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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

, and ending

Name of foundation ROYAL & NORMA JOHNSON CHARITABLE FOUNDATION		A Employer identification number 81-0505703
Number and street (or P O box number if mail is not delivered to street address) 2915 ILLINOIS	Room/suite	B Telephone number 406-259-7531
City or town, state, and ZIP code BILLINGS, MT 59102		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 590,331.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		29,982.		N/A	
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		14,229.	14,229.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		44,211.	14,229.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,680.	0.		336.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		245.	74.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		45.	0.		45.
24 Total operating and administrative expenses. Add lines 13 through 23		1,970.	74.		381.
25 Contributions, gifts, grants paid		24,875.			24,875.
26 Total expenses and disbursements. Add lines 24 and 25		26,845.	74.		25,256.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		17,366.			
b Net investment income (if negative, enter -0-)			14,155.		
c Adjusted net income (if negative, enter -0-)				N/A	

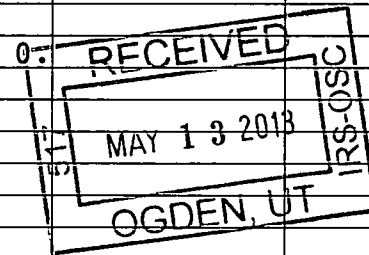
223501 LHA For Paperwork Reduction Act Notice, see instructions.

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SCANNED MAY 23 2013

Revenue

Operating and Administrative Expenses



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2.	298.	298.
	2 Savings and temporary cash investments	40,997.	54,885.	54,885.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	484,388.	484,388.	535,148.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
Liabilities	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	525,387.	539,571.	590,331.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 6)	12,373.	10,106.	
	23 Total liabilities (add lines 17 through 22)	12,373.	10,106.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	513,014.	529,465.	
	30 Total net assets or fund balances	513,014.	529,465.	
	31 Total liabilities and net assets/fund balances	525,387.	539,571.	

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	513,014.
2 Enter amount from Part I, line 27a	2	17,366.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	530,380.
5 Decreases not included in line 2 (itemize) ▶ MARKET ADJUSTMENT ANNUITIES	5	915.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	529,465.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b NONE			
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			
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			
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	23,378.	496,786.	.047058
2010	18,900.	467,680.	.040412
2009	25,149.	397,531.	.063263
2008	30,683.	529,735.	.057921
2007	26,964.	588,058.	.045853

2 Total of line 1, column (d)	2	.254507
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	.050901
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	548,571.
5 Multiply line 4 by line 3	5	27,923.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	142.
7 Add lines 5 and 6	7	28,065.
8 Enter qualifying distributions from Part XII, line 4	8	25,256.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	283.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	283.
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	283.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		283.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

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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		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? Website address ► N/A	13	X	
14	The books are in care of ► ROYAL C. JOHNSON Telephone no. ► 406-259-7531 Located at ► 2915 ILLINOIS, BILLINGS, MT ZIP+4 ► 59102			
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 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No	X X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

N/A

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?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROYAL C. JOHNSON 2915 ILLINOIS BILLINGS, MT 59102	PRESIDENT 2.00	0.	0.	0.
SCOTT R. JOHNSON 3137 AVIEMORE COURT BILLINGS, MT 59101	SECRETARY/TREASURER 2.00	0.	0.	0.
CLARK V. JOHNSON 2909 SALES ROAD BELGRADE, MT 59741	VICE-PRESIDENT 2.00	0.	0.	0.

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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 instructions.	
3	
Total. Add lines 1 through 3	0.

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CHARITABLE FOUNDATION**

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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	517,832.
b	Average of monthly cash balances	1b	39,093.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	556,925.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	556,925.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,354.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	548,571.
6	Minimum investment return. Enter 5% of line 5	6	27,429.

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	27,429.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	283.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	283.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,146.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	27,146.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	27,146.

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	25,256.
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	25,256.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,256.

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.

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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				27,146.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			24,318.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 25,256.				
a Applied to 2011, but not more than line 2a			24,318.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				938.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				26,208.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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).)

ROYAL C. 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.

NONE

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:

**ROYAL JOHNSON, 406-259-7531
2915 ILLINOIS, BILLINGS, MT 59102**

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

CONTACT FOUNDATION

c Any submission deadlines:

CONTACT FOUNDATION

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

CONTACT FOUNDATION

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				
AL BEDOO TRANSPORTATION FUND 1125 BROADWATER AVE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	400.
ALBERTA BAIR THEATER ENDOWMENT PO BOX 1556 BILLINGS, MT 59103	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
BETTER BILLINGS FOUNDATION 1235 WEST WICKS LANE BILLINGS, MT 59105	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
BIG BROTHERS & SISTERS FOUNDATION 2624 MINNESOTA AVENUE BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
BIG SKY HOSPICE PO BOX 35033 BILLINGS, MT 59107	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
Total	SEE CONTINUATION SHEET(S)			24,875.
b Approved for future payment				
NONE				
Total				0.

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	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	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.		


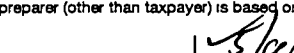
[illegible]

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
N/A		

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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee		Date <u>3/9/13</u> Title PRESIDENT				
Paid Preparer Use Only	Print/Type preparer's name DANIEL S. MILLER, CPA		Preparer's signature  DANIEL S. MILLER,		Date <u>4/24/13</u>	Check <input type="checkbox"/> if self-employed	PTIN P00031554
	Firm's name ▶ ANDERSON ZURMUEHLEN & CO., P.C.					Firm's EIN ▶ 81-0385940	
	Firm's address ▶ P.O. BOX 20435 BILLINGS, MT 59104-0435					Phone no. 406-245-5136	

Form **990-PF** (2012)

**ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION**

81-0505703

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
BILLINGS CLINIC FOUNDATION 2800 10TH AVE. N. BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,500.
BILLINGS FOOD BANK 2112 4TH AVE N. BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
BILLINGS HEAD START 615 N 19TH ST BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
BILLINGS MASONIC CENTER ENDOWMENT 1101 BROADWATER AVE. BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	600.
BILLINGS PRESERVATION SOCIETY 914 DIVISION STREET BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
BILLINGS PUBLIC HIGH SCHOOL NEED FUND 415 N. 30TH STREET BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
BILLINGS STUDIO THEATER 1500 RIMROCK ROAD BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
BILLINGS SYMPHONY SOCIETY FOUNDATION 2721 2ND AVE N. #350 BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
BOYS & GIRLS CLUB OF BILLINGS 505 ORCHARD LANE BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
CHAPTER PEO 19 HEATHERWOOD LANE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
Total from continuation sheets				23,375.

**ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION**

81-0505703

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EAGLE MOUNT FOUNDATION 2822 3RD AVE NORTH, STE NO. 203 BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
FAMILY SERVICE INC 1824 1ST AVE N BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
FAMILY TREE CENTER 2520 5TH AVE S BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
FIRST PRESBYTERIAN CHURCH 2420 13 STREET WEST BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,325.
FRIENDSHIP HOUSE OF CHRISTIAN 3128 8TH AVE. S. BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
GRAND LODGE OF MT FOUNDATION 425 NORTH PARK AVE HELENA, MT 59264	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	400.
INSTITUTE OF PEACE STUDIES 1511 POLY DRIVE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
MENTAL HEALTH FOUNDATION 1245 N 29TH STREET BILLINGS, MT 59103	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
MONTANA RESCUE MISSION 2902 MINNESOTA AVE. BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
MONTANA STATE UNIVERSITY FOUNDATION 1501 S 11TH AVE BOZEMAN, MT 59717	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
Total from continuation sheets				

**ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION**

81-0505703

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MSU-B FOUNDATION 1500 UNIVERSITY DRIVE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	2,000.
MT SCHOOL FOR DEAF AND BLIND 3911 CENTRAL AVE. GREAT FALLS, MT 59406	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
MUSEUM OF THE ROCKIES FOUNDATION 600 W KAGY BLVD BOZEMAN, MT 59717	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
PARMLY BILLINGS LIBRARY FOUNDATION 510 N BROADWAY BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,000.
ROCKY MOUNTAIN COLLEGE FOUNDATION 1511 POLY DRIVE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,000.
RONALD MCDONALD HOUSE FOUNDATION 1144 N. 30TH BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
SAINT VINCENT HEALTH CARE FOUNDATION 1106 N. 30TH BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	2,000.
SALVATION ARMY PO BOX 1903 BILLINGS, MT 59103	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
SCOTTISH RITE CHILDREN CLINIC 50 27TH STREET WEST BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
SHINERS HOSPITAL FOR CHILDREN 911 W 5TH AVE SPOKANE, WA 99204	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
Total from continuation sheets				

**ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION**

81-0505703

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SMILE NETWORK INTERNATIONAL 211 N 1ST ST #150 MINNEAPOLIS, MN 55401	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
SPECIAL K RANCH 34 SPECIAL K LANE COLUMBUS, MT 59019	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
STUDENT ASSISTANCE FOUNDATION 2500 BROADWAY HELENA, MT 59601	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
UNITED CAMPUS MINISTRY 1327 ARTHUR AVENUE MISSOULA, MT 59801	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
UNITED WAY OF YELLOWSTONE COUNTY 2920 2ND AVENUE NORTH BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,000.
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 59807	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,000.
YELLOWSTONE ART MUSEUM FOUNDATION 401 N 27TH ST BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
YELLOWSTONE BOYS & GIRLS FOUNDATION 2050 OVERLAND AVE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
YELLOWSTONE CASA 3203 3RD AVE N STE 203 BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
YELLOWSTONE RIVER PARKS ASSOCIATION 2409 2ND AVE N BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
Total from continuation sheets				

**ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION**

81-0505703

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
YWCA OF BILLINGS 909 WYOMING AVE BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
YMCA BILLINGS FOUNDATION YSC 402 NORTH 32ND BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
ZOO MONTANA 2100 SOUTH SHILOH ROAD BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
ADULT RESOURCE ALLIANCE 1505 AVENUE D BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	200.
NATIONAL MS SOCIETY 900 SOUTH BROADWAY SUTE 200 DENVER, CO 80209	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	50.
EDUCATION FOUNDATION FOR BILLINGS PUBLIC SCHOOLS 415 NORTH 30TH STREET BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	2,000.
Total from continuation sheets				

Schedule B(Form 990, 990-EZ,
or 990-PF).Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION

Employer identification number

81-0505703

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

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

Name of organization:

ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION

Employer identification number

81-0505703

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROYAL C JOHNSON TRUST 2915 ILLINOIS BILLINGS, MT 59102	\$ 29,982.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization:

ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION

Employer identification number

81-0505703

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization,

Employer identification number

**ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION**
81-0505703**Part III**

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

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

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

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
RBC CAPITAL MARKETS CORPORATION	14,229.	0.	14,229.		
TOTAL TO FM 990-PF, PART I, LN 4	14,229.	0.	14,229.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	1,680.	0.		336.	
TO FORM 990-PF, PG 1, LN 16B	1,680.	0.		336.	

FORM 990-PF		TAXES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	245.	74.		0.	
TO FORM 990-PF, PG 1, LN 18	245.	74.		0.	

FORM 990-PF		OTHER EXPENSES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	45.	0.		45.	
TO FORM 990-PF, PG 1, LN 23	45.	0.		45.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
3M CO.200 SHS 200 SHS	16,225.	18,570.	
ALLSTATE CORP 200SHS	10,625.	8,034.	
AUTOMATIC DATA PROCESSING 300 SHS	12,106.	17,079.	
BANK AMERICA CORP 800 SHS	21,370.	9,288.	
BAXTER INTERNATIONAL INC 300 SHS	13,864.	19,998.	
BEAM INC	11,118.	12,218.	
BROADRIDGE FINANCIAL SOL 400 SHS	7,528.	9,152.	
BUNGE LTD 200 SHS	19,516.	14,538.	
CONOCOPHILLIPS 200 SHS	8,553.	11,598.	
DOW CHEMICAL 300 SHS	13,823.	9,699.	
DUKE ENERGY CORP 900 SHS	16,264.	19,140.	
ELI LILLY & CO. 200 SHS	11,019.	9,864.	
EURO PACIFIC GROWTH FUND CLASS A	25,716.	22,385.	
FORTUNE BRANDS INC. 200 SHS	3,092.	5,844.	
GENERAL ELECTRIC 500 SHS	18,561.	10,495.	
HOME DEPOT 300 SHS	12,170.	18,555.	
INTEL CORP 1000 SHS	23,357.	20,620.	
JOHNSON & JOHNSON 200 SHS	12,246.	14,020.	
MDU RESOURCES STOCK 900 SHS	11,554.	19,116.	
MEAD JOHNSON NUTRITION	8,588.	13,178.	
MEDTRONIC, INC. 500 SHS	20,782.	20,510.	
MICROSOFT 800 SHS	19,009.	21,368.	
MOLSON COORS BREWING 400 SHS	12,930.	17,116.	
NEW WORLD FUND INC NEW	25,000.	23,366.	
QUALCOMM, INC. STOCK 400 SHS	13,234.	24,744.	
SPECTRA ENERGY INC 150 SHS	3,840.	4,107.	
SUPERVALU INC 500 SHS	10,690.	1,235.	
TIME WARNER CABLE INC	6,383.	8,067.	
TIME WARNER INC NEW	18,405.	15,927.	
UNITED PARCEL SERVICE 300 SHS	17,243.	22,119.	
UNITED TECHNOLOGIES CORP 200 SHS	13,568.	16,402.	
VERIZON COMMUNICATIONS 400 SHS	12,507.	17,308.	
WELLS FARGO & CO 1000 SHS	20,384.	34,180.	
ZIMMER HOLDINGS, INC. 300 SHS	10,576.	19,998.	
PHILLIPS 66 COM	2,542.	5,310.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	484,388.	535,148.	

FORM 990-PF	OTHER LIABILITIES	STATEMENT	6
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ANNUITY LIABILITIES	12,373.	10,106.
TOTAL TO FORM 990-PF, PART II, LINE 22	12,373.	10,106.