1,503.98	LT
***SAME AS ABOVE*										
UNUM GROUP	100.000	01/29/09	23.01	12/13/12	38.40		2,300.76	3,839.74	1,538.98	LT
VIACOM INC	600.000	04/04/05	16.69	12/13/12	20.95		10,104.00	12,567.31	2,463.31	LT
NEW CLASS B	100.000	10/04/10	36.12	12/13/12	53.46		3,611.57	5,346.23	1,734.66	LT
COVANTA HOLDING	300.000	10/04/10	15.31	12/13/12	18.39		4,679.49	5,515.76	836.27	LT
ABBOTT LABORATOR	100.000	05/18/09	43.03	12/31/12	64.51		4,302.87	6,450.63	2,147.76	LT
***SAME AS ABOVE*	100.000	04/29/09	42.80	12/31/12	64.51		4,279.90	6,450.62	2,170.72	LT
	6.000						181,580.14	311,874.92	0.00	ST
									130,294.78	LT
TOTAL SHORT TERM CAPITAL GAIN/(LOSS)										-1,753.22
TOTAL LONG TERM CAPITAL GAIN/(LOSS)										137,064.62