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

For calendar year 2012, or tax year beginning , **2012, and ending** ,

Name of foundation: Sheila C. Johnson Foundation, Inc.

A Employer identification number: 52-1755871

Number and street (or P O box number if mail is not delivered to street address): 3074 Zulla Road

Room/suite:

B Telephone number (see the instructions): (703) 879-3426

City or town: The Plains — State: VA — ZIP code: 20198

C If exemption application is pending, check here ► ☐

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

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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, column (c), line 16)* ► $ 1,721,456.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line		(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 (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	1,348.	1,348.		
	4	Dividends and interest from securities	49,932.	49,932.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	23,111.	L-6a Stmt		
	b	Gross sales price for all assets on line 6a 370,288.				
	7	Capital gain net income (from Part IV, line 2)		23,111.		
	8	Net short-term capital gain			286.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) MISCELLANEOUS	538.	538.		
	12	**Total.** Add lines 1 through 11	74,929.	74,929.	286.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) L-16b Stmt	8,239.	4,120.		
	c	Other prof fees (attach sch) L-16c Stmt	5,025.	5,025.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) Foreign Taxes	414.	414.		
	19	Depreciation (attach sch) and depletion L-19 Stmt	0.			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) REGISTRATIONS	135.			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,813.	9,559.		
	25	Contributions, gifts, grants paid	1,806,600.			1,806,600.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,820,413.	9,559.		1,806,600.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-1,745,484.			
	b	**Net investment income** (if negative, enter -0-)		65,370.		
	c	**Adjusted net income** (if negative, enter -0-)			286.	

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		1,997,893.	557,283.	557,283.
	3	Accounts receivable ►				
		Less allowance for doubtful accounts ►				
	4	Pledges receivable ►				
		Less: allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ►				
		Less: allowance for doubtful accounts ►				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) L-10b Stmt		579,073.	379,205.	560,602.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt		510,340.	546,405.	602,403.
	11	Investments — land, buildings, and equipment: basis ►	2,624.			
		Less accumulated depreciation (attach schedule) L-11 Stmt ►	2,624.	0.	0.	0.
	12	Investments — mortgage loans				
	13	Investments — other (attach schedule) L-13 Stmt		148,139.	1,168.	1,168.
	14	Land, buildings, and equipment: basis ►				
		Less: accumulated depreciation (attach schedule) ►				
	15	Other assets (describe ►)				
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)		3,235,445.	1,484,061.	1,721,456.
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ► L-22 Stmt)		5,829.	5,829.	
	23	**Total liabilities** (add lines 17 through 22)		5,829.	5,829.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.**	X			
	24	Unrestricted		3,229,616.	1,478,232.	
	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, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances** (see instructions)		3,229,616.	1,478,232.	
	31	**Total liabilities and net assets/fund balances** (see instructions)		3,235,445.	1,484,061.	

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	3,229,616.
2	Enter amount from Part I, line 27a	2	-1,745,484.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,484,132.
5	Decreases not included in line 2 (itemize) ► NONDEDUCTIBLE CONTRIBUTIONS	5	5,900.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,478,232.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	GMAC MTG CORP LOAN TRUST	P	04/30/04	01/25/12
b	GMAC MTG CORP LOAN TRUST	P	04/30/04	02/27/12
c	GMAC MTG CORP LOAN TRUST	P	04/30/04	03/26/12
d	US TRUST ACCT#7858 (SEE ATTACHED)	P	08/31/11	08/09/12
e	See Columns (a) thru (d)			

	(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	15,706.		15,706.	0.
b	27,138.		27,138.	0.
c	1,978.		2,421.	-443.
d	16,040.		15,754.	286.
e	See Columns (e) thru (h)		286,158.	23,268.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				0.
b				0.
c				-443.
d				286.
e	See Columns (i) thru (l)			23,268.

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** 23,111.

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** 286.

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 (column (b) divided by column (c))
2011	1,280,276.	3,802,977.	0.336651
2010	8,909,677.	10,374,120.	0.858837
2009	2,036,020.	12,965,547.	0.157033
2008	4,488,373.	16,915,324.	0.265344
2007	4,096,867.	24,391,545.	0.167963

2	**Total** of line 1, column (d)	2	1.785828
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	0.357166
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,415,359.
5	Multiply line 4 by line 3	5	862,684.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	654.
7	Add lines 5 and 6	7	863,338.
8	Enter qualifying distributions from Part XII, line 4	8	1,806,600.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

		Line	Amount
1 a	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 instrs)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b	1	654.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	654.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	654.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 2,276.		
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	2,276.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	1,622.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 1,622. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*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?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ ________ **(2)** On foundation managers ► $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► VA - Virginia			
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*	8 b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ► N/A

14 The books are in care of ► GENAE RUSSELL Telephone no. ► (703) 879-3805

Located at ► 3074 Zulla Road The Plains VA ZIP + 4 ► 20198

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

			Yes	No
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		X
	See the 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
1 a	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 instructions)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	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)		2 b		
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__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

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	X
If 'Yes' to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax 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
SHEILA C JOHNSON 3074 ZULLA ROAD THE PLAINS VA 20198	President 2.00	0.	0.	0.
BRETT JOHNSON 3074 ZULLA ROAD THE PLAINS VA 20198	Board Member 0.50	0.	0.	0.
PAIGE JOHNSON 3074 ZULLA ROAD THE PLAINS VA 20198	Board Member 0.50	0.	0.	0.

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 ► None

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
N/A		
Total number of others receiving over $50,000 for professional services ►		None

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	0.
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	None

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	1,421,983.
b	Average of monthly cash balances	1b	1,028,276.
c	Fair market value of all other assets (see instructions)	1c	1,882.
d	**Total** (add lines 1a, b, and c)	1d	2,452,141.
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	2,452,141.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	36,782.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,415,359.
6	**Minimum investment return.** Enter 5% of line 5	6	120,768.

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	120,768.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	654.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	654.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	120,114.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	120,114.
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	120,114.

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	1,806,600.
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	1,806,600.
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	654.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,805,946.

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					120,114.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years. 20 ___, 20 ___, 20 ___					
3 Excess distributions carryover, if any, to 2012.					
a From 2007	4,132,645.				
b From 2008	4,492,710.				
c From 2009	2,036,020.				
d From 2010	8,393,227.				
e From 2011	1,280,815.				
f **Total** of lines 3a through e		20,335,417.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 1,806,600.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					0.
e Remaining amount distributed out of corpus		1,806,600.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		120,114.			120,114.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		22,021,903.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		4,012,531.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		18,009,372.			
10 Analysis of line 9:					
a Excess from 2008	4,492,710.				
b Excess from 2009	2,036,020.				
c Excess from 2010	8,393,227.				
d Excess from 2011	1,280,815.				
e Excess from 2012	1,806,600.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

Dr. Sheila Johnson

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
SEE ATTACHED LISTING 3074 ZULLA ROAD THE PLAINS VA 20198		501(C)3	SEE ATTACHED LISTING	1,806,600.
Total ► 3a				1,806,600.
***b** Approved for future payment*				
Sundance Institute P.O. Box 684429 Park City UT 84068		501(c)3	GENERAL SUPPORT	300,000.
The New School 79 Fifth Avenue New York NY 10003		501(c)3	GENERAL SUPPORT	250,000.
See Line 3b statement				263,648.
Total ► 3b				813,648.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	1,348.	
4 Dividends and interest from securities			14	49,932.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	23,111.	
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)				74,391.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 74,391.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
NA	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2 a 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) is based on all information of which preparer has any knowledge

Sheila C Johnson | 5/10/13 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jonathan L Nichols, CPA	Jonathan L Nichols, CPA	05/09/13		P00292483

Firm's name ► HUEY & ASSOCIATES PC — Firm's EIN ► 52-1658535

Firm's address ► 7101 WISCONSIN AVE STE 1010, BETHESDA MD 20814-4881 — Phone no (703) 437-6269

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: Sheila C. Johnson Foundation, Inc.

Identifying number: 52-1755871

Business or activity to which this form relates: Form 990-PF page 1

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	
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	
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

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 instrs)	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	0.
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
19 a 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			27.5 yrs	MM	S/L	
property			27.5 yrs	MM	S/L	
i Nonresidential real			39 yrs	MM	S/L	
property				MM	S/L	

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

20 a 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	0.
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.)*

24 a 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
25 Special 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:								
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.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
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												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
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)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
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 the 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	

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name	Employer Identification Number
Sheila C. Johnson Foundation, Inc.	52-1755871

Asset Information:

Description of Property: SEE FORM 990 PAGE 3, PART IV
Date Acquired: Various How Acquired: Purchased
Date Sold: Various Name of Buyer:
Sales Price: 370,288. Cost or other basis (do not reduce by depreciation) 347,177.
Sales Expense: Valuation Method:
Total Gain (Loss): 23,111. Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired
Date Sold: Name of Buyer:
Sales Price Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation.

Description of Property.
Date Acquired: How Acquired.
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price. Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold. Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
US TRUST ACCT#7858 (SEE ATTACHED)	P	10/06/10	08/09/12
US TRUST ACCT#7858 (SEE ATTACHED)	P	10/06/10	08/09/12
ARTISAN EMERGING MKTS FUND	P	09/08/10	08/09/12
ISHARES TR RUSSELL 1000 INDEX	P	03/16/09	08/09/12
COLUMBIA FDS SER TR I SELECT L	P	08/20/04	08/09/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
83,220.		85,496.	-2,276.
740.		794.	-54.
125,052.		145,000.	-19,948.
50,414.		27,391.	23,023.
50,000.		27,477.	22,523.
Total		286,158.	23,268.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-2,276.
			-54.
			-19,948.
			23,023.
			22,523.
Total			23,268.

Form 990-PF, Page 10, Part XV, line 3b
Line 3b statement

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	Person or Business Checkbox Amount
b *Approved for future payment*				
Bennett College 900 East Washington Street Greensboro NC 27401		501(c)3	GENERAL SUPPORT	Person or [ ] Business [X] 100,000.
Accordia 1611 North Kent Street Arlington VA 22209		501(c)3	GENERAL SUPPORT	Person or [ ] Business [X] 35,000.
SUNY Morrisville 80 Eaton Street Morrisville NY 13408		501(c)3	GENERAL SUPPORT	Person or [ ] Business [X] 73,448.
Jackie Robinson Foundation One Hudson Square, 75 Varick Street New York NY 10013		501(c)3	GENERAL SUPPORT	Person or [ ] Business [X] 1,000.
Harvard University 1350 Massachusetts Ave Cambridge MA 02139		501(c)3	GENERAL SUPPORT	Person or [ ] Business [X] 50,000.
Jewish Community Center 8900 Little River Turnpike Fairfax VA 22031		501(c)3	GENERAL SUPPORT	Person or [ ] Business [X] 2,000.
Middleburg Community Center 300 West Washington Street Middleburg VA 20118		501(c)3	GENERAL SUPPORT	Person or [ ] Business [X] 1,200.
United Way of New York City 2 Park Ave #2 New York NY 10016		501(c)3	GENERAL SUPPORT	Person or [ ] Business [X] 1,000.
Total				263,648.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Huey and Associates	Tax Preparation	8,239.	4,120.		
Total		8,239.	4,120.		

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VARIOUS	INVESTMENT CONSULTING	5,025.	5,025.		
Total		5,025.	5,025.		

Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
LAPTOP	06/21/06	2624	2624	200DB	5.00	0		
Total								

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	379,205.	560,602.
Total	379,205.	560,602.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	546,405.	602,403.
Total	546,405.	602,403.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
ACCRUED INTEREST	1,168.	1,168.
Total	1,168.	1,168.

Form 990-PF, Page 2, Part II, Line 11
L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
COMPUTERS AND EQUIPMENT	2,624.	2,624.	0.
Total	2,624.	2,624.	0.

Form 990-PF, Page 2, Part II, Line 22
Other Liab Stmt

Line 22 - Other Liabilities:	**Beginning Year Book Value**	**Ending Year Book Value**
DUE TO WASHINGTON MYSTICS FOUNDATION	5,829.	5,829.
Total	5,829.	5,829.

SCJ Foundation

2012 Contributions
as of 12/31/12

Date	Donee	Address 1	Address 2	City,State, Zip Code	Description of Donation	Amount	Deductible	Non Deductible
01/15/12	Morrisville College Foundation	Post Office Box 901		Morrisville NY 13408	Pledge Obligation	200,000 00	200,000 00	
01/18/12	Great Meadow Foundation	5089 Old Tavern Road		The Plains VA 20198	Donation	500 00	500 00	-
01/30/12	Accordia Global Health Foundation	1101 14th Street NW	Suite 801	Washington DC 20005	Donation	6,000 00	6,000 00	-
02/16/12	The Hill School	Post Office Box 65		Middleburg VA 20118	Pledge Obligation	500,000 00	500,000 00	-
01/31/12	David Ortiz Children's Fund	7201 Glen Forest Drive	Suite 304	Richmond VA 23223	Donation	3,000 00	3,000 00	-
02/22/12	Entertainment Industry Foundation	162 West 56th Street	Suite 405	New York NY 10019	Colorectal Cancer Research Alliance	25,000 00	25,000 00	-
04/05/12	HELP Funding Inc	5 Hanover Square	17th Floor	New York NY 10004	2012 Tribute Awards Dinner	10,000 00	8,100 00	1,900 00
04/19/12	Andrew J Young Foundation Inc	2255 Cumberland Parkway	Building 800, Suite D	Atlanta GA 30339	Donation	500 00	500 00	-
04/19/12	The New School	79 Fifth Avenue	17th Floor	New York NY 10003	Parsons 2012 Fashion Benefit	50,000 00	46,000 00	4,000 00
05/30/12	Boys & Girls Club of Greater Washington	4103 Benning Road NE		Washington DC 20019	27th Annual Tim Russert Congressional Dinner	5,000 00	5,000 00	-
05/31/12	Annika Foundation Inc	5 Southside Drive	Suite 11-237	Clifton Park NY 12065	Platinum Sponsor	10,000 00	10,000 00	-
06/08/12	The New School	79 Fifth Avenue	17th Floor	New York NY 10003	Pledge Obligation	500,000 00	500,000 00	-
06/27/12	Tiger Woods Foundation	121 Innovation Drive	Suite 150	Irvine CA 92617	Sponsorship Package	12,500 00	12,500 00	-
07/31/12	National Building Museum	401 F Street NW		Washington DC 20001	Quilt in the Capital 2012	5,000 00	5,000 00	-
07/31/12	Sundance Institute	Post Office Box 684429		Park City UT 84068	Feature Film Contribution	100,000 00	100,000 00	-
07/31/12	Sundance Institute	Post Office Box 684429		Park City UT 84068	Pledge Obligation	50,000 00	50,000 00	-
08/31/12	Accordia Global Health Foundation	1101 14th Street NW	Suite 801	Washington DC 20005	Pledge Obligation	65,000 00	65,000 00	-
09/12/12	Community Foundation for Montgomery County	8720 Georgia Avenue	Suite 202	Silver Spring MD 20910	Sponsorship Package	10,000 00	10,000 00	-
11/06/12	The New School	79 Fifth Avenue	17th Floor	New York NY 10003	Empowerhouse Project	10,000 00	10,000 00	-
12/20/12	The Hill School	Post Office Box 65		Middleburg VA 20118	Pledge Obligation	250,000 00	250,000 00	-
					Total 2012 Donations	**1,812,500.00**	**1,806,600.00**	**5,900.00**

Morgan Stanley

Ref: 00006254 00041454

2012 Year End Summary

THE SHEILA C. JOHNSON

Account Number 373-47166-10 651

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	100,000	GMAC MTG CORP LOAN TRUST SER 2004-J1 CLASS A11 DUE 04/25/2034 RATE 5.500	04/30/04	03/26/12	$ 1,977.93	$ 2,420.99	($ 443.06) b	
Total					$ 1,977.93	$ 2,420.99	($ 443.06)	

b *Based on information supplied by your Financial Advisor.*

Details of Deposits and Withdrawals 2012

This section reflects any deposits or withdrawals made to your account during the year.

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	05/04/12	MORGAN STANLEY LIQUID ASSET FUND INC TRANSFER TO MSSB		$ 51,705.42
220000200	05/01/12	MONEY TRANSFER 05/01/12MH THRU BANK OF AMERICA, N.A., NY BANK OF AMERICA, N.A., NY NEW YORK NY SHEILA C. JOHNSON FOUNDATION REFERENCE # 58197572		$ 582,247.17
Total				$ 633,952.59

2012 YEAR END SUMMARY

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	64.65	08/31/11	08/09/12	$718.93	$740.26	$-21.33
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	54.07	01/31/12	08/09/12	$601.29	$602.37	$-1.08
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	68.68	10/31/11	08/09/12	$763.74	$773.36	$-9.62
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	65.16	04/30/12	08/09/12	$724 61	$723.96	$0.65
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	70 27	07/31/12	08/09/12	$781 44	$780 73	$0 71
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	696 3	12/28/11	08/09/12	$7,742 89	$7,513.11	$229 78
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	61.82	02/29/12	08/09/12	$687 47	$673.87	$13.60
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	78.89	07/02/12	08/09/12	$877.29	$859.15	$18 14
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	64	12/31/11	08/09/12	$711.67	$696.95	$14.72
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	80.75	05/31/12	08/09/12	$897.97	$877.78	$20.19
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	71.27	03/31/12	08/09/12	$792.52	$774.70	$17 82
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	66 59	09/30/11	08/09/12	$740.49	$737.83	$2 66
Total short term gain/loss from sales:						$16,040.31	$15,754.07	$286.24

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	4.35	10/16/10	08/09/12	$48.39	$49.61	$-1.22

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis		Net gain or loss
ARTIO GLOBAL HIGH INCOME FUND	JHYI X	04315J860	125.81	03/06/07	08/09/12	$1,222.89	$1,221.57	*	$1.32
ARTIO GLOBAL HIGH INCOME FUND	JHYI X	04315J860	3928.82	03/09/07	08/09/12	$38,188.09	$41,752 66	*	$-3,564 57
ARTIO GLOBAL HIGH INCOME FUND	JHYI X	04315J860	121.52	10/28/10	08/09/12	$1,181.15	$1,289.24	*	$-108.09
ARTIO GLOBAL HIGH INCOME FUND	JHYI X	04315J860	117.24	04/28/11	08/09/12	$1,139.58	$1,236 84	*	$-97.26
ARTIO GLOBAL HIGH INCOME FUND	JHYI X	04315J860	320.68	04/30/10	08/09/12	$3,117.02	$3,379.83	*	$-262.81
ARTIO GLOBAL HIGH INCOME FUND	JHYI X	04315J860	158.79	03/06/07	08/09/12	$1,543.40	$1,541.74	*	$1.66
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	63.36	07/31/11	08/09/12	$704 56	$724.84		$-20.28
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	17.35	10/31/10	08/09/12	$192.90	$198.62		$-5.72
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	19 79	11/13/10	08/09/12	$220.04	$221.83		$-1.79
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	61 07	04/30/11	08/09/12	$679.04	$677.82		$1.22
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	61.69	06/30/11	08/09/12	$685.97	$679.18		$6.79
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	63.67	05/31/11	08/09/12	$707.95	$699.05		$8.90
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	55.85	11/30/10	08/09/12	$621.10	$601.55		$19.55
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	58.67	02/28/11	08/09/12	$652.39	$625 99		$26.40
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	63.15	03/31/11	08/09/12	$702.20	$673.15		$29.05
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	57.45	01/31/11	08/09/12	$638.80	$607 20		$31.60
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	1183 94	12/31/10	08/09/12	$13,165.38	$12,490.54		$674.84
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	64.62	12/31/10	08/09/12	$718.62	$681.78		$36.84
PIMCO FOREIGN BD FD INSTL UNHE	PFUI X	722005220	1212.47	03/09/07	08/09/12	$13,482.62	$12,181.63		$1,300.99
ARTIO GLOBAL HIGH INCOME FUND	JHYI X	04315J860	238.85	03/06/07	08/09/12	$2,321.62	$2,531.17	*	$-209.55
ARTIO GLOBAL HIGH INCOME FUND	JHYI X	04315J860	132.33	04/05/07	08/09/12	$1,286.25	$1,430.13	*	$-143.88
Total long term gain/loss from sales:						$83,219 96	$85,495 97		$-2,276.01

U.S. TRUST

Bank of America Private Wealth Management

SHEILA C JOHNSON MAIN FDN

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

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Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ARTISAN EMERGING MKTS FUND	ARTZ X	04314H832	10125.7	09/08/10	08/09/12	$125,052.37	$145,000 00	$-19,947 63
ISHARES TR RUSSELL 1000 INDEX	IWB	464287622	650	03/16/09	08/09/12	$50,413.65	$27,391 00	$23,022 65
COLUMBIA FDS SER TR I SELECT L	UMLG X	19765Y688	3810.98	08/20/04	08/09/12	$50,000 00	$27,477.14	$22,522.86
Total long term gain/loss from sales:						$225,466.02	$199,868.14	$25,597.88