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Form

990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation LLOYD K JOHNSON FOUNDATION		A Employer identification number 51-0180842	
Number and street (or P O box number if mail is not delivered to street address) 130 WEST SUPERIOR STREET ROOM/SUITE 520		B Telephone number (see instructions) (218) 726-9000	
City or town, state, and ZIP code DULUTH, MN 55802		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 19,999,830		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	150			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	56,131	50,525		
	4 Dividends and interest from securities.	387,693	387,693		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	250,669			
	b Gross sales price for all assets on line 6a _____ 4,445,667				
	7 Capital gain net income (from Part IV, line 2)		250,669		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	694,643	688,887		
	13 Compensation of officers, directors, trustees, etc	100,410	25,103		75,307
	14 Other employee salaries and wages	14,184	3,546		10,638
	15 Pension plans, employee benefits	22,055	5,515		16,540
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,925	1,731		5,194
	c Other professional fees (attach schedule)	51,612	51,612		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,833			
	19 Depreciation (attach schedule) and depletion . . .	711			
	20 Occupancy	11,995	2,999		8,996
	21 Travel, conferences, and meetings	1,328	332		996
	22 Printing and publications	1,299	325		974
	23 Other expenses (attach schedule)	9,537	2,379		7,158
	24 Total operating and administrative expenses. Add lines 13 through 23	221,889	93,542		125,803
	25 Contributions, gifts, grants paid	863,034			911,157
	26 Total expenses and disbursements. Add lines 24 and 25	1,084,923	93,542		1,036,960
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-390,280			
	b Net investment income (if negative, enter -0-)		595,345		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	112,419	66,703	66,703
	2	Savings and temporary cash investments	27,405	10,071	10,071
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,037	4,504	4,504
	10a	Investments—U S and state government obligations (attach schedule)	1,343,258	 351,463	351,463
	b	Investments—corporate stock (attach schedule)	60,447	 60,447	60,447
	c	Investments—corporate bonds (attach schedule).	1,321,051	 406,855	406,855
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	440,855	 347,556	347,556
	14	Land, buildings, and equipment basis ▶ _____ 13,285 Less accumulated depreciation (attach schedule) ▶ _____ 12,518	1,478	 767	767
15	Other assets (describe ▶ _____)	 15,693,270	 18,751,464	 18,751,464	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,001,220	19,999,830	19,999,830	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	75,708	57,700	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 22	 3,146	
23	Total liabilities (add lines 17 through 22)	75,730	60,846		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	18,925,490	19,938,984	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	18,925,490	19,938,984	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	19,001,220	19,999,830	

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	18,925,490
2	Enter amount from Part I, line 27a	2	-390,280
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	1,403,774
4	Add lines 1, 2, and 3	4	19,938,984
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,938,984

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,396,748		4,194,998	201,750
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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			201,750
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	250,669
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	932,956	19,551,358	0 047718
2010	982,309	18,585,240	0 052854
2009	749,954	17,186,867	0 043635
2008	1,047,453	18,804,394	0 055703
2007	927,368	20,003,995	0 046359

2 Total of line 1, column (d).	2	0 246269
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 049254
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	19,612,875
5 Multiply line 4 by line 3.	5	966,013
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,953
7 Add lines 5 and 6.	7	971,966
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,036,960

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	5,953
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	5,953
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	5,953
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,280	
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	5,280
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	673
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ 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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶LLOYDKJOHNSONFOUNDATION ORG				
14	The books are in care of ▶JOAN GARDNER-GOODNO Telephone no ▶(218) 726-9000 Located at ▶130 W SUPERIOR ST SUITE 520 DULUTH MN ZIP +4 ▶55802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NORTH SHORE INVESTMENTS & TRUST	INVESTMENT	51,612
131 WEST SUPERIOR STREET		
DULUTH, MN 55802		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	19,770,630
b	Average of monthly cash balances.	1b	54,534
c	Fair market value of all other assets (see instructions).	1c	86,384
d	Total (add lines 1a, b, and c).	1d	19,911,548
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	19,911,548
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	298,673
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,612,875
6	Minimum investment return. Enter 5% of line 5.	6	980,644

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	980,644
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,953
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,953
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	974,691
4	Recoveries of amounts treated as qualifying distributions.	4	30,115
5	Add lines 3 and 4.	5	1,004,806
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,004,806

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	1,036,960
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,036,960
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	5,953
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,031,007
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,004,806
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			178,112	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,036,960				
a Applied to 2011, but not more than line 2a			178,112	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				858,848
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				145,958
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

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

1a

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

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

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

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

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

JOAN GARDNER-GOODNO
130 WEST SUPERIOR STREET
SUITE 520
DULUTH, MN 55802
(218) 726-9000

b

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

SUBMIT "LETTER OF INTENT" (SEE WEBSITE) FOR CONSIDERATION BY STAFF - THEN SUBMIT MINNESOTA COMMON GRANT APPLICATION FORM OR "SHORT FORM" (SEE WEBSITE) IF INVITED TO APPLY ADDITIONAL INFORMATION MAY BE REQUESTED BY FOUNDATION STAFF

c

Any submission deadlines

JANUARY 15, APRIL 15, JULY 15, AND OCTOBER 15 OF EACH GRANT YEAR

d

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

THE FOUNDATION ACCEPTS APPLICATIONS FROM ORGANIZATIONS LOCATED OR PROVIDING SERVICES WITHIN LAKE, COOK, AND SOUTHERN ST LOUIS COUNTIES IN MINNESOTA THE FOUNDATION'S AREAS OF INTEREST INCLUDE ARTS AND CULTURE, COMMUNITY AND ECONOMIC DEVELOPMENT, EDUCATION, ENVIRONMENT, AND SOCIAL WELFARE

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	56,046	85
4 Dividends and interest from securities.			14	387,693	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			14	250,669	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).				694,408	85
13 Total. Add line 12, columns (b), (d), and (e).			13		694,493

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	***** _____ Signature of officer or trustee	2013-08-15 _____ Date	***** _____ Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	SHARLENE M KILLORIN	SHARLENE M KILLORIN	2013-08-15		
	Firm's name ☐	ESTERBROOKS SCOTT SIGMORELLI ETAL LTD 302 W SUPERIOR ST STE200		Firm's EIN ☐	
	Firm's address ☐	DULUTH, MN 55802		Phone no (218) 727-6846	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HEIDI JOHNSON  620 NORTH 40TH AVENUE EAST DULUTH,MN 55804	TRUSTEE 2 00	0	0	0
DARRYL E COONS  145 WAVERLY PLACE DULUTH,MN 55803	TRUSTEE 2 00	0	0	0
JOAN GARDNER-GOODNO  5532 LESTER RIVER ROAD DULUTH,MN 55804	EXEC DIR 40 00	100,410	13,012	0
MARK C SMITHSON  324 EAST PRESCOTT STREET DULUTH,MN 55808	PRES /CEO 2 00	0	0	0
SCOTT HARRISON  PO BOX 268 LUTSEN,MN 55612	TREASURER/CF 2 00	0	0	0
RUTH ANN EATON  3728 GREYSOLON ROAD DULUTH,MN 55804	TRUSTEE 2 00	0	0	0
BILL HANSEN  BOX 2129 TOFTE,MN 55615	VICE PRESIDE 2 00	0	0	0

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ARROWHEAD REGIONAL CORRECTIONS 100 N 5TH AVE W 319 DULUTH,MN 55802			JUVENILE DETENTION ALTERNATIVES INIT	25,000
CITY OF GRAND MARAIS-ACTIVE LIVING STEERING COMMITTEE 15 N BROADWAY GRAND MARAIS,MN 55604			PROGRAM SUPPORT	7,500
CITY OF SILVER BAY-ECO INDUSTRIAL P 7 DAVIS DR SILVER BAY,MN 55614			SILVER BAY ECO PARK STARTUP	60,000
DULUTH SUPERIOR SYMPHONY ORCHESTRA 331 W SUPERIOR ST STE 100 DULUTH,MN 55802			MUSIC TO YOU PROGRAM	10,000
THE DULUTH PLAYHOUSE 506 W MICHIGAN ST DULUTH,MN 55802			ASSIST WITH RENOVATING NEWSPACE	25,000
ARROWHEAD CHORALE 506 W MICHIGAN ST DULUTH,MN 55802			PROGRAM SUPPORT	1,000
COMMUNITY ACTION DULUTH 2424 W 5TH ST 102 DULUTH,MN 55806			CIRCLES @ WORK/GETTING AHEAD PROGRAM	15,000
CONSERVATION CORPS MINNESOTA 60 PLATO BLVD E STE 210 ST PAUL,MN 55107			SUMMER YOUTH PROGRAM	10,000
COOK COUNTY HIGHER EDUCATION 501 W 5TH ST ROOM 105A GRAND MARAIS,MN 55604			ACADEMIC WARRIOR PROJECT	30,000
DULUTH ART INSTITUTE 506 W MICHIGAN ST DULUTH,MN 55802			PROGRAM SUPPORT	1,500
DULUTH FESTIVAL OPERA 222 EAST SUPERIOR ST STE DULUTH,MN 55802			PROGRAM SUPPORT	1,950
DULUTH PLANT-A-LOT COMMUNITY GARDEN 206 W 4TH ST DULUTH,MN 55806			GENERAL OPERATING SUPPORT	15,000
FIRST WITNESS CHILD ABUSE RESOURCE 4 W 5TH ST DULUTH,MN 55806			SAFE AND STRONG CHILD PROGRAM	15,000
HAWK RIDGE BIRD OBSERVATORY PO BOX 3006 DULUTH,MN 558033006			PROGRAM SUPPORT	14,295
KIDS CLOSET 2308 W 3RD ST DULUTH,MN 55806			PROGRAM SUPPORT	1,950

Form 990PF Part XV Line 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				
LAKE SUPERIOR COLLEGE 2101 TRINITY RD DULUTH,MN 55811			SCHOLARSHIPS	9,533
LAKE SUPERIOR COLLEGE 2101 TRINITY RD DULUTH,MN 55811			SCHOLARSHIPS	20,725
MINNESOTA COUNCIL OF NONPROFITS 2314 UNIVERSITY AVE WEST ST PAUL,MN 55114			CAPACITY BUILDING	5,000
SUGARLOAF THE NORTH SHORE STEWARDSHIP ASSOCIATION 6008 LONDON RD DULUTH,MN 55804			CAPACITY BLDG FOR NS FOREST COLLABOR	16,500
UNITED WAY OF GREATER DULUTH 424 W SUPERIOR ST SUITE 4 DULUTH,MN 55802			PROGRAM SUPPORT	700
DAMIANO CENTER 206 W 4TH ST DULUTH,MN 55806			SOUP KITCHEN SUPPORT	20,000
DULUTH AREA FAMILY YMCA 302 W 1ST ST DULUTH,MN 55802			MENTOR DULUTH PROGRAM	20,000
GIRL SCOUTS OF MN & WI LAKES & PINE 424 W SUPERIOR ST STE G3 DULUTH,MN 55802			DULUTH OUTREACH TO GIRLS AT RISK	20,000
HEALTHSHARE 130 W SUPERIOR ST STE 700 DULUTH,MN 55802			GENERAL OPERATING SUPPORT	20,000
LAKE SUPERIOR CHAMBER ORCHESTRA PO BOX 434 DULUTH,MN 558010434			2012 SUMMER CONCERT SEASON	5,000
LITTLE TREASURES CENTER INC 4002 LONDON RD DULUTH,MN 55804			AIR CONDITIONING INSTALLATION	7,400
NORTHERN BEDROCK CONSERVATION CORPS 5165 NORTH SHORE DR DULUTH,MN 55804			CAPACITY BUILDING	5,000
NORTHERN LAKE COUNTY ARTS BOARD PO BOX 67 SILVER BAY,MN 55614			SCHOOL ART RESIDENCY PROGRAM	11,100
TOWN OF TOFTE PO BOX 2293 TOFTE,MN 55615			ENGINEERING STUDY	29,000
DULUTH AVIATION INSTITUTE 5000 MINNESOTA AVE DULUTH,MN 55802			PATH TO AVIATION-GILRUTH CONTINUUM	10,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
DULUTH PUBLIC SCHOOLS-FAMILIES IN TRANSITION PROGRAM 215 N 1ST AVE E DULUTH,MN 55802			SPIRIT OF MOTHERING	20,000
FRIENDS OF SAX-ZIM BOG P O BOX 3585 DULUTH,MN 55803			CAPACITY BUILDING	8,400
LAKE SUPERIOR CENTER DBA GREAT LAKES AQUARIUM 353 HARBOR DR DULUTH,MN 55802			INTERACTIVE VIDEO CONFERENCING PROG	10,000
LOCAL INITIATIVES SUPPORT CORP 202 W SUPERIOR ST DULUTH,MN 55802			DULUTH AT WORK PROGRAM	20,000
LUTHERAN SOCIAL SERVICES 424 W SUPERIOR ST STE 600 DULUTH,MN 55802			YOUTH-AT-RISK PROGRAM	20,000
NORTH SHORE COMMUNITY SCHOOL 5926 RYAN RD DULUTH,MN 55804			PROGRAM EXPENSE	7,000
NORTH SHORE VISITATION CENTER-THE VIOLENCE PREVENTION CENTER UNDISCLOSED GRAND MARAIS,MN 55604			GENERAL OPERATING SUPPORT	12,000
METAMORPHOSIS PROJECT LIFE 1111 N 11TH AVE E DULUTH,MN 55805			AFTER SCHOOL ACADEMIC PROGRAMS	5,000
UMD-ENI-GIKENDAASOYANG 412 LIBRARY DRIVE DULUTH,MN 55812			MN INDIGENOUS YOUTH FREEDOM PROJECT	10,000
COMMUNITY ACTION DULUTH 2424 W 5TH ST STE 102 DULUTH,MN 55806			SEEDS OF SUCCESS OPERATING SUPPORT	10,000
LIFE HOUSE INC 102 W 1ST ST DULUTH,MN 55802			WELLNESS PROGRAM	20,000
LUTHERAN SOCIAL SERVICE OF MN 2485 COMO AVE ST PAUL,MN 55108			OPERATING SUPPORT	20,000
MATINEE MUSICALE INC 1727 E 1ST ST DULUTH,MN 55812			CALMUS ENSEMBLE CONCERT	5,000
MEN AS PEACEMAKERS 205 W 2ND ST STE DULUTH,MN 55802			DULUTH CHAMPION'S INITIATIVE	20,000
PROGRAM FOR AID TO VICTIMS OF SEXUAL ASSAULT 32 E 1ST ST DULUTH,MN 55802			TRAFFICKING AWARENESS PROGRAM	25,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SAFE HAVEN SHELTER FOR BATTERED WOMEN PO BOX 3558 DULUTH,MN 55803			ORGANIZATION REBRANDING	10,000
NATURE CONSERVANCY 1101 W RIVER PKWY STE 200 MINNEAPOLIS,MN 55415			SUSTAINABILITY PROJECT	10,000
TOFTE HISTORICAL SOCIETY PO BOX 2312 TOFTE,MN 55615			TIMBER STRUCTURE	6,000
UNION GOSPEL MISSION 219 E 1ST ST DULUTH,MN 55802			PURCHASE FOOD 2012 PROGRAM	5,000
VOYAGEURS AREA COUNCIL BOY SCOUTS 3877 STEBNER RD HERMANTOWN,MN 55811			GENERAL OPERATING SUPPORT	25,000
WTIP NORTH SHORE COMMUNITY RADIO PO BOX 1005 GRAND MARAIS,MN 55604			COMMUNITY GARDEN ACCESS PROJECT	4,000
BOYS & GIRLS CLUBS OF THE NORTHLAND 102 S 29TH AVE W 200 DULUTH,MN 55816			GENERAL OPERATING SUPPORT	20,000
COMPANIES TO CLASSROOMS DULUTH 2307 W SUPERIOR ST DULUTH,MN 55806			START UP COSTS	5,000
DOMESTIC ABUSE AND INTERVENTION PRO 202 E SUPERIOR ST DULUTH,MN 55802			TRANSITIONS PROGRAM	25,000
DULUTH CHILDREN'S MUSEUM INC 115 S 29TH AVE W DULUTH,MN 55806			GENERAL OPERATING SUPPORT	25,000
DULUTH LIBRARY FOUNDATION 520 W SUPERIOR ST DULUTH,MN 55802			OUTDOOR FURNITURE	5,860
GRANT COMMUNITY SCHOOL COLLABORATIV 108 E 6TH ST DULUTH,MN 55805			GENERAL OPERATING SUPPORT	25,000
HARTLEY NATURE CENTER 3001 WOODLAND AVE DULUTH,MN 55803			EXTENSION TO CLASSROOM	11,580
NORTHEAST ENTREPRENEUR FUND 202 W SUPERIOR ST STE 311 DULUTH,MN 55802			GENERAL OPERATING SUPPORT	25,000
NORTHSHORE AREA PARTNERS 99 EDISON BLVD STE 21 SILVER BAY,MN 55614			GENERAL OPERATING SUPPORT	20,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ST LOUIS COUNTY HISTORICAL SOCIETY 506 W MICHIGAN ST DULUTH,MN 55801			VETERANS MEMORIAL HALL PROJECT	10,500
SCHROEDER AREA HISTORICAL SOCIETY P O BOX 337 SCHROEDER,MN 55613			PROGRAM SUPPORT	1,500
ST LOUIS RIVER ALLIANCE 394 S LAKE AVE STE 321 DULUTH,MN 55802			PROGRAM SUPPORT	1,995
LAKE SUPERIOR COLLEGE 2101 TRINITY RD DULUTH,MN 55811			PROGRAM SUPPORT	20
BIRCH GROVE FOUNDATION P O BOX 2242 TOFTE,MN 55615			PROGRAM SUPPORT	1,750
AMERICAN RED CROSS 2524 MAPLE GROVE RD DULUTH,MN 55811			PROGRAM SUPPORT	5,000
COMMUNITY PARTNERS 411 W 1ST ST DULUTH,MN 55802			PROGRAM SUPPORT	1,905
UNITED WAY OF GREATER DULUTH 424 W SUPERIOR ST STE 402 DULUTH,MN 55802			PROGRAM SUPPORT	15,000
CLAYTON JACKSON MCGHIE MEMORIAL PO BOX 3631 DULUTH,MN 55803			PROGRAM SUPPORT	1,999
LAKE SUPERIOR YOUTH CHORUS 2501 WOODLAND AVE DULUTH,MN 55803			PROGRAM SUPPORT	1,995
TWIN PORTS MINISTRY 2024 W 3RD ST DULUTH,MN 55806			PROGRAM SUPPORT	1,500
Total  3a				911,157

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return
LLOYD K JOHNSON FOUNDATION

Business or activity to which this form relates
INDIRECT DEPRECIATION

Identifying number

51-0180842

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	711
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	711
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2012 Accounting Fees Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	6,925	1,731		5,194

TY 2012 Compensation Explanation**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842

Person Name	Explanation
HEIDI JOHNSON	
DARRYL E COONS	
JOAN GARDNER-GOODNO	
MARK C SMITHSON	
SCOTT HARRISON	
RUTH ANN EATON	
BILL HANSEN	

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

TY 2012 Depreciation Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	2007-02-28	2,150	1,670	200DB	7 0000	192			
OFFICE FURNITURE/HOM	2007-03-01	1,376	1,069	200DB	7 0000	123			
ART WORK/UNDERWOOD PHOTOS	2007-06-01	300	233	200DB	7 0000	27			
ART WORK/LIZZARD'S	2007-08-01	201	156	200DB	7 0000	18			
COMPUTER	2007-03-01	2,972	2,801	200DB	5 0000	171			
COMPUTER	2007-04-01	64	60	200DB	5 0000	4			
COMPUTER	2007-05-01	170	160	200DB	5 0000	10			
COMPUTER SOFTWARE	2007-06-01	260	245	200DB	5 0000	15			
COMPUTER AND PRINTER	2009-11-18	2,221	1,842	200DB	5 0000	151			
SHARP COPIER	2011-07-31	3,571	3,571	200DB	7 0000				

**TY 2012 Investments Corporate
Bonds Schedule**

Name: LLOYD K JOHNSON FOUNDATION
EIN: 51-0180842

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NORTH SHORE BANK OF COMMERCE ACCOUNT	406,855	406,855

**TY 2012 Investments Corporate
Stock Schedule**

Name: LLOYD K JOHNSON FOUNDATION
EIN: 51-0180842

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN HARDBOARD & NUPLY CORP.	60,447	60,447

**TY 2012 Investments Government
Obligations Schedule****Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842**US Government Securities - End of
Year Book Value:**

351,463

**US Government Securities - End of
Year Fair Market Value:**

351,463

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Investments - Other Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
NORTH SHORE BANK OF COMMERCE ACCOUNT	FMV	347,556	347,556

TY 2012 Land, Etc. Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE & EQUIPMENT	13,285	12,518	767	767

TY 2012 Other Assets Schedule**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NORTH SHORE ACCT ACCRUED INCOME	36,828	26,761	26,761
NORTH SHORE ACCT EQUITY MUTUAL FUNDS	10,867,659	12,228,912	12,228,912
NORTH SHORE ACCT FIXED INCOME FUNDS	4,474,398	6,495,791	6,495,791
NORTH SHORE ACCT MUNICIPAL BONDS	314,385		

TY 2012 Other Expenses Schedule**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	14	4		10
DUES & MEMBERSHIPS	1,110	278		832
INSURANCE	2,083	521		1,562
PARKING EXPENSE	724	181		543
PROMOTION & WEBSITE				
OFFICE & POSTAGE	2,832	708		2,124
TELEPHONE EXPENSE	2,749	687		2,062
FILING FEE	25			25

TY 2012 Other Increases Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Description	Amount
UNREALIZED INVESTMENT GAINS	1,403,774

TY 2012 Other Liabilities Schedule**Name:** LLOYD K JOHNSON FOUNDATION**EIN:** 51-0180842

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE		
ACCRUED PAYROLL TAXES	22	21
ACCOUNTS PAYABLE		3,125

TY 2012 Other Professional Fees Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY & CUSTODIAL	51,612	51,612		

TY 2012 Taxes Schedule

Name: LLOYD K JOHNSON FOUNDATION

EIN: 51-0180842

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	1,833			