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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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE JOHNSON FAMILY FOUNDATION, INC.

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

582 ISLAND DRIVE

City or town, state, and ZIP code

PALM BEACH, FL 33480

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 5,102,769. (Part I, column (d) must be on cash basis)

A Employer identification number

13-7118242

B Telephone number

646-205-1557

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 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)
1	Contributions, gifts, grants, etc., received	7,500.			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3	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	RECEIVED 359,759.	352,259.	0.	0.
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.
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:	<352,895. >	309,219.	0.	
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0)				
c	Adjusted net income (if negative, enter -0)				

Operating and Administrative Expenses
MAY 17 2013

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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		44,689.	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	STMT 6		
	b	Investments - corporate stock		2,130,388.	1,877,784.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans	STMT 7		
	13	Investments - other		2,226,329.	2,169,252.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
Liabilities	16	Total assets (to be completed by all filers)		4,401,406.	4,049,043.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)		0.	0.
		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 checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	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) ► <u>NON DIVIDEND DISTRIBUTIONS</u>	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)	{ 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 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 ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a	8,320.
6b	
6c	
6d	

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

2,136. Refunded ►

7	8,320.
8	
9	
10	2,136.
11	0.

Part VII-A Statements Regarding Activities

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?

	Yes	No
1a		X
1b		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.

1c	X
----	---

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

2	X
---	---

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

3	X
---	---

4a	X
----	---

If "Yes," attach a detailed description of the activities.

4b	
----	--

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

5	X
---	---

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

N/A	
-----	--

b If "Yes," has it filed a tax return on Form 990-T for this year?

6	X
---	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

7	X
---	---

8b	X
----	---

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

9	X
---	---

10	X
----	---

NY	
----	--

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

NY	
----	--

NY

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)

NY	
----	--

NY	
----	--

NY	
----	--

of each state as required by General Instruction G? If "No," attach explanation

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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	<input checked="" type="checkbox"/>	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	<input type="checkbox"/>	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>	
Website address ► N/A				
14	The books are in care of ► THOMAS S. JOHNSON Located at ► 582 ISLAND DRIVE, PALM BEACH, FL	Telephone no. ► 212-503-8800 ZIP+4 ► 33480		
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	<input type="checkbox"/>	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	<input checked="" type="checkbox"/>	Yes
			<input type="checkbox"/>	No
			<input checked="" type="checkbox"/>	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? (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
		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
		<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	<input checked="" type="checkbox"/> X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 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
		<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? 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	<input checked="" type="checkbox"/> X
		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4b			

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



5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

N/A

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. 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


0

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

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

Expenses

1 NONE		
		0.
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NONE		
		0.
2		
3		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3


0.

Form 990-PF (2012)

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
1 Distributable amount for 2012 from Part XI, line 7				272,628.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,399,075.			
b From 2008	1,028,507.			
c From 2009	1,240,917.			
d From 2010	436,222.			
e From 2011	293,118.			
f Total of lines 3a through e	4,397,839.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 661,000.			0.	
a Applied to 2011, but not more than line 2a				
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 2012 distributable amount				272,628.
e Remaining amount distributed out of corpus	388,372.			
5 Excess distributions carryover applied to 2012 (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:	4,786,211.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,399,075.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,387,136.			
10 Analysis of line 9:				
a Excess from 2008	1,028,507.			
b Excess from 2009	1,240,917.			
c Excess from 2010	436,222.			
d Excess from 2011	293,118.			
e Excess from 2012	388,372.			

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 <u>NANTUCKET, MA 02554</u>	NONE	501(C)(3)	GENERAL SUPPORT	7,500.
BETHEL ENSLEY ACTION TASK INC. 1524 AVENUE D <u>BIRMINGHAM, AL 35218</u>	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE <u>NEW LONDON, CT 06320</u>	NONE	501(C)(3)	GENERAL SUPPORT	50,000.
GEORGETOWN UNIVERSITY 3604 O STREET NW <u>WASHINGTON, DC 20097</u>	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
HARVARD BUSINESS SCHOOL ROCK CENTER 318 SOLDIERS FIELD <u>BOSTON, MA 02163</u>	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 657,000.
b Approved for future payment				
NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	101,568.
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				18	250,691.
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)		0.		352,259.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	352,259.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

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.

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

Signature of officer or trustee

Date

► PRESIDENT

Title

Paid Preparer Use Only	Print/Type preparer's name SARA RABI	Preparer's signature <i>Sara Rabi</i>	Date 5/6/13	Check <input type="checkbox"/> if self-employed	PTIN P00103265
	Firm's name ► MARKS PANETH & SHRON LLP			Firm's EIN ► 11-3518842	
	Firm's address ► 685 THIRD AVENUE NEW YORK, NY 10017			Phone no. 212 503-8800	

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****Employer identification number**THE JOHNSON FAMILY FOUNDATION, INC.13-7118242**Organization type (check one):****Filers of:**

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 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).

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

THE JOHNSON FAMILY FOUNDATION, INC.

Employer identification number

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
1	THOMAS JOHNSON 136 EAST 79TH STREET, 7A NEW YORK, NY 10075	\$ 7,500.	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)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

THE JOHNSON FAMILY FOUNDATION, INC.

Employer identification number

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
		\$ _____	_____
(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
		\$ _____	_____

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

Use duplicate copies of Part III if additional space is needed

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
	<p style="text-align: center;">(e) Transfer of gift</p> <p>Transferee's name, address, and ZIP + 4</p> <hr/> <hr/> <hr/>	<p>Relationship of transferor to transferee</p> <hr/> <hr/> <hr/>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<p style="text-align: center;">(e) Transfer of gift</p> <p>Transferee's name, address, and ZIP + 4</p> <hr/> <hr/> <hr/>	<p>Relationship of transferor to transferee</p> <hr/> <hr/> <hr/>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<p style="text-align: center;">(e) Transfer of gift</p> <p>Transferee's name, address, and ZIP + 4</p> <hr/> <hr/> <hr/>	<p>Relationship of transferor to transferee</p> <hr/> <hr/> <hr/>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<p style="text-align: center;">(e) Transfer of gift</p> <p>Transferee's name, address, and ZIP + 4</p> <hr/> <hr/> <hr/>	<p>Relationship of transferor to transferee</p> <hr/> <hr/> <hr/>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<p style="text-align: center;">(e) Transfer of gift</p> <p>Transferee's name, address, and ZIP + 4</p> <hr/> <hr/> <hr/>	<p>Relationship of transferor to transferee</p> <hr/> <hr/> <hr/>	

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
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

THE JOHNSON FAMILY FOUNDATION, INC.

13-7118242

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

THE JOHNSON FAMILY FOUNDATION, INC.

13-7118242

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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 - PASSTHROUGH PORTFOLIO DEDUCTIONS	28.	28.	0.	0.
NIBMO PARTNERS - PASSTHROUGH 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. 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
US Large Cap Equity							
ABBOTT LABORATORIES 02824-10-0 ABT	65.50	700.000	45,850.00	16,147.73 **	N/A	392.00	0.85 %
BAXTER INTERNATIONAL INC 071813-10-9 BAX	68.68	850.000	56,661.00	17,456.37	39,204.63	1,530.00	2.70 %
CONOCOPHILLIPS 20825C-10-4 COP	57.99	500.000	28,995.00	26,029.98	2,965.02	427.50	4.55 %
DEVON ENERGY CORP 25179M-10-3 DVN	52.04	1,000.000	52,040.00	52,909.30	(869.30)	1,320.00	4.55 %
DOVER CORP 260003-10-8 DOV	65.71	600.000	39,426.00	22,509.30	800.00	800.00	1.54 %
FLUOR CORP 343412-10-2 FLR	58.74	480.000	28,185.20	17,661.17	10,534.03	840.00	2.13 %
GOOGLE INC CL A 38239P-50-8 GOOG	707.38	40.000	28,295.20	24,357.24	3,937.96	307.20	1.09 %
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	11,346.78	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 546661-10-7 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
US Large Cap Equity							
MERCK AND CO INC 58933Y-10-5 MRK	40.94	800.000	32,752.00	11,481.40 **	N/A	1,378.00	4.20 %
ROPER INDUSTRIES INC 776686-10-6 ROP	111.48	500.000	55,740.00	3,007.50	52,732.50	330.00	0.59 %
SCHLUMBERGER LTD 806857-10-8 SLB	69.30	300.000	20,789.70	11,432.78	9,356.92	330.00	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	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	1.61 %
US Small/Mid Cap Equity							
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 MOLEX 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	49,100.000	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	(\$242,281.96)	\$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. Accred Div.	Yield
Non-US Equity							
ANHEUSER BUSCH INBEV SA/NV 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 G7496G-10-3 RNR	81.26	500.000	40,630.00	25,772.30	14,857.70	540.00	1.33%
Total Non-US Equity			\$180,841.00	\$127,676.39	\$53,164.61	\$2,161.00	1.20%
Emerging Market Equity							
SUBSEA 7 S A ADIR 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: 841-18862-002
Base Currency: USD
NB Account Number: 55001507

Positions In Your Account

Quantity	Description	Purchase Date	Average (Wkly)	Total (Wkly)	Mrkt. Value	Unrealized P/L	Annual(6) Income	Yield (10)
			Cost	Cost	Price	P/L		

EQUITIES

700	ABBOTT LABORATORIES	04/29/2009	42.790	28,959.27	46,850.00			
100	ABBOTT LABORATORIES	05/18/2009	43.0287	4,302.87	6,580.40			
800	POSITION TOTAL							
500	ACCENTURE PLC IRELAND	02/07/2009	34.26277	65,500.00	62,400.00	18,137.85	446.00	0.85
	SHS CLA							
50	ACCENTURE PLC IRELAND	05/18/2009	29.0452	14,522.60	33,260.00			
	SHS CLA							
500	POSITION TOTAL							
	ACN	26.1149	18,013.21	68,500.00	38,575.00	20,651.79	891.00	2.44
	AXP	10/06/2010	38.1865	15,287.39	57,486.00	22,692.00	7,724.61	320.00
350	AMGEN INC	10/04/2010	54.9720	19,240.20	86,200.00	30,170.00	10,929.80	658.00
	AMGN							
600	ANADARKO PETROLEUM CORP	04/06/2005	38.2401	19,857.85	37,165.00			
50	ANADARKO PETROLEUM CORP	01/15/2010	57.4473	2,872.37				
550	POSITION TOTAL							
200	BOEING CO	07/18/2012	40.8853	22,529.82	74,310.00	40,870.50	18,340.58	198.00
	BA	07/22/2012	72.5938	14,473.58	16,072.00			
200	BOEING CO	07/22/2012	72.5462	14,509.23	16,072.00			
400	POSITION TOTAL							
1,000	CABOT OIL & GAS CORP	02/02/2009	72.4645	78,965.81	75,380.00	30,144.00	3,158.18	40,740.00
	CA	02/02/2009	12.3327	13,132.85	13,132.85			
	CA							

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)(K)(9)	Mkt. Value	Unrealized(2)	Annual(6) Income	(10) Yield
EQUITIES (Continued)									
300	CABOT OIL & GAS CORP	COG	04/29/2009	15.6537	4,696.10	14,922.00			
1,300	POSITION TOTAL			13.7144	17,824.75	49,749.00	46,833.25	104.00	0.16
550	CARPENTER TECHNOLOGY CORP			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	CFS		28.5492	22,839.34	51,630.00	41,304.00	18,454.96	1.39
200	CHUBB CORP	CB	10/04/2010	56.0248	11,204.96	75,320.00	15,064.00	3,858.04	2.18
1,200	COVANTA HOLDING CORPORATION	CVA	10/04/2010	16.5983	18,717.97	18,420.00	22,104.00	3,386.33	2.26
500	INTERNATIONAL BUSINESS MACHINES CORP	IBM	04/04/2005	90.3028	45,226.40	191,5500	95,775.00	50,548.50	1.77
850	INTERNATIONAL PAPER CO	IP	03/22/2011	26.8039	14,742.12	21,812.00			
150	INTERNATIONAL PAPER CO		08/07/2012	54.3211	5,978.00				
700	POSITION TOTAL	MCD	05/18/2009	28.8203	20,174.23	39,8400	27,888.00	7,713.77	3.01
200	MCDONALDS CORP			53.8460	10,769.20	88,2100	17,642.00	6,872.80	616.00
200	MICROSOFT CORP	MSFT	08/17/2011	25.0862	5,017.24				
400	MICROSOFT CORP		08/18/2011	24.8429	9,857.16				
400	MICROSOFT CORP		09/14/2011	26.3740	10,548.62				
200	MICROSOFT CORP		09/22/2011	25.1368	5,021.36				
300	MICROSOFT CORP		05/01/2012	32.1039	9,631.18				
1,500	POSITION TOTAL	MSFT		26.7217	40,082.56	26,7097	40,084.55	(18.01)	1,389.00
500	Occidental Petre Corp		02/27/2007	46.7455	23,372.75				
300	Occidental Petre Corp		08/16/2009	69.8858	20,908.67				
810	POSITION TOTAL	OXY		65.3518	44,281.42	76,8100	61,289.00	17,005.68	1,728.00
1,150	ORACLE CORP	ORCL	10/07/2009	20.5818	23,669.06	33,3200	38,318.00	14,643.94	278.00
801	PACKAGING CORP AMER		08/10/2008	16.8162	13,452.16				
									36,776.00

Client Statement

JOHNSON FAMILY FOUNDATION

EIN: 13-7118242

Positions In Your Account

NEUBERGER Berman

JPMCC Account: 541-188802-002
Base Currency: USD
NB Account Number: 550-01507

Quantity	Description	Purchase Date	Ticket/Cusip	Average Unit Cost	Total (XXX.XX)	Mkt. Value	Unrealized(2)	Annual(3)	Income	Yield
EQUITIES (Continued)				Price		P/L				
600	PACKAGING CORP AMER	08/12/2009	16.6319	8.315.87	19,226.00	28,242.87	1,306.80	2.60		
	POSITION TOTAL		18.7447	21,738.13						
1,100	PFIZER INC	10/20/2010	17.7035	19,473.65						
1,200	PFIZER INC	11/10/2010	16.7505	20,100.00						
2,300	POSITION TOTAL		17.2080	38,573.65						
800	PIONEER NATURAL RESOURCES CO	08/10/2009	28.5043	22,803.44	25,079.51	16,406.64	2,208.00	3.83		
500	ROCKWELL COLLINS INC	01/21/2011	63.6346	31,811.28	106,500.00	85,272.00	62,468.56	64.00	9.08	
200	ROCKWELL COLLINS INC	02/14/2011	66.4412	13,288.24			29,085.00			
700	POSITION TOTAL		64.4385	48,105.63	56,170.00	40,718.00	(4,368.53)	840.00	2.05	
700	THE TRAVELERS COMPANIES INC	02/02/2009	38.4130	26,899.11						
300	THE TRAVELERS COMPANIES INC	05/18/2009	40.0524	12,166.03			50,274.00			
1,000	POSITION TOTAL		38.9051	38,905.14	71,320.00	21,546.00				
100	UNILEVER NV	01/28/2008	23.0078	2,300.78			2,830.00			
200	UNILEVER NV	01/30/2009	22.2840	4,456.81			7,860.00			
200	UNILEVER NV	02/08/2009	21.0858	4,213.17			7,680.00			
400	UNILEVER NV	04/28/2009	20.1941	8,077.84			15,320.00			
600	POSITION TOTAL									
1,100	UNUM GROUP	04/04/2005	21.1849	19,308.38	35,3000	34,470.00	16,421.82	937.80	2.72	
1,400	UNUM GROUP	08/02/2009	16.6900	18,624.00			22,392.00			
500	POSITION TOTAL		16.7822	23,433.04			28,148.00			
800	VIACOM INC	10/04/2010	16.7241	41,877.04	20,8200	52,050.00	10,072.96	1,300.00	2.30	
800	VIACOM INC	10/11/2010	18.1157	39,863.63	62,7400	28,007.00	6,143.37	65,500	2.08	

Client Statement

JOHNSON FAMILY FOUNDATION

EIN: 13-7118242

Positions In Your Account

NEUBERGER BERMAN

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

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total (1)(X)(g)	Cost	Price	Mkt. Value	Unrealized (2) P/L	Annual (3) Income	(1)
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				



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

STATEMENT D-1
Capital Gain and Loss Schedule

Short-Term Covered

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



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

Capital Gain and Loss Schedule

Long-Term Covered

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

J.P. Morgan

JOHNSON FAMILY FOUNDATION, INC.
Account Number: Q 73155-00-0
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		12/10/99	100.000	6,190.86	3,322.58		2,888.28
	002924100		05/14/12					
AXIS CAPITAL HOLDINGS LTD	ABT		12/10/99	200.000	13,031.71	6,645.16		6,386.55
	002924100		12/13/12					
AXIS CAPITAL HOLDINGS LTD	AXS		09/22/03	200.000	6,547.85	5,112.00		1,435.85
	G0692U109		08/01/12					
BAXTER INTERNATIONAL INC	AXS		09/22/03	1,200.000	42,956.76	30,672.00		12,284.76
	G0692U109		12/13/12					
BAXTER INTERNATIONAL INC	BAX		03/18/03	100.000	6,557.85	2,053.69		4,504.16
	071813109		12/13/12					
BROOKFIELD ASSET MANAGEMENT INC	BAM		11/21/07	200.000	7,065.90	6,725.34		340.56
	112585104		12/13/12					
CONOCOPHILLIPS	COP		02/14/07	150.000	8,654.93	7,808.99		845.94
	20825C104		12/13/12					
DOVER CORP	DOV		01/10/01	150.000	9,608.78	5,932.98		3,675.80
	260003108		12/13/12					
ENCANA CORP	ECA		04/25/03	600.000	12,902.23	5,132.40		7,769.83
	292505104		12/06/12					
ENCANA CORP	ECA		04/25/03	300.000	6,473.07	2,566.20		3,906.87
	292505104		12/06/12					



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 292505104	04/25/03 12/07/12		1,300.000	27,651.16	11,120.20		16,530.96
ENSTAR GROUP LIMITED	ESGR G3075P101	05/24/07 12/13/12		100.000	10,435.77	10,555.00		-119.23
INTERNATIONAL BUSINESS MACHINES CORP	IBM 459200101	07/28/10 12/13/12		60.000	11,529.34	7,706.84		3,822.50
JOHNSON & JOHNSON	JNJ 478160104	02/22/93 05/14/12		100.000	6,374.85	992.62		5,382.23
JOHNSON & JOHNSON	JNJ 478160104	02/22/93 05/18/12		100.000	6,355.90	992.63		5,363.27
JOHNSON & JOHNSON	JNJ 478160104	02/22/93 12/13/12		100.000	7,070.84	992.62		6,078.22
LABORATORY CORP AMERICAN HOLDINGS	LH 50540R409	06/06/03 12/13/12		100.000	8,746.99	2,836.69		5,910.30
LOWES COMPANIES INC	LOW 548661107	11/11/10 12/13/12		200.000	6,931.84	4,454.38		2,477.46
MERCK AND CO INC	MRK 58933Y105	02/22/93 12/13/12		100.000	4,385.93	1,718.77		2,667.16
MOLEX INC CL A NON-VOTING	MOLX 608554200	01/16/96 12/13/12		300.000	6,591.84	4,301.10		2,290.74



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

Capital Gain and Loss Schedule

Long-Term Non Covered

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

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	941848103	05/03/02 12/13/12	100.000	8,726.16	2,704.82		6,021.34
Total Long-Term Non Covered				332,132.11	177,442.76			154,669.35

TOTAL LONG TERM CAPITAL GAINS/(LOSSES)

353,904.84 192,445.00 161,459.84

STATEMENT D-2

CAPITAL GAINS SCHEDULE

Portfolio No. 3 XXX-XX507 002

From Jan 01, 2012 To Dec 31, 2012

PAGE:

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	PURCHASE UNITS DATE	PURCHASE PRICE	SALE UNITS DATE	SALE PRICE	ADJUSTED BASIS	PROCEEDS	SECURITY IND	CURRENCY G/L	GAIN/LOSS	DISCOUNT % INC
===== 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	
ABBOOTT 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	0.00	ST	
SECTION TOTAL	1,400							6,769.84	LT	
===== CAPITAL GAINS - NONCOVERED =====										
EQT 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	4,642.91	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	

