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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

For	alen	dar year 2012 or tax year beginning		, and ending		
		foundation			A Employer identificati	on number
		ner-Johnson Foundation		_		
		ls Fargo Bank MN, N.A.	41-189087	5		
		nd street (or P O box number if mail is not delivered to street	•	Room/suite	B Telephone number	CAEO
		South 7th Street, N9305	-530		(612) 343	, r = -
		own, state, and ZIP code	0		C If exemption application is	s pending, check here
		neapolis, MN 55402-230		remor nublio obardu	D 1. Foreign organization	and check here
a (песк	all that apply: Initial return Final return	Amended return	rmer public charity	I. Poreigii organizado	ills, check liefe
		Address change	Name change		Foreign organizations check here and attach	meeting the 85% test,
H (heck	type of organization: X Section 501(c)(3) ex		· · · · · · · · · · · · · · · · · · ·	1	
<u></u>	_		Other taxable private founda	ition	E If private foundation s under section 507(b)(
I Fa		rket value of all assets at end of year J Accounts		Accrual	F If the foundation is in	
		·	ther (specify)		under section 507(b)	
•		15,825,320 · (Part I, colu	mn (d) must be on cash b	pasis.)		
Pa	ırt I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements for charitable purposes
	-	necessarily equal the amounts in column (a))	expenses per books	income	income	(cash basis only)
	1	Contributions, gifts, grants, etc., received	2,280,082.		N/A	
	2	Check fithe foundation is not required to attach Sch. B			<u> </u>	
	3	Interest on savings and temporary cash investments			ļ	
	4	Dividends and interest from securities	347,161.	347,161.		Statement 1
		Gross rents				
	۱.	Net rental income or (loss)	174 224		<u></u>	
e	ba	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 4,224,443.	174,324.			
Revenue	70	assets on line 6a 4,224,445. Capital gain net income (from Part IV, line 2)		174,324.		
æ	8	Net short-term capital gain	\	1/4/544		
	9	Income modifications				
	10a	Gross sales less returns and allowances	3h .	············		
		Less Cost of goods sold		······································	1	
		Gross profit or (loss)				
	11	Other income	<45,506.	> <45,506.	>	Statement 2
_	12	Total. Add lines 1 through 11	2,756,061.	475,979.		
	13	Compensation of officers, directors, trustees, etc	87,401.	13,110.		74,291.
	14	Other employee salaries and wages				
w	15	Pension plans, employee benefits				
ารคร	16a	Legal fdes				F 445
ē.	b	Accounting lees NOV 15 28tmt 3	5,115.	0.		5,115.
û		Other professional fees Stmt 4	66,922.	66,922.		0.
I ţi.	17	Interest OGDEN State 5	29,243.	168.		0.
stre	18	Taxes ODD Semt 5	49,443.	100.		<u> </u>
Ë	19 20	Occupancy				
₽d	21	Travel, conferences, and meetings			<u> </u>	
ď	22	Printing and publications				
g G	23	Other expenses Stmt 6	2,513.	0.	<u> </u>	2,513.
Operating and Administrative Expens		Total operating and administrative				
per		expenses Add lines 13 through 23	191,194.	80,200.		81,919.
Õ	25	Contributions, gifts, grants paid	557,384.			81,919. 557,384.
	L	Total expenses and disbursements.		_ 		
		Add lines 24 and 25	748,578.	80,200.		639,303.
	27	Subtract line 26 from line 12:				
	ł .	Excess of revenue over expenses and disbursements	2,007,483.			
		Net investment income (if negative, enter -0-)		395,779.		<u> </u>
	C	Adjusted net income (if negative, enter -0-)			N/A	

Gesner-Johnson Foundation

FOR	m 99	0-PF(2012) wells rargo Bank MN, N.A	A. Agent		18908/5 Page 2
P	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End o (b) Book Value	(c) Fair Market Value
	2	Cash - non-interest-bearing Savings and temporary cash investments Accounts receivable ► Less: allowance for doubtful accounts ►	569,563.	2,671,669.	2,671,669.
Assets	5 6 7 8 9 10a b c 11	Pledges receivable Less: allowance for doubtful accounts Grants receivable Receivables due from officers, directors, trustees, and other disqualified persons Other notes and loans receivable Less: allowance for doubtful accounts Inventories for sale or use Prepaid expenses and deferred charges Investments - U.S. and state government obligations Stmt 8 Investments - corporate stock Investments - corporate bonds Investments - land, buildings, and equipment basis Less accumulated depreciation Investments - mortgage loans	828,349. 2,805,261. 4,144,790.	822,795. 3,206,084. 3,923,103.	881,775. 3,585,608. 4,052,876.
	13 14 15	Investments - other Stmt 11 Land, buildings, and equipment basis Less accumulated depreciation Other assets (describe)	5,093,592.	4,815,061. 15,438,712.	4,633,392. 15,825,320.
Liabilities	17 18 19 20 21 22	Total assets (to be completed by all filers) Accounts payable and accrued expenses Grants payable Deferred revenue Loans from officers, directors, trustees, and other disqualified persons Mortgages and other notes payable Other liabilities (describe			13/023/3201
Net Assets or Fund Balances	24 25	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. Unrestricted Temporarily restricted Permanently restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. Capital stock, trust principal, or current funds Paid-in or capital surplus, or land, bldg., and equipment fund Retained earnings, accumulated income, endowment, or other funds Total net assets or fund balances Total liabilities and net assets/fund balances	13,441,555. 0. 0. 13,441,555.	15,438,712. 0. 0. 15,438,712. 15,438,712.	
1 2 3 4 5	(mus Ente Othe Add Decr	Analysis of Changes in Net Assets or Fund Balances at beginning of year - Part II, column (a), line st agree with end-of-year figure reported on prior year's return) r amount from Part I, line 27a r increases not included in line 2 (itemize) lines 1, 2, and 3 eases not included in line 2 (itemize)	30 See Sta	1 2 3 4 atement 7 5	13,441,555. 2,007,483. 0. 15,449,038. 10,326. 15,438,712.
					Form 990-PF (2012)

F	Part'IV Capital Gains a	and Losses for Tax	on Investmen	t Income						
	(a) List and descr 2-story brick wai	ibe the kind(s) of property s rehouse; or common stock,	old (e.g., real estate, 200 shs. MLC Co.)		(b)	low acqu - Purchas - Donatio	ured (d se on) Date ad (mo., day	cquired y, yr.)	(d) Date sold (mo., day, yr.)
	Publicly Tradeo				<u>L</u>	P				
_t	Capital Gains I	Dividends	· · · · · · · · · · · · · · · · · · ·		<u> </u>					
_	<u> </u>				<u> </u>					
_(<u> </u>				<u> </u>					
6	<u> </u>				Ь.,					<u> </u>
_	(e) Gross sales price	(f) Depreciation allower (or allowable)		st or other basis expense of sale					n or (loss (f) minus	(g)
_2				4,050,11	9.					121,898.
t	52,426.									52,426.
	<u> </u>									
	<u> </u>		<u> </u>							
_6										
	Complete only for assets showing	g gain in column (h) and ow	ned by the foundation	ı on 12/31/69					l. (h) gain	
	(i) F.M.V. on of 19/21/00	(j) Adjusted basis		cess of col. (1)	ļ				ot less tha from col. (
	(i) F.M.V. as of 12/31/69	as of 12/31/69	over	col. (j), if any						·····
a	1				1					121,898.
_t)]					52,426.
_	B									
-	1									
-				_						
		(If gain, al	so enter in Part I, line	7	7					
2	Capital gain net income or (net cap	pital loss) If (loss),	enter -0- in Part I, line	7	P [2				174,324.
3	Net short-term capital gain or (los									
٠	If gain, also enter in Part I, line 8,		ezio) ana (o).		11	Í				
	If (loss), enter -0- in Part I, line 8				<u> </u>	3			N/A	<u> </u>
F	Part V Qualification U	nder Section 4940(e) for Reduced	l Tax on Net	: Inv	estme	ent inco	me		
W If	section 4940(d)(2) applies, leave th as the foundation liable for the sect "Yes," the foundation does not quali	ion 4942 tax on the distribu ify under section 4940(e). D	o not complete this p	art		- <u>-</u> -				Yes X No
1	Enter the appropriate amount in e	each column for each year; s	see the instructions be	fore making any e	entries	S		,		741
	(a) Base period years Calendar year (or tax year beginnir		(b) fying distributions	Net value of no		rıtable-us			Distri col. (b) di	(d) bution ratio vided by col. (c))
	2011		643,237.		13	,465	,018.			.047771
	2010		600,177.		12	,986	,131.			.046217
	2009		654,569.		12	,152	,555.			.053863
_	2008		706,224.		13	,018	,029.			.054250
	2007		583,660.		13	,602	,384.			.042909
								ГΤ		
2	Total of line 1, column (d)							2		.245010
	Average distribution ratio for the 5	5-vear base period - divide t	he total on line 2 by 5.	or by the number	r of ve	ars				
Ĭ	the foundation has been in exister							3		.049002
	and realization mad bean in anieto.	100 11 1000 111111 0 700.0								
4	Enter the net value of noncharitab	le-use assets for 2012 from	Part X, line 5					4	1	3,689,124.
								}		
5	Multiply line 4 by line 3							5		670,794.
								1		
6	Enter 1% of net investment incom	ne (1% of Part I, line 27b)						6		3,958.
7	Add lines 5 and 6							7		674,752.
8	Enter qualifying distributions from	n Part XII, line 4						8		639,303.
	If line 8 is equal to or greater than	line 7, check the box in Par	t VI, line 1b, and com	plete that part usir	ng a 1	% tax rat	e.			
_	See the Part VI instructions.									
									_	- 000 DE (0040)

Gesher-Comison Foundation		.000000
Form 990-PF (2012) Wells Fargo Bank MN, N.A. Part VI Excise Tax Based on Investment Income (Section		L890875 Page 4
1a Exempt operating foundations described in section 4940(d)(2), check here ▶□		
Date of ruling or determination letter:(attach copy of let		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check		7,916.
of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations	enter 4% of Part I, line 12, col. (b).	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundation	s only. Others enter -0-)	0.
3 Add lines 1 and 2	3	7,916.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundation	ns only. Others enter -0-)	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter	r-0- <u>5</u>	7,916.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 13,010.	
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		12 010
7 Total credits and payments. Add lines 6a through 6d	7	13,010.
8 Enter any penalty for underpayment of estimated tax. Check here if Form 22		
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 ov		5,094.
Part VII-A Statements Regarding Activities	5,094. Refunded ► 11	0.
1a During the tax year, did the foundation attempt to influence any national, state, or I	ocal legislation or did it participate or intervene in	Yes No
any political campaign?	obal logislation of did it participate of intervent in	1a X
b Did it spend more than \$100 during the year (either directly or indirectly) for politic	cal nurnoses (see instructions for definition)?	1b X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the acti		
distributed by the foundation in connection with the activities	villes and copies of any materials passened of	
c Did the foundation file Form 1120-POL for this year?		1c X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed of	during the year:	
(1) On the foundation. > \$ 0. (2) On foundation r	_	
e Enter the reimbursement (if any) paid by the foundation during the year for political		
managers. ► \$ 0.	·	
2 Has the foundation engaged in any activities that have not previously been reporte	d to the IRS?	2 X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its go	overning instrument, articles of incorporation, or	
bylaws, or other similar instruments? If "Yes," attach a conformed copy of th	e changes	3 X
4a Did the foundation have unrelated business gross income of \$1,000 or more during		4a X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/	
5 Was there a liquidation, termination, dissolution, or substantial contraction during	the year?	5 X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) s	atisfied either:	
By language in the governing instrument, or		
By state legislation that effectively amends the governing instrument so that no	mandatory directions that conflict with the state law	
remain in the governing instrument?		6 X
7 Did the foundation have at least \$5,000 in assets at any time during the year?		7 X
If "Yes," complete Part II, col. (c), and Part XV.	······································	
8a Enter the states to which the foundation reports or with which it is registered (see	mstructions) -	
MN If the angular is "Vac" to line 7, has the foundation furnished a copy of Form 000 P	E to the Atterney Constal (or designate)	
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-P	· · · · · · · · · · · · · · · · · · ·	8b X
of each state as required by General Instruction G? If "No," attach explanation Is the foundation claiming status as a private operating foundation within the meal		8b X
9 Is the foundation claiming status as a private operating foundation within the mean year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If		9 X
10 Did any persons become substantial contributors during the tax year? If "Yes," attac		10 X
To Did any personic become become business during the tax year. If "Yes," attac	a a screeding insuring tries trained and addresses	

10 X Form **990-PF** (2012)

Gesner-Johnson Foundation 41-1890875 Form 990-PF (2012) Wells Fargo Bank MN, N.A. Agent Page 5 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 X section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 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 13 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A Telephone no. \triangleright (800) 224-0039 14 The books are in care of ▶ Peggy Schultz, Wells Fargo ZIP+4 ▶55402-2308 Located at ▶ 90 South 7th Street, N9305-530, Minneapolis, MN Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A 15 and enter the amount of tax-exempt interest received or accrued during the year Yes No At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, 16 Х securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign 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): Yes X No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) Yes X No a disqualified person? Yes X No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available Yes X No for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after Yes X No termination of government service, if terminating within 90 days.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations X section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 X 10 before the first day of the tax year beginning in 2012? 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(i)(3) or 4942(i)(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 Yes X No before 2012? 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 N/A 2b statement - see instructions.) 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 Yes X No during the year?

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X

3b

4a

N/A

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,

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

Form 4720, to determine if the foundation had excess business holdings in 2012)

had not been removed from jeopardy before the first day of the tax year beginning in 2012?

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

Gesner-Johnson Foundatio Folm 990-PF (2012) Wells Fargo Bank MN, N.A Part VII-B Statements Regarding Activities for Which F	. Agent		41-18908	75 Page 6
5a During the year did the foundation pay or incur any amount to:	Oilli II Zo III ay Do I		1	
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	. 404E(a)\2	v.	s X No	
			:5 LZL 140	
(2) Influence the outcome of any specific public election (see section 4955); o	i to carry on, unechy or mun	culy,	s X No	
any voter registration drive?	•		S X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes		۲۰ لـــا ـ	S LAL NU	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section	——, <u> </u>	s X No	
509(a)(1), (2), or (3), or section 4940(d)(2)?		-	טאו בבו פּי	
(5) Provide for any purpose other than religious, charitable, scientific, literary, the prevention of cruelty to children or animals?		Ye	s X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described	ın Regulations		
section 53.4945 or in a current notice regarding disaster assistance (see instru	ctions)?		N/A	5b
Organizations relying on a current notice regarding disaster assistance check h	ere			1 1
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr	om the tax because it mainta	ined		
expenditure responsibility for the grant?	N	I/A 🔲 Ye	es 🔲 No	
If "Yes," attach the statement required by Regulations section 53.494	5- <i>5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to			1	} }
a personal benefit contract?		☐ Ye	s X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?			Sb X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?	☐ Ye	s X No	
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b
Information About Officers Dispetors Tweet		nagers. Highly		- L., L.
Part VIII Paid Employees, and Contractors		g = 1 = ,	•	
1 List all officers, directors, trustees, foundation managers and their	compensation.			
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to	(e) Expense account, other
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	account, other allowances
RUSSELL JOHNSON	PRESIDENT	Circle 0)	compensation	4011411.200
90 South 7th Street, N305-530	REGIDENT	1	ľ	
MINNEAPOLIS, MN 55402	20.00	43,701.	0.	0.
	TREASURER	43,701.	0.	
MARCIA CAMPBELL	IKEASUKEK			
90 South 7th Street, N305-530	10.00	21 050	0.	0
MINNEAPOLIS, MN 55402	10.00	21,850.	J .	0.
PAUL JOHNSON	SECRETARY			'
90 South 7th Street, N305-530	10.00	01 050		•
MINNEAPOLIS, MN 55402	10.00	21,850.	0.	0.
	}			
				ı
		10015		
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to	(a) Evança
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
		<u></u>		
	1			
]			
Total number of other employees paid over \$50,000				0

Form **990-PF** (2012)

Gesner-Johnson Foundation Form 990-PF (2012) Wells Fargo Bank MN, N.A. Agent	41 – '	1890875 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundat Paid Employees, and Contractors (continued)		<u> Logo 73 Tage 7</u>
3 Five highest-paid independent contractors for professional services. If none, enter	HALONE II	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Wells Fargo Bank, N.A.	Investment	(c) compensation
P.O. Box 2999, Minneapolis, MN 55402	Management	65,081.
r.o. box 2000, milineapolis, mn 30402	Hanagement	- 03,001.
	4	
	ļ	
	_	
Total number of others receiving over \$50,000 for professional services		▶ 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic	cal information such as the	
number of organizations and other beneficiaries served, conferences convened, research papers produ		Expenses
1N/A		
2		
3		
3		
4		
Dad IV D	<u> </u>	
Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on line.	nee 1 and 2	Amount
	nes i anu z.	Amount
1N/A		
2		
All other program-related investments. See instructions.		
3		

0.

Total. Add lines 1 through 3

P	art X., Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	73	
·	Average monthly fair market value of securities	1a	13,014,697.
	Average of monthly cash balances	1b	882,891.
	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,897,588.
	Reduction claimed for blockage or other factors reported on lines 1a and	7	
	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,897,588.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	208,464.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,689,124.
6	Minimum investment return. Enter 5% of line 5	6	684,456.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	684,456.
2a	Tax on investment income for 2012 from Part VI, line 5		
b	Income tax for 2012. (This does not include the tax from Part VI.)	3	
C	Add lines 2a and 2b	2c	7,916.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	676,540.
4	Recoveries of amounts treated as qualifying distributions	4	<u> </u>
5	Add lines 3 and 4	5	676,540.
6	Deduction from distributable amount (see instructions)	6	0.
7_	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	676,540.
B	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	, vide 14th	
a		1a	639,303.
þ	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:	1	
	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	639,303.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	1 1	_
	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	639,303.
	Note: The amount on line 6 will be used in Port V, column (b), in subsequent veges when calculating whether the foundation	auglifiae fo	or the section

Form **990-PF** (2012)

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			<u></u> _	676,540.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			552,025.	
b Total for prior years:				
,,		0.		
3 Excess distributions carryover, if any, to 2012:	1	}		
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011			Í	
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from				
Part XII, line 4: ►\$ 639,303.			EE2 02E	
a Applied to 2011, but not more than line 2a			552,025.	
b Applied to undistributed income of prior				
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus	٠ ا			
(Election required - see instructions)	0.			87,278.
d Applied to 2012 distributable amount				01,410.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			<u> </u>
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2011. Subtract line				
4a from line 2a. Taxable amount - see instr.	}		_ 0 .	
f Undistributed income for 2012. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2013				589,262.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	ļ			
e Excess from 2012				
				Form 990~PF (2012)

	argo Bank M			41-18	90875 Page 10
Part XIV Private Operating F			I-A, question 9)	N/A	
1 a If the foundation has received a ruling o					
foundation, and the ruling is effective fo			▶ └		
b Check box to indicate whether the found		g foundation described		4942(j)(3) or49	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	41.0044	Prior 3 years	(4) 2000	(a) Takal
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
investment return from Part X for					
each year listed			ļ		
b 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed			<u></u>		
d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities			<u> </u>		
e Qualifying distributions made directly					
for active conduct of exempt activities.					
Subtract line 2d from line 2c			1		
3 Complete 3a, b, or c for the					
alternative test relied upon:			1		
a "Assets" alternative test - enter: (1) Value of all assets					
, ,			ļ	- 	
(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 Info	rmation (Comple	te this part only	if the foundatio	n had \$5,000 or mo	re in assets
at any time during t					
1 Information Regarding Foundation	n Managers:	<u></u>			
a List any managers of the foundation wh	•	than 2% of the total cont	tributions received by th	ne foundation before the clos	se of any tax
year (but only if they have contributed in				io roundation boroto in ono	
None					
b List any managers of the foundation wh	o own 10% or more of the	e stock of a cornoration	(or an equally large por	tion of the ownership of a na	ertnership or
other entity) of which the foundation ha			(or an equally large por	don or the ownership of a pe	in this is the or
None	-				
	ion Cront Cift Loon	Cabalarabia ata Di			
2 Information Regarding Contribution Check here ► Inf the foundation of		• • •	-	not account upoplicated room	acta for funds. If
the foundation makes gifts, grants, etc.	,	F	•		
	`			complete items za, b, c, and	<u>. </u>
a The name, address, and telephone num)\ 242 C4E2	
Gesner-Johnson Found					
90 South 7th Street,				14	
b The form in which applications should b					
Letter of request st	ating needs	and purpos	se or grant	runas.	
c Any submission deadlines:				•	
None					
d Any restrictions or limitations on award					
Grant used for relig	lous, chari	table, scie	entific, an	a education	purposes.

Gesner-Johnson Foundation

Gesner-Johnson Foundation

Form 990-PF (2012) Wells Fargo Bank MN, N.A. Agent

Part XV | Supplementary Information (continued) 41-1890875 Page 11

3 Grants and Contributions Paid During th		Payment		
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient		
a Paid during the year				
Bridges of Hope	None	Public Charity	Mentor Connection &	
P.O. Box 742			Side By Side programs.	
Brainerd, MN 56401				15_850
Urban Impact	None	Public Charity	Impact Family Village	
7728 Ranier Ave. S.			j	50.000
Seattle, WA 98118				<u>50,000</u>
Youthcare	None	Public Charity	HVAC retrofit	
2500 NE 54th St		1		30,000
Seattle, WA 98105				30,000
Mayfield Senior School	None	Public Charity	Capital campaign	
500 Bellefontaine St				20,000
Pasadena, CA 91105				20,000
Homeboy Industries, Inc.	None	Public Charity	Bakery & Farmer's Market enterprise	
130 W Bruno St Los Angeles CA 90012			market enterprise	35,000
	continuation shee	et(s)	▶ 3a	557 384
b Approved for future payment				
None				
None				
<u></u>				
				
Total			▶ 3b_	

223621 12-05-12

r gross amounts unless otherwise indicated.	Unrelated I	ousiness income		y section 512, 513, or 514	(e)
	(a) Business	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt
rogram service revenue:	code		Code		
	— -				
	 -				
	 				
Fees and contracts from government agencies					
embership dues and assessments					
terest on savings and temporary cash					
vestments					
ividends and interest from securities			14	347,161.	
et rental income or (loss) from real estate:					
Debt-financed property					
Not debt-financed property					
et rental income or (loss) from personal					
roperty					
ther investment income			14	<45,506.>	
ain or (loss) from sales of assets other					
an inventory			18	174,324.	
et income or (loss) from special events					
ross profit or (loss) from sales of inventory					
ther revenue:			_	ľ	
					·
					·
ubtotal. Add columns (b), (d), and (e)		<u></u>	0.	475,979.	· · · · · · · · · · · · · · · · · · ·
otal. Add line 12, columns (b), (d), and (e)				13	475,9
worksheet in line 13 instructions to verify calculation	ns.)				
rt XVI-B Relationship of Activiti	es to the Accon	nplishment of	Exempt P	urposes	
e No. Explain below how each activity for which				importantly to the accomp	dishment of
▼ the foundation's exempt purposes (other)	than by providing fund	s for such purposes)		<u> </u>	
				· · · · · · · · · · · · · · · · · · ·	
	 				
		<u> </u>			
					

, ••• ;	~ !		r-Johnson							
	0-PF (2012) Wells	Fargo Ba	ank MN,	N.A. Agent	15.10		<u> 1890875</u>		ge 13
Part'		Information Re Exempt Organ		isters 10 a	and Transactions	and Relations	nips with Nor	ncnaritable	•	
1 Did				of the follows	ig with any other organizati	on described in sect	100 501(c) of		Yes	No
					27, relating to political organizati		1011 30 1(0) 01			
		n the reporting found				inzations.				
	Cash	t the reporting loans	ation to a noncharia	able exempt on	gamzation of.			1a(1)		X
	Other ass	ets						1a(2)		X
	er transact									
		ssets to a noncharita	ible exempt organiza	ation				15(1)		X
		s of assets from a no						1b(2)		X
(3)	Rental of	facilities, equipment,	or other assets					1b(3)		X
(4)	Reimburs	ement arrangements	•					1b(4)		_X_
(5)	Loans or	loan guarantees						1b(5)		_X_
(6)	Performa	nce of services or me	embership or fundra	ising solicitatio	ons			1b(6)		X
	-	ılıtıes, equipment, ma	_					<u>1c</u>		<u> </u>
					dule. Column (b) should al				sets,	
	-				ed less than fair market val	ue in any transactior	n or sharing arrangei	ment, show in		
	 _	e value of the goods, Amount involved			e exempt organization	(d) 5	of transfers, transactio			
(a) Line no	° (U)	Amount involved	(c) Name o	N/A	e exempt organization	(u) Description	or transfers, transactio	ns, and sharing ar	angemei	115
	 		 	N/A						
	 		 			- 				
	 							<u>,</u>		
	 									
	_				<u></u>					
				 						
	1									
	<u> </u>						<u></u>			
					· · · · · · · · · · · · · · · · · · ·					
			ļ							
			ļ							
	l		<u>l</u>							
					or more tax-exempt organ	izations described		┌ ┐	r 	٦
		(c) of the Code (othe	•	c)(3)) or in sect	tion 527?			Yes	LX	No
<u>p 11 -)</u>	res," comp	lete the following sch			(h) Tung of prespiration	T	(c) Description of re	lationahin		
		(a) Name of org	Janization		(b) Type of organization		(c) Description of le	adionamp		
		N/A								
					 	 				
						 				
	Under pena	iltres of perjury, I declare	that I have examined th	ns return, includir	ng accompanying schedules and	d statements, and to the	best of my knowledge	100		
Sign	and belief,	it is true, correct, and cor	mplete Declaration of p	reparer (other tha	n taxpayer) is based on all infori	mation of which prepare	r has any knowledge	May the IRS return with the shown below	e prepar	er
Here			>		1/10V6	Trust	ee	X Yes] No
	Signatur	e of officer or trustee	?		Date	Title				
	Pri	nt/Type preparer's na	ame	Preparer's s	ignature	Date	Check if	PTIN		
_							self- employed			
Paid					nwardsen, C	11/04/13		P00484		
Prepa	[" "	m's name ► Eid	le Bailly	LLP			Firm's EIN ► 4	5-02509	58	
Use (- L						 			
	Fir				, Ste. 1300		_	40 050		^
		Mi	<u>nneapolis</u>	s, MN 5	5402-7033		Phone no. 6	<u>12-253-</u>		
								Form 990)-PF (2012)

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Employer identification number Name of the organization Gesner-Johnson Foundation 41-1890875 Wells Fargo Bank MN, N.A. Agent 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 X 501(c)(3) exempt private foundation Form 990-PF 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

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).

religious, charitable, etc., contributions of \$5,000 or more during the year

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

Name of organization
Gesner-Johnson Foundation
Wells Fargo Bank MN, N.A. Agent

Employer identification number

41-1890875

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	Johnson, L. IRR Clat 2755 West Kiltie Lane Flagstaff, AZ 86001	\$ 150,068.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	Johnson, L. IRR Clat 580 Covington Place Pasadena, CA 91105	\$ 150,068.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	Johnson, L. IRR Clat 90 S 7th Street, 10th Floor Minneapolis, MN 55402	\$150,068.	Person X Payroli
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	Lloyd Johnson Deceased Managed IRA 90 S 7th Street, Floor 5300 Minneapolis, MN 55402	\$ 1,829,878.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

Employer identification number

Gesner-Johnson Foundation

Wells Fargo Bank MN, N.A. Agent

41-1890875

Part II	Noncash Property (see instructions). Use duplicate copies of P	art 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	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		s	
(a) No. from Part i	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	990 990-F7 or 990-PF)

Name of organ			Employer identification num	nber
Gesner-	Johnson Foundation		41 1000075	
Part III	Exclusively religious, charitable, etc., individual year. Complete columns (a) through (e) and the total of exclusively religious, charitable, etc., Use duplicate copies of Part III if additional	COURTING TO 12 1 41 1 000 OF 1622 TO	(7), (8), or (10) organizations that total more than \$1,00 are completing Part III, enter the year. (Enter this information once)	00 for the
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	d
-				
		(e) Transfer of gift		
	Transferee's name, address, and	1 ZIP + 4	Relationship of transferor to transferee	
(a) No.				
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	:i
		(e) Transfer of gift		
	Transferee's name, address, and	1 ZIP + 4	Relationship of transferor to transferee	
(a) No				
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held	d
		(e) Transfer of gift		
	Transferee's name, address, and	1 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	d
-		(e) Transfer of gift		
	Transferee's name, address, and	1 ZIP + 4	Relationship of transferor to transferee	

Part XV Supplementary Information	n			
3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		······································
Vision House	None	Public Charity	Jacob's Well	
PO Box 2951				50.000
Renton, WA 98056				50,000.
Camp Knutson	None	Public Charity	wheelchairs	
11169 Whitefish Ave			wheelChalis	8,000.
Crosslake, MN 56442		-		8,000.
Crisis Nursery, Inc	None	Public Charity	Replace fire alarm	
2334 E Polk			control panel, new	
Phoenix, AZ 85006	}		electric panel, and	
			repair parking lot	54,366.
Brainerd Public Schools Foundation	None	Public Charity	Leveled Literacy	
804 Oak St	inonic in the second se		Learning program	
Brainerd MN 54601				23,000.
Harambee Christian Family Center	None	Public Charity	Purchase of van	
1609 Navarro Ave				05 000
Pasadena, CA 91103		1	 	25,000.
Mountain Meadows	None	Public Charity	Repair to camp caused	
1669 S 140 Place			by flooding	
Gilbert, AZ 85295		 	 	16,793.
Food For The Hungry	None	Public Charity	Replacement of cooling	
1224 E Washington St	}		tower	
Phoenix, AZ 85034				15,000.
Northern Pines Mental Health Center	None	Public Charity	Renovation of family	
823 Maple St			space and purchase of	
Brainerd, MN 54601			curriculum materials	20,000.
Teleios	None	Public Charity	Annual Mexico trip to	
7064 12th Ave NW			help build homes for	
Seattle, WA 98117			the poor	15,000.
Young & Healthy	None	Public Charity	Computer equipement	
PO Box 93397			and software	26 500
Pasadena, CA 91109 Total from continuation sheets			<u> </u>	26,500. 406,534.
Total from continuation sheets				400,534

Gesner-Johnson Foundation
Wells Fargo Bank MN, N.A. Agent 41-1890875
Supplementary Information

ourney House, Inc. None Public Charity Pay off outstanding auto loan 19,000 lintridge Center 36 W Mountain St, Ste 106 asadena, CA 91103 t. Philomena School 815 S 220th St esmoines, WA 98198 None Public Charity Purchase computers and software 13,200 public Charity Purchase computers 20,000 Public Charity Purchase computers 20,000 Public Charity Support new computer lab 31,675 eadership Development Seminars None Public Charity Purchase computers 20,000	Part XV Supplementary Informati				
Show any relationship to any foundation and address (home or business) Show any relationship to any foundation and address (home or business) None Public Charity Seneral Operations Public Charity Purchase of 50 new theater seats 21,000 15,000 asadena, CA 91101 Ourney House, Inc. 232 W Los Robles Ave seadena, CA 91104 Public Charity Pay off outstanding suco loss and seadena, CA 91104 None Public Charity Pay off outstanding suco loss and seadena, CA 91104 None Public Charity Pay off outstanding suco loss and seadena, CA 91104 None Public Charity Pay off outstanding suco loss and seaters. CA 91104 None Public Charity Purchase of computers and software Public Charity Purchase computers None Public Charity Purchase computers Amount Amount Anount Anount Anount Anount Anount Anount Anount Posterial Operations Anount 15,000 Anount Anount Public Charity Purchase computers And software Public Charity Purchase computers And software Public Charity Purchase computers 13,200 13,200 13,200 13,200 13,200 14,200 15,000 15,000 15,000 15,000 15,000 16,000 17,000 17,000 18,000 19,000					
Osemary Children's Services 6 S Kinnelca Ave, Ste 200 asadens, CA 51107 Asadens Playhouse 00 Playhouse Alley, Ste 300 asadens Playhouse 10 Playhouse Alley, Ste 300 asadens, CA 51101 None Public Charity Pay off outstanding suto loan 15,000 Public Charity Pay off outstanding suto loan 19,000 Public Charity Pay off outstanding suto loan 19,000 Intridge Center 36 W Mountain St, Ste 106 asadens, CA 51104 None Public Charity Purchase of computers and software 13,200 15,000 Public Charity Purchase computers 16 W Mountain St, Ste 106 asadens, CA 51104 None Public Charity Purchase computers 13,200 13,200 13,200 13,200 Public Charity Purchase computers 13,200 13,200 13,200 Public Charity Purchase computers 13,200 13,200 13,200 Public Charity Purchase computers 20,000 13,200 Public Charity Purchase computers 20,000 13,200 13,200 13,200 Public Charity Purchase computers 20,000 13,200 13,200 14,200 15,200		show any relationship to any foundation manager	status of	Purpose of grant or contribution	Amount
asadena, CA 91107 asadena Playhouse 00 Playhouse Alley, Ste 300 asadena Playhouse 10 Playhouse Alley, Ste 300 asadena, CA 91101 None Public Charity Purchase of 50 new theater seats 21,006 21,006 Public Charity Pay off outstanding auto loan 19,006 Public Charity Purchase of computers and software 11,206 13,006 Public Charity Purchase of computers and software 11,206 12,006 Public Charity Purchase of computers and software 13,206 13,206 Public Charity Purchase computers 13,206 13,206 13,206 13,206 13,206	Marite and address (notice of pasificss)	or substantial contributor	recipient		
asadena, CA 91107 asadena Playhouse 00 Playhouse Alley, Ste 300 asadena Playhouse 10 Playhouse Alley, Ste 300 asadena, CA 91101 None Public Charity Purchase of 50 new theater seats 21,006 21,006 Public Charity Pay off outstanding auto loan 19,006 Public Charity Purchase of computers and software 11,206 13,006 Public Charity Purchase of computers and software 11,206 12,006 Public Charity Purchase of computers and software 13,206 13,206 Public Charity Purchase computers 13,206 13,206 13,206 13,206 13,206					
asadena Playhouse OF Playhouse Alley, Ste 300 asadena, CA 91101 Ourney House, Inc. 232 N Los Robles Ave asadena, CA 91104 Public Charity Purchase of 50 new theater seats 21,006 Public Charity Pay off outstanding auto loan 19,006 Public Charity Purchase of computers and software 13,206 1, Philosena School 2, Public Charity Purchase computers 2, 20,006 Public Charity Purchase computers 2, 20,006 2, 202 2, 206 Public Charity Purchase computers 3, 206 1, Philosena School 1, Philosena School 2, 206 1, Philosena School 2, 206 2, 207 2, 206 Public Charity Purchase computers 3, 207 4, 207 4		None	Public Charity	General Operations	
asadena Playhouse 00 Playhouse Alley, Ste 300 asadena (A 91101) Ourney House, Inc. 232 R Los Robles Ave asadena, CA 91104 Intridge Center 36 W Mountain St., Ste 106 asadena, CA 91103 T. Philomena School 815 S 220th St esmoines, WA 98198 None Public Charity Purchase of computers and software 13,206 Public Charity Purchase computers and software 20,006 Public Charity Purchase computers 13,206 20,006 Public Charity Purchase computers 35 W Mountain St., Ste 105 asadena, CA 91103 T. Philomena School 815 S 220th St esmoines, WA 98198 None Public Charity Purchase computers 20,006 Public Charity Purchase computers 31,206 20,006 Public Charity Purchase computers 21,006 Public Charity Purchase of computers 31,206	•			}	15 000
DO Playhouse Alley, Ste 300 asadena, CA 91101 ourney House, Inc. 232 N Los Robles Ave asadena, CA 91104 None Public Charity Pay off outstanding auto loan 19,000 1intridge Center 36 W Mountain St, Ste 108 asadena, CA 91103 1. Philomena School 815 S 220th St emenoines, WA 98198 None None Public Charity Purchase computers and software 13,200 13,200 13,200 None Public Charity Support new computer lab 31,675 acadership Development Seminars 046 16th Ave NE eattle, WA 98111 33,000	Pasadena, CA 9110/				15,000
DO Playhouse Alley, Ste 300 asadena, CA 91101 ourney House, Inc. 232 N Los Robles Ave asadena, CA 91104 None Public Charity Pay off outstanding auto loan 19,000 1intridge Center 36 W Mountain St, Ste 108 asadena, CA 91103 1. Philomena School 815 S 220th St emenoines, WA 98198 None None Public Charity Purchase computers and software 13,200 13,200 13,200 None Public Charity Support new computer lab 31,675 acadership Development Seminars 046 16th Ave NE eattle, WA 98111 33,000	Pasadena Plavhouse	None	Public Charity	Purchase of 50 new	
ourney House, Inc. 232 N Los Robles Ave aeadena, CA 91104 lintridge Center 36 W Mountain St, Ste 106 aeadena, CA 91103 t. Philomena School 815 S 220th St esminars None O BOX 202 eattle, MA 98111 eadership Development Seminars 046 16th Ave NE eattle, WA 98111 21,000 Public Charity Furchase of computers and software 13,200 13,200 Public Charity Furchase computers Support new computer lab 31,675 Public Charity Furchase and office equipment sond office equipment 33,000				1	
232 N Los Robles Ave asadena CA 91104 lintridge Center 36 W Mountain St, Ste 106 asadena, CA 91103 t. Philomena School 815 S 220th St esmoines, WA 98198 nion Gospel Mission O Box 202 eattle, WA 98111 eadership Development Seminars 046 16th Ave NE eattle, WA 98111 19,000 Public Charity Furchase of computers and software 13,200 13,200 Public Charity Support new computer ab 31,675 Public Charity Fenant improvements and office equipment 33,000	Pasadena, CA 91101				21,000
232 N Los Robles Ave asadena CA 91104 lintridge Center 36 W Mountain St, Ste 106 asadena, CA 91103 t. Philomena School 815 S 220th St esmoines, WA 98198 nion Gospel Mission O Box 202 eattle, WA 98111 eadership Development Seminars 046 16th Ave NE eattle, WA 98111 19,000 Public Charity Furchase of computers and software 13,200 13,200 Public Charity Support new computer ab 31,675 Public Charity Fenant improvements and office equipment 33,000			,		
lintridge Center 36 W Mountain St, Ste 106 asadena, CA 91103 10.000 11. Philomena School 10.5 S 220th St esmoines, WA 98198 11. Mone Public Charity Purchase computers 13.200 13.200 14. Philomena School 15. S 220th St esmoines, WA 98198 15. S 220th St esmoines, WA 98198 16. Support new computer 17. Support new computer 18. Support new co	Journey House, Inc.	None	Public Charity	Pay off outstanding	
lintridge Center 36 W Mountain St, Ste 106 asadena, CA 91103 t. Philomena School 815 S 220th St esmoines, WA 98198 mion Gospel Mission O Box 202 eattle, WA 98111 eadership Development Seminars 046 16th Ave NE eattle, WA 98111 None Public Charity Purchase of computers 13,200 13,200 Public Charity Purchase computers 20,000 20,000 21,200 Public Charity Pupport new computer 13,675 16,75 16,75 17,000 18,100 18,100 18,100 19,	1232 N Los Robles Ave			auto loan	
36 W Mountain St, Ste 106 asadena, CA 91103 t. Philomena School 815 S 220th St esmoines, WA 98198 None Public Charity Furchase computers 20,000 nion Gospel Mission O Box 202 eattle, WA 98111 eadership Development Seminars 046 16th Ave NE eattle, WA 98111 None Public Charity Funchase computer Support new computer lab 31,675 Public Charity Fenant improvements and office equipment 33,000	Pasadena, CA 91104		 		19,000
36 W Mountain St, Ste 106 asadena, CA 91103 t. Philomena School 815 S 220th St esmoines, WA 98198 None Public Charity Furchase computers 20,000 nion Gospel Mission O Box 202 eattle, WA 98111 eadership Development Seminars 046 16th Ave NE eattle, WA 98111 None Public Charity Funchase computer Support new computer lab 31,675 Public Charity Fenant improvements and office equipment 33,000			<u> </u>		
t. Philomena School 815 S 220th St esmoines, WA 98198 nion Gospel Mission O Box 202 eattle, WA 98111 eadership Development Seminars 046 16th Ave NE eattle, WA 98111 13,200 Public Charity Furchase computers Public Charity Support new computer lab 31,675 Public Charity Tenant improvements and office equipment 33,000	-	None	Public Charity) l	
t. Philomena School 815 S 220th St esmoines, WA 98198 None Public Charity Purchase computers 20,000 1010 Gospel Mission O Box 202 eattle, WA 98111 eadership Development Seminars 046 16th Ave NE eattle, WA 98111 None Public Charity Purchase computer Support new computer lab 31,675 Public Charity Purchase computers 20,000 21,000 22,000 23,000 24,000 25,000 26,000 26,000 27,000 28,000 29,000 20,0				and software	13 200
### semoines, WA 98198 mion Gospel Mission O Box 202 eattle, WA 98111 #### semoines, WA 98111 None Public Charity Support new computer lab 31.675 ###################################	rasagena, CA 31103				13,200
### semoines, WA 98198 mion Gospel Mission O Box 202 eattle, WA 98111 #### semoines, WA 98111 None Public Charity Support new computer lab 31.675 ###################################	St. Philomena School	None	Public Charity	Purchase computers	
nion Gospel Mission O Box 202 eattle, WA 98111 eadership Development Seminars O46 16th Ave NE eattle, WA 98111 None Public Charity Tenant improvements and office equipment 33,000	1815 S 220th St			1	
eattle, WA 98111 eadership Development Seminars 046 16th Ave NE eattle, WA 98111 None Public Charity Tenant improvements and office equipment 33,000	Desmoines, WA 98198		 		20,000
eattle, WA 98111 eadership Development Seminars 046 16th Ave NE eattle, WA 98111 None Public Charity Tenant improvements and office equipment 33,000					
eadership Development Seminars None Public Charity Tenant improvements and office equipment 33,000	Union Gospel Mission	None	Public Charity	Support new computer	
eadership Development Seminars None Public Charity Fenant improvements and office equipment 33,000	PO Box 202	ļ		lab	24 5
046 16th Ave NE eattle, WA 98111 and office equipment 33,000	Seattle, WA 98111		 		31,675
046 16th Ave NE eattle, WA 98111 and office equipment 33,000	Tandanahin Danalamanh Gaminana	Yana	Dublic Charity	Monant improvements	
eattle, WA 98111 33,000		None	rubite chartey	1	
Total from continuation sheets	Seattle, WA 98111				33,000
Total from continuation sheets					
Total from continuation sheets					
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Total from continuation sheets					
Total from continuation sheets					
Total from continuation sheets					
Total from continuation sheets					
	Total from continuation sheets				

Form 990-PF Dividend	s and	Inter	est from	Secu	rities	Statement	1
Source		Gross	Amount		ital Gains ividends	Column (A Amount)
Dividend & Interest From Securities	_		399,587.	• "	52,426.	347,1	61.
Total to Fm 990-PF, Part I, 1	n 4 =		399,587.		52,426.	347,1	61.
Form 990-PF	Ot	her I	ncome			Statement	2
Description		1	(a) Revenue Per Books		(b) Net Invest- ment Income	(c) Adjuste Net Inco	
Allocated Partnership Loss			<45,	506.>	<45,506.	>	
Total to Form 990-PF, Part I,	line	11	<45,	506.>	<45,506.	>	
Form 990-PF	Acc	counti	na Fees				
						Statement	
Description	(a Exper Per E	a)	(b)		(c) Adjusted Net Income	(d) Charita	ble
Description Accounting Fees	Exper Per E	a) nses	(b)		Adjusted Net Income	(d) Charita	ble es
	Exper Per E	a) ises Books	(b)	come	Adjusted Net Income	(d) Charita Purpos	ble es
Accounting Fees To Form 990-PF, Pg 1, ln 16b	Exper Per E	a) nses Books 5,115.	(b)	0. 0.	Adjusted Net Income	(d) Charita Purpos 5,1	ble es
Accounting Fees To Form 990-PF, Pg 1, ln 16b	Exper Per E	a) nses Books 5,115. 7rofess a) nses	(b) Net Inverse Inc	0. 0. ees	Adjusted Net Income	(d) Charita Purpos 5,1 5,1 Statement (d) Charita	ble es 15. 15.
Accounting Fees To Form 990-PF, Pg 1, ln 16b Form 990-PF	Exper For For For For For For For For For Fo	a) nses Books 5,115. 7rofess a) nses	(b) Net Invent Inc sional Fe (b) Net Invent Inc	0. 0. ees	Adjusted Net Income (c) Adjusted Net Income	(d) Charita Purpos 5,1 5,1 Statement (d) Charita	ble es 15. 15.

Form 990-PF	Tax	es 	S	tatement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax Foreign Tax	29,075. 168.	0.		0.
To Form 990-PF, Pg 1, ln 18	29,243.	168.		0.
Form 990-PF	Other E	xpenses	S	tatement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State Filing Fee Miscellaneous	25. 2,488.	0.		25. 2,488.
To Form 990-PF, Pg 1, ln 23	2,513.	0.		2,513.
Form 990-PF Other Decrease	es in Net As	sets or Fund I	Balances S	tatement 7
Description				Amount
Basis Adjustment in publicly	traded stoc	k		10,326.
Total to Form 990-PF, Part I	II, line 5			10,326.

Form 990-PF U.S. and State/City	Government	Obligations	Statement 8
Description Gov	S. Other	Book Value	Fair Market Value
Municipal Bonds	x	50,000.	51,301.
U.S. Government Obligations (See X Attached Detail)	<u> </u>	772,795.	830,474.
Total U.S. Government Obligations		772,795.	830,474.
Total State and Municipal Government Ob	ligations	50,000.	51,301.
Total to Form 990-PF, Part II, line 10a	L	822,795.	881,775.
Form 990-PF Corpora	te Stock		Statement 9
Description		Book Value	Fair Market Value
Equities (See Attached Detail)			
Equities (See Attached Detail)		3,206,084.	3,585,608.
Total to Form 990-PF, Part II, line 10h)	3,206,084.	3,585,608.
Total to Form 990-PF, Part II, line 10b	te Bonds		
Total to Form 990-PF, Part II, line 10b			3,585,608.
Total to Form 990-PF, Part II, line 10b Form 990-PF Corpora	ate Bonds	3,206,084.	3,585,608. Statement 10 Fair Market

Form 990-PF O	ther	Investments		Statement	11
Description		Valuation Method	Book Value	Fair Marke Value	t
Abby Capital Multi-Manager Fund		COST			
Ltd.			383,293.	380,9	
Artha Emerging Markets Fund Ltd.		COST	259,166.	239,4	45.
Ascend Partners Fund II Ltd		COST	249,975.	255,4	51.
Blue Trend ASP Fund		COST	197,398.	194,1	.09.
Foreign Currency Trading		COST			
Investments			596,943.	758,5	62.
HFR Macro GAM SER D Offshore		COST	249,698.	263,7	748.
IVY Asset Strategy Fund Class		COST	105,716.	116,0	60.
Lazard Emerging Income Fund LP		COST	254,293.	263,7	727.
Lazard Global Fixed Income Trust		COST	482,901.	510,3	371.
Real Estate & Specialty Assets (COST			
attached detail)			1,785,727.	1,423,9	45.
Three Bridges Europe Fund Ltd.		COST	249,951.	227,0	65.
Total to Form 990-PF, Part II, 1	ine 1		4,815,061.	4,633,3	392.



Period Covered. January 1, 2012 - December 31, 2012

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ASSET DETAIL							
ASSET DESCRIPTION	QUANTITY	Price	MARKET VALUE AS OF 12/31/12	Cost Basis	Unrealized Gain/Loss	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Cash & Equivalents							
CASH			\$10,421 73	\$10,42173	\$0.00		
Total Cash			\$10,421.73	\$10,421.73	\$0.00		
MONEY MARKET			!		000	0000	8
FEDERATED TREAS OBL FD 68	120,542.370		\$120,54237	\$120,542.37	000%	60716	200
Asset held in Invested Income Portiolio ACCOLINT NUMBER 07289800						,	į
FEDERATED TREAS OBL FD 68	2,335,999.010		2,335,999.01	2,335,999.01	00:0	234 26	0.0
ACCOUNT NUMBER 07289800			35 807 46	25 892 46	000	2.60	100
FEDERATED TREAS OBL FD 68 ACCOUNT NUMBER. 07289802	25,892 460		04.760,63				č
FEDERATED TREAS OBL FD 68	178,813.030		178,81303	178,813 03	000	1/93	50
Asset held in Invested Income Portfolio							
ACCOUNT NOTWINGEN OF 203002 Total Monov Market			\$2,661,246.87	\$2,661,246.87	\$0.00	\$266.88	%10.0
Total Cash & Equivalents			\$2,671,668.60	\$2,671,668.60	\$0.00	\$266.88	0.01%





Account Statement For. GESNER - JOHNSON FOUNDATION AGENCY

ASSET DETAIL (Continued)							
Asset Description	Par Value	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED YIELD TO Annual Income Maturity	YIELD TO
GOVERNMENT OBLIGATIONS FED HOME LN BK TRANCHE # TR 00411 DTD 11/03/05.5000 12/11/2015	200,000 000	\$113.362	\$226,724.00	\$199,352.00	\$27,372.00	\$10,000 00	0 43%
CUSIF: 3133/CULS MOODY'S RATING AAA STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER 07289802 FED HOME LN BK TRANCHE # TR 00130 DTD 05/27/04 5 250 06/18/2014 CUSIP: 3133/7FK5	200,000,000	107.357	214,714.00	203,911 20	10,802.80	10,500 00	021
EXANDARD & POOR'S BATING AA+ ACCOUNT NUMBER: 07289802 FED HOME LN MTG CORP DTD 10/17/03 4 875 11/15/2013 CUSIP: 3134A4UK8	85,000 000	104 131	88,511.35	84,542 70	3,968 65	4,143.75	0.13
MOODY'S RATING AAA STANDARD & POOR'S RATING AA+ ACCOUNT NUMBER 07289802 FED NATL MTG ASSN DTD 09/17/04 4 625 10/15/2014 CUSIP. 31359MWJ8	200,000.000	107 738	215,476.00	200,707 80	14,768 20	9,250 00	0.29
MOODY'S RATING AAA STANDARD & POOR'S RATING AA+ ACCOUNT NUMBER 07289802 US TREASURY NOTE DTD 05/16/11 3 125 05/15/2021 CUSIP: 912828QN3	75,000 000	113 398	85,048 50	84,281.55	76695	2,343 75	142
MOODY'S RATING AAA STANDARD & POOR'S RATING N/A ACCOUNT NUMBER 07289802 Total Government Obligations			\$830,473.85	\$772,795.25	\$57,678.60	\$36,237.50	

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Period Covered January 1, 2012 - December 31, 2012

Asset Description	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED YIELD TO ANNUAL INCOME MATURITY	YIELD TO ATURITY
Fixed Income (continued) MUNICIPAL BONDS BURBANK GLENDALE PASADENA CA A	50,000 000	\$102 603	\$51,301.50	\$50,000 00	\$1,301 50	\$1,964 00	3 53%
TXBL-3ER B CUSID-120827C21 MOODY'S RATING A1 STANDARD & POOR'S RATING A+ ACCOUNT NUMBER 07289802			\$51,301.50	\$50,000.00	\$1,301.50	\$1,964.00	
CORPORATE OBLIGATIONS AMERICAN EXPRESS CR CORP MED TERM NOTE TRANCHE # TR 00048 DI 12/02/05 5 300 12/02/2015	200,000 000	\$112.622	\$225,244 00	\$200,390 00	\$24,854 00	\$10,600 00	091%
COSIP 0238M0821 MOODY'S RATING A2 ACCOUNT NUMBER 07289802 BERKSHIRE HATHAWAY INC DTD 08/15/113 750 08/15/2021 CUSIP: 0846708C1	45,000 000	110.156	49,570 20	44,996 40	4,573 80	1,687 50	2 44
MOODY'S RATING AA2 STANDARD & POOR'S RATING AA+ ACCOUNT NUMBER. 07289802 BORGWARNER INC DTD 09/16/10 4 625 09/15/2020 CUSIP: 099724AG1	20,000 000	110.040	55,020 00	54,063 00	957.00	2,312.50	3 15
MOODY'S RATING BAA2 STANDARD & POOR'S RATING. BBB+ ACCOUNT NUMBER 07289802							





Period Covered January 1, 2012 - December 31, 2012

Asset Description	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME M	YIELD TO MATURITY
Fixed Income (continued) CORPORATE OBLIGATIONS (continued) BUNGE LIMITED FINANCE CO DTD 06/15/12 3 200 06/15/2017 CUSIP: 120568AV2	000 000'09	104 363	62,61780	59,884 80	2,733 00	1,920 00	217
MOODY'S RATING BAA2 STANDARD & POOR'S RATING BBB- ACCOUNT NUMBER 07289802 CA INC DTD 11/13/09 5.375 12/01/2019 CUSIP: 12673PAC9	65,000 000	113 884	74,024 60	71,037 85	2,986.75	3,493.75	3.13
CREDIT SUISE FOR INC. 2002. STANDARD & POOR'S RATING BBB+ ACCOUNT NUMBER 07289802 CREDIT SUISE FB USA INC CUSIP 22541LBKB ACCOUNT 2541LBKB	200,000 000	110981	221,962.00	195,776 00	26,186 00	10,250.00	0 88
STANDARD & POOR'S RATING A+ STANDARD & POOR'S RATING A+ ACCOUNT NUMBER 07289802 CRH AMERICA INC DTD 12/07/104 125 01/15/2016 CUSIP: 12626PAK9	20,000 000	104 120	52,060 00	49,899 50	2,16050	2,062 50	270
MOODY'S RATING BAA2 STANDARD & POOR'S RATING BBB+ ACCOUNT NUMBER 07289802 GENERAL ELEC CAP CORP TRANCHE # TR 00575 DTD 12/06/02 5 450 01/15/2013	150,000 000	100.172	150,258 00	155,526 00	- 5,268 00	8,175 00	5 44
CUSIP: 36962GZY3 MOODY'S RATING A1 STANDARD & POOR'S RATING. AA+ ACCOUNT NUMBER: 07289802							



Period Covered January 1, 2012 - December 31, 2012

Asset Description	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED YIELD TO ANNUAL INCOME MATURITY	YIELD TO NATURITY
FIXEd Income (continued) CORPORATE OBLIGATIONS (continued) GREAT PLAINS ENERGY INC DTD 05/19/11 4 850 06/01/2021 CUSIP: 391164AE0 MOODYS RATING 8AA3 STANDARD & POOR'S RATING BBB- ACCOUNT NUMBER 07289802	75,000 000	110173	82,629 75	78,108 00	4,52175	3,637 50	3,45
HEWLETT-PACKARD CO DTD 02/27/07 5 400 03/01/2017 CUSIP: 428236AM5 MOODY'S RATING BAA1 STANDARD & POOR'S RATING: BBB+ ACCOUNT NUMBER 07289802	150,000 000	107 069	160,603 50	161,136 00	- 532 50	8,100 00	3 56
HONEYWELL INTERNATIONAL DTD 02/29/08 5.300 03/01/2018 CUSIP 438516AX4 MOODY'S RATING A2 STANDARD & POOR'S RATING. A ACCOUNT NUMBER 07289802	150,000 000	119.538	179,307 00	159,262.50	20,044 50	7,950.00	1.37
HSBC FINANCE CORP DTD 01/19/06 5.500 01/19/2016 CUSIP: 40429CFN7 MOODY'S RATING BAA1 STANDARD & POOR'S RATING· A ACCOUNT NUMBER 07289802	200,000 000	111 745	223,490 00	199,594 00	23,896 00	11,000 00	1 54
PRUDENTIAL FINANCIAL INC MED TERM NOTE DTD 05/12/11 3 000 05/12/2016 CUSIP. 74432QBR5 MOODY'S RATING BAA2 STANDARD & POOR'S RATING A ACCOUNT NUMBER: 07289802	20,000 000	105.581	52,790 50	49,935 00	2,855 50	1,500 00	1 30





Period Covered' January 1, 2012 - December 31, 2012

Asset Description	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME A	YIELD TO MATURITY
Fixed Income (continued)							
TELEFONICA EMISIONES SAU	75,000 000	106 625	79,968 75	72,41475	7,554 00	4,096 50	4 48
DTD 02/16/11 5 462 02/16/2021							
COSIF 8/938WAPB MOODY'S RATING BAA2							
STANDARD & POOR'S RATING BBB							
ACCOUNT NOTIFIED OF EGGGG	50.000,000	100 926	50,463.00	49,857 50	605.50	562.50	0.78
DTD 09/25/12 1 125 09/25/2015							
CUSIP. 961214BW2							
MOODY'S RATING AA2							
STANDARD & POOR'S RATING. AA-							
ACCOUNT NUMBER 0/289802		;		07 100 01	00.117	1 005 00	3 15
WILLIAMS PARTNERS LP	30,000,000	101 679	30,503 /0	00 766'67	07 116	200	2
DTD 08/14/12 3 350 08/15/2022							
COSIF: 96950FAUS							
MICCUT STATING: BAAZ							
ACCOUNT NUMBER 07289802						1	
Total Corporate Obligations			\$1,750,512.80	\$1,631,873.80	\$118,639.00	\$/8,352.75	

ASSET DETAIL (continued)							
Asset Description	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL ÎNCOME	CURRENT YIELD
Fixed Income DOMESTIC MUTUAL FUNDS EATON VANCE FLOATING RATE FUND-CLASS	5,524 862	\$9120	\$50,38674	\$50,000,00	\$38674	\$2,237.57	4 44%
I #924 SYMBOL: EIBLX CUSIP. 277911491 ACCOUNT NUMBER 07289802 JPMORGAN HIGH YIELD FUND SELECT SHARES #3580	24,173419	8 140	196,771.63	194,415.46	2,35617	12,594.35	640
SYMBOL: OHYFX CUSIP: 4812C0803 ACCOUNT NUMBER. 07289802 PIMCO HIGH YIELD FUND INSTITUTIONAL SHARES #108	8,012.821	9 640	77,243 59	75,000.00	2,243 59	4,61538	597
SYMBOL: PHIYX CUSIP: 693390841 ACCOUNT NUMBER 07289802 PRINCIPAL PREFERRED SECURITIES FUND CLASS INS #4929	4,995.005	10.480	52,347 65	20,000 00	2,347 65	2,992.01	572
SYMBOL: PPSIX CUSIP: 74253Q416 ACCOUNT NUMBER 07289802 RIDGEWORTH SEIX HIGH YIELD BOND FUND CLASS I #5855	10,284 584	10160	104,49137	100,000 00	4,491 37	6,633 56	635
SYMBOL: SAMHX CUSIP. 76628T645 ACCOUNT NUMBER: 07289802 VANGUARD GNMA FUND-ADMIRAL SHARES	14,652 046	10910	159,853 82	162,65193	- 2,798 11	4,571 44	2.86
SYMBOL: VFIJX CUSIP: 922031794 ACCOUNT NUMBER 07289802 WELLS FARGO ADVANTAGE SHORT-TERM HIGH YIELD BOND FUND CLASS ADM #3769 EYMADI: WITHY CIRID 94975PA3	10,190.101	8.290	84,475 94	83,796 61	679.33	3,627.68	4 29
ACCOUNT NUMBER 07289802 WELLS FARGO ADVANTAGE ULTRA SHORT TERM INCOME FUND-CLASS I #3104	15,770.600	8 560	134,996.34	134,81389	182 45	1,797 85	1.33
SYMBOL: SADIX CUSIP- 949917744 ACCOUNT NUMBER 07289800 Total Domestic Mutual Funds			\$860,567.08	\$850,677.89	\$9,889.19	\$39,069.84	4.54% 16 of 117





Period Covered January 1, 2012 - December 31, 2012

ASSET DETAIL (continued)							
Asset Description	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Fixed Income (continued) INTERNATIONAL MUTUAL FUNDS DREYFUS EMERGING MARKETS DEBT LOCAL	11,345.262	\$15340	\$174,036.32	\$170,000.00	\$4,03632	\$2,427 89	1.39%
CURRENCY FUND CLASS I #6083 SYMBOL: DDBIX CUSIP: 261980494 ACCOUNT NUMBER: 07289802 DREYFUS INTERNATIONAL BOND FUND	5,246 634	17 320	90,871 70	88,66812	2,203 58	2,056.68	2.26
SYMBOL, DIBRX CUSIP: 261980668 ACCOUNT NUMBER 07289802 LAUDUS MONDRIAN INTERNATIONAL FIXED INCOME FUND CLASS INST #2940	18,202.201	11 580	210,781 49	223,608.71	- 12,827.22	2,766.73	1.31
SYMBOL: LIFNX CUSIP: 518550655 ACCOUNT NUMBER 07289802 PIMCO EMERGING LOCAL BOND FUND INST	14,180.674	10.980	155,703.80	148,562.50	7,141.30	6,735 82	4.33
#332 SYMBOL: PELBX CUSIP: 72201F516 ACCOUNT NUMBER. 07289802 PINCO EMERGING MARKETS BOND FUND-	10,781.314	12 500	134,76643	130,000.00	4,766.43	5,800.35	4.30
SYMBOL: PEBIX CUSIP: 693391559 ACCOUNT NUMBER 07289802 PIMCO FOREIGN BOND (UNHEDGED) FUND	11,871.422	10890	129,27979	131,297.92	- 2,01813	3,335 87	2 58
# 1833 SYMBOL, PFUIX CUSIP-722005220 ACCOUNT NUMBER 07289802 PIMCO FOREIGN BOND FUND USD HEDGED INSTL #103 SYMBOL: PFORX CUSIP-693390882	31,173 785	10 790	336,365 14	345,000 00	- 8,63486	9,165.09	272
ACCOUNT NUMBER 07289802							

\$69,997.17

\$87,719.71

Total Consumer Staples



Account Statement For: GESNER - JOHNSON FOUNDATION AGENCY

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ACCET DETAIL							
ASSET DE L'AIL (COLUMBEU) ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED Annual Income	CURRENT YIELD
Fixed Income (continued) INTERNATIONAL MUTUAL FUNDS (continued) TEMPLETON GLOBAL BOND FUND - ADVISOR) 5,549.053	13 340	74,02437	73,413.97	610.40	3,290.59	4 44
CLASS #616 SYMBOL: TGBAX CUSIP: 880208400 ACCOUNT NUMBER. 07289802 WESTERN ASSEL EMERGING MARKET	23,045 360	5 900	135,967 62	130,000 00	5,967.62	5,461.75	4.02
DEBITOND CLASS 1 #650 SYMBOL: SEMDX CUSIP: 52469F481 ACCOUNT NUMBER: 07289802 Total International Mutual Funds			\$1,441,796.66	\$1,440,551.22	\$1,245.44	\$41,040.77	2.85%
Total Fixed Income			\$4,934,651.89	\$4,745,898.16	\$188,753.73	\$196,664.86	
Asset Description	QUANTITY	PRCE	MARKET VALUE AS OF 12/31/12	Cost Basis	Unrealized Gain/Loss	ESTIMATED ANNUAL INCOME	CURRENT
Equities							
CONSUMER STAPLES COCA COLA CO	1,300 000	\$36 250	\$47,125 00	\$40,57950	\$6,545 50	\$1,32600	281%
ACCOUNT NUMBER, 07289800 KRAFT FOOD PINC	333 000	45 470	15,14151	10,315 96	4,825 55	00:999	4 40
ACCOUNT NUMBER 07289800 MONDEEZ INC.	1,000 000	25 453	25,453 20	19,101.71	6,351 49	52000	2.04
ACCOUNT WOMBER 02289800			\$87,719.71	\$69,997.17	\$17,722.54	\$2,512.00	2.86%





CURRENT YIELD		1 82%		2 63		% 000	0.00%			2.54	אפרנינ		3 44%		3.44%	19 of 117
ESTIMATED ANNUAL INCOME		\$5,35080	340.00	1,710 00	\$7,400.80	80 00	\$0.00		1,122,40	1,888 00	2,000	93,010,40	\$1,380.00		\$1,380.00	
UNREALIZED GAIN/LOSS		\$24,62074	- 11,425 00	37,56959	\$50,765.33	\$10,542 83	\$10,542.83		55,340 18	23,227 25	6	\$48,567.43	\$17,44736		\$17,447.36	
Cost Basis		\$269,343 98	50,675 00	27,342 91	\$347,361.89	\$55,76432	\$55,764.32		\$47,37602	51,052,75		\$98,428.77	\$22,617 19		\$22,617.19	
MARKET VALUE AS OF 12/31/12		\$293,964 72	39,250 00	64,91250	\$398,127.22	\$66,307 15	\$66,307.15		\$52,716.20	74,280 00		\$126,996.20	\$40,064,55		\$40,064.55	
Paice		\$71.420	78500	86 550		\$78470			\$86 420	92 850			\$26.710			
QUANTITY		4,116000	200 000	750 000		845 000			610 000	800 000			1 500 000			
Asset Description	Equities (continued)	ENERGY AMEX ENERGY SELECT SPDR SYMBOL: XLE CUSIP-81369Y506 ACCOUNT AN IMPER 02289000	APACHE CORP SYMBOL: APA CUSIP: 037411105 ACCOUNT NUMBER 07289800	EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102 ACCOUNT NUMBER 07289800	Total Energy HEALTH CARE	CELGENE CORP COM SYMBOL: CELG CUSIP- 151020104 ACCO: INT NI JMRRR: 07289800	Total Health Care	INDUSTRIALS	DEERE & CO SYMBOL: DE CUSIP: 244199105 ACCOUNT NUMBER 07289800	3M CO	SYMBOL MMM CUSIP-885797101 ACCOUNT NUMBER 07289800	Total industrials	INFORMATION LECHNOLOGY	SYMBOL: MSFT CUSIP: 594918104 ACCOUNT NUMBER 07289800	Total Information Technology	



Period Covered January 1, 2012 - December 31, 2012

Asser Description Equities (continued)	QUANTIFY	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INTERNATIONAL EQUITIES BHP BILLITON LIMITED - ADR SPONSORED ADR CUSIP 088606108	608.000	\$78420	\$47,67936	\$41,975.83	\$5,703 53	\$1,361 92	2.86%
ACCOUNT NUMBER. 07289800 POTASH CORP SASK CUSIP. 737551.107	1,200 000	40 690	48,828 00	47,847 90	980 10	1,008 00	5 06
ACCOUNT NUMBER 07289800 Total International Equities			\$96,507.36	\$89,823.73	\$6,683.63	\$2,369.92	2.46%
DOMESTIC MUTUAL FUNDS CEF ISHARES S&P 500 GROWTH INDEX FUND BE SYMBOL. IVW CUSIP: 464287309	3,112 000	\$75 740	\$235,702 88	\$218,148.70	\$17,554.18	\$4,28834	1 82%
ACCOUNT NUMBER, 07289800 CEF ISHARES S&P 500 VALUE INDEX FUND SYMBOL: IVE CUSIP: 464287408	4,222 000	66.390	280,298 58	264,81531	15,483.27	6,552 54	234
ACCOUNT NUMBER 0/289800 EDGEWOOD GROWTH INSTL #2131 SYMBOL: EGFIX CUSIP: 0075W0759 ACCOUNT NI IMBER 07789800	13,020 833	13 840	180,20833	150,000 00	30,20833	80	000
ISHARES MSCI CHILE INVESTABLE MARKET INDEX FUND SYMBOL. ECH CUSIP: 464286640 ACCOUNT NUMBER: 07289800	335 000	63 240	21,18540	25,051 20	- 3,865 80	324 62	1 53





Period Covered January 1, 2012 - December 31, 2012

Asset Description	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL ÎNCOME	CURRENT YIELD
Equities (continued) DOMESTIC MUTUAL FUNDS (continued) ISHARES TR RUSSELL MIDCAP GROWTH	1,610.000	62.800	101,108 00	99,930.93	1,177 07	1,32986	131
INDEX FUND SYMBOL, IWP CUSIP. 464287481 ACCOUNT NUMBER 07289800 ISHARES TR RUSSELL MIDCAP VALUE	3,025.000	50 240	151,976.00	128,260 00	23,716.00	3,179.28	5.09
INDEX FU SYMBOL: IWS CUSIP: 464287473 ACCOUNT NUMBER 07289800 WELLS FARGO ADVANTAGE SMALL CAP	7,092.350	32 780	232,487 23	161,49886	70,988.37	56030	024
ADMIN CLASS - #84 SYMBOL: NVSOX CUSIP 94975G488 ACCOUNT NUMBER 07289800 Total Domestic Mutual Funds			\$1,202,966.42	\$1,047,705.00	\$155,261.42	\$16,234.94	1.35%
INTERNATIONAL MUTUAL FUNDS ABERDEEN EMERGING MARKETS INSTITUTIONAL FUND #8840	27,826 962	\$15860	\$441,335 62	\$411,857.61	\$29,478.01	\$4,81406	1 09%
SYMBOL: ABENAT CUSIP-00301714 ACCOUNT NUMBER 07289800 INVESCO INTERNATIONAL GROWTH FUND	10,891.021	28 880	314,532 69	303,706 96	10,825 73	3,746.51	119
SYMBOL: AIIYX CUSIP: 008882532 ACCOUNT NUMBER 07289800 ISHARES MSCI BRAZIL	1,670 000	55 940	93,41980	81,21945	12,20035	2,620 23	2.80
ACCOUNT NUMBER, 07289800 T KOWE PRICE INTL FDS INC NEW ASIA	11,815.028	16810	198,610 62	194,334 88	4,275 74	1,890 40	960
FD#39 SYMBOL. PRASX_CUSIP. 77956H500 ACCOUNT NUMBER_07289800							



Period Covered: January 1, 2012 - December 31, 2012

ASSET DETAIL (continued)

Asset Description	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT
EQUITIES (continued) INTERNATIONAL MUTUAL FUNDS (continued) TEMPLETON CHINA WORLD FUND - ADVISOR CLASS #680	3,750.511	38870	145,782.36	138,586.79	7,195.57	2,996.66	2 06
SYMBOL TACWX CUSIP. 88018X102 ACCOUNT NUMBER 07289800 THORNBURG INTERNATIONAL VALUE FUND-CLASS1 #209	8,479838	28.090	238,19865	226,500 00	11,69865	3,349 54	141
SYMBOL. IGVIX CUSIF: 863-215366 ACCOUNT NUMBER 07289800 VANGUARD MSCI EUROPE ETF SYMBOL: VGK CUSIP: 922042874	2,765 000	48 840	135,042 60	118,179,97	16,862 63	4,061 79	3.01
ACCOUNT NUMBER 07289800 Total International Mutual Funds			\$1,566,922.34	\$1,474,385.66	\$92,536.68	\$23,479.19	1.50%
Total Equities			\$3,585,610.95	\$3,206,083.73	\$379,527.22	\$56,387.25	1.57%
Asset Description Complementary Strategies	QUANTITY	Price	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT
OTHER ABBEY CAPITAL MULTI-MANAGER FUND LIMITED	4,613 831	\$82 558	\$380,909.56	\$422,076 48	-\$41,16692	\$0.00	%000
ACCOUNT NUMBER 07289800 ARTHA EMERGING MARKETS FUND LTD OFFSHORE	128 661 1,	1,861 055	239,445 33	259,16631	- 19,720 98	00.0	00
ACCOUNT NUMBER 07289800 ASCEND PARTNERS FUND ILLTD ACCOUNT NUMBER 07289800	250,173 343	1.021	255,450.75	249,974 79	5,475 96	0.00	0.00
ACCOUNT NUMBER 07299800	163.959	1,183.885	194,108 09	200,000.00	- 5,891.91	0.00	0.00
							711 JO 77



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Period Covered. January 1, 2012 - December 31, 2012

Asset Description Complementary Strategies (continued)	Quantity nued)	PRICE	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED Annual Income	CURRENT
OTHER (continued) HFR MACRO GAM SER D OFFSHORE CUSIP. 7HF000H51	236,949 747	1113	263,748 53	249,697 94	14,050.59	00:0	000
ACCOUNT NUMBER 07289800 IVY ASSET STRATEGY FUND CLASS I #473 SYMBOL: IVAEX CUSIP: 466001864	4,451870	26 070	116,060 25	105,715 79	10,344.46	3,414.58	2 94
ACCOUNT NUMBER 07289800 LAZARD EMERGING INCOME FUND LP ONSHORE	251.188	1,049 909	263,724 00	250,000 00	13,724.00	0.00	000
ACCOUNT NUMBER. 07289800 LAZARD GLOBAL FIXED INCOME TRUST	475,565.683	1 073	510,37091	489,386 56	20,984 35	000	000
ALCOUNI NOMBER 0/209000 THREE BRIDGES EUROPE FUND LTD	249,597 667	0160	227,064 99	249,950 65	- 22,885 66	000	000
ACCOUN! NUMBER: 0/289800 Total Other			\$2,450,882.41	\$2,475,968.52	- \$25,086.11	\$3,414.58	0.14%
Total Complementary Strategies			\$2,450,882.41	\$2,475,968.52	- \$25,086.11	\$3,414.58	0.14%

ASSET DETAIL (continued)

Account Statement For: GESNER - JOHNSON FOUNDATION AGENCY

Period Covered January 1, 2012 - December 31, 2012

Asser Description Real Assets	QUANTIFY	Price	MARKET VALUE AS OF 12/31/12	Cost Basis	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
REAL ASSET FUNDS							
CHAMBERS STREET PROPERTIES ACCOUNT NUMBER 07289800	16,304.348	\$10.000	\$163,043 48	\$143,51791	\$19,525 57	\$9,375 00	5 75%
FSP PHOENIX TOWER CORP ACCOUNT NUMBER 07289800	3 000	000 000'56	285,000.00	282,46800	2,53200	10,851 00	3,81
FSP SATELLITE PLACE CORP *CH* ACCOUNT NUMBER 07289800	2 000	64,683 350	129,366 70	200'000 00	- 70,633 30	8,224 00	92'9
FSP 303 EAST WACKER DRIVE CORP ACCOUNT NUMBER. 07289800	2 500	56,308.000	140,770 00	232,448 84	- 91,67884	6,442.50	4 58
FSP 50 SOUTH TENTH STREET CORP *CH*	5.000	70,556 000	352,780.00	457,444 48	- 104,664.48	12,625 00	3.58
ACCOUNT NUMBER 07289800							
FSP 505 WATERFORD CORP *CH* ACCOUNT NUMBER 07289800	2 000	47,121.000	94,242 00	200,000 00	- 105,758 00	6,000 00	637
ISHARES GOLD TRUST SYMBOL: IAU CUSIP: 464285105 ACCOUNT NUMBER: 07289800	9,279 000	16279	151,054.70	157,462 78	- 6,408.08	0.00	000
JP MORGAN ALERIAN MLP INDEX EXCHANGE TRADED NOTE SYMBOL: AMJ CUSIP. 46625H365 ACCOUNT NUMBER 07289800	2,800 000	38.460	107,688.00	112,385 00	- 4,697 00	5,664 40	5.26
Total Real Asset Funds			\$1,423,944.88	\$1,785,727.01	- \$361,782.13	\$59,181.90	4.16%
Total Real Assets			\$1,423,944.88	\$1,785,727.01	- \$361,782.13	\$59,181.90	4.16%