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

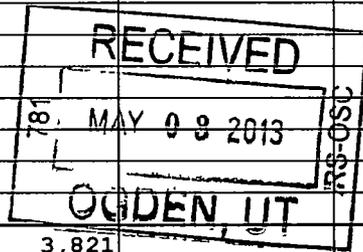
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning _____, 2012, and ending _____, 20

Name of foundation Mitchell & Lois Johnson Char Fdn		A Employer identification number 41-1814877
Number and street (or P O box number if mail is not delivered to street address) 136 Groveland Terrace		B Telephone number (see instructions)
City or town, state, and ZIP code Minneapolis, MN 55403		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 227,726	J Accounting method <input type="checkbox"/> Other (specify) _____ <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,821	3,821		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	(15,581)			
	b Gross sales price for all assets on line 6a 47,594				
	7 Capital gain net income (from Part IV, line 2)				
	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)					
12 Total. Add lines 1 through 11	(11,760)	3,821			
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)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STM110	180	180		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STM103	3,935	3,060		25
	24 Total operating and administrative expenses. Add lines 13 through 23	4,115	3,240		25
	25 Contributions, gifts, grants paid	7,956			7,956
26 Total expenses and disbursements. Add lines 24 and 25	12,071	3,240		7,981	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(23,831)				
b Net investment income (if negative, enter -0-)		581			
c Adjusted net income (if negative, enter -0-)			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	23,870	17,872	17,872
2 Savings and temporary cash investments			
3 Accounts receivable			
Less allowance for doubtful accounts			
4 Pledges receivable			
Less allowance for doubtful accounts			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule)			
Less allowance for doubtful accounts			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) STM137	190,296	172,572	209,854
c Investments - corporate bonds (attach schedule)			
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)	214,166	190,444	227,726
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	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
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	214,166	190,444	
30 Total net assets or fund balances (see instructions)	214,166	190,444	
31 Total liabilities and net assets/fund balances (see instructions)	214,166	190,444	

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	214,166
2 Enter amount from Part I, line 27a	2	(23,831)
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> STM115	3	109
4 Add lines 1, 2, and 3	4	190,444
5 Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	190,444

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 (yr, mo, day)	(d) Date sold (yr, mo, day)
1a	See STM~134			
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	47,594	63,175	(15,581)	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				(15,581)
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	(15,581)	
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	(10,775)	

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	7,335	224,194	0.032717
2010	30,025	241,683	0.124233
2009	575	221,875	0.002592
2008	13,178	250,182	0.052674
2007	64,514	344,292	0.187382
2	Total of line 1, column (d)	2	0.399597
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	0.079919
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	215,743
5	Multiply line 4 by line 3	5	17,242
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6
7	Add lines 5 and 6	7	17,248
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	7,981

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	12
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	12
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	12
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	52
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	52
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	40
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 40 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of Mitchell Johnson Telephone no 651-649-5802
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? Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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
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 X
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) 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 X
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 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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions	
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	198,157
b	Average of monthly cash balances	1b	20,871
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	219,028
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	0
3	Subtract line 2 from line 1d	3	219,028
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,285
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	215,743
6	Minimum investment return. Enter 5% of line 5	6	10,787

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	10,787
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12
3	Distributable amount before adjustments Subtract line 2c from line 1	3	10,775
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	10,775
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	10,775

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	7,981
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	7,981
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,981

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				10,775
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2012				
a From 2007	47,825			
b From 2008	737			
c From 2009				
d From 2010	17,941			
e From 2011				
f Total of lines 3a through e	66,503			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 7,981				
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				7,981
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	2,794			2,794
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	63,709			
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)	45,031			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	18,678			
10 Analysis of line 9				
a Excess from 2008	737			
b Excess from 2009				
c Excess from 2010	17,941			
d Excess from 2011				
e Excess from 2012				

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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	Prior 3 years		
			(c) 2010	(d) 2009	
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 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))

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 or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Schedule Attached		Exempt	General	7,956
Total				7,956
b Approved for future payment				
Total				3b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 1a(1) Cash X 1a(2) Other assets X 1b(1) Sales of assets to a noncharitable exempt organization X 1b(2) Purchases of assets from a noncharitable exempt organization X 1b(3) Rental of facilities, equipment, or other assets X 1b(4) Reimbursement arrangements X 1b(5) Loans or loan guarantees X 1b(6) Performance of services or membership or fundraising solicitations X 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. The table is currently empty.

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... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. The table is currently empty.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 04/30/2013 Title: [Blank]

Paid Preparer Use Only Preparer's name: Susan M Morris Preparer's signature: [Signature] Date: 04-25-2013 Check [X] if self-employed PTIN: P00679922 Firm's name: Susan M Morris CPA Firm's address: 4945 Aldrich Ave S Minneapolis MN 55419 Firm's EIN: [Blank] Phone no: 612-237-4136

**Mitchell & Lois Johnson Charitable Foundation
Contributions
2011**

<u>Name</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Mount Zion Hebrew Cong. St Paul, MN	Exempt	Religious	\$ 551
St Paul Jewish Federation St Paul, MN	Exempt	General	\$ 125
Bikur Cholim Minneapolis, MN	Exempt	General Fund	\$ 180
Parkinson's Research Minneapolis, MN	Exempt	General Fund	\$ 25
Desert Cancer Foundation Palm Springs, CA	Exempt	General Fund	\$ 400
Jewish Federation of Palm Springs Palm Springs, CA	Exempt	General Fund	\$ 4,300
University of Minnesota Minneapolis, MN	Exempt	General	\$ 230
Sholom home Minneapolis, MN	Exempt	General Fund	\$ 2,145
			<u>\$ 7,956</u>

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

FEIN

Mitchell & Lois Johnson Char Fdn

41-1814877

**Form 990PF, Part III, Line 3
Other Increases Schedule**

Statement #115

Nondividend Distributions	109
Total	109

**Form 990PF, Part II, Line 10(b)
Investments: Corporate Stock Schedule**

PG 01
Statement #137

<u>Category</u>	<u>BOY</u>	<u>Book Value</u>	<u>EOY FMV</u>
See Schedule Attached	190,296	172,572	209,854
Totals	190,296	172,572	209,854

Mitchell & Lois Johnson Charitable Foundation
Corporate Stock
December 31, 2012

Name	2011 Org. Cost	2012 Org. Cost	2012 Mkt. Value
145 sh Agruim	\$ 12,192	\$ 12,192	\$ 14,481
215 sh Bank of Mellon	\$ 6,879		
370 sh Briggs & Stratton	\$ 5,722	\$ 5,722	\$ 7,800
275 sh Cenovus	\$ 7,206	\$ 7,206	\$ 9,224
255 sh Chicago Bridge & Iron		\$ 10,794	\$ 11,819
700 sh Cisco	\$ 12,305	\$ 12,305	\$ 13,755
475 sh Corning		\$ 6,144	\$ 5,995
250 sh Du Pont	\$ 7,638	\$ 7,637	\$ 11,245
348 sh Dynegy Cl A	\$ 7,301		
170 sh Ingersoll Rand	\$ 6,271	\$ 6,271	\$ 8,153
105 sh ITT	\$ 2,207		
115 sh Johnson & Johnson	\$ 11,821	\$ 7,204	\$ 8,062
235 sh Kraft Foods	\$ 7,511		
170 sh Life Technologies		\$ 8,176	\$ 8,335
290 sh Materion	\$ 8,917	\$ 8,917	\$ 7,476
235 Mondelez		\$ 4,875	\$ 5,982
550 sh NCR	\$ 5,803	\$ 5,803	\$ 14,014
230 sh Nucor	\$ 10,430		
290 sh Oracle		\$ 8,021	\$ 9,663
165 sh Pall corp	\$ 5,563		
120 sh JC Penney	\$ 3,872		
110 sh Siemens	\$ 11,109	\$ 11,109	\$ 12,042
330 sh Sony	\$ 5,803		
60 sh Stanley B&D		\$ 4,323	\$ 4,438
185 sh Suncor	\$ 6,846		
420 sh Terex	\$ 10,866	\$ 10,866	\$ 11,806
320 sh Texas Inst	\$ 10,194	\$ 10,194	\$ 9,885
60 sh Valmont	\$ 4,162	\$ 4,162	\$ 8,193
100 sh WABTEC	\$ 2,740	\$ 2,740	\$ 8,754
400 sh Xylem	\$ 10,676	\$ 11,649	\$ 10,840
85 sh 3M	\$ 6,262	\$ 6,262	\$ 7,892
	<u>\$ 190,296</u>	<u>\$ 172,572</u>	<u>\$ 209,854</u>

Federal Supporting Statements

2012

PG 01

Your Social Security Number

41-1814877

Name(s) as shown on return

Mitchell & Lois Johnson Char Fdn

Form 990PF, Part I, Line 23 - Other Expenses Schedule Statement #103

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Investment Fees	3,060	3,060	0	0
MN Annual filing Fee	25	0	0	25
Professional Fees	850	0	0	0
Totals	<u>3,935</u>	<u>3,060</u>	<u>0</u>	<u>25</u>

PG 01

Statement #110

Form 990PF, Part I, Line 18 - Taxes Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Foreign Taxes Withheld	180	180	0	0
Totals	<u>180</u>	<u>180</u>	<u>0</u>	<u>0</u>

Federal Supporting Statements

2012

PG 01

Name(s) as shown on return

Your Social Security Number

Mitchell & Lois Johnson Char Fdn

41-1814877

Form 990-PF, Part IV, Capital Gains And Losses Information (Overflow)

Statement #134

Description	P-Purchase D-Donation	Date Acquired	Date Sold	Sales Price	Depreciation	Cost or other basis	Gain or Loss	Gains Minus Excess or Losses
215 Bank od Mellon	P	2011-02-02	2012-01-19	4,462		6,879	(2,417)	(2,417)
120 sh JC Penney	P	2011-12-01	2012-07-10	2,476		3,872	(1,396)	(1,396)
330 sh Sony	P	2010-06-01	2012-05-01	5,267		5,803	(536)	(536)
230 sh Nucor	P	2011-01-26	2012-08-31	8,687		10,430	(1,743)	(1,743)
185 sh Suncor	P	2010-06-01	2012-11-16	5,795		6,846	(1,051)	(1,051)
348 sh Dynegy	P	2005-06-01	2012-04-04	125		7,301	(7,176)	(7,176)
105 sh ITT	P	2010-06-30	2012-01-18	2,290		2,207	83	83
70 sh Johnson & Johnson	P	2010-04-20	2012-03-09	4,529		4,617	(88)	(88)
78 sh Kraft	P	2005-07-01	2012-10-10	3,624		2,627	997	997
150 sh Laureate Education	P	2012-01-10	2012-07-12	68		7,030	(6,962)	(6,962)
105 sh Pall Corp	P	2010-05-26	2012-10-25	6,538		3,540	2,998	2,998
60 sh Pall Corp	P	2010-05-26	2012-10-26	3,733		2,023	1,710	1,710
Total				47,594		63,175	(15,581)	(15,581)