Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation		A Employer identification number
Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc.		31-1613890
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number
505 S. Flagler Drive	1460	561-659-2005
City or town, state, and ZIP code		C If exemption application is pending, check here ▶ ☐
West Palm Beach, FL 33401		

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 156,254,090.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	11,060.			Statement 1
4 Dividends and interest from securities	2,978,973.	2,978,973.		Statement 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,390,188.			
b Gross sales price for all assets on line 6a 5,390,188.				
7 Capital gain net income (from Part IV, line 2)		5,390,188.		
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	1,224,056.	1,293,596.		Statement 3
12 **Total** Add lines 1 through 11	9,604,277.	9,662,757.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	541,229.	135,307.		405,922.
14 Other employee salaries and wages	86,119.	4,306.		81,813.
15 Pension plans, employee benefits	131,639.	26,328.		105,311.
16a Legal fees Stmt 4	3,764.	3,764.		0.
b Accounting fees Stmt 5	30,310.	6,405.		23,905.
c Other professional fees Stmt 6	383,885.	308,702.		75,183.
17 Interest	169,535.	169,535.		0.
18 Taxes Stmt 7	386,972.	89,548.		0.
19 Depreciation and depletion				
20 Occupancy	86,539.	0.		86,539.
21 Travel, conferences, and meetings	148,240.	37,060.		111,180.
22 Printing and publications	10,283.	0.		10,283.
23 Other expenses Stmt 8	1,126,482.	1,086,969.		38,108.
24 **Total operating and administrative expenses.** Add lines 13 through 23	3,104,997.	1,867,924.		938,244.
25 Contributions, gifts, grants paid	6,661,571.			6,661,571.
26 **Total expenses and disbursements** Add lines 24 and 25	9,766,568.	1,867,924.		7,599,815.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<162,291.>			
b **Net investment income** (if negative, enter -0-)		7,794,833.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	856,878.	6,121,703.	6,121,703.
	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 9	136,663,840.	131,236,724.	150,132,387.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	137,520,718.	137,358,427.	156,254,090.
Liabilities	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 ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	137,520,718.	137,358,427.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	137,520,718.	137,358,427.	
	31 **Total liabilities and net assets/fund balances**	137,520,718.	137,358,427.	

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	137,520,718.
2	Enter amount from Part I, line 27a	2	<162,291.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	137,358,427.
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	137,358,427.

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	Short-term capital gains/losses from K-1s	P		
b	Long-term capital gains/losses from K-1s	P		
c	Sec 1231 gains/losses from K-1s	P		
d	Capital gains/losses from liquidations	P		
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	293,584.			293,584.
b	4,512,489.			4,512,489.
c	64,461.			64,461.
d	519,654.			519,654.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				293,584.
b				4,512,489.
c				64,461.
d				519,654.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	5,390,188.
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	7,070,616.	155,921,665.	.045347
2010	6,556,314.	144,266,335.	.045446
2009	7,736,749.	131,602,141.	.058789
2008	8,158,232.	158,234,387.	.051558
2007	7,715,302.	175,409,277.	.043985

2 **Total** of line 1, column (d)	2	.245125
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	.049025
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	153,165,422.
5 Multiply line 4 by line 3	5	7,508,935.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	77,948.
7 Add lines 5 and 6	7	7,586,883.
8 Enter qualifying distributions from Part XII, line 4	8	7,599,815.

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

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 ▶ [X] and enter 1% of Part I, line 27b		1	77,948.
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	77,948.
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	77,948.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 152,195.		
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	152,195.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment**. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	74,247.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 74,247. **Refunded** ▶		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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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.			
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? *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? N/A	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) ▶ FL			
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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ www.jsf.bz

14 The books are in care of ▶ Mr. Richard Krause Telephone no. ▶ 561-659-2005

Located at ▶ 505 S. Flagler Drive, Ste. 1460, West Palm Beach, ZIP+4 ▶ 33401

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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? ☐ Yes ☒ 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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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
See Statement 10		541,229.	47,324.	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
Sharon Wood - 505 S. Flagler Drive, Ste. 1460, West Palm Beach, FL 33401	Grants Administrator 40.00	86,119.	10,334.	0.
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
Cambridge Associates, Inc. - 2730 Sand Hill Road, Ste. 300, Menlo Park, CA 94025	Investment Advisory	308,702.
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 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	153,216,939.
b	Average of monthly cash balances			1b	2,280,951.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	155,497,890.
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	155,497,890.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	2,332,468.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	153,165,422.
6	**Minimum investment return** Enter 5% of line 5			6	7,658,271.

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	7,658,271.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	77,948.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	77,948.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	7,580,323.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	7,580,323.
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	7,580,323.

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	7,599,815.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,599,815.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	77,948.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	7,521,867.

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				7,580,323.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			7,491,156.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 7,599,815.				
a Applied to 2011, but not more than line 2a			7,491,156.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				108,659.
e Remaining amount distributed out of corpus	0.			
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:**				
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				7,471,664.
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	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

1 **Information Regarding Foundation Managers:**

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

None

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:

See Statement 11

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Aaniiih Nakoda College P.O. Box 159 Harlem, MT 59526			Educational Grant	10,000.
Berklee College of Music 1140 Boylston Street Boston, MA 02215			Educational Grant	50,000.
Blackfeet Community College 504 SE Boundry Street Browning, MT 59417			Educational Grant	91,000.
Blossom School for the Deaf 14088 Icot Blvd. Clearwater, FL 33760			Mission Related Grant	25,000.
CAPE Fund L.P. 759 Square-Victoria Montreal, Quebec, CANADA			Mission Related Grant	210,672.
Total See continuation sheet(s)			▶ 3a	6,661,571.
b Approved for future payment None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	11,060.	
4 Dividends and interest from securities			14	2,978,973.	
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	900099	<69,540.>	15	1,293,596.	
8 Gain or (loss) from sales of assets other than inventory			18		5,390,188.
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)		<69,540.>		4,283,629.	5,390,188.

13 Total. Add line 12, columns (b), (d), and (e) 13 9,604,277.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	Not applicable

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Richard A Krause | Oct 14, 2013 | CFO

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Isabella LunsfordCPA	I Lunsford	10/1/13		P00642327
Firm's name ▶ Templeton & Company, LLP			Firm's EIN ▶ 14-1918990	
Firm's address ▶ 222 Lakeview Avenue, Suite 1200 West Palm Beach, FL 33401			Phone no. 561-798-9988	

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12-05-12

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
Chair Scholars Foundation 16101 Carencia Lane Odessa, FL 33556-3278			Educational Grant	25,000.
Christie Foundation 9857 St. Augustine Rd. Suite 6 Jacksonville, FL 32254			Educational Grant	15,000.
Clarke School for the Deaf Round Hill Road Northampton, MA 01060			Educational Grant	47,500.
Cumberland Health Care Fdn. 19428 Highway 2 RR6 Amherst, Nova Scotia, CANADA			Educational Grant	15,000.
Dalhousie Foundation 6385 South Street Halifax, Nova Scotia, CANADA			Educational Grant	3,000.
Dalhousie University 6385 South Street Halifax, Nova Scotia, CANADA			Educational Grant	150,000.
East Stroudsberg Area School District 50 Vine Street East Stroudsberg, PA 18301			Educational Grant	100.
East Stroudsberg University Foundation 200 Prospect Street East Stroudsberg, PA 18301			Educational Grant	50.
Edge Foundation 2017 Fairview Ave. East Suite 1 Seattle, WA 98102			Mission Related Grants	150,000.
First Nations Development Institute 703 - 3rd Avenue, Ste. B Longmont, CO 80501			Educational Grant	100,000.
Total from continuation sheets				6,274,899.

Theodore R. and Vivian M.
Johnson Scholarship Foundation, Inc. 31-1613890

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
First People's Fund P.O. Box 2977 Rapid City, SD 57709			Educational Grant	13,500.
Flagler College P.O. Box 1027 St Augustine, FL 32085-1027			Educational Grant	100.
Florida Philanthropic Network 1211 N. Westshore Blvd. #314 Tampa, FL 33607			Mission Related Grant	1,000.
Florida State University System 325 West Gaines Street, Suite 1614 Tallahassee, FL 32399			Educational Grant	550,000.
Food & Friends, Inc. 219 Riggs Road NE Washington, DC 20011			Educational Grant	5,000.
Friends of the Beau School for the Deaf, Inc. P.O. Box 8625 Silver Springs, MD 20907-8625			Educational Grant	17,000.
Gallaudet University 800 Florida Avenue, NE Washington, DC 20002			Educational Grant	475,000.
Gonzaga University 502 East Boone Avenue Spokane, WA 992580102			Educational Grant	50,000.
Grantmakers for Education 720 SW Washington St, Suite 605 Portland, OR 97205			Educational Grant	500.
Harvard University Massachusetts Hall Cambridge, MA 02138			Educational Grant	1,000.
Total from continuation sheets				

Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc. 31-1613890

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
Heritage University 3240 Fort Road Toppenish, WA 98948			Educational Grant	34,250.
Institute of American Indian Art 83 Avan Nupo Road Santa Fe, NM 87508			Educational Grant	40,000.
Landmark East School 708 Main Street Wolfville, Nova Scotia, CANADA			Educational Grant	50,000.
Little Big Horn College 8645 S. Weaver Drive Crow Agency, MT 59022			Educational Grant	47,600.
Maricopa County Community College Foundation 2411 West 14th Street Tempe, AZ 85281			Educational Grant	40,000.
Mocean Dance Society P.O. Box 783 Halifax, Nova Scotia, CANADA			Educational Grant	5,000.
Mount Allison University 62 York Street Sackville, New Brunswick, CANADA E4L 1H3			Educational Grant	25,000.
Mount Saint Vincent University 166 Bedford Highway Halifax, Nova Scotia, CANADA			Educational Grant	3,000.
National Congress of American Indians 1516 P Street NW Washington, DC 20005			Educational Grant	250.
National Indian Child Welfare Association 5100 S.W. Macadam Ave. #300 Portland, OR 97239			Educational Grant	1,000.
Total from continuation sheets				

Theodore R. and Vivian M.
Johnson Scholarship Foundation, Inc. 31-1613890

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
National Organization on Disability 5 East 86th Street New York City, NY 10028			Educational Grant	100,000.
Native Americans in Philanthropy 2801 21st Street South Minneapolis, MN 55407			Mission Related Grant	1,000.
Northeastern State University 812 N. Adar Ave. Tahlequah, OK 74464			Educational Grant	68,750.
Northern Arizona University Foundation, Inc. PO Box 4094, Bldg. 10, Old Main Flagstaff, AZ 86011			Educational Grant	217,083.
Oglala Lakota College 490 Piya Wiconi Road Kyle, ND 57752			Educational Grant	200.
Paden City Foundation, Inc. P.O. Box 233 Paden City, WV 26159			Educational Grant	250.
Palm Beach Atlantic University 1301 S. Olive Avenue West Palm Beach, FL 33401			Educational Grant	1,817,500.
Partners in the Horn of Africa 9333-37 Avenue NW Edmonton, Alberta, CANADA T6E 5N4			Educational Grant	10,000.
Patricia M. Sitar Center for the Arts 1700 Kalorama Road NW Washington, DC 20010			Educational Grant	500.
Project Eye to Eye 30 Tompkins Place Brooklyn, NY 11231			Educational Grant	250,000.
Total from continuation sheets				

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
Scholarship America 4960 Viking Drive, Ste. 110 Edina, MN 55435-5314			Educational Grant	1,040,000.
Stetson University 421 N. Woodland Blvd. DeLand, FL 32723			Educational Grant	22,500.
The Florida School for the Deaf & the Blind 207 N. San Marco Avenue St Augustine, FL 32084			Educational Grant	475,000.
The Hopi Tribe Education Endowment Fund P.O. Box 605 Kykotsmovi, AZ 86039			Educational Grant	100.
The King's Academy 8401 Belvedere Road West Palm Beach, FL 33411			Educational Grant	10,000.
The School District of Palm Beach County 1790 N.W. Spanish River Blvd. Boca Raton, FL 33431			Educational Grant	67,165.
University of Florida Foundation P.O. Box 14425 Gainesville, FL 32604			Educational Grant	210,001.
University of New Mexico Foundation 200 College Road Gallup, NM 87301			Educational Grant	25,000.
University of Washington 022 Odegaard Seattle, WA 98195-5502			Educational Grant	70,000.
University of West Florida 11000 University Parkway Pensacola, FL 32514			Educational Grant	10,000.
Total from continuation sheets				

Theodore R. and Vivian M.
Johnson Scholarship Foundation, Inc. 31-1613890

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
Wildlife Conservation Network 25745 Bassett Lane Los Altos, CA 94022			Mission Related Grant	15,000.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Form 990-PF Dividends and Interest from Securities Statement 2

		Capital Gains	Column (A)

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	3,764.	3,764.		0.
To Fm 990-PF, Pg 1, ln 16a	3,764.	3,764.		0.

Form 990-PF Accounting Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Templeton & Company, LLP	30,310.	6,405.		23,905.
To Form 990-PF, Pg 1, ln 16b	30,310.	6,405.		23,905.

Form 990-PF Other Professional Fees Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Professional Fees	383,885.	308,702.		75,183.
To Form 990-PF, Pg 1, ln 16c	383,885.	308,702.		75,183.

Form 990-PF Taxes Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Taxes	297,424.	0.		0.
Foreign Taxes	89,548.	89,548.		0.
To Form 990-PF, Pg 1, ln 18	386,972.	89,548.		0.

Form 990-PF Other Expenses Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Grant Admin Fees	33,792.	0.		33,792.

Dues	2,995.	0.		2,995.
Payroll Processing Fees	1,321.	0.		1,321.
To Form 990-PF, Pg 1, ln 23	1,126,482.	1,086,969.		38,108.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
United States Equity	15,263,823.	24,055,222.
Non-United States Equity	35,973,193.	27,063,485.
Alternative Marketable Equity Entities	22,296,991.	23,868,928.
Private Equity Entities and Venture Capital	16,263,145.	21,001,452.
Fixed Income	22,578,214.	32,528,524.
Other	18,861,358.	21,614,776.
Total to Form 990-PF, Part II, line 10b	131,236,724.	150,132,387.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Richard Krause 505 S. Flagler Drive, Ste. 1460 West Palm Beach, FL 33401	Treasurer/CFO 28.00	152,753.	17,130.	0.
R. Malcolm Macleod 505 S. Flagler Drive, Ste. 1460 West Palm Beach, FL 33401	Chairman/CEO 32.00	261,616.	30,194.	0.
Diane N. Johnson 505 S. Flagler Drive, Ste. 1460 West Palm Beach, FL 33401	Vice President 3.00	10,000.	0.	0.
Hugh Brown 505 S. Flagler Drive, Ste. 1460 West Palm Beach, FL 33401	Secretary 4.00	26,715.	0.	0.
Sherry Salway Black 505 S. Flagler Drive, Ste. 1460 West Palm Beach, FL 33401	Director 2.00	26,715.	0.	0.

David Rinker 505 S. Flagler Drive, Ste. 1460 West Palm Beach, FL 33401	Director 2.00	10,000.	0.	0.
David Blaikie 505 S. Flagler Drive, Ste. 1460 West Palm Beach, FL 33401	Director 2.00	26,715.	0.	0.
I. King Jordan 505 S. Flagler Drive, Ste. 1460 West Palm Beach, FL 33401	Director 2.00	26,715.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		541,229.	47,324.	0.

Form 990-PF | Grant Application Submission Information Part XV, Lines 2a through 2d | Statement 11

Name and Address of Person to Whom Applications Should be Submitted

Ms. Sharon Wood
505 S. Flagler Drive, Ste. 1460
West Palm Beach, FL 33401

Telephone Number

561-659-2005

Form and Content of Applications

Typewritten letters detailing the educational purpose the funds will be used in, the ultimate beneficiaries of the funds, etc.

Any Submission Deadlines

None

Restrictions and Limitations on Awards

Funds will be provided to institutions for educational-related purposes.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

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

Enter filer's identifying number, see instructions

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc.	Employer identification number (EIN) or 31-1613890
	Number, street, and room or suite no If a P O box, see instructions 505 S. Flagler Drive, No. 1460	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions West Palm Beach, FL 33401	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ Mr. Richard Krause - 505 S. Flagler Drive, Ste. 1460 - West Palm Beach, FL 33401

Telephone No ▶ 561-659-2005 FAX No ▶

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

4 I request an additional 3-month extension of time until November 15, 2013

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO OBTAIN FORMS K-1 IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 84,027.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 152,195.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶

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01-21-13