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 05/01 , 2012, and ending 04/30, 2013

Name of foundation: JOHNSON FAMILY FOUNDATION 15-3645

A Employer identification number: 31-1542859

Number and street (or P.O. box number if mail is not delivered to street address): P. O. BOX 1118, ML CN-OH-W10X

Room/suite:

B Telephone number (see instructions): 513- 632-4633

City or town, state, and ZIP code: CINCINNATI, OH 45201-1118

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

H Check type of organization: [X] 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) ▶ $ 7,410,530.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis.)

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

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

		(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)	350,000.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	163,252.	163,160.	92.	STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	67,147.			
	b Gross sales price for all assets on line 6a 584,618.				
	7 Capital gain net income (from Part IV, line 2)		67,147.		
	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) (attach schedule)				
	11 Other income (attach schedule)	55.		55.	STMT 6
	12 **Total.** Add lines 1 through 11	580,454.	230,307.	147.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 7	62,040.	55,836.		6,204.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 8	2,541.	2,541.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 9	472.	272.		200.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	65,053.	58,649.	NONE	6,404.
	25 Contributions, gifts, grants paid	293,800.			293,800.
	26 Total expenses and disbursements. Add lines 24 and 25	358,853.	58,649.	NONE	300,204.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	221,601.			
	b **Net investment income** (if negative, enter -0-)		171,658.		
	c **Adjusted net income** (if negative, enter -0-)			147.	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	490,565.	208,935.	208,935.
3	Accounts receivable ▶ 299. Less allowance for doubtful accounts ▶	302.	299.	299.
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S and state government obligations (attach schedule) STMT 10			
b	Investments - corporate stock (attach schedule) STMT 11	3,024,567.	3,638,949.	6,441,716.
c	Investments - corporate bonds (attach schedule) STMT 16	101,005.		
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 17	515,825.	505,577.	759,580.
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,132,264.	4,353,760.	7,410,530.
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)		NONE	
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. ▶ [X]			
27	Capital stock, trust principal, or current funds	4,132,264.	4,353,760.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	4,132,264.	4,353,760.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,132,264.	4,353,760.	

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	4,132,264.
2	Enter amount from Part I, line 27a	2	221,601.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,353,865.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING AND RETURN OF CAPITAL ADJUSTMENT	5	105.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,353,760.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
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	584,618.		517,471.	67,147.
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				67,147.
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	67,147.
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 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	311,371.	6,122,614.	0.050856
2010	287,099.	5,548,004.	0.051748
2009	246,815.	5,043,589.	0.048936
2008	276,598.	4,948,870.	0.055891
2007	279,683.	6,158,947.	0.045411

2	**Total** of line 1, column (d)	2	0.252842
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	0.050568
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,792,574.
5	Multiply line 4 by line 3	5	343,487.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,717.
7	Add lines 5 and 6	7	345,204.
8	Enter qualifying distributions from Part XII, line 4	8	300,204.

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

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

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	3,433.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	3,433.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	3,433.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 388.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 3,045.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	3,433.
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	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ U.S. BANK, N.A. Telephone no. ▶ (513)632-4633

Located at ▶ PO BOX 1118, ML CN-OH-W10X, CINCINNATI, OH ZIP+4 ▶ 45201-1118

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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?	☐ Yes ☒ 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.)		2b		X
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		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

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 [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] 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 STATEMENT 20		-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments. See instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	6,438,676.
b	Average of monthly cash balances	1b	457,338.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,896,014.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,896,014.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	103,440.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,792,574.
6	**Minimum investment return.** Enter 5% of line 5	6	339,629.

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	339,629.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,433.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,433.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	336,196.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	336,196.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	336,196.

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	300,204.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	300,204.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	300,204.

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				336,196.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			227,712.	
b Total for prior years 20 10 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . NONE				
b From 2008 . . . NONE				
c From 2009 . . . NONE				
d From 2010 . . . NONE				
e From 2011 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 300,204.				
a Applied to 2011, but not more than line 2a			227,712.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				72,492.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				263,704.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 . . . NONE				
b Excess from 2009 . . . NONE				
c Excess from 2010 . . . NONE				
d Excess from 2011 . . . NONE				
e Excess from 2012 . . . NONE				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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).)

ARLYN T JOHNSON

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

N/A

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 27				293,800.
Total . . . . . . ▶ **3a**				293,800.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	163,295.	
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			14	55.	
8 Gain or (loss) from sales of assets other than inventory			18	67,147.	
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)				230,497.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 230,497.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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.

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

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

Patricia L Johnson Lipcon | 03/12/2014 | CO-TRUSTEE

Signature of officer or trustee | Date | Title

PATRICIA L JOHNSON LIPCON

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RON DOLL, OFFICER	Ron Doll	03/12/2014		
Firm's name ▶ U.S. BANK, N.A.			Firm's EIN ▶ 31-0841368	
Firm's address ▶ P.O. BOX 1118, ML: CN-OH-W10X CINCINNATI, OH 45201-1118			Phone no 513-632-4393	

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	Employer identification number
JOHNSON FAMILY FOUNDATION 15-3645	31-1542859

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ _______________

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

Name of organization	Employer identification number
JOHNSON FAMILY FOUNDATION 15-3645	31-1542859

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	ARLYN JOHNSON PO BOX 1118, ML CN-OH-W10X CINCINNATI, OH 45201-1118	$ 350,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
AFLAC INC COM	175.	175.	
AIA GROUP LTD ADR	71.	71.	
ATT INC	1,770.	1,770.	
ABBOTT LABS	2,171.	2,171.	
AIR LIQUIDE S A A D R	253.	253.	
ALLERGAN INC	60.	60.	
ALLIANZ SE A D R	309.	309.	
ALTRIA GROUP INC	3,240.	3,240.	
AMERICA MOVIL S A DE C V SPONSORED ADR R	68.	68.	
AMERICAN ELEC PWR INC	1,880.	1,880.	
AMERICAN EXPRESS CO	800.	800.	
AMGEN INC	1,395.	1,395.	
APACHE CORP	221.	221.	
APPLE COMPUTER INC COM	3,180.	3,180.	
APTAR GROUP INC	95.	95.	
ARM HLDGS PLC A D R	60.	60.	
ATLAS COPCO AB SPONS A D R	146.	146.	
B G GROUP P L C A D R	71.	71.	
BAXTER INTL INC	2,528.	2,528.	
BECTON DICKINSON & CO COM	945.	945.	
BEMIS COMPANY INC	303.	303.	
BUCKLE INC	906.	906.	
CSL LIMITED A D R	91.	91.	
CAMDEN PPTY TR SBI	110.	110.	
CANADIAN NATL RY CO COM	91.	91.	
CANON INC SPONS A D R	98.	98.	
CATERPILLAR INC	606.	606.	
CHEVRONTEXACO CORP	5,040.	5,040.	
CHURCH AND DWIGHT CO INC	182.	182.	
CISCO SYS INC	3,275.	3,275.	
COACH INC	120.	120.	
COCHLEAR LTD UNSPON A D R	138.	138.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
COSTCO WHSL CORP NEW	4,050.	4,050.	
CUMMINS INC	620.	620.	
DBS GROUP HLDGS LTD	166.	166.	
DASSAULT SYSTEMES SA A D R	83.	83.	
DISNEY WALT CO	750.	750.	
DONALDSON CO INC	92.	92.	
DUKE ENERGY CORP	195.	195.	
DUKE ENERGY HOLDING CORP	597.	597.	
ECOLAB INC	860.	860.	
EMERSON ELEC CO	2,430.	2,430.	
ENERGEN CORP	34.	34.	
EXELIS INC	103.	103.	
EXXON MOBIL CORP	14,820.	14,820.	
F E I CO	37.	37.	
F M C CORPORATION	77.	77.	
FAMILY DOLLAR STORES	56.	56.	
FANUC CORPORATION A D R	133.	133.	
FRESENIUS MED AKTIENGESELLSCHAFT ADR	94.	94.	
FRONTIER COMMUNICATIONS CORP	48.	30.	18.
OAO GAZPROM SPON A D R	121.	121.	
GENERAL ELEC CO	4,320.	4,320.	
GENERAL MILLS INC COM W/RTS EXP 02/01/20	2,590.	2,590.	
GRAINGER W W INC	157.	157.	
HSBC HOLDINGS PLC SPONS A D R	133.	133.	
HARTFORD FINANCIAL SERVICES GRP INC	400.	400.	
JACK HENRY & ASSOCIATES INC	80.	80.	
HOYA CORP A D R	200.	200.	
HUBBELL INC CL B	88.	88.	
HUNT J B TRANS SVCS INC	62.	62.	
ITT CORP	187.	187.	
I C I C I BANK LIMITED A D R	91.	91.	
ILLINOIS TOOL WKS INC	1,500.	1,500.	
IMPERIAL OIL LTD	52.	52.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEL CORP	3,315.	3,315.	
INTERNATIONAL BUSINESS MACHS CORP	4,760.	4,760.	
IBM CORP 4.750% 11/29/12	2,375.	2,375.	
ISHARES MSCI EMERGING MARKETS ETF	3,332.	3,332.	
ISHARES DOW JONES US REAL ESTATE ETF	4,021.	4,021.	
ITAU UNIBANCO HOLDINGS SA A D R	235.	235.	
JGC CORP UNSPONSORED A D R	53.	53.	
J P MORGAN CHASE & CO	1,290.	1,290.	
JOHNSON & JOHNSON	3,172.	3,172.	
JOHNSON CTLS INC	740.	740.	
KIMBERLY CLARK CORP	3,030.	3,030.	
LI FUNG LTD A D R	306.	306.	
LOREAL UNSPONSORED A D R	133.	133.	
LVMH MOET HENNESSY LOU VUITT A D R	84.	84.	
LINCOLN ELEC HLDGS INC	124.	124.	
MC DONALD'S CORP	2,352.	2,352.	
MICROSOFT CORP	5,790.	5,790.	
FEDERATED OHIO MUNI CASH TRUST INSTL	15.		15.
MTN GROUP LTD A D R	148.	148.	
NESTLE S A SPONSORED ADR REPSTG REG SH	368.	368.	
NEXTERA ENERGY INC	2,460.	2,460.	
NOKIAN TYRES OYJ UNSPON A D R	109.	109.	
NOVARTIS AG SPONSORED ADR	2,126.	2,126.	
OCEANEERING INTERNATIONAL INC	82.	82.	
OMNICOM GROUP INC	650.	650.	
ORACLE CORPORATION	3,240.	3,240.	
PIMCO TOTAL RETURN FUND INST	4,123.	4,123.	
P P G INDS INC	944.	944.	
PEPSICO INC	2,150.	2,150.	
PEPSICO INC 4.650% 2/15/13	2,325.	2,325.	
PETROLEO BRASILEIRO SPON A D R	52.	52.	
PETSMART INC	58.	58.	
PHILIP MORRIS INTL	425.	425.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
POTASH CORP SASK-COM	51.	51.	
PRAXAIR INC	1,125.	1,125.	
T ROWE PRICE GROUP INC	452.	452.	
PROCTER & GAMBLE CO	9,862.	9,862.	
QUALCOMM INC	250.	250.	
ROCHE HLDG LTD A D R	299.	299.	
ROSS STORES INC	74.	74.	
T ROWE PRICE INTL GR&INC FD	2,195.	2,195.	
ROYAL DUTCH SHELL PLC A D R	5,394.	5,394.	
SAP AG A D R	227.	227.	
SASOL LTD SPONSORED A D R	121.	121.	
SCHLUMBERGER LTD	1,040.	1,040.	
SCHNEIDER ELECT SA UNSP A D R	211.	211.	
LAUDUS INTL MARKETMASTERS FUND SEL	8,926.	8,926.	
SIGMA ALDRICH CORP COM	85.	85.	
SIMON PPTY GROUP INC NEW	1,489.	1,489.	
SONOVA HOLDING UNSPON ADR	59.		59.
STAPLES INC COM W/INVISIBLE RTS TO PUR S	330.	330.	
SVENSKA HANDELSBANKEN A UNSP A D R	128.	128.	
SWATCH GROUP AG A D R	67.	67.	
SYSMEX CORP UNSPON A D R	16.	16.	
TAIWAN SEMICONDUCTOR A D R	119.	119.	
TARGET CORPORATION	180.	180.	
TESCO PLC A D R	159.	159.	
TURKIYE GARANTI BANKASI A S A D R	85.	85.	
ULTA SALON COSMETICS & FRAGRANCE	114.	114.	
UNICHARM CORP A D R	26.	26.	
UNI CHARM CORPORATION A D R	26.	26.	
UNILEVER PLC SPSD ADR	113.	113.	
UNITED TECHNOLOGIES CORP	2,085.	2,085.	
V F CORP	188.	188.	
VERIZON COMMUNICATIONS	1,015.	1,015.	
WPP PLCSPONSORED A D R	213.	213.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
WABTEC CORP	20.	20.	
WAL MART DE MEXICO SAB DE CV A D R	79.	79.	
WELLS FARGO & CO NEW	1,820.	1,820.	
XINYI GLASS HOLDINGS LTS A D R	30.	30.	
XYLEM INC	304.	304.	
ACCENTURE PLC CL A	2,970.	2,970.	
BUNGE LIMITED	48.	48.	
ACE LTD	1,176.	1,176.	
CORE LABORATORIES N V	70.	70.	
TOTAL	163,252.	163,160.	92.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
FEDERATED OHIO MUNI CASH TRUST INSTL	55.	55.
TOTALS	55.	55.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSES - 2%	62,040.	55,836.	6,204.
TOTALS	62,040.	55,836.	6,204.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,298.	1,298.
FOREIGN TAXES ON QUALIFIED FOR	1,084.	1,084.
FOREIGN TAXES ON NONQUALIFIED	159.	159.
TOTALS	2,541.	2,541.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	200.		200.
OTHER NONALLOCABLE EXPENSES -	272.	272.	
TOTALS	472.	272.	200.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION
FEDERAL HOME LOAN BK 10/22/10
TOTALS

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABBOTT LABS	22,138.	47,996.
CINTAS CORP	8,528.	8,705.
AMERICAN EXPRESS CO	43,851.	68,410.
AMGEN INC	53,496.	93,789.
AT&T INC	26,402.	37,460.
BAXTER INTL INC	39,790.	104,805.
BECTON DICKINSON & CO	34,956.	47,150.
BEMIS COMPANY INC	9,108.	11,805.
CHEVRON CORPORATION	52,845.	170,814.
CHURCH AND DWIGHT INC	5,473.	11,628.
CISCO SYS INC	46,859.	115,060.
HUNT J B TRANS SVCS INC	7,921.	10,234.
COSTCO WHSL CORP	25,093.	54,215.
CUMMINS INC	37,400.	42,556.
DUKE ENERGY CORP	9,928.	19,552.
ECOLAB INC	33,684.	84,620.
EMERSON ELEC CO	54,059.	83,265.
EXXON MOBIL CORP	69,007.	578,435.
GENERAL ELEC CO	6,353.	133,740.
GENERAL MILLS INC	45,835.	100,840.
SCHEIN HENRY INC	7,970.	9,040.
HARTFORD FINANCIAL SERVICES	19,853.	28,090.
HUBBELL INC CL B	8,200.	9,404.
I T T CORPORATION		
IDEXX LABS INC	5,569.	8,092.
ILLINOIS TOOL WKS INC	49,450.	64,560.
INFORMATICA CORP		
INTEL CORP	54,523.	71,850.
ITT CORP	5,568.	13,800.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JOHNSON & JOHNSON	70,482.	35,010.
KIMBERLY CLARK CORP	58,678.	103,190.
MCDONALDS CORP	44,500.	81,712.
UNITED THERAPEUTICS CORP	7,789.	9,883.
MICROS SYS INC	5,100.	6,149.
MICROSOFT CORP	438.	198,600.
OMNICOM GROUP INC	21,280.	29,885.
ORACLE CORP	39,875.	295,020.
PEPSICO INC	68,320.	82,470.
PETSMART INC	7,753.	7,977.
PRAXAIR INC	26,715.	57,150.
PROCTER & GAMBLE CO	19,379.	336,790.
SIGNATURE BK	4,693.	9,309.
STAPLES INC		
T ROWE PRICE GROUP INC	33,890.	36,250.
UNITED TECHNOLOGIES CORP	64,305.	91,290.
V F CORP	4,328.	10,515.
VERIZON COMMUNICATIONS	21,536.	26,955.
WELLS FARGO & CO	43,470.	75,960.
LAUDUS INTL MRKTMASTERS	403,327.	387,611.
T ROWE PRICE INTL		
EQUIFAX INC	8,770.	9,425.
APACHE CORP	39,161.	29,552.
APPLE INC	105,299.	177,112.
COACH INC	22,684.	23,544.
FAMILY DOLLAR STORES	8,251.	7,303.
PHILLIP MORRIS INTL	43,325.	47,795.
GRAINGER W W	4,760.	12,077.
HITTITE MICROWAVE CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTERNATIONAL BUSINESS MACHINE	78,270.	283,556.
J P MORGAN CHASE	54,353.	63,713.
MYLAN	5,905.	8,995.
OCEANEERING INTERNATIONAL INC	8,314.	10,596.
O REILLY AUTOMOTIVE	2,941.	8,371.
PANERA BREAD		
TARGET CORP	30,035.	35,280.
IPATH DOW JONES UBS COMMODITY	74,868.	71,046.
ISHARE MSCI EMERGING	158,815.	214,871.
SMITH A O CORP	8,542.	9,278.
PIMCO TOTAL RETURN FUND	100,000.	104,228.
QUALCOMM INC	64,600.	61,600.
AFLAC INC	26,450.	27,220.
ALTRIA GROUP INC	39,095.	54,765.
AMERICAN ELECTRIC POWER CO INC	35,690.	51,430.
ANSYS INC	7,289.	11,239.
COOPER COS INC	8,844.	9,384.
DONALDSON CO INC	5,509.	9,022.
DRESSER RAND GROUP INC		
F M C CORPORATION	6,602.	10,319.
FRONTIER COMMUNICATIONS CORP	1,299.	499.
INGREDION INC	8,661.	8,497.
JACK HENRY & ASSOCIATES INC	8,256.	10,301.
HMS HLDGS CORP		
JOHNSON CONTROLS INC	38,850.	110,799.
JARDEN	8,053.	10,037.
KIRBY CORP		
TIBCO SOFTWARE INC	8,623.	7,026.
NETSCOUT SYS INC		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NEXTERA ENERGY INC	28,365.	82,030.
P P G INDS INC	33,073.	58,856.
PEABODY ENERGY CORP		
ROSS STORES INC	3,368.	8,259.
SCRIPPS NETWORKS INTERACTIVE I		
SIMON PROPERTY GROUP INC	37,812.	62,325.
SKYWORKS SOLUTIONS INC	8,304.	5,959.
ULTA SALON COSMETICS & FRAGRA		
UNITED NAT FOODS INC		
NUVEEN MID CAP GRWTH OPP FD	50,000.	57,685.
ALLERGAN INC	25,884.	34,065.
APTAR GROUP INC		
BUCKLE INC	6,773.	8,302.
CACI INTERNATIONAL INC	7,991.	7,838.
CAMDEN PPTY TR	6,846.	7,451.
CATERPILLAR INC	36,826.	33,868.
DISNEY WALT CO	36,790.	62,840.
ENERGEN CORP		
EXELIS INC		
EXPRESS SCRIPTS HLDGS	15,987.	16,802.
FOSSIL INC		
HAIN CELESTIAL GROUP INC	4,990.	7,700.
HEXCEL CORP NEW	6,479.	9,059.
MEDNAX INC		
NETGEAR INC		
OIL STATES INTERNATIONAL INC		
SIGMA ALDRICH CORP	7,033.	8,184.
SOLARWINDS INC		
TERADATA CORP DEL	7,468.	7,048.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WABTEC CORP	8,044.	11,543.
WATERS CORP		
XYLEM INC		
RAYMOND JAMES FINL INC	8,625.	8,118.
F E I CO	8,103.	9,965.
SCOUT INTERNATIONAL FUND	200,000.	208,516.
ISHARES DJ US REAL ESTATE E T	188,357.	164,502.
ABERDEEN FDS EMERGN MKT INSTL	150,000.	150,280.
TOTALS	3,638,949.	6,441,716.

JOHNSON FAMILY FOUNDATION 15-3645 31-1542859

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
IBM CORP 4.750 11/29/12
PEPSICO INC 4.650 2/15/13
TOTALS

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
ACCENTURE LTD	C	54,180.	162,880.
ACE LTD	C	26,899.	53,484.
ATLAS COPCO AB ADR CL B	C	5,075.	5,483.
CORE LABORATORIES	C	3,602.	8,687.
DBS GROUP	C	3,717.	5,178.
NESTLE	C	7,555.	12,394.
NOVAARTIS	C	48,736.	64,614.
PETROLEO BRASILEIRO	C	3,645.	3,083.
ROCHE HLDG	C	6,664.	9,613.
ROYAL DUTCH SHELL	C	88,520.	109,568.
SCHLUMBERGER	C	34,829.	65,647.
UNILEVER	C	1,632.	3,898.
CANON INC SPONS	C		
AIR LIQUIDE S A D R	C	10,206.	11,060.
ALLIANZ SE ADR	C	8,972.	9,455.
AMERICA MOVIL S A DE CV SPON	C		
ARM HLDGS PLC ADR	C	7,228.	13,043.
B G GROUP P L C ADR	C	6,328.	4,785.
CSL LIMITED ADR	C	3,467.	6,004.
CANADIAN NATL RY CO COM	C	4,150.	5,781.
CARNIVAL CORP	C		
BANCO BILBAO VIZCAYA	C	3,821.	3,724.
COCHLEAR LTD UNSPON ADR	C	4,182.	3,638.
DASSAULT SYSTEMS SA ADR	C	7,532.	11,565.
BAYERISCHE MOTOREN WERKE UNSP	C	3,657.	3,468.
ERSTE GROUP BANK AG ADR	C		
FANUC CORPORATION ADR	C	8,637.	8,058.
OAO GAZPROM SPON ADR	C	4,334.	2,878.
HSBC HOLDINGS PLC SPON ADR	C	3,454.	3,566.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
HOYA CORP ADR	C		
ICICI BANK LIMITED ADR	C	7,144.	7,444.
IMPERIAL OIL LTD	C	4,655.	4,346.
ITUA UNIBANCO HLDGS SA ADR	C	8,559.	7,927.
JUPITER TELECOM ADR	C		
LI FUNG LTD ADR	C		
LOREAL CO UNSPONS ADR	C	5,920.	8,989.
LVMH MOET HENNESSY LOU VUITT	C	3,593.	3,823.
LONZA GROUP AG UNSPONS ADR	C	5,329.	5,308.
MTN GROUP LTD ADR	C	2,946.	2,907.
NOVO NORDISK AS ADR	C		
SASOL LTD SPONS ADR	C	3,083.	2,692.
SCHNEIDER ELECT SA UNSP ADR	C	7,878.	7,164.
SONOVA HOLDING UNSPON ADR	C	4,300.	5,128.
SWATCH GROUP AG ADR	C	3,208.	4,404.
TAIWAN SEMICONDUCTOR ADR	C	6,425.	8,472.
TESCO PLC ADR	C	4,439.	3,985.
SYSMEX CORP UNSPON	C	4,436.	7,048.
TURKIYE GARANTI BANKASI AS ADR	C	6,297.	7,360.
UNICHARM CORP ADR	C	4,845.	8,255.
WPP PLC SPONSORED ADR	C	6,581.	8,667.
WAL MART DE MEXICO SAB DE CV A	C		
BUNGE LIMITED	C	6,300.	6,354.
POTASH CORP OF SASKATCHEWAN	C	5,928.	5,852.
QIAGEN NV	C		
FRESENIUS MED CARE AKTIENGESEL	C	6,571.	7,332.
SAP AG ADR REPSTG 1 ORD SHR	C	9,519.	13,095.
JGC CORP UNSPONSORED	C	5,105.	5,254.
NOKIAN TYRES OYJ UNSPON	C	4,706.	4,650.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
AIA GROUP LTD ADR	C	6,732.	8,498.
ANHEUSER BUSCH INDEV NV A D R	C	5,276.	6,885.
XINYI GLASS HOLDINGS LTS A D R	C	2,224.	2,668.
SVENSKA HANDELSBANKEN	C	2,556.	3,519.
TOTALS		505,577.	759,580.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
PATRICIA L JOHNSON LIPCON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
JESSE LIPCON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
GWENDOLYN KESS JOHNSON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
DAVID B HAMILTON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
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OFFICER NAME:
TERRY CRILLEY
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
CHARLOTTE JOHNSON LILLY
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
CROSLEY JOHNSON SIGMON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
JOHANNA JOHNSON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
ZACHARY JOHNSON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
LAUREN LIPCON DALE
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
SCOTT LIPCON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
TODD LIPCON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

STATEMENT 22

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
MISSIONSAFE A NEW BEGINNING
ADDRESS:
P.O. BOX 201060
ROXBURY, MA 02120
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
WELCOME PROJECT
ADDRESS:
530 MYSTIC AVE, #111
SOMERVILLE, MA 02145
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
YOUNG AUDIENCES OF MASSACHUSETTES
ADDRESS:
255 ELM ST, STE 302
SOMERVILLE, MA 02114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BREAK THROUGH CINCINNATI
C/O KEVIN KOLLER
ADDRESS:
6905 GIVEN RD
CINCINNATI, OH 45243
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HAMILTON LIVING WATER MINISTRY
ADDRESS:
734 SYCAMORE ST
CINCINNATI, OH 45011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,700.

RECIPIENT NAME:
CAMP STARFISH
C/O ANNE BEARDSLEY
ADDRESS:
440 TOTTEN POND ROAD
WALHAM, MA 02451
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CRAYONS FOR COMPUTERS
C/O HEATHER EGAN
ADDRESS:
1350 TENNESEE AVE
CINCINNATI, OH 45229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
BE CONCERNED
C/O SISTER MARY JENNINGS
ADDRESS:
714 WASHINGTON ST
COVINGTON, KY 41011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 14,000.

RECIPIENT NAME:
CRITICAL EXPOSURE
ADDRESS:
1816 12 STREET NORTHWEST
WASHINGTON, DC 20009
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNIVERSITY OF CINCINNATI FOUNDATION
ADDRESS:
P O BOX 19970
CINCINNATI, OH 45219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 21,600.

RECIPIENT NAME:
HELPING HANDS
ADDRESS:
541 CAMBRIDGE ST
BOSTON, MA 02134
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
FAMILIES FIRST PARENTING PROGRAMS
ADDRESS:
99 BISHOP ALLEN DRIVE
CAMBRIDGE, MA 02139
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MAYWEHELP ORG
ADDRESS:
7525 WOOSTER PIKE
CINCINNATI, OH 45227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
INNER CITY YOUTH OPPORTUNITIES
ADDRESS:
1821 SUMMIT RD, STE 210
CINCINNATI, OH 45237
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
PARTNERS FOR YOUTH WITH
DISIBILITIES C/O LAELA VRONSKY
ADDRESS:
95 BERKELEY ST
BOSTON, MA 02116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

TOTAL GRANTS PAID: 293,800.