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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 01-01-2012 , and ending 12-31-2012

Name of foundation
The Joseph and Catherine Johnson Family Foundation

A Employer identification number
36-7228534

Number and street (or P O box number if mail is not delivered to street address)
Foundation Source 501 Silverside Rd

Room/suite

B Telephone number (see instructions)
(800) 839-1754

City or town, state, and ZIP code
Wilmington, DE 198091377

C If exemption application is pending, check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,665,932

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

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) (see instructions))*

	Line	Description	(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 (attach schedule)	143,732			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	173	173		
	4	Dividends and interest from securities.	145,812	117,680		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	200,861			
	b	Gross sales price for all assets on line 6a 3,805,560				
	7	Capital gain net income (from Part IV, line 2) . . .		200,861		
	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) (attach schedule)				
	11	Other income (attach schedule)	15	15		
	12	**Total.** Add lines 1 through 11	490,593	318,729		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	956			956
	b	Accounting fees (attach schedule).				
	c	Other professional fees (attach schedule)	59,006	59,006		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,006	181		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule).	32,396	149		32,247
	24	**Total operating and administrative expenses.** Add lines 13 through 23	97,364	59,336		33,203
	25	Contributions, gifts, grants paid.	406,000			406,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	503,364	59,336		439,203
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-12,771			
	b	**Net investment income** (if negative, enter -0-)		259,393		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	686,616	204,181	204,181
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	898,031	974,715	960,392
	b	Investments—corporate stock (attach schedule)	3,072,863	3,503,763	4,138,288
	c	Investments—corporate bonds (attach schedule)	1,401,317	1,363,397	1,363,071
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,058,827	6,046,056	6,665,932
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,058,827	6,046,056	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	6,058,827	6,046,056	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,058,827	6,046,056	

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	6,058,827
2	Enter amount from Part I, line 27a	2	-12,771
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,046,056
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,046,056

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)
1 a	Publicly-traded Securities			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,805,560		3,604,699	200,861
b				
c				
d				
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				200,861
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	200,861
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	419,015	6,831,693	000 061334
2010	421,199	6,511,084	000 064690
2009	343,640	5,806,978	000 059177
2008	301,490	6,648,062	000 045350
2007	172,770	5,366,306	000 032195

2	**Total** of line 1, column (d)	2	000 262746
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	000 052549
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,809,479
5	Multiply line 4 by line 3	5	357,831
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,594
7	Add lines 5 and 6	7	360,425
8	Enter qualifying distributions from Part XII, line 4	8	439,203

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 page 18 of the 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			1	2,594
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	
3	Add lines 1 and 2			3	2,594
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,594
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,500		
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	3,500
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	906
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	906	**Refunded** ▶	11	

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ____________			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶co Foundation Source Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 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		No

See 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 page 20 of the instructions)?	1b		
	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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	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 ▶ 20____ , 20____ , 20____ , 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☐ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	6,460,513
b	Average of monthly cash balances	1b	452,664
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,913,177
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,913,177
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	103,698
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,809,479
6	**Minimum investment return.** Enter 5% of line 5	6	340,474

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	340,474
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,594		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,594
3	Distributable amount before adjustments Subtract line 2c from line 1			3	337,880
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	337,880
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	337,880

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	439,203
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	439,203
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,594
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	436,609

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				337,880
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009. 55,017				
d From 2010. 99,663				
e From 2011. 84,280				
f Total of lines 3a through e.	238,960			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 439,203				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				337,880
e Remaining amount distributed out of corpus	101,323			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	340,283			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	340,283			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . . 55,017				
c Excess from 2010. . . . 99,663				
d Excess from 2011. . . . 84,280				
e Excess from 2012. . . . 101,323				

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

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

b Check box to indicate whether the organization 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**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 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 organization 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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				406,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	173	
4 Dividends and interest from securities. . . .			14	145,812	
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	200,861	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Foreign Tax Refund			01	15	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				346,861	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 346,861

(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) (See instructions)

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)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign 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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-05-10	******
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
Jeffrey D Haskell	Jeffrey D Haskell	2013-05-10		
Firm's name ►	Foundation Source		Firm's EIN ►	
Firm's address ►	One Hollow Lane Suite 212 Lake Success, NY 11042		Phone no (800) 839-1754	

Form 990PF Part VIII Line 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
Karen E Gillespie Foundation Source 501 Silverside Rd Wilmington, DE 19809	Pres / Dir 001 00	0		
Linda A Johnson Foundation Source 501 Silverside Rd Wilmington, DE 19809	Dir / Assistant Sec / Treas 001 00	0		
Ruth A Pivar Foundation Source 501 Silverside Rd Wilmington, DE 19809	Dir 001 00	0		
Theodore E Richter Foundation Source 501 Silverside Rd Wilmington, DE 19809	VP / Dir 001 00	0		
Rebecca A Steiner Foundation Source 501 Silverside Rd Wilmington, DE 19809	Dir / Sec 001 00	0		

Form 990PF Part XV Line 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*				
ACADEMY FOR GLOBAL CITIZENSHIP 4647 W 47TH ST CHICAGO,IL 60632	N/A	509a1	Summer Scholarship Fund	500
ALTON EDUCATIONAL FOUNDATION PO BOX 514 ALTON,IL 62002	N/A	509a1	General Unrestricted	1,000
AMERICAN BIRD CONSERVANCY 4249 LOUDOUN AVE BOX 249 THE PLAINS,VA 20198	N/A	509a1	General Unrestricted	1,000
AMERICARES FOUNDATION INC 88 HAMILTON AVE STAMFORD,CT 06902	N/A	509a1	Hurricane Sandy Relief	5,500
ANGEL FLIGHT-CENTRAL 10 NW RICHARDS RD KANSAS CITY,MO 64116	N/A	509a1	General Unrestricted	4,000
APPALACHIA HABITAT FOR HUMANITY INC PO BOX 36 ROBBINS,TN 37852	N/A	509a1	General Unrestricted	2,000
ARDEN SHORE CHILD AND FAMILY SERVICE 329 N GENESEE ST WAUKEGAN,IL 60085	N/A	509a2	General Unrestricted	2,500
AUGUSTINIAN NUNS 440 N MARLEY RD NEW LENOX,IL 60451	N/A	509a1	General Unrestricted	1,000
AVERY COONLEY SCHOOL 1400 MAPLE AVE DOWNERS GROVE,IL 60515	N/A	509a1	Scholarship Fund	10,000
BATAVIA INTERFAITH FOOD PANTRY INC 100 FLINN ST BATAVIA,IL 60510	N/A	509a1	General Unrestricted	2,000
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB,UT 84741	N/A	509a1	Animal Care	1,000
BETHESDA LUTHERAN COMMUNITIES INC 600 HOFFMANN DR WATERTOWN,WI 53094	N/A	509a2	General Unrestricted	1,500
BIG BROTHERS-BIG SISTERS OF LAKE COUNTY 560 W LAKE ST FL 5 CHICAGO,IL 60661	N/A	509a1	General Unrestricted	2,500
BIG SHOULDERS FUND 212 W VAN BUREN ST STE 900 CHICAGO,IL 60607	N/A	509a1	General Unrestricted	2,000
BLUFF CITY ATHLETIC CLUB NFP PO BOX 782 ALTON,IL 62002	N/A	509a1	General Unrestricted	500

Form 990PF Part XV Line 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*				
CARMEL HIGH SCHOOL 1 CARMEL PKWY MUNDELEIN, IL 60060	N/A	509a1	Scholarship Fund	1,000
CATHOLIC CHARITIES OF LAKE COUNTY 671 S LEWIS AVE WAUKEGAN, IL 60085	N/A	509a1	General Unrestricted	5,000
CATHOLIC CHARITIES OF LAKE COUNTY 671 S LEWIS AVE WAUKEGAN, IL 60085	N/A	509a1	Food Pantry	2,000
CHRISTIAN OUTREACH OF LUTHERANS 127 W WATER ST WAUKEGAN, IL 60085	N/A	509a1	General Unrestricted	7,000
CORPORATION OF NEW MELLERAY 6632 MELLERAY CIR PEOSTA, IA 52068	N/A	509a1	General Unrestricted	3,000
COVENANT HOUSE 460 W 41ST ST NEW YORK, NY 10036	N/A	509a1	General Unrestricted	4,000
CRISIS FOOD CENTER INC 21 E 6TH ST ALTON, IL 62002	N/A	509a1	General Unrestricted	1,500
CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY RD 148 CULVER, IN 46511	N/A	509a1	General Unrestricted	500
DANNY DID FOUNDATION PO BOX 46576 CHICAGO, IL 60646	N/A	509a1	General Unrestricted	7,500
dba ENDANGERED WOLF CENTER PO BOX 760 EUREKA, MO 63025	N/A	509a1	General Unrestricted	1,000
DIVINE WORD COUNCIL 7331 CHARITABLE FOUNDATION INC PO BOX 161 TECHNY, IL 60082	N/A	509a1	General Unrestricted	10,000
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK, NY 10001	N/A	509a1	General Unrestricted	10,000
DR MARTIN LUTHER KING JR BOYS AND GIRLS CLUB 2950 W WASHINGTON CHICAGO, IL 60612	N/A	509a1	General Unrestricted	5,000
DRAVET SYNDROME FOUNDATION INC 11 NANCY DR MONROE, CT 06468	N/A	509a1	General Unrestricted	3,000
DRAVET SYNDROME FOUNDATION INC 11 NANCY DR MONROE, CT 06468	N/A	509a1	Charitable Event	5,000

Form 990PF Part XV Line 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*				
ENGINEERS WITHOUT BORDERS USA INC 4665 NAUTILUS COURT STE 300 BOULDER, CO 80301	N/A	509a1	General Unrestricted	3,000
FEED MY STARVING CHILDREN 401 93RD AVE NW COON RAPIDS, MN 55433	N/A	509a1	General Unrestricted	8,500
FRANCISCAN OUTREACH ASSOCIATION 1645 W LE MOYNE ST CHICAGO, IL 60622	N/A	509a1	General Unrestricted	12,000
FRATERNITE NOTRE DAME INC 502 N CENTRAL AVE CHICAGO, IL 60644	N/A	509a1	General Unrestricted	18,000
FRIENDS OF THE SLEEPING BEAR DUNES PO BOX 545 EMPIRE, MI 49630	N/A	509a1	Educational Programing	1,000
GLOBAL VOLUNTEERS 375 LTL CANADA RD E LITTLE CANADA, MN 55117	N/A	509a1	General Unrestricted	2,000
GREAT RIVERS LAND PRESERVATION ASSOCIATION INC PO BOX 821 ALTON, IL 62002	N/A	509a1	Youth Stream Program and General Unrestricted	2,000
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PL CHICAGO, IL 60632	N/A	509a1	General Unrestricted	3,500
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PL CHICAGO, IL 60632	N/A	509a1	Food Pantry	1,500
GULF RESTORATION NETWORK P0 BOX 2245 NEW ORLEANS, LA 70176	N/A	509a1	General Unrestricted	1,000
HEALTHREACH INC 1800 GRAND AVE WAUKEGAN, IL 60085	N/A	509a2	General Unrestricted	2,500
HEIFER INTERNATIONAL FOUNDATION PO BOX 727 LITTLE ROCK, AR 72203	N/A	509a1	General Unrestricted	3,000
INTERNATIONAL CRANE FOUNDATION INC E11376 SHADY LN RD BARABOO, WI 53913	N/A	509a2	General Unrestricted	1,000
JACOBY ARTS CENTER 627 E BROADWAY ALTON, IL 62002	N/A	509a1	General Unrestricted	500
KENOSHA COUNTY HUMANE SOCIETY 7811 60TH AVE KENOSHA, WI 53142	N/A	509a1	Animal Care	1,000

Form 990PF Part XV Line 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*				
LAKE COUNTY HAVEN PO BOX 127 LIBERTYVILLE, IL 60048	N/A	509a1	General Unrestricted	5,000
LAMBS FARM INC PO BOX 520 LIBERTYVILLE, IL 60048	N/A	509a2	General Unrestricted	2,500
LAZARUS HOUSE 214 WALNUT ST ST CHARLES, IL 60174	N/A	509a1	General Unrestricted	1,000
MAILISITA FOUNDATION 31475 N REIGATE LN GREEN OAKS, IL 60048	N/A	509a1	General Unrestricted	6,000
MAKE-A-WISH FOUNDATION OF ILLINOIS INC 640 N LA SALLE DR STE 280 CHICAGO, IL 60654	N/A	509a1	General Unrestricted	2,000
MARISTELLA 745 N MLWAUKE AVE LIBERTYVILLE, IL 60048	N/A	509a1	General Unrestricted	5,000
MEDICAL TEAMS INTERNATIONAL PO BOX 10 TIGARD, OR 97224	N/A	509a1	General Unrestricted	1,000
MISERICORDIA HOME 6300 N RIDGE AVE CHICAGO, IL 60660	N/A	509a1	General Unrestricted	5,000
MISSION OF OUR LADY OF MERCY 1140 W JACKSON BLVD CHICAGO, IL 60607	N/A	509a1	General Unrestricted	10,000
MOTE MARINE LABORATORY 1600 KEN THOMPSON PKWY SARASOTA, FL 34236	N/A	509a1	General Unrestricted	2,000
MUSTARD SEED PEACE PROJECT 856 CHOUTEAU AVE GODFREY, IL 62035	N/A	509a1	General Unrestricted	1,000
NATIONAL AUDUBON SOCIETY INC 225 VARICK ST FL 7 NEW YORK, NY 10014	N/A	509a1	Riverlands Audubon Center in West Alton, MO	1,000
NATIVE FISH SOCIETY INC 221 MOLALLA AVE OREGON CITY, OR 97045	N/A	509a1	General Unrestricted	3,000
NORTHERN ILLINOIS FOOD BANK 273 DEARBORN CT GENEVA, IL 60134	N/A	509a1	General Unrestricted	6,000
OASIS WOMENS CENTER 111 MARKET ST ALTON, IL 62002	N/A	509a1	General Unrestricted	500

Form 990PF Part XV Line 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*				
OMNI YOUTH SERVICES INC 1111 W LAKE COOK RD BUFFALO GROVE, IL 60089	N/A	509a1	General Unrestricted	8,000
OREGON WILD 5825 N GREELEY AVE PORTLAND, OR 97217	N/A	509a1	General Unrestricted	2,000
PADS LAKE COUNTY INC 3001 GREEN BAY RD NORTH CHICAGO, IL 60064	N/A	509a1	General Unrestricted	3,000
PADS LAKE COUNTY INC 3001 GREEN BAY RD NORTH CHICAGO, IL 60064	N/A	509a1	Food Pantry	1,000
PEDIATRIC BRAIN TUMOR FOUNDATION OF THE UNITED STATES INC 302 RIDGEFIELD CT ASHEVILLE, NC 28806	N/A	509a1	General Unrestricted	5,000
PREVENTION FIRST INC 2800 MONTVALE DR SPRINGFIELD, IL 62704	N/A	509a1	General Unrestricted	2,500
REMOTE AREA MEDICAL FOUNDATION 1834 BEECH ST KNOXVILLE, TN 37920	N/A	509a1	General Unrestricted	5,000
RIVERBENDER COM COMMUNITY CENTER 200 W 3RD ST ALTON, IL 62002	N/A	509a1	General Unrestricted	2,000
ROBERT R MCCORMICK FOUNDATION 205 N MICHIGAN AVE STE 4300 CHICAGO, IL 60601	N/A	509a1	Childrens Services	6,000
S O S CHILDRENS VILLAGES ILLINOIS 216 W JACKSON BLVD STE 925 CHICAGO, IL 60606	N/A	509a1	General Unrestricted	2,000
SALVATION ARMY NATIONAL CORP 615 SLATERS LN PO BOX 269 ALEXANDRIA, VA 22314	N/A	509a1	Food Pantry	2,000
SAVE THE CHILDREN FEDERATION INC 54 WILTON RD WESTPORT, CT 06880	N/A	509a1	Hurricane Sandy Relief	5,000
SECOND HARVEST FOOD BANK OF GREATER NEW ORLEANS AND ACADIANA 700 EDWARDS AVE NEW ORLEANS, LA 70123	N/A	509a1	General Unrestricted	2,000
SMILE TRAIN INC 41 MADISON AVE 28TH FL NEW YORK, NY 10010	N/A	509a1	General Unrestricted	3,000
SOCIAL APOSTOLATE OF SAVANNAH PO BOX 8703 SAVANNAH, GA 31412	N/A	509a1	General Unrestricted	7,500

Form 990PF Part XV Line 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*				
SOCIETY OF ST VINCENT DE PAUL PORTLAND COUNCIL 5120 SE MILWAUKIE AVE PORTLAND, OR 97202	N/A	509a1	General Unrestricted	3,000
SOLAR COOKERS INTERNATIONAL 1919 21ST ST SACRAMENTO, CA 95811	N/A	509a1	General Unrestricted	1,000
ST JOSEPH CATHOLIC ACADEMY 2401 69TH ST KENOSHA, WI 53143	N/A	509a1	General Unrestricted	7,500
ST JOSEPH CATHOLIC ACADEMY 2401 69TH ST KENOSHA, WI 53143	N/A	509a1	Scholarship Fund	2,000
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 262 DANNY THOMAS PL MSC 512 MEMPHIS, TN 38105	N/A	509a1	General Unrestricted	4,000
ST LOUIS SCOTT GALLAGHER FOUNDATION 1 SOCCER PARK RD FENTON, MO 63026	N/A	509a2	Turf Field in Collinsville, IL	75,000
ST AMBROSE PARISH 820 W HOMER M ADAMS PKWY GODFREY, IL 62035	N/A	509a1	General Unrestricted	2,000
ST MARY MAGDALENE CHURCH 3123 NE 24TH AVE PORTLAND, OR 97212	N/A	509a1	General Unrestricted	10,000
SUPERSIBS 660 N 1ST BANK DR PALATINE, IL 60067	N/A	509a1	General Unrestricted	1,000
TOPPS-TARGETING OUR PEOPLES PRIORITIES WITH SERVICE PO BOX 2793 PINE BLUFF, AR 71613	N/A	509a1	General Unrestricted	1,500
TREEHOUSE WILDLIFE CENTER INC 23956 GREEN ACRES RD DOW, IL 62022	N/A	509a1	General Unrestricted	500
TROUT UNLIMITED 9267 ARROWHEAD DR E SCOTTS, MI 49088	N/A	509a1	General Unrestricted	3,000
UNITED STATES FUND FOR UNICEF 500 N MICHIGAN AVE STE 1000 CHICAGO, IL 60611	N/A	509a1	General Unrestricted	8,500
UPTOWN PEOPLES LAW CENTER 4413 N SHERIDAN RD CHICAGO, IL 60640	N/A	509a1	General Unrestricted	2,000
VINCE LOMBARDI CHARITABLE FUNDS INC PO BOX 341880 MILWAUKEE, WI 53234	N/A	509a2	General Unrestricted	5,000

Form 990PF Part XV Line 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*				
WARRENVILLE CENACLE RETREAT HOUSE INC PO BOX 797 WARRENVILLE,IL 60555	N/A	509a1	General Unrestricted	1,000
WILD SALMON CENTER JEAN VOLLUM CAPITAL CENTER 7 21 N PORTLAND,OR 97209	N/A	509a1	General Unrestricted	1,000
WINGS PROGRAM INC PO BOX 95615 PALATINE,IL 60095	N/A	509a1	General Unrestricted	2,500
WORLD MEDICAL RELIEF INCORPORATED 11745 ROSA PARKS BLVD DETROIT,MI 48206	N/A	509a1	General Unrestricted	1,500
YELLOWSTONE PARK FOUNDATION INC 222 E MAIN ST BOZEMAN,MT 59715	N/A	509a1	General Unrestricted	4,000
Total . . . . ▶ **3a**				406,000

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491130017533

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
The Joseph and Catherine Johnson Family Foundation	36-7228534

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
The Joseph and Catherine Johnson Family Foundation

Employer identification number
36-7228534

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	CLUT of Catherine M Johnson One South Wacker Drive Chicago, IL 60606	$ 143,732	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
The Joseph and Catherine Johnson Family Foundation

Employer identification number
36-7228534

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
The Joseph and Catherine Johnson Family Foundation

Employer identification number
36-7228534

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 See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The Joseph and Catherine Johnson Family Foundation

EIN: 36-7228534

Software ID: 12000057

Software Version: 12.15.422.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					3,805,560	3,604,699			200,861	

TY 2012 General Explanation Attachment

Name: The Joseph and Catherine Johnson Family Foundation

EIN: 36-7228534

Software ID: 12000057

Software Version: 12.15.422.1

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TY 2012 Investments Corporate Bonds Schedule

Name: The Joseph and Catherine Johnson Family Foundation

EIN: 36-7228534

Software ID: 12000057

Software Version: 12.15.422.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALLTEL CORP DEB 7.0 03/15/2016	122,314	118,234
ATLANTIC RICHFIELD CO 9.875 03/01/2016	64,733	61,281
BANK ONE CORP SB NT 5.250 01/30/2013	130,430	125,410
BAXTER INTL 4.625 3/15/2015	102,668	108,623
CHICAGO ILL HSG AUT 5 DUE 07/01/16	56,198	55,964
CME NOTE 5.75 2/15/2014	123,727	126,642
COCHRANE-FOUNTAI 5.25 14 03/01/14	25,581	25,108
FULTON CNTY GA 5.25 DUE 11/01/15	52,444	52,002
GE CAP CORP MTN - 5.000 - 01/08/2016	44,386	55,598
GE CAPITAL 5.00 03/15/2018	55,511	54,094
GOLDMAN SACHS GROUP NT - 5.250 - 10/15/2013	52,360	51,699
HEWLETT PACKARD CO NOTES - 6.125 - 03/01/2014	108,480	105,122
JP MORGAN CHASE CO GLBL SB NT 5.750 01/02/2013	51,201	50,007
LOWES COS INC 5.4 10/15/2016	52,548	57,958
MADISON WIS CMNT 4.65 01/01/15	42,328	41,311
MC HENREY KANE CNT 018 01/01/18	26,388	25,952
NATIONAL RURAL UTILS 7.20 10/01/2015	29,934	28,481
PUBLIC SVC ELEC GAS CO 6.750 01/01/2016	59,329	57,663
ST PAUL TRAVELERS INC 5.5 12/01/2015	57,441	56,514
WYETH - 5.500 - 02/01/2014	105,396	105,408

TY 2012 Investments Corporate Stock Schedule

Name: The Joseph and Catherine Johnson Family Foundation
EIN: 36-7228534
Software ID: 12000057
Software Version: 12.15.422.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
500 shares of AFFILIATED MANAGERS GROUP	31,953	65,075
225 shares of APPLE INC.	59,174	119,738
1150 shares of ASHLAND INC.	87,597	92,472
3064 shares of BARON SMALL CAP RETAIL FUND	55,692	80,343
2100 shares of BE AEROSPACE, INC.	99,585	103,740
500 shares of BLACKROCK INC	78,104	103,355
1250 shares of CELGENE CORP	73,567	98,088
1250 shares of CERNER CORPORATION	95,051	96,888
1091 shares of CHAMPLAIN MID CAP FUND	10,773	12,656
4474 shares of CHAMPLAIN SML CO FD	61,057	61,162
1000 shares of DICKS SPORTING GDS	30,944	45,490
1900 shares of DIRECTV GROUP	99,126	95,304
750 shares of DUNKIN BRANDS GROUP INC	23,339	24,885
2400 shares of EBAY INC.	67,847	122,399
1050 shares of EDWARDS LIFESCIENCES	95,650	94,679
2850 shares of EMC CORP-MASS	55,817	72,105
1000 shares of EVERCORE PARTNERS INC	30,631	30,190
1700 shares of EXPRESS SCRIPTS HOLDING CO.	67,623	91,800
2900 shares of FREEPORT-MCMORAN COPPER GOLD INC.	88,772	99,180
2300 shares of GENPACT LIMITED	34,767	35,650
2800 shares of GNC CORP	93,468	93,184
165 shares of GOOGLE INC CL A	106,518	116,717
350 shares of GREEN MOUNTAIN COFFEE ROASTERS, INC.	18,855	14,469
2100 shares of HARMAN INTERNATIONAL INDUSTRIES INC	92,377	93,744
4800 shares of HOLOGIC, INC	94,009	96,048
250 shares of INTERCONTINETALEXCHANGE INC	21,693	30,953
700 shares of ISHARE FTSE EPRA/NAREIT DEV	22,931	23,191
8275 shares of ISHARES GOLD TRUST	130,067	134,716
1585 shares of ISHARES MSCI EMERGING MARKETS INDEX FD	59,992	70,295
2350 shares of JP MORGAN CHASE CO	76,858	103,327

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2200 shares of LKQ CORPORATION	30,738	46,420
200 shares of MASTERCARD INC	54,919	98,256
1150 shares of MONSANTO CO	76,796	108,847
1000 shares of OREILLY AUTOMOTIVE INC.	39,600	89,420
1125 shares of OCCIDENTAL PETROLEUM CORP	79,013	86,186
1800 shares of OCEANERING INTL INC	99,412	96,822
1000 shares of PENTAIR INC. COM	32,673	49,150
550 shares of POLYPORE INTERNATIONAL INC.	28,684	25,575
1000 shares of PORTFOLIO RECOVERY ASSOCIATES, INC. - COMMON STOCK	96,826	106,860
550 shares of PRECISION CASTPARTS	100,432	104,181
150 shares of PRICELINE.COM INCORPORATED	99,122	93,059
250 shares of RYDEX SP SC 600 VAL	9,168	10,803
1200 shares of SALLY BEAUTY HLDG	30,502	28,284
1300 shares of SCHLUMBERGER LTD	100,902	90,088
2100 shares of SOURCEFIRE, INC.	92,049	99,162
800 shares of SPDR DJ MID CAP ETF	36,851	52,872
600 shares of SPDR DJ MID CAP GRWT	34,776	51,132
400 shares of SPDR DJ SMALLCAP GRW	31,792	50,540
500 shares of ST SPDR SP EM MK ETF	31,399	33,610
800 shares of STERICYCLE INC	41,922	74,624
1500 shares of SUNCOR ENERGY INC	45,562	49,470
1800 shares of THE FRESH MARKET INC	91,927	86,562
750 shares of VANGUARD MSCI EMERGING MARKETS ETF	30,285	33,398
750 shares of VISTAPRINT NV	26,942	24,645
1150 shares of VMWARE INC	92,987	108,261
400 shares of WEX INC	18,901	30,148
300 shares of WISDOMTREE EM MRKTS CORP BOND FUND	24,090	24,255
500 shares of WISDOMTREE INTL LC	21,928	22,465
500 shares of WISDOMTREE INTL S/C DVD FUND	24,747	26,065
300 shares of WISDOMTREE SC DIV	14,981	15,285

TY 2012 Investments Government Obligations Schedule

Name:	The Joseph and Catherine Johnson Family Foundation
EIN:	36-7228534
Software ID:	12000057
Software Version:	12.15.422.1
US Government Securities - End of Year Book Value:	
US Government Securities - End of Year Fair Market Value:	
State & Local Government Securities - End of Year Book Value:	974,715
State & Local Government Securities - End of Year Fair Market Value:	960,392

TY 2012 Legal Fees Schedule

Name: The Joseph and Catherine Johnson Family Foundation
EIN: 36-7228534
Software ID: 12000057
Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Governance Matters and Counseling	956			956

TY 2012 Other Expenses Schedule

Name: The Joseph and Catherine Johnson Family Foundation

EIN: 36-7228534

Software ID: 12000057

Software Version: 12.15.422.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	32,232			32,232
Bank Charges	149	149		
State or Local Filing Fees	15			15

TY 2012 Other Income Schedule

Name: The Joseph and Catherine Johnson Family Foundation

EIN: 36-7228534

Software ID: 12000057

Software Version: 12.15.422.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund	15	15	

TY 2012 Other Professional Fees Schedule

Name: The Joseph and Catherine Johnson Family Foundation

EIN: 36-7228534

Software ID: 12000057

Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	59,006	59,006		

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TY 2012 Taxes Schedule

Name: The Joseph and Catherine Johnson Family Foundation

EIN: 36-7228534

Software ID: 12000057

Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	3,500			
Excise Tax for 2011	1,325			
Foreign Tax Paid	181	181		