



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

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

Number and street (or P.O. box number if mail is not delivered to street address)
90 South 7th Street, N9305-530

City or town, state, and ZIP code
Minneapolis, MN 55402-2308

Room/suite

A Employer identification number
41-1890875

B Telephone number
(612) 343-6453

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 15,825,320. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,280,082.		N/A	
	2 Check <input 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	347,161.	347,161.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	174,324.			
	b Gross sales price for all assets on line 6a	4,224,443.			
	7 Capital gain net income (from Part IV, line 2)		174,324.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c 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				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	5,115.	0.		5,115.
	c Other professional fees	66,922.	66,922.		0.
	17 Interest				
	18 Taxes	29,243.	168.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	2,513.	0.		2,513.
	24 Total operating and administrative expenses Add lines 13 through 23	191,194.	80,200.		81,919.
	25 Contributions, gifts, grants paid	557,384.			557,384.
	26 Total expenses and disbursements. Add lines 24 and 25	748,578.	80,200.		639,303.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,007,483.			
	b Net investment income (if negative, enter -0-)		395,779.		
	c Adjusted net income (if negative, enter -0-)			N/A	

WP

SCANNED NOV 18 2013

Gesner-Johnson Foundation

Wells Fargo Bank MN, N.A. Agent

41-1890875

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		569,563.	2,671,669.	2,671,669.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations Stmt 8	828,349.	822,795.	881,775.	
	b	Investments - corporate stock Stmt 9	2,805,261.	3,206,084.	3,585,608.	
	c	Investments - corporate bonds Stmt 10	4,144,790.	3,923,103.	4,052,876.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other Stmt 11	5,093,592.	4,815,061.	4,633,392.		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		13,441,555.	15,438,712.	15,825,320.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	13,441,555.	15,438,712.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
	30	Total net assets or fund balances	13,441,555.	15,438,712.		
31	Total liabilities and net assets/fund balances	13,441,555.	15,438,712.			

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	13,441,555.
2	Enter amount from Part I, line 27a	2	2,007,483.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	15,449,038.
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	10,326.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,438,712.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly Traded Securities	P		
b Capital Gains Dividends			
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 4,172,017.		4,050,119.	121,898.
b 52,426.			52,426.
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))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			121,898.
b			52,426.
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	174,324.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	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

2 Total of line 1, column (d)	2	.245010
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	.049002
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,689,124.
5 Multiply line 4 by line 3	5	670,794.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,958.
7 Add lines 5 and 6	7	674,752.
8 Enter qualifying distributions from Part XII, line 4	8	639,303.

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.

Gesner-Johnson Foundation

Form 990-PF (2012)

Wells Fargo Bank MN, N.A. Agent

41-1890875

Page 4

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)		1	7,916.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	7,916.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	7,916.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	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	6d		
7 Total credits and payments. Add lines 6a through 6d		7	13,010.
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	5,094.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 5,094. Refunded <input type="checkbox"/> 0.		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2012)

Form **990-PF** (2012)

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A ☐

5b

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

N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RUSSELL JOHNSON 90 South 7th Street, N305-530 MINNEAPOLIS, MN 55402	PRESIDENT 20.00	43,701.	0.	0.
MARCIA CAMPBELL 90 South 7th Street, N305-530 MINNEAPOLIS, MN 55402	TREASURER 10.00	21,850.	0.	0.
PAUL JOHNSON 90 South 7th Street, N305-530 MINNEAPOLIS, MN 55402	SECRETARY 10.00	21,850.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,014,697.
b	Average of monthly cash balances	1b	882,891.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,897,588.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	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.

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	684,456.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,916.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
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	0.
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.

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	639,303.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	639,303.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	639,303.

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.

N/A

- Form 990-PF (2012)

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				
Bridges of Hope P.O. Box 742 Brainerd, MN 56401	None	Public Charity	Mentor Connection & Side By Side programs.	15,850.
Urban Impact 7728 Ranier Ave. S. Seattle, WA 98118	None	Public Charity	Impact Family Village	50,000.
Youthcare 2500 NE 54th St Seattle, WA 98105	None	Public Charity	HVAC retrofit	30,000.
Mayfield Senior School 500 Bellefontaine St Pasadena, CA 91105	None	Public Charity	Capital campaign	20,000.
Homeboy Industries, Inc. 130 W Bruno St Los Angeles, CA 90012	None	Public Charity	Bakery & Farmer's Market enterprise	35,000.
Total	See continuation sheet(s) ▶ 3a			557,384.
b Approved for future payment				
None				
Total				▶ 3b

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

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

Employer identification number

41-1890875

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

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 <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Johnson, L. IRR Clat 580 Covington Place Pasadena, CA 91105	\$ 150,068.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Johnson, L. IRR Clat 90 S 7th Street, 10th Floor Minneapolis, MN 55402	\$ 150,068.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	Lloyd Johnson Deceased Managed IRA 90 S 7th Street, Floor 5300 Minneapolis, MN 55402	\$ 1,829,878.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

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 Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

Gesner-Johnson Foundation

Wells Fargo Bank MN, N.A. Agent

41-1890875

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

41-1890875

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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

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

41-1890875

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Rosemary Children's Services 36 S Kinneloa Ave, Ste 200 Pasadena, CA 91107	None	Public Charity	General Operations	15,000.
Pasadena Playhouse 600 Playhouse Alley, Ste 300 Pasadena, CA 91101	None	Public Charity	Purchase of 50 new theater seats	21,000.
Journey House, Inc. 1232 N Los Robles Ave Pasadena, CA 91104	None	Public Charity	Pay off outstanding auto loan	19,000.
Flintridge Center 236 W Mountain St, Ste 106 Pasadena, CA 91103	None	Public Charity	Purchase of computers and software	13,200.
St. Philomena School 1815 S 220th St Des Moines, WA 98198	None	Public Charity	Purchase computers	20,000.
Union Gospel Mission PO Box 202 Seattle, WA 98111	None	Public Charity	Support new computer lab	31,675.
Leadership Development Seminars 5046 16th Ave NE Seattle, WA 98111	None	Public Charity	Tenant improvements and office equipment	33,000.
Total from continuation sheets				

Form 990-PF	Dividends and Interest from Securities	Statement	1
-------------	--	-----------	---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividend & Interest From Securities	399,587.	52,426.	347,161.
Total to Fm 990-PF, Part I, ln 4	399,587.	52,426.	347,161.

Form 990-PF	Other Income	Statement	2
-------------	--------------	-----------	---

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Allocated Partnership Loss	<45,506.>	<45,506.>	
Total to Form 990-PF, Part I, line 11	<45,506.>	<45,506.>	

Form 990-PF	Accounting Fees	Statement	3
-------------	-----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	5,115.	0.		5,115.
To Form 990-PF, Pg 1, ln 16b	5,115.	0.		5,115.

Form 990-PF	Other Professional Fees	Statement	4
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	66,922.	66,922.		0.
To Form 990-PF, Pg 1, ln 16c	66,922.	66,922.		0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal Excise Tax	29,075.	0.		0.	
Foreign Tax	168.	168.		0.	
To Form 990-PF, Pg 1, ln 18	29,243.	168.		0.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
State Filing Fee	25.	0.		25.	
Miscellaneous	2,488.	0.		2,488.	
To Form 990-PF, Pg 1, ln 23	2,513.	0.		2,513.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances			Statement	7
Description				Amount	
Basis Adjustment in publicly traded stock				10,326.	
Total to Form 990-PF, Part III, line 5				10,326.	

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Municipal Bonds		X	50,000.	51,301.
U.S. Government Obligations (See Attached Detail)	X		772,795.	830,474.
Total U.S. Government Obligations			772,795.	830,474.
Total State and Municipal Government Obligations			50,000.	51,301.
Total to Form 990-PF, Part II, line 10a			822,795.	881,775.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
Equities (See Attached Detail)	3,206,084.	3,585,608.
Total to Form 990-PF, Part II, line 10b	3,206,084.	3,585,608.

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
Corporate Obligations (See Attached Detail)	1,631,874.	1,750,513.
Domestic Mutual Funds (See Attached Detail)	850,678.	860,567.
International Mutual Funds (See Attached Detail)	1,440,551.	1,441,796.
Total to Form 990-PF, Part II, line 10c	3,923,103.	4,052,876.

Form 990-PF

Other Investments

Statement 11

Description	Valuation Method	Book Value	Fair Market Value
Abby Capital Multi-Manager Fund Ltd.	COST	383,293.	380,909.
Artha Emerging Markets Fund Ltd.	COST	259,166.	239,445.
Ascend Partners Fund II Ltd	COST	249,975.	255,451.
Blue Trend ASP Fund	COST	197,398.	194,109.
Foreign Currency Trading Investments	COST	596,943.	758,562.
HFR Macro GAM SER D Offshore	COST	249,698.	263,748.
IVY Asset Strategy Fund Class	COST	105,716.	116,060.
Lazard Emerging Income Fund LP	COST	254,293.	263,727.
Lazard Global Fixed Income Trust	COST	482,901.	510,371.
Real Estate & Specialty Assets (See attached detail)	COST	1,785,727.	1,423,945.
Three Bridges Europe Fund Ltd.	COST	249,951.	227,065.
Total to Form 990-PF, Part II, line 13		4,815,061.	4,633,392.



Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

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

ASSET DETAIL

ASSET DESCRIPTION

Cash & Equivalents

CASH

INCOME

Total Cash

MONEY MARKET

FEDERATED TREAS OBL FD 68
Asset held in Invested Income Portfolio

ACCOUNT NUMBER: 07289800

FEDERATED TREAS OBL FD 68

ACCOUNT NUMBER: 07289800

FEDERATED TREAS OBL FD 68

ACCOUNT NUMBER: 07289802

FEDERATED TREAS OBL FD 68
Asset held in Invested Income Portfolio

ACCOUNT NUMBER: 07289802

Total Money Market

Total Cash & Equivalents

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
			\$10,421.73	\$10,421.73	\$0.00		
			\$10,421.73	\$10,421.73	\$0.00		
	120,542.370		\$120,542.37	\$120,542.37	\$0.00	\$12.09	0.01%
	2,335,999.010		2,335,999.01	2,335,999.01	0.00	234.26	0.01
	25,892.460		25,892.46	25,892.46	0.00	2.60	0.01
	178,813.030		178,813.03	178,813.03	0.00	17.93	0.01
			\$2,661,246.87	\$2,661,246.87	\$0.00	\$266.88	0.01%
			\$2,671,668.60	\$2,671,668.60	\$0.00	\$266.88	0.01%



112854



Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

Period Covered January 1, 2012 - December 31, 2012

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income

GOVERNMENT OBLIGATIONS

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
FED HOME LN BK TRANCHE # TR 00411 DTD 11/03/05 5.000 12/11/2015 CUSIP: 3133XDTC5 MOODY'S RATING AAA STANDARD & POOR'S RATING AA+ ACCOUNT NUMBER 07289802	200,000,000	\$113.362	\$226,724.00	\$199,352.00	\$27,372.00	\$10,000.00	0.43%
FED HOME LN BK TRANCHE # TR 00130 DTD 05/27/04 5.250 06/18/2014 CUSIP: 3133X7FK5 MOODY'S RATING AAA STANDARD & POOR'S RATING AA+ ACCOUNT NUMBER: 07289802	200,000,000	107.357	214,714.00	203,911.20	10,802.80	10,500.00	0.21
FED HOME LN MTG CORP DTD 10/17/03 4.875 11/15/2013 CUSIP: 3134A4UK8 MOODY'S RATING AAA STANDARD & POOR'S RATING AA+ ACCOUNT NUMBER 07289802	85,000,000	104.131	88,511.35	84,542.70	3,968.65	4,143.75	0.13
FED NATL MTG ASSN DTD 09/17/04 4.625 10/15/2014 CUSIP: 31359MWJ8 MOODY'S RATING AAA STANDARD & POOR'S RATING AA+ ACCOUNT NUMBER 07289802	200,000,000	107.738	215,476.00	200,707.80	14,768.20	9,250.00	0.29
US TREASURY NOTE DTD 05/16/11 3.125 05/15/2021 CUSIP: 912828QNJ3 MOODY'S RATING AAA STANDARD & POOR'S RATING N/A ACCOUNT NUMBER 07289802	75,000,000	113.398	85,048.50	84,281.55	766.95	2,343.75	1.42
Total Government Obligations			\$830,473.85	\$772,795.25	\$57,678.60	\$36,237.50	

11 of 117



Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

Period Covered January 1, 2012 - December 31, 2012

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

MUNICIPAL BONDS

BURBANK GLENDALE PASADENA CA A
TXBL-SER B
DTD 05/10/12 3 928 07/01/2020
CUSIP: 120827CZ1
MOODY'S RATING A1
STANDARD & POOR'S RATING A+
ACCOUNT NUMBER 07289802

Total Municipal Bonds

CORPORATE OBLIGATIONS

AMERICAN EXPRESS CR CORP MED TERM
NOTE TRANCHE # TR 00048
DTD 12/02/05 5 300 12/02/2015
CUSIP: 0258M0BZ1
MOODY'S RATING A2
STANDARD & POOR'S RATING A-
ACCOUNT NUMBER 07289802
BERKSHIRE HATHAWAY INC
DTD 08/15/11 3 750 08/15/2021
CUSIP: 084670BC1
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
MOODY'S RATING BAA2
STANDARD & POOR'S RATING BBB+
ACCOUNT NUMBER 07289802

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
BURBANK GLENDALE PASADENA CA A TXBL-SER B DTD 05/10/12 3 928 07/01/2020 CUSIP: 120827CZ1 MOODY'S RATING A1 STANDARD & POOR'S RATING A+ ACCOUNT NUMBER 07289802	50,000,000	\$102.603	\$51,301.50	\$50,000.00	\$1,301.50	\$1,964.00	3.53%
Total Municipal Bonds			\$51,301.50	\$50,000.00	\$1,301.50	\$1,964.00	
CORPORATE OBLIGATIONS							
AMERICAN EXPRESS CR CORP MED TERM NOTE TRANCHE # TR 00048 DTD 12/02/05 5 300 12/02/2015 CUSIP: 0258M0BZ1 MOODY'S RATING A2 STANDARD & POOR'S RATING A- ACCOUNT NUMBER 07289802	200,000,000	\$112.622	\$225,244.00	\$200,390.00	\$24,854.00	\$10,600.00	0.91%
BERKSHIRE HATHAWAY INC DTD 08/15/11 3 750 08/15/2021 CUSIP: 084670BC1 MOODY'S RATING AA2 STANDARD & POOR'S RATING AA+ ACCOUNT NUMBER 07289802	45,000,000	110.156	49,570.20	44,996.40	4,573.80	1,687.50	2.44
BORGWARNER INC DTD 09/16/10 4 625 09/15/2020 CUSIP: 099724AG1 MOODY'S RATING BAA2 STANDARD & POOR'S RATING BBB+ ACCOUNT NUMBER 07289802	50,000,000	110.040	55,020.00	54,063.00	957.00	2,312.50	3.15



Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

Period Covered January 1, 2012 - December 31, 2012

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS (continued)

	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
BUNGE LIMITED FINANCE CO DTD 06/15/12 3 200 06/15/2017 CUSIP: 120568AV2 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BBB- ACCOUNT NUMBER: 07289802	60,000,000	104.363	62,617.80	59,884.80	2,733.00	1,920.00	2.17
CA INC DTD 11/13/09 5.375 12/01/2019 CUSIP: 12673PAC9 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BB8+ ACCOUNT NUMBER: 07289802	65,000,000	113.884	74,024.60	71,037.85	2,986.75	3,493.75	3.13
CREDIT SUISSE FB USA INC DTD 08/17/05 5.125 08/15/2015 CUSIP: 22541LBK8 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A+ ACCOUNT NUMBER: 07289802	200,000,000	110.981	221,962.00	195,776.00	26,186.00	10,250.00	0.88
CRH AMERICA INC DTD 12/07/10 4.125 01/15/2016 CUSIP: 12626PAK9 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BB8+ ACCOUNT NUMBER: 07289802	50,000,000	104.120	52,060.00	49,899.50	2,160.50	2,062.50	2.70
GENERAL ELEC CAP CORP TRANSCHE # TR 00575 DTD 12/06/02 5.450 01/15/2013 CUSIP: 36962GZY3 MOODY'S RATING: A1 STANDARD & POOR'S RATING: AA+ ACCOUNT NUMBER: 07289802	150,000,000	100.172	150,258.00	155,526.00	- 5,268.00	8,175.00	5.44



Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

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

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Fixed Income *(continued)*

CORPORATE OBLIGATIONS *(continued)*

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
GREAT PLAINS ENERGY INC DTD 05/19/11 4.850 06/01/2021 CUSIP: 391164AE0 MOODY'S RATING BAA3 STANDARD & POOR'S RATING BBB- ACCOUNT NUMBER 07289802	75,000,000	110.173	82,629.75	78,108.00	4,521.75	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	50,000,000	105.581	52,790.50	49,935.00	2,855.50	1,500.00	1.30



112958

Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

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



ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

CORPORATE OBLIGATIONS (continued)

TELEFONICA EMISIONES SAU
DTD 02/16/11 5 462 02/16/2021

CUSIP: 87938WAP8
MOODY'S RATING BAA2
STANDARD & POOR'S RATING BBB
ACCOUNT NUMBER 07289802

WESTPAC BANKING CORP
DTD 09/25/12 1 125 09/25/2015

CUSIP: 961214BW2
MOODY'S RATING AA2
STANDARD & POOR'S RATING AA-
ACCOUNT NUMBER 07289802

WILLIAMS PARTNERS LP
DTD 08/14/12 3 350 08/15/2022

CUSIP: 96950FAJ3
MOODY'S RATING BAA2
STANDARD & POOR'S RATING BBB
ACCOUNT NUMBER 07289802

Total Corporate Obligations

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
TELEFONICA EMISIONES SAU DTD 02/16/11 5 462 02/16/2021 CUSIP: 87938WAP8 MOODY'S RATING BAA2 STANDARD & POOR'S RATING BBB ACCOUNT NUMBER 07289802	75,000 000	106 625	79,968 75	72,414 75	7,554 00	4,096 50	4 48
WESTPAC BANKING CORP DTD 09/25/12 1 125 09/25/2015 CUSIP: 961214BW2 MOODY'S RATING AA2 STANDARD & POOR'S RATING AA- ACCOUNT NUMBER 07289802	50,000 000	100 926	50,463.00	49,857 50	605.50	562.50	0 78
WILLIAMS PARTNERS LP DTD 08/14/12 3 350 08/15/2022 CUSIP: 96950FAJ3 MOODY'S RATING BAA2 STANDARD & POOR'S RATING BBB ACCOUNT NUMBER 07289802	30,000 000	101 679	30,503 70	29,992 50	511 20	1,005 00	3 15
Total Corporate Obligations			\$1,750,512.80	\$1,631,873.80	\$118,639.00	\$78,352.75	



Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

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

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income

DOMESTIC MUTUAL FUNDS

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EATON VANCE FLOATING RATE FUND-CLASS I #924 SYMBOL: EIBLX CUSIP: 277911491 ACCOUNT NUMBER 07289802	5,524.862	\$9.120	\$50,386.74	\$50,000.00	\$386.74	\$2,237.57	4.44%
JPMORGAN HIGH YIELD FUND SELECT SHARES #3580 SYMBOL: OHYFX CUSIP: 4812C0803 ACCOUNT NUMBER 07289802	24,173.419	8.140	196,771.63	194,415.46	2,356.17	12,594.35	6.40
PIMCO HIGH YIELD FUND INSTITUTIONAL SHARES #108 SYMBOL: PHYX CUSIP: 693390841 ACCOUNT NUMBER 07289802	8,012.821	9.640	77,243.59	75,000.00	2,243.59	4,615.38	5.97
PRINCIPAL PREFERRED SECURITIES FUND CLASS INS #4929 SYMBOL: PPSIX CUSIP: 74253Q416 ACCOUNT NUMBER 07289802	4,995.005	10.480	52,347.65	50,000.00	2,347.65	2,992.01	5.72
RIDGEWORTH SEIX HIGH YIELD BOND FUND CLASS I #5855 SYMBOL: SAMHX CUSIP: 7662BT645 ACCOUNT NUMBER 07289802	10,284.584	10.160	104,491.37	100,000.00	4,491.37	6,633.56	6.35
VANGUARD GNMA FUND-ADMIRAL SHARES #0536 SYMBOL: VFJIX CUSIP: 922031794 ACCOUNT NUMBER 07289802	14,652.046	10.910	159,853.82	162,651.93	-2,798.11	4,571.44	2.86
WELLS FARGO ADVANTAGE SHORT-TERM HIGH YIELD BOND FUND CLASS ADM #3769 SYMBOL: WDHYX CUSIP: 94975PB43 ACCOUNT NUMBER 07289802	10,190.101	8.290	84,475.94	83,796.61	679.33	3,627.68	4.29
WELLS FARGO ADVANTAGE ULTRA SHORT TERM INCOME FUND-CLASS I #3104 SYMBOL: SADIX CUSIP: 949917744 ACCOUNT NUMBER 07289800	15,770.600	8.560	134,996.34	134,813.89	182.45	1,797.85	1.33
Total Domestic Mutual Funds			\$860,567.08	\$850,677.89	\$9,889.19	\$39,069.84	4.54%

16 of 117



112860



Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

Period Covered January 1, 2012 - December 31, 2012

ASSET DETAIL (continued)

ASSET DESCRIPTION

Fixed Income (continued)

INTERNATIONAL MUTUAL FUNDS

DREYFUS EMERGING MARKETS DEBT LOCAL
CURRENCY FUND CLASS I #6083
SYMBOL: DDBX CUSIP: 261980494
ACCOUNT NUMBER: 07289802

DREYFUS INTERNATIONAL BOND FUND
CLASS I #6094

SYMBOL: DIBRX CUSIP: 261980668
ACCOUNT NUMBER: 07289802

LAUDUS MONDRIAN INTERNATIONAL FIXED
INCOME FUND CLASS INST #2940
SYMBOL: LIFNX CUSIP: 518550655
ACCOUNT NUMBER: 07289802

PIMCO EMERGING LOCAL BOND FUND INST
#332
SYMBOL: PELBX CUSIP: 72201F516
ACCOUNT NUMBER: 07289802

PIMCO EMERGING MARKETS BOND FUND-
INSTL #137
SYMBOL: PEBIX CUSIP: 6933391559
ACCOUNT NUMBER: 07289802

PIMCO FOREIGN BOND (UNHEDGED) FUND
#1853
SYMBOL: PFUIX CUSIP: 722005220
ACCOUNT NUMBER: 07289802

PIMCO FOREIGN BOND FUND
USD HEDGED INSTL #103
SYMBOL: PFORX CUSIP: 6933390882
ACCOUNT NUMBER: 07289802

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND CLASS I #6083 SYMBOL: DDBX CUSIP: 261980494 ACCOUNT NUMBER: 07289802	11,345.262	\$15.340	\$174,036.32	\$170,000.00	\$4,036.32	\$2,427.89	1.39%
DREYFUS INTERNATIONAL BOND FUND CLASS I #6094 SYMBOL: DIBRX CUSIP: 261980668 ACCOUNT NUMBER: 07289802	5,246.634	17.320	90,871.70	88,668.12	2,203.58	2,056.68	2.26
LAUDUS MONDRIAN INTERNATIONAL FIXED INCOME FUND CLASS INST #2940 SYMBOL: LIFNX CUSIP: 518550655 ACCOUNT NUMBER: 07289802	18,202.201	11.580	210,781.49	223,608.71	-12,827.22	2,766.73	1.31
PIMCO EMERGING LOCAL BOND FUND INST #332 SYMBOL: PELBX CUSIP: 72201F516 ACCOUNT NUMBER: 07289802	14,180.674	10.980	155,703.80	148,562.50	7,141.30	6,735.82	4.33
PIMCO EMERGING MARKETS BOND FUND- INSTL #137 SYMBOL: PEBIX CUSIP: 6933391559 ACCOUNT NUMBER: 07289802	10,781.314	12.500	134,766.43	130,000.00	4,766.43	5,800.35	4.30
PIMCO FOREIGN BOND (UNHEDGED) FUND #1853 SYMBOL: PFUIX CUSIP: 722005220 ACCOUNT NUMBER: 07289802	11,871.422	10.890	129,279.79	131,297.92	-2,018.13	3,335.87	2.58
PIMCO FOREIGN BOND FUND USD HEDGED INSTL #103 SYMBOL: PFORX CUSIP: 6933390882 ACCOUNT NUMBER: 07289802	31,173.785	10.790	336,365.14	345,000.00	-8,634.86	9,165.09	2.72

Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

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

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Fixed Income *(continued)*

INTERNATIONAL MUTUAL FUNDS *(continued)*

TEMPLETON GLOBAL BOND FUND - ADVISOR

CLASS #616

SYMBOL: TGBAX CUSIP: 880208400

ACCOUNT NUMBER: 07289802

WESTERN ASSET EMERGING MARKET

DEBT FUND CLASS I #890

SYMBOL: SEMDX CUSIP: 52469F481

ACCOUNT NUMBER: 07289802

Total International Mutual Funds

Total Fixed Income

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TEMPLETON GLOBAL BOND FUND - ADVISOR	5,549.053	13.340	74,024.37	73,413.97	610.40	3,290.59	4.44
WESTERN ASSET EMERGING MARKET DEBT FUND CLASS I #890	23,045.360	5.900	135,967.62	130,000.00	5,967.62	5,461.75	4.02
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

Equities

CONSUMER STAPLES

COCA COLA CO

SYMBOL: KO CUSIP: 191216100

ACCOUNT NUMBER: 07289800

KRAFT FOODS GROUP INC

SYMBOL: KFT CUSIP: 50076Q106

ACCOUNT NUMBER: 07289800

MONDELEZ INTERNATIONAL INC

SYMBOL: MDLZ CUSIP: 609207105

ACCOUNT NUMBER: 07289800

Total Consumer Staples

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
COCA COLA CO	1,300.000	\$36.250	\$47,125.00	\$40,579.50	\$6,545.50	\$1,326.00	2.81%
KRAFT FOODS GROUP INC	333.000	45.470	15,141.51	10,315.96	4,825.55	666.00	4.40
MONDELEZ INTERNATIONAL INC	1,000.000	25.453	25,453.20	19,101.71	6,351.49	520.00	2.04
Total Consumer Staples			\$87,719.71	\$69,997.17	\$17,722.54	\$2,512.00	2.86%

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

ENERGY

AMEX ENERGY SELECT SPDR
SYMBOL: XLE CUSIP: 81369Y506
ACCOUNT NUMBER 07289800

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
ACCOUNT NUMBER 07289800

Total Health Care

INDUSTRIALS

DEERE & CO
SYMBOL: DE CUSIP: 244199105
ACCOUNT NUMBER 07289800

3M CO
COM

SYMBOL: MMM CUSIP: 88579Y101
ACCOUNT NUMBER 07289800

Total Industrials

INFORMATION TECHNOLOGY

MICROSOFT CORP
SYMBOL: MSFT CUSIP: 594918104
ACCOUNT NUMBER 07289800

Total Information Technology

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
AMEX ENERGY SELECT SPDR	4,116,000	\$71.420	\$293,964.72	\$269,343.98	\$24,620.74	\$5,350.80	1.82%
APACHE CORP	500,000	78.500	39,250.00	50,675.00	- 11,425.00	340.00	0.87
EXXON MOBIL CORPORATION	750,000	86.550	64,912.50	27,342.91	37,569.59	1,710.00	2.63
Total Energy			\$398,127.22	\$347,361.89	\$50,765.33	\$7,400.80	1.86%
CELGENE CORP COM	845,000	\$78.470	\$66,307.15	\$55,764.32	\$10,542.83	\$0.00	0.00%
Total Health Care			\$66,307.15	\$55,764.32	\$10,542.83	\$0.00	0.00%
DEERE & CO	610,000	\$86.420	\$52,716.20	\$47,376.02	\$5,340.18	\$1,122.40	2.13%
3M CO	800,000	92.850	74,280.00	51,052.75	23,227.25	1,888.00	2.54
Total Industrials			\$126,996.20	\$98,428.77	\$28,567.43	\$3,010.40	2.37%
MICROSOFT CORP	1,500,000	\$26.710	\$40,064.55	\$22,617.19	\$17,447.36	\$1,380.00	3.44%
Total Information Technology			\$40,064.55	\$22,617.19	\$17,447.36	\$1,380.00	3.44%



Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

Period Covered January 1, 2012 - December 31, 2012

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INTERNATIONAL EQUITIES

BHP BILLITON LIMITED - ADR SPONSORED ADR CUSIP: 088606108 ACCOUNT NUMBER: 07289800	608,000	\$78,420	\$47,679.36	\$41,975.83	\$5,703.53	\$1,361.92	2.86%
POTASH CORP SASK CUSIP: 737551107 ACCOUNT NUMBER: 07289800	1,200,000	40,690	48,828.00	47,847.90	980.10	1,008.00	2.06

Total International Equities

DOMESTIC MUTUAL FUNDS

CEF ISHARES S&P 500 GROWTH INDEX FUND BE SYMBOL: IVW CUSIP: 464287309 ACCOUNT NUMBER: 07289800	3,112,000	\$75,740	\$235,702.88	\$218,148.70	\$17,554.18	\$4,288.34	1.82%
CEF ISHARES S&P 500 VALUE INDEX FUND SYMBOL: IVE CUSIP: 464287408 ACCOUNT NUMBER: 07289800	4,222,000	66,390	280,298.58	264,815.31	15,483.27	6,552.54	2.34
EDGEWOOD GROWTH INSTL #2131 SYMBOL: EGFX CUSIP: 0075W0759 ACCOUNT NUMBER: 07289800	13,020,833	13,840	180,208.33	150,000.00	30,208.33	0.00	0.00
ISHARES MSCI CHILE INVESTABLE MARKET INDEX FUND SYMBOL: ECH CUSIP: 464286640 ACCOUNT NUMBER: 07289800	335,000	63,240	21,185.40	25,051.20	-3,865.80	324.62	1.53





Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

Period Covered January 1, 2012 - December 31, 2012

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

DOMESTIC MUTUAL FUNDS (continued)

ISHARES TR RUSSELL MIDCAP GROWTH
INDEX FUND

SYMBOL: IWP CUSIP: 464287481
ACCOUNT NUMBER 07289800

ISHARES TR RUSSELL MIDCAP VALUE
INDEX FD

SYMBOL: IWS CUSIP: 464287473
ACCOUNT NUMBER 07289800

WELLS FARGO ADVANTAGE SMALL CAP
OPPORTUNITIES FUND

ADMIN CLASS - #84

SYMBOL: NVSOX CUSIP: 94975G488
ACCOUNT NUMBER 07289800

Total Domestic Mutual Funds

INTERNATIONAL MUTUAL FUNDS

ABERDEEN EMERGING MARKETS
INSTITUTIONAL FUND #5840

SYMBOL: ABEMX CUSIP: 003021714
ACCOUNT NUMBER 07289800

INVESCO INTERNATIONAL GROWTH FUND

CLASS Y #8516

SYMBOL: AIYX CUSIP: 008882532
ACCOUNT NUMBER 07289800

ISHARES MSCI BRAZIL

SYMBOL: EWZ CUSIP: 464286400
ACCOUNT NUMBER 07289800

T ROWE PRICE INTL FDS INC NEW ASIA
FD #39

SYMBOL: PRASX CUSIP: 77956H500
ACCOUNT NUMBER 07289800

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ISHARES TR RUSSELL MIDCAP GROWTH INDEX FUND	1,610,000	62.800	101,108.00	99,930.93	1,177.07	1,329.86	1.31
ISHARES TR RUSSELL MIDCAP VALUE INDEX FD	3,025,000	50.240	151,976.00	128,260.00	23,716.00	3,179.28	2.09
WELLS FARGO ADVANTAGE SMALL CAP OPPORTUNITIES FUND	7,092,350	32.780	232,487.23	161,498.86	70,988.37	560.30	0.24
Total Domestic Mutual Funds			\$1,202,966.42	\$1,047,705.00	\$155,261.42	\$16,234.94	1.35%
ABERDEEN EMERGING MARKETS INSTITUTIONAL FUND #5840	27,826,962	\$15.860	\$441,335.62	\$411,857.61	\$29,478.01	\$4,814.06	1.09%
INVESCO INTERNATIONAL GROWTH FUND	10,891,021	28.880	314,532.69	303,706.96	10,825.73	3,746.51	1.19
ISHARES MSCI BRAZIL	1,670,000	55.940	93,419.80	81,219.45	12,200.35	2,620.23	2.80
T ROWE PRICE INTL FDS INC NEW ASIA FD #39	11,815,028	16.810	198,610.62	194,334.88	4,275.74	1,890.40	0.95



Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

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

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

INTERNATIONAL MUTUAL FUNDS (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TEMPLETON CHINA WORLD FUND - ADVISOR CLASS #680 SYMBOL: TACWX CUSIP: 88018X102 ACCOUNT NUMBER: 07289800	3,750.511	38.870	145,782.36	138,586.79	7,195.57	2,996.66	2.06
THORNBURG INTERNATIONAL VALUE FUND - CLASS I #209 SYMBOL: TGVI CUSIP: 885215566 ACCOUNT NUMBER: 07289800	8,479.838	28.090	238,198.65	226,500.00	11,698.65	3,349.54	1.41
VANGUARD MSCI EUROPE ETF SYMBOL: VGK CUSIP: 922042874 ACCOUNT NUMBER: 07289800	2,765.000	48.840	135,042.60	118,179.97	16,862.63	4,061.79	3.01
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

OTHER

ABBEY CAPITAL MULTI-MANAGER FUND LIMITED ACCOUNT NUMBER: 07289800	4,613.831	\$82.558	\$380,909.56	\$422,076.48	-\$41,166.92	\$0.00	0.00%
ARTHA EMERGING MARKETS FUND LTD OFFSHORE ACCOUNT NUMBER: 07289800	128.661	1,861.055	239,445.33	259,166.31	-19,720.98	0.00	0.00
ASCEND PARTNERS FUND II LTD ACCOUNT NUMBER: 07289800	250,173.343	1.021	255,450.75	249,974.79	5,475.96	0.00	0.00
BLUE TREND ASP FUND RESTRICTED INTEREST CLASS I2 ACCOUNT NUMBER: 07289800	163.959	1,183.885	194,108.09	200,000.00	-5,891.91	0.00	0.00

22 of 117



112866

Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

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



ASSET DETAIL (continued)

ASSET DESCRIPTION

Complementary Strategies (continued)

OTHER (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HFR MACRO GAM SER D OFFSHORE CUSIP: 7HF000H51 ACCOUNT NUMBER: 07289800	236,949.747	1.113	263,748.53	249,697.94	14,050.59	0.00	0.00
IVY ASSET STRATEGY FUND CLASS I #473 SYMBOL: IVAEX CUSIP: 466001864 ACCOUNT NUMBER: 07289800	4,451.870	26.070	116,060.25	105,715.79	10,344.46	3,414.58	2.94
LAZARD EMERGING INCOME FUND LP ONSHORE ACCOUNT NUMBER: 07289800	251.188	1,049.909	263,724.00	250,000.00	13,724.00	0.00	0.00
LAZARD GLOBAL FIXED INCOME TRUST ACCOUNT NUMBER: 07289800	475,565.683	1.073	510,370.91	489,386.56	20,984.35	0.00	0.00
THREE BRIDGES EUROPE FUND LTD ACCOUNT NUMBER: 07289800	249,597.667	0.910	227,064.99	249,950.65	-22,885.66	0.00	0.00
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%



Account Statement For:
GESNER - JOHNSON FOUNDATION AGENCY

Period Covered January 1, 2012 - December 31, 2012

ASSET DETAIL (continued)

ASSET DESCRIPTION

Real Assets

REAL ASSET FUNDS

CHAMBERS STREET PROPERTIES ACCOUNT NUMBER 07289800	16,304,348	\$10.000	\$163,043.48	\$143,517.91	\$19,525.57	\$9,375.00	5.75%
FSP PHOENIX TOWER CORP ACCOUNT NUMBER 07289800	3,000	95,000.000	285,000.00	282,468.00	2,532.00	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	6.36
FSP 303 EAST WACKER DRIVE CORP ACCOUNT NUMBER 07289800	2,500	56,308.000	140,770.00	232,448.84	-91,678.84	6,442.50	4.58
FSP 50 SOUTH TENTH STREET CORP *CH* ACCOUNT NUMBER 07289800	5,000	70,556.000	352,780.00	457,444.48	-104,664.48	12,625.00	3.58
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	6.37
ISHARES GOLD TRUST SYMBOL: IAU CUSIP: 464285105 ACCOUNT NUMBER: 07289800	9,279,000	16.279	151,054.70	157,462.78	-6,408.08	0.00	0.00
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%



112868