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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation CARL W JOHNSON FOUNDATION		A Employer identification number 95-4438839	
Number and street (or P O box number if mail is not delivered to street address) 5900 WILSHIRE BOULEVARD SUITE 2300		B Telephone number (see instructions) (323) 634-2400	
City or town, state, and ZIP code LOS ANGELES, CA 90036		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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, col. (c), line 16) ☒ \$ 5,469,925		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	39,040	39,029		
	4 Dividends and interest from securities.	137,019	137,019		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	164,781			
	b Gross sales price for all assets on line 6a _____ 1,840,632				
	7 Capital gain net income (from Part IV, line 2)		164,781		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	46	46		
	12 Total. Add lines 1 through 11	340,886	340,875		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	828	0		0
	b Accounting fees (attach schedule)	69,616	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,737	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	57,674	54,636		0
	24 Total operating and administrative expenses. Add lines 13 through 23	129,855	54,636		0
	25 Contributions, gifts, grants paid	280,000			280,000
	26 Total expenses and disbursements. Add lines 24 and 25	409,855	54,636		280,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-68,969			
	b Net investment income (if negative, enter -0-)		286,239		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	71,757	339,979	339,979
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,820,740	3,693,972	4,589,490
	c	Investments—corporate bonds (attach schedule).	609,496	396,623	420,550
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	102,675	100,076	119,905
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	1,081	1	1
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,605,749	4,530,651	5,469,925

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	

Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ 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	4,605,749	4,530,651	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,605,749	4,530,651	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,605,749	4,530,651	

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	4,605,749
2	Enter amount from Part I, line 27a	2	-68,969
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,536,780
5	Decreases not included in line 2 (itemize) ▶ _____	5	6,129
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,530,651

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	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
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	164,781
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	257,500	5,652,564	0 045555
2010	295,272	5,448,181	0 054196
2009	221,750	4,865,488	0 045576
2008	276,750	6,183,242	0 044758
2007	382,264	7,600,225	0 050296

2 Total of line 1, column (d).	2	0 240381
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 048076
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,443,446
5 Multiply line 4 by line 3.	5	261,699
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,862
7 Add lines 5 and 6.	7	264,561
8 Enter qualifying distributions from Part XII, line 4.	8	280,000

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,862
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	2,862
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	2,862
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,000	
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	3,000
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	138
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 138	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of JESS S MORGAN & COMPANY INC Telephone no (323) 634-2400 Located at 5900 WILSHIRE BLVD SUITE 2300 LOS ANGELES CA ZIP +4 90036			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.		15	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		No
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? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

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

Part VIII

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

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

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
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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	5,265,913
b	Average of monthly cash balances.	1b	139,518
c	Fair market value of all other assets (see instructions).	1c	120,910
d	Total (add lines 1a, b, and c).	1d	5,526,341
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	5,526,341
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	82,895
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,443,446
6	Minimum investment return. Enter 5% of line 5.	6	272,172

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	272,172
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,862
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,862
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	269,310
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	269,310
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	269,310

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	280,000
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	280,000
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	2,862
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	277,138
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				269,310
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			9,733	
b Total for prior years 20____, 20____, 20____		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 ▶ \$ 280,000				
a Applied to 2011, but not more than line 2a			9,733	
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.				269,310
e Remaining amount distributed out of corpus	957			
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	957			
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 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).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	957			
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. . . .	957			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a

"Assets" alternative test—enter

(1)

Value of all assets

(2)

Value of assets qualifying under section 4942(j)(3)(B)(i)

b

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c

"Support" alternative test—enter

(1)

Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3)

Largest amount of support from an exempt organization

(4)

Gross investment income

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

SUSAN J OLLWEILER EXEC DIR CARL W J
5900 WILSHIRE BOULEVARD SUITE 2300
LOS ANGELES,CA 90036
(323) 634-2400

b

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

APPLICATIONS SHOULD BE IN WRITING AND MUST INCLDE A DESCRIPTION OF THE CHARITABLE PURPOSE
ADDITIONALLY, PLEASE INCLUDE THE MOST RECENT FORM 990/ 990PF, BUDGET, 501(C)(3) LETTER AND LIST OF MAJOR CONTRIBUTORS

c

Any submission deadlines

AUGUST 1ST OF EACH YEAR

d

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

THE FOUNDATION CONCENTRATES ITS SUPPORT IN THE AREAS OF EDUCATION, HEALTH CARE AND AIDING INDIVIDUALS WITH DEVELOPMENTAL NEEDS THE FOUNDATION DIRECTS THE MAJORITY OF ITS SUPPORT TO ORGANIZATIONS IN SOUTHERN CALIFORNIA

Form 990-PF (2012)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				280,000
b <i>Approved for future payment</i> See Additional Data Table				
Total				220,000

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	39,040	
4	Dividends and interest from securities. . . .			14	137,019	
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.			18	46	
8	Gain or (loss) from sales of assets other than inventory			18	164,781	
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). .		0		340,886	0
13	Total. Add line 12, columns (b), (d), and (e).			13	340,886	340,886

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-05-07	*****	
Signature of officer or trustee	Date	Title	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00396713
	TIMOTHY D BODNER	TIMOTHY D BODNER			
	Firm's name ☐	JESS S MORGAN & COMPANY INC		Firm's EIN ☐ 95-2483169	
		5900 WILSHIRE BLVD SUITE 2300			
	Firm's address ☐	LOS ANGELES, CA 90036		Phone no (323) 634-2400	

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

(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)
FROM K-1 MORGAN INVESTORS VIII	P		
FROM K-1 MORGAN INVESTORS X	P		
FROM K-1 POWERSHARES DB US DOLLAR INDEX 1256 CONTRACTS & STRADDLES	P		
FROM K-1 POWERSHARES DB US DOLLAR INDEX 1256 CONTRACTS & STRADDLES	P		
749 SHS OF IPATH DOW COMMODITY INDEX	P	2010-09-09	2012-01-20
500 SHS OF ISHARES BARCLAYS INTERM BOND	P	2011-03-23	2012-01-20
100 SHS OF AMGEN INC	P	2009-06-23	2012-03-21
25 SHS OF APPLE INC	P	2006-03-29	2012-03-21
200 SHS OF EMC CORP	P	2011-09-08	2012-03-21
368 SHS OF FIRST TRUST DJ INTERNET FD	P	2011-05-25	2012-03-21
100 SHS OF GILEAD SCIENCES INC	P	2011-09-08	2012-03-21
500 SHS OF ISHARES TR DJ HOME CONSTN	P	2010-11-04	2012-03-21
3,650 SHS OF ANNALY CAPITAL CORP	P	2010-11-30	2012-03-28
100 SHS OF FLUOR CORP	P	2011-09-08	2012-03-28
1,000 SHS OF FLUOR CORP	P	2009-10-26	2012-03-28
2,812 SHS OF JUNIPER NETWORKS	P	2011-09-20	2012-03-28
25 SHS OF APPLE INC	P	2006-03-29	2012-04-04
200 SHS OF ISHARES BARCLAYS INTERM BOND	P	2011-03-23	2012-04-25
50 SHS OF ISHARES BARCLAYS 1-3 YR BOND	P	2009-02-10	2012-04-25
500 SHS OF ISHARES BARCLAYS 1-3 YR BOND	P	2008-10-24	2012-04-25
6,116 SHS OF ISHARES MSCI JAPAN	P	2011-09-29	2012-05-24
70,000 SHS OF KANSAS CITY SOUTHN RAILWAY 8 000%	P	2011-07-20	2012-06-01
2,843 SHS OF PROSHARES ULTRASHT 20 YR TSY	P	2012-02-01	2012-06-01
200 SHS OF DISNEY WALT CO	P	2010-06-30	2012-06-20
1,000 SHS OF ISHARES TR DJ HOME CONSTN	P	2010-11-04	2012-06-20
23,000 SHS OF L-3 COMMUNICATIONS CORP 6 375% DUE 10-15-15	P	2011-06-30	2012-07-26
200 SHS OF ABBOTT LABS	P	2010-02-01	2012-07-30
150 SHS OF AMGEN INC	P	2009-06-23	2012-07-31
50 SHS OF AMGEN INC	P	2002-07-22	2012-07-31
10 SHS OF APPLE INC	P	2006-03-29	2012-07-31

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

(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)
250 SHS OF GILEAD SCIENCES INC	P	2010-06-02	2012-07-31
150 SHS OF HSN INC	P	2012-04-03	2012-07-31
100 SHS OF PEPSI CO INC	P	2011-09-08	2012-07-31
200 SHS OF VERIFONE HLDGS INC	P	2012-06-21	2012-07-31
7,514 SHS OF GOLDMAN SACHS BRIC FD	P	2010-07-12	2012-08-07
22,000 SHS OF L-3 COMMUNICATIONS CORP 6 375% DUE 10-15-15	P	2011-06-30	2012-08-21
1,794 SHS OF POWERSHARES US \$ INDEX FD	P	2011-10-18	2012-08-21
2,488 SHS OF POWERSHARES US \$ INDEX FD	P	2011-08-10	2012-08-21
7,429 SHS OF IPATH VIX SHORT TERM FUTURES	P	2012-08-21	2012-09-13
214 SHS OF VERIFONE HLDGS INC	P	2012-06-21	2012-09-13
1,500 SHS OF VERIFONE HLDGS INC	P	2009-06-23	2012-09-13
5 SHS OF APPLE INC	P	2006-03-29	2012-09-20
50 SHS OF CHEVRON CORP	P	2009-02-12	2012-09-20
150 SHS OF DISNEY WALT CO	P	2010-06-30	2012-09-20
52 SHS OF EMC CORP	P	2011-09-08	2012-09-20
148 SHS OF EMC CORP	P	2010-06-08	2012-09-20
150 SHS OF GILEAD SCIENCES INC	P	2010-06-02	2012-09-20
500 SHS OF ISHARES TR DJ HOME CONSTN	P	2010-11-04	2012-09-20
100 SHS OF SPDR S&P RETAIL ETF	P	2011-09-08	2012-09-20
1,100 SHS OF ISHARES TR S&P GBL TELECOM	P	2011-08-01	2012-10-22
500 SHS OF CALAMOS CONV OPP INC FD	P	2011-09-08	2012-11-06
100 SHS OF CELGENE CORP	P	2011-02-01	2012-11-06
127 SHS OF COLGATE PALMOLIVE CO	P	2009-08-12	2012-11-06
210 SHS OF EATON CORP	P	2012-06-05	2012-11-06
100 SHS OF GILEAD SCIENCES INC	P	2010-06-02	2012-11-06
310 SHS OF HSN INC	P	2012-04-03	2012-11-06
1,000 SHS OF INVESCO CDT DYN OPP FD	P	2009-10-22	2012-11-06
585 SHS OF ISHARES TR MSCI EAFE IDX	P	2010-07-08	2012-11-06
500 SHS OF ISHARES TR DJ HOME CONSTN	P	2010-11-04	2012-11-06
250 SHS OF ORACLE CORPORATION	P	2011-12-22	2012-11-06

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

(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)
500 SHS OF SPDR BARCLAYS HIGH YLD ETF	P	2009-10-19	2012-11-06
100 SHS OF SPDR S&P RETAIL ETF	P	2011-09-08	2012-11-06
1,000 SHS OF VISION SCIENCES INC	P	2004-05-14	2012-11-06
1,500 SHS OF WESTERN ASSET HIGH INCOME	P	2001-07-24	2012-11-06
500 SHS OF WESTERN ASSET HIGH INCOME	P	2004-04-27	2012-11-06
50 SHS OF AMGEN INC	P	2002-07-22	2012-11-07
250 SHS OF CALAMOS CONV OPP INC FD	P	2009-11-16	2012-11-07
250 SHS OF CALAMOS CONV OPP INC FD	P	2009-11-17	2012-11-07
100 SHS OF ISHARES TR DJ US INDUSTRL	P	2011-07-19	2012-11-07
300 SHS OF ISHARES BARCLAYS INTERM BOND	P	2011-03-23	2012-11-07
238 SHS OF ISHARES BROKER DEALER INDEX	P	2012-08-21	2012-11-07
58 SHS OF MOTOROLA SOLUTIONS INC	P	2011-06-13	2012-11-07
42 SHS OF MOTOROLA SOLUTIONS INC	P	2011-09-08	2012-11-07
100 SHS OF QUALCOMM INC	P	2012-04-25	2012-11-07
50 SHS OF 3M COMPANY	P	2011-09-08	2012-11-07
31 SHS OF 3M COMPANY	P	2009-01-14	2012-11-07
43 SHS OF UNITED TECHNOLOGIES CORP	P	2011-10-04	2012-11-07
400 SHS OF ARES CAPITAL CORP	P	2010-11-10	2012-11-12
70 SHS OF BERKSHIRE HATHAWAY CL B	P	2010-06-09	2012-11-12
100 SHS OF EATON CORP	P	2012-06-05	2012-11-12
100 SHS OF HSN INC	P	2012-04-03	2012-11-12
1,000 SHS OF INVESCO CDT DYN OPP FD	P	2009-10-22	2012-11-12
150 SHS OF ISHARES DOW JONES ENERGY	P	2011-09-08	2012-11-12
150 SHS OF JPMORGAN ALERIAN MLP	P	2012-06-20	2012-11-12
71 SHS OF JOHNSON & JOHNSON	P	2002-07-11	2012-11-12
150 SHS OF LAS VEGAS SANDS CORP	P	2012-10-12	2012-11-12
71 SHS OF LAS VEGAS SANDS CORP	P	2011-12-13	2012-11-12
100 SHS OF PROCTER & GAMBLE CO	P	2002-06-26	2012-11-12
2,800 SHS OF ISHARES BROKER DEALER INDEX	P	2012-08-21	2012-11-14
1,300 SHS OF LAS VEGAS SANDS CORP	P	2011-12-13	2012-11-14

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

(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)
616 SHS OF ISHARES TR MSCI EAFE IDX	P	2010-07-08	2012-11-14
1,250 SHS OF EATON CORP	P	2012-06-05	2012-12-03
662 SHS OF ISHARES RUSSELL 3000 INDEX	P	2009-02-10	2012-12-28
85,000 SHS OF RANGE RESOURCES CORP 7 500% DUE 10-01-17	P	2011-11-29	2012-12-28
FROM K-1 MORGAN INVESTORS V	P		
CLASS SETTLEMENT	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
		2,582	-2,582
368			368
2,266			2,266
3,400			3,400
31,546		30,477	1,069
53,564		53,013	551
6,706		5,113	1,593
15,083		1,471	13,612
5,840		4,389	1,451
13,615		13,226	389
4,628		3,978	650
7,529		6,070	1,459
56,895		66,390	-9,495
5,989		6,063	-74
59,890		48,793	11,097
62,197		56,915	5,282
15,483		1,471	14,012
21,814		21,205	609
5,248		5,055	193
52,479		48,153	4,326
53,939		59,150	-5,211
72,800		75,688	-2,888
42,381		52,461	-10,080
9,524		6,457	3,067
15,513		12,140	3,373
23,489		23,719	-230
13,312		10,742	2,570
12,463		7,670	4,793
4,154		1,807	2,347
6,022		588	5,434

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
13,707		8,868	4,839
6,397		5,667	730
7,217		6,141	1,076
7,398		6,455	943
93,294		104,531	-11,237
22,440		22,688	-248
40,328		46,184	-5,856
55,928		55,276	652
69,218		85,336	-16,118
6,698		6,907	-209
46,946		10,836	36,110
3,481		294	3,187
5,877		3,425	2,452
7,897		4,843	3,054
1,423		1,141	282
4,050		2,665	1,385
10,023		5,321	4,702
10,047		6,070	3,977
6,439		4,873	1,566
65,111		65,507	-396
6,197		6,013	184
7,395		5,235	2,160
13,431		9,149	4,282
10,587		8,287	2,300
6,740		3,547	3,193
16,115		11,711	4,404
12,875		11,153	1,722
31,620		29,074	2,546
10,507		6,070	4,437
7,898		6,433	1,465

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
20,146		19,201	945
6,370		4,873	1,497
1,192		4,314	-3,122
15,236		17,641	-2,405
5,079		5,808	-729
4,276		1,807	2,469
3,078		2,917	161
3,078		2,913	165
7,076		6,898	178
33,417		31,808	1,609
5,292		5,158	134
3,108		2,641	467
2,251		1,759	492
5,879		6,298	-419
4,480		3,995	485
2,778		1,709	1,069
3,334		2,939	395
6,765		6,532	233
5,964		5,094	870
4,960		3,946	1,014
5,153		3,778	1,375
12,834		11,153	1,681
5,990		5,811	179
5,855		5,530	325
4,956		3,533	1,423
6,498		6,543	-45
3,076		3,090	-14
6,720		3,424	3,296
60,163		60,679	-516
54,311		56,569	-2,258

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
32,302		30,615	1,687
64,882		49,330	15,552
55,395		32,257	23,138
88,188		90,780	-2,592
		22	-22
362			362
4,767			4,767

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-2,582
			368
			2,266
			3,400
			1,069
			551
			1,593
			13,612
			1,451
			389
			650
			1,459
			-9,495
			-74
			11,097
			5,282
			14,012
			609
			193
			4,326
			-5,211
			-2,888
			-10,080
			3,067
			3,373
			-230
			2,570
			4,793
			2,347
			5,434

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			4,839
			730
			1,076
			943
			-11,237
			-248
			-5,856
			652
			-16,118
			-209
			36,110
			3,187
			2,452
			3,054
			282
			1,385
			4,702
			3,977
			1,566
			-396
			184
			2,160
			4,282
			2,300
			3,193
			4,404
			1,722
			2,546
			4,437
			1,465

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			945
			1,497
			-3,122
			-2,405
			-729
			2,469
			161
			165
			178
			1,609
			134
			467
			492
			-419
			485
			1,069
			395
			233
			870
			1,014
			1,375
			1,681
			179
			325
			1,423
			-45
			-14
			3,296
			-516
			-2,258

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			1,687
			15,552
			23,138
			-2,592
			-22
			362
			4,767

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WALLACE D FRANSON	PRESIDENT 0 00	0	0	0
5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036				
DAVID D WATTS	SECRETARY 0 00	0	0	0
5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036				
TIM BODNER	TREASURER 0 00	0	0	0
5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036				
KATHLEEN NELSON	DIRECTOR 0 00	0	0	0
5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036				
CHRISTOPHER D MONTAN	DIRECTOR 0 00	0	0	0
5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036				
GENE TORNCELLO	DIRECTOR 0 00	0	0	0
5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROCHESTER INSTITUTE OF TECHNOLOGY 52 LOMB MEMORIAL DR ROCHESTER,NY 146235604	NONE	PUBLIC CHARITY	GENERAL	10,000
BOYS & GIRLS CLUB OF BURBANK 2244 N BUENA VISTA STREET BURBANK,CA 915043308	NONE	PUBLIC CHARITY	GENERAL	5,000
CALIFORNIA STATE UNIVERSITY LONG BEACH 1250 BELLFLOWER BLVD LONG BEACH,CA 90840	NONE	PUBLIC CHARITY	GENERAL	45,000
CANINE COMPANIONS FOR INDEPENDENCE PO BOX 446 SANTA ROSA,CA 954020446	NONE	PUBLIC CHARITY	GENERAL	7,500
CHILDRENS HOSPITAL LOS ANGELES FOUNDATION 4650 SUNSET BOULEVARD 29 LOS ANGELES,CA 90027	NONE	PUBLIC CHARITY	GENERAL	25,000
CHRYSLIS 516 S MAIN STREET LOS ANGELES,CA 90013	NONE	PUBLIC CHARITY	GENERAL	10,000
CITY OF HOPE 1055 WILSHIRE BLVD LOS ANGELES,CA 90017	NONE	PUBLIC CHARITY	GENERAL	25,000
DESERT CANCER FOUNDATION 74091 LARREA STREET PALM DESERT,CA 92260	NONE	PUBLIC CHARITY	GENERAL	5,000
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DRIVE LOS ANGELES,CA 90027	NONE	PUBLIC CHARITY	GENERAL	10,000
JUNIOR BLIND OF AMERICA 5300 ANGELS VISTA BOULEVARD LOS ANGELES,CA 90043	NONE	PUBLIC CHARITY	GENERAL	5,000
LOS ANGELES HABILITATION HOUSE 2041 SAN GABRIEL AVE LONG BEACH,CA 90810	NONE	PUBLIC CHARITY	GENERAL	10,000
NEW DIRECTIONS 5276 HOLLISTER AVENUE 207 SANTA BARBARA,CA 93111	NONE	PUBLIC CHARITY	GENERAL	25,000
PARA LOS NINOS 500 LUCAS AVENUE LOS ANGELES,CA 900172002	NONE	PUBLIC CHARITY	GENERAL	7,500
SEAL BEACH SWIM CLUB 11200 LEXINGTON DR LOS ALAMITOS,CA 90720	NONE	PUBLIC CHARITY	GENERAL	10,000
TAKING THE REINS 3919 RIGALI AVE LOS ANGELES,CA 90039	NONE	PUBLIC CHARITY	GENERAL	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE ACHIEVABLE FOUNDATION 5901 GREEN VALLEY CIRCLE SUITE 320 CULVER CITY,CA 90230	NONE	PUBLIC CHARITY	GENERAL	7,500
THE PAINTED TURTLE 1300 4TH STREET SUITE 300 SANTA MONICA,CA 90401	NONE	PUBLIC CHARITY	GENERAL	17,500
WLACC 16525 SHERMAN WAY STE C8 VAN NUYS,CA 914063753	NONE	PUBLIC CHARITY	GENERAL	10,000
FRIENDS OF THE OBSERVATORY 2800 EAST OBSERVATORY ROAD LOS ANGELES,CA 90027	NONE	PUBLIC CHARITY	GENERAL	10,000
UNIVERSITY OF CALIFORNIA AT BERKELEY SCHOOL OF ENGINEERING 2080 ADDISON STREET BERKELEY,CA 94720	NONE	PUBLIC CHARITY	GENERAL	30,000
Total  3a				280,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
BOYS & GIRLS CLUB OF BURBANK 2244 N BUENA VISTA STREET BURBANK, CA 915043308	NONE	PUBLIC CHARITY	GENERAL	10,000
CALIFORNIA STATE UNIVERSITY LONG BEACH1250 BELLFLOWER BLVD LONG BEACH, CA 90840	NONE	PUBLIC CHARITY	GENERAL	90,000
GREATER LOS ANGELES ZOO ASSOCIATION5333 ZOO DRIVE LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	GENERAL	10,000
CITY OF HOPE1055 WILSHIRE BLVD LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	GENERAL	100,000
WLACC16525 SHERMAN WAY STE C8 VAN NUYS, CA 914063753	NONE	PUBLIC CHARITY	GENERAL	10,000
Total			3b	220,000

TY 2012 Accounting Fees Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BUSINESS MANAGEMENT FEES	69,616	0		0

TY 2012 Investments Corporate Bonds Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	396,623	420,550

**TY 2012 Investments Corporate
Stock Schedule****Name:** CARL W JOHNSON FOUNDATION**EIN:** 95-4438839

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	3,693,972	4,589,490

TY 2012 Investments - Other Schedule**Name:** CARL W JOHNSON FOUNDATION**EIN:** 95-4438839

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MORGAN INVESTORS IV PARTNERSHIP	FMV	4,301	4,298
MORGAN INVESTORS V PARTNERSHIP	FMV	7,246	9,148
MORGAN INVESTORS VIII PARTNERSHIP	FMV	1,864	14,169
MORGAN INVESTORS X PARTNERSHIP	FMV	86,665	92,290

TY 2012 Legal Fees Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	828	0		0

TY 2012 Other Assets Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FINE ARTS AND MEMORABILIA	1	1	1
PURCHASE INTEREST RECEIVBALE	1,080	0	0

TY 2012 Other Decreases Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Description	Amount
PAYMENT OF FEDERAL TAXES	3,536
RETURN ON CAPITAL ADJUSTMENT FOR VARIOUS SECURITIES	2,593

TY 2012 Other Expenses Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	53,636	53,636		0
OFFICE SUPPLIES & MISCELLANEOUS	470	0		0
TRAVEL	572	0		0
INSURANCE	1,250	0		0
DUES	695	0		0
MORGAN INVESTORS IV - OFFICE SUPPLIES & MISC	1	1		0
MORGAN INVESTORS V - 2% PORTFOLIO DEDUCTIONS FROM PASSTHRU ENTITIES	66	66		0
MORGAN INVESTORS V - OFFICE SUPPLIES & MISC	3	3		0
MORGAN INVESTORS VIII - 2% PORTFOLIO DEDUCTIONS FROM PASSTHRU ENTITIES	29	29		0
MORGAN INVESTORS VIII - OFFICE SUPPLIES & MISC	3	3		0
MORGAN INVESTORS X - 2% PORTFOLIO DEDUCTIONS FROM PASSTHROUGH ENTITIES	233	233		0
MORGAN INVESTORS X - NON- DEDUCTIBLE EXPENSES	51	0		0
MORGAN INVESTORS X - OFFICE SUPPLIES & MISC	3	3		0
MORGAN INVESTORS V - INVESTMENT ADVISORY FEES	176	176		0
POWERSHARES DB US DOLLAR INDEX - 2% PORTFOLIO DEDUCTIONS FROM PASSTHRU ENTIT	470	470		0
MORGAN INVESTORS X - LEGAL FEES	16	16		0

TY 2012 Other Income Schedule**Name:** CARL W JOHNSON FOUNDATION**EIN:** 95-4438839

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 MORGAN INVESTORS X-ORDINARY INCOME	37	37	37
FROM K-1 MORGAN INVESTORS VIII - OTHER PORTFOLIO INCOME	8	8	8
FROM K-1 MORGAN INVESTORS X - 1231 GAIN	1	1	1

TY 2012 Taxes Schedule**Name:** CARL W JOHNSON FOUNDATION**EIN:** 95-4438839

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	60	0		0
FOREIGN TAXES	1,677	0		0