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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing	100.	100.	100.
	2 Savings and temporary cash investments	680,426.	1,417,341.	1,417,341.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)	7,165.		
	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)	6,943,519.	7,020,584.	11,075,724.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis	4,927.			
Less: accumulated depreciation (attach schedule)	See Stmt 4			
15 Other assets (describe)	3,478.			
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	7,635,468.	8,446,639.	12,501,779.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
F U N D A S S E T A L A N C E S	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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	7,635,468.	8,446,639.	
	31 Total liabilities and net assets/fund balances (see instructions)	7,635,468.	8,446,639.	

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	7,635,468.
2 Enter amount from Part I, line 27a	2	811,171.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	8,446,639.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	8,446,639.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 5				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	993,109.
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	74,087.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	545,144.	10,874,785.	0.050129
2010	491,229.	10,031,854.	0.048967
2009	608,874.	9,339,965.	0.065190
2008	546,748.	9,471,202.	0.057727
2007	453,876.	11,915,999.	0.038090

2 Total of line 1, column (d)	2	0.260103
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	0.052021
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,712,802.
5 Multiply line 4 by line 3	5	609,312.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,185.
7 Add lines 5 and 6	7	622,497.
8 Enter qualifying distributions from Part XII, line 4	8	487,725.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b.		1	26,370.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	26,370.
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	26,370.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	14,800.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	14,800.	
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	11,570.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA OR		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Mary A. Krenowicz</u> Telephone no <u>(541) 548-8104</u> Located at <u>Post Office Box 356, Redmond, Oregon</u> ZIP + 4 <u>97756-0079</u>			
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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5 b

N/A

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6 b

X

7 a 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?

N/A

7 b

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 6		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
Mary A. Krenowicz Post Office Box 356 Redmond, OR 97756	Exec. Sect. 40	67,932.	16,983.	0.

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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	10,806,283.
b	Average of monthly cash balances	1 b	1,075,258.
c	Fair market value of all other assets (see instructions)	1 c	9,629.
d	Total (add lines 1a, b, and c)	1 d	11,891,170.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,891,170.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	178,368.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,712,802.
6	Minimum investment return. Enter 5% of line 5	6	585,640.

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	585,640.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	26,370.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	26,370.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	559,270.
4	Recoveries of amounts treated as qualifying distributions	4	3,421.
5	Add lines 3 and 4	5	562,691.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	562,691.

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	1 a	487,725.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	487,725.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	487,725.

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				562,691.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			220,049.	
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: ▶ \$ 487,725.				
a Applied to 2011, but not more than line 2a			220,049.	
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				267,676.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				295,015.
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	0.			
10 Analysis of line 9:				
a Excess from 2008.				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part 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
<i>a</i> Paid during the year Schedule 4	None		Schedule 4	457,590.
Total			3 a	457,590.
<i>b</i> Approved for future payment				
Total			3 b	

The Samuel S. Johnson Foundation

94-6062478

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Financial accounting services	\$ 9,665.	\$ 7,249.		\$ 2,416.
Total	<u>\$ 9,665.</u>	<u>\$ 7,249.</u>		<u>\$ 2,416.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal excise tax	\$ 19,528.			
Foreign tax withheld on dividends	5,851.	\$ 5,851.		
Payroll taxes & workers' compensation	6,083.	4,562.		\$ 1,521.
Total	<u>\$ 31,462.</u>	<u>\$ 10,413.</u>		<u>\$ 1,521.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dir. and officers liability insurance	\$ 2,887.	\$ 2,165.		\$ 722.
Miscellaneous	1,159.	869.		290.
Office supplies and expense	8,177.	6,133.		2,044.
Total	<u>\$ 12,223.</u>	<u>\$ 9,167.</u>		<u>\$ 3,056.</u>

Statement 4
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	\$ 4,927.	\$ 3,478.	\$ 1,449.	\$ 1,449.
Total	<u>\$ 4,927.</u>	<u>\$ 3,478.</u>	<u>\$ 1,449.</u>	<u>\$ 1,449.</u>

The Samuel S. Johnson Foundation

94-6062478

Statement 5
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	2000 shs Westar Energy Inc Preferred	Purchased	3/19/2008	6/15/2012
2	5000 shs Wells Fargo Capital Preferred	Purchased	5/17/2007	6/15/2012
3	3000 shs Consolidated Edison Hldg Co Inc	Purchased	12/11/1987	7/16/2012
4	500 shs International Business Machines Corp	Purchased	1/28/1987	8/17/2012
5	500 shs Kimberly Clark Corp	Purchased	7/18/2009	8/17/2012
6	500 shs Phillip Morris Intl Inc	Purchased	2/28/1995	8/17/2012
7	5000 shs Weyerhaeuser Co	Purchased	Various	8/17/2012
8	5000 shs Weyerhaeuser Co	Purchased	9/01/2010	8/21/2012
9	1746 shs AT&T Inc	Purchased	4/27/1987	9/14/2012
10	400 shs Chevron Corp New	Purchased	2/25/1999	9/14/2012
11	500 shs Exxon Mobil Corp	Purchased	1/16/1991	9/14/2012
12	600 shs Royal Dutch Shell	Purchased	4/01/1992	9/14/2012
13	1000 shs Wal-Mart Stores	Purchased	3/05/2009	10/11/2012
14	1000 shs Wal-Mart Stores	Purchased	3/05/2009	10/15/2012
15	1000 shs Wal-Mart Stores	Purchased	6/04/2010	10/15/2012
16	2000 shs General Electric Co	Purchased	7/10/1990	12/14/2012
17	500 shs 3M Company	Purchased	8/01/2006	12/14/2012
18	500 shs International Business Machines Corp	Purchased	1/28/1987	1/28/2013
19	500 shs 3M Company	Purchased	8/01/2006	1/28/2013
20	500 shs Phillips Electronics (Koninklijke)	Purchased	10/04/2011	1/28/2013
21	4000 shs Pfizer Inc	Purchased	1/26/1987	1/30/2013
22	5000 shs Safeway Inc	Purchased	8/22/2012	2/21/2013
23	5000 shs Campbell Soup Co	Purchased	8/22/2012	2/21/2013
24	4000 shs Zions Capital Tr B Preferred 8%	Purchased	8/16/2002	5/03/2013
25	500 shs Exxon Mobil Corp	Purchased	1/16/1991	5/22/2013
26	2000 shs Federated Investors Inc Class B	Purchased	7/26/2010	5/22/2013
27	500 shs Johnson & Johnson	Purchased	3/14/2004	5/22/2013

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	204,000.		170,000.	34,000.				\$ 34,000.
2	125,000.		125,000.	0.				0.
3	191,277.		74,842.	116,435.				116,435.
4	99,833.		15,620.	84,213.				84,213.
5	41,694.		27,640.	14,054.				14,054.
6	46,290.		5,285.	41,005.				41,005.
7	120,048.		111,476.	8,572.				8,572.
8	120,411.		77,700.	42,711.				42,711.
9	64,900.		9,481.	55,419.				55,419.
10	46,703.		12,492.	34,211.				34,211.
11	45,784.		5,417.	40,367.				40,367.
12	43,609.		11,593.	32,016.				32,016.
13	75,168.		50,280.	24,888.				24,888.
14	76,244.		50,280.	25,964.				25,964.
15	76,498.		51,737.	24,761.				24,761.
16	42,863.		11,920.	30,943.				30,943.
17	45,899.		35,005.	10,894.				10,894.
18	101,518.		15,620.	85,898.				85,898.
19	50,009.		35,005.	15,004.				15,004.
20	58,549.		33,740.	24,809.				24,809.
21	109,529.		7,776.	101,753.				101,753.
22	114,847.		79,950.	34,897.				34,897.

The Samuel S. Johnson Foundation

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Statement 5 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
23	211,409.		172,219.	39,190.				\$ 39,190.
24	100,000.		100,000.	0.				0.
25	46,077.		5,417.	40,660.				40,660.
26	54,263.		42,236.	12,027.				12,027.
27	44,294.		25,876.	18,418.				18,418.
Total								\$ 993,109.

Statement 6
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Dave Heyburn 129 Flamingo Edgewater, FL 32141	Director 1.00	\$ 0.	\$ 0.	\$ 0.
Elizabeth K. Johnson Post Office Box 356 Redmond, OR 97756	Director/Pres. 10.00	0.	0.	0.
Patricia C. Johnson 129 Flamingo Edgewater, FL 32141	Director/C.F.O. 3.00	0.	0.	0.
Karen K. Creason 3000 NE 144th Street Vancouver, WA 98686	Director 1.00	0.	0.	0.
John Helm Post Office Box 356 Redmond, OR 97756	Director/VP-Sec 1.00	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Elizabeth K. Johnson, President
Care Of: The Samuel S. Johnson Foundation
Street Address: Post Office Box 356
City, State, Zip Code: Redmond, OR 97756
Telephone: (541) 548-8104
E-Mail Address:

The Samuel S. Johnson Foundation

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Statement 7 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Form and Content:	Application format is discretionary, no minimum requirement.
Submission Deadlines:	None
Restrictions on Awards:	None

The Samuel S. Johnson Foundation

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179 Bonus	Special Depr Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec. Bal. Depr.	Salvage /Basis Reductn.	Depr. Basis	Prior Depr.	Method	Life	Rate	Current Depr.	
Form 990/990-PF																	
Machinery and Equipment																	
1	HP Printer	2/01/99		799							799	799	200DB MQ	5		0	
2	Dell Pentium IV Computer	3/29/04		917							917	917	200DB MQ	5		0	
3	HP 7130 Printer/Scanner	3/29/04		473							473	473	200DB MQ	5		0	
4	Canon Copier	9/15/10		1,742							1,742	905	200DB HY	5	.19200	334	
5	Computer Equipment	5/30/13		996							996		200DB MQ	5	05000	50	
Total Machinery and Equipment				4,927		0	0	0	0	0	4,927	3,094					384
Total Depreciation				4,927		0	0	0	0	0	4,927	3,094					384
Grand Total Depreciation				4,927		0	0	0	0	0	4,927	3,094					384

THE SAMUEL S. JOHNSON FOUNDATION

STUDENT LOANS RECEIVABLE
For the Year Ended May 31, 2013
(Federal Employer ID #94-6062478)

Name of Student School Hometown	Relationship (Note)	Balance June 1, 2012	Advanced During Period	Repaid During Period	Cancel, WriteOff Uncollect This Period	Balance May 31, 2013
Nicholas Barber Brigham Young University Scappoose, Oregon	None	\$2,600.00	--	\$750.00	--	\$1,850.00
Ryan Davidge Gonzaga University Scappoose, Oregon	None	2,600.00	--	1,100.00	--	1,500.00
Joshua Harding-Frederick Oregon State University Sisters, Oregon	None	2,100.00	--	1,400.00	--	700.00
Dinora Trejo Columbia Gorge Community College Odell, Oregon	None	2,386.32	--	170.97	--	2,215.35
Melissa Weise Portland Community College Hood River, Oregon	None	900.00	--	--	--	900.00
TOTALS		<u>\$10,586.32</u>	<u>\$ -0-</u>	<u>\$3,420.97</u>	<u>\$ -0-</u>	<u>\$7,165.35</u>

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

94-6062478

EXPENDITURE ALLOCATION TO VARIOUS CATEGORIES OF FEDERAL FORM 990-PF AS APPLICABLE
FISCAL YEAR ENDED MAY 31, 2013

<u>Description</u>	<u>Part 1, (Page 1) Line 26</u>			<u>% of Allocation to Column B</u>
	<u>Column (A)</u>	<u>Column (B)</u>	<u>Column (D)</u>	
Salaries and wages	\$ 67,932	\$50,949	\$ 16,983	75
Accounting services	9,665	7,249	2,416	75
Payroll taxes & worker's compensation insurance	6,083	4,562	1,521	75
Pension plan contributions	16,983	12,737	4,246	75
Foreign tax/fees withheld on dividends	5,851	5,851	-	100
Federal excise tax on investment income	19,528	-	-	-
Depreciation on office equipment	384	288	-	75
Board of Directors' meetings expense	7,652	5,739	1,913	75
Subscriptions to investment publications	431	431	-	100
Office supplies and expense	8,177	6,133	2,044	75
Directors and officers liability insurance	2,887	2,165	722	75
Miscellaneous	1,159	869	290	75
Contributions, gifts, grants	<u>457,590</u>	<u>-</u>	<u>457,590</u>	-
	<u>\$604,322</u>	<u>\$96,973</u>	<u>\$487,725</u>	

THE SAMUEL S. JOHNSON FOUNDATION

94-6062478

FISCAL YEAR ENDED MAY 31, 2013

CALCULATION OF ALLOCATION FACTOR FOR A PROPORTIONATE
SHARE OF THE OVERHEAD AND OTHER EXPENSES ATTRIBUTABLE
TO THE INVESTMENT INCOME:

	<u>Total</u>	<u>Expenses of Earning Gross Income</u>	<u>Administrative Expenses of Active Conduct of Exempt Activities</u>
Loans - student and other, advanced during year	\$ 0	\$	\$ 0
Loans - student and other, repaid during year	3,421		3,421
Grants to beneficiaries	457,590		457,590
Total investment income	<u>1,415,493</u>	<u>1,415,493</u>	
	<u>\$1,876,504</u>	<u>\$1,415,493</u>	<u>\$461,011</u>
Percentage	<u>100%</u>	<u>75%</u>	<u>25%</u>

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES
For the Fiscal Year Ended May 31, 2013
 (See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
Agri-Business Educational Corporation 7320 S.W. Hunziker Road, Suite 100 Portland, Oregon 97223 Area of greatest need	None	\$2,250
ALS Association of Oregon & S.W. Washington 700 N.E. Multnomah Street, Suite 210 Portland, Oregon 97232 In memory of James M. Read, III, Ph.D., for the area of greatest need	None	\$1,000
American Cancer Society 0330 S.W. Curry Street Portland, Oregon 97201 Relay for Life, Tillamook, greatest need	None	\$1,000
American Diabetes Association 4380 S.W. McAdam Avenue, Suite 210 Portland, Oregon 97239 Area of greatest need	None	\$1,000
Assistance League of Bend Post Office Box 115 Bend, Oregon 97709 In memory of Linda Moore, greatest need	None	\$1,000
Assistance League of Columbia Pacific Post Office Box 596 Astoria, Oregon 97103 Operation School Bell	None	\$2,500
Astoria Music Festival Post Office Box 113 Astoria, Oregon 97103 Vocal and Instrumental Apprenticeship Program	None	\$5,000
Boy Scouts of America - Oregon Chapter 2145 S.W. Naito Parkway Portland, Oregon 97201 Governor Atiyeh Youth at Risk Fund	None	\$2,500

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES

For the Fiscal Year Ended May 31, 2013

(See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
Boys & Girls Aid Society of Oregon 018 S.W. Boundary Court Portland, Oregon 97239 Adoption services	None	\$8,000
Boys and Girls Club - Salem/Marion and Polk Counties 1395 Summer Street N.E. Salem, Oregon 97303 Area of greatest need	None	\$1,000
Boys and Girls Club of Central Oregon Post Office Box 1028 Redmond, Oregon 97756 Support for Redmond Club, in memory of Becky Johnson	None	\$2,500
Camp Caldera 224 N.W. 13 th Avenue, Suite 304 Portland, Oregon 97209 Area of greatest need	None	\$1,000
Camp Rosenbaum Fund 449 N.E. Emerson Street Portland, Oregon 97212 Area of greatest need	None	\$1,000
CASA for Children 1401 N.E. 68 th Avenue Portland, Oregon 97213 Greatest need, in honor of Jerry Walker and Mary Jaeger	None	\$2,500
Catlin Gabel School 8825 S.W. Barnes Road Portland, Oregon 97225 For Tuition on the Track walkathon	None	\$2,500
Central Oregon Eagle Scout Association 141 N.W. Greenwood Avenue, Suite 201 Bend, Oregon 97701 2013 Sam Johnson Eagle Scout Scholarship	None	\$2,500

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES

For the Fiscal Year Ended May 31, 2013

(See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
Central Oregon LandWatch 623 N.W. Hill Street, Suite 1 Bend, Oregon 97701 Metolius Ochoco Migration Corridor Project	None	\$10,000
Children's Cancer Association 7524 S.W. Macadam Avenue, Suite B Portland, Oregon 97219 Area of greatest need	None	\$1,000
City of Astoria 1095 Duane Street Astoria, Oregon 97103 In support of the Astoria Regatta	None	\$5,000
City of Columbia City Post Office Box 189 Columbia City, Oregon 97018 To support the library, greatest need	None	\$ 500
City of Madras 216 N.W. "B" Street Madras, Oregon 97741 World War II Memorial Project	None	\$5,000
City of Redmond 455 S.W. 7 th Street Redmond, Oregon 97756 Support for Art Around the Clock program	None	\$1,000
City of Scappoose 33568 East Columbia Avenue Scappoose, Oregon 97056 Scappoose Veterans Park	None	\$3,000
Classroom Law Project 620 S.W. Main Street, Suite 102 Portland, Oregon 97205 Area of greatest need	None	\$1,000
Clatskanie Arts Commission Post Office Box 1110 Clatskanie, Oregon 97016 Area of greatest need	None	\$1,000

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES

For the Fiscal Year Ended May 31, 2013

(See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
Clatskanie Foundation Post Office Box 243 Clatskanie, Oregon 97016 Clatskanie Cultural Center restoration	None	\$5,000
Clatsop Community Action 364 Ninth Street Astoria, Oregon 97103 Regional Food Bank, greatest need	None	\$5,000
Clatsop Community College Foundation 1653 Jerome Avenue Astoria, Oregon 97103 -Support of programs and students (\$1,000) -Women Interested in Going to School Conference (\$1,000)	None	\$2,000
Clatsop County Historical Society Post Office Box 88 Astoria, Oregon 97103 Area of greatest need	None	\$1,000
Clatsop County Women Resource Center 1010 Duane Street, Suite 207 Astoria, Oregon 97103 Domestic Violence Awareness Month	None	\$1,000
Columbia County Mental Health 58646 McNulty Way St. Helens, Oregon 97051 General operations	None	\$1,000
Columbia Learning Center Post Office Box 1094 St. Helens, Oregon 97051 In memory of Dave Christensen, for the scholarship program	None	\$1,000
Columbia Memorial Hospital Foundation 2111 Exchange Street Astoria, Oregon 97103 Area of greatest need	None	\$2,500

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES
For the Fiscal Year Ended May 31, 2013
(See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
Columbia Pacific Food Bank 474 Milton Way St. Helens, Oregon 97051 -Area of greatest need (\$1,000) -Matching funds for general operations (\$5,000)		\$6,000
Columbia River Maritime Museum 1782 Marine Drive Astoria, Oregon 97103 -Depot Restoration project (\$5,000) -5 th & final payment pledge, greatest need (\$1,000) -Purchase of Stemper Building (\$10,000)	None	\$16,000
Community Action Team St. Helens 310 Columbia Boulevard St. Helens, Oregon 97051 Veteran counseling programs	None	\$1,000
Community Transitional School 6601 N.E. Killingsworth Street Portland, Oregon 97218 In memory of Dick Alexander, greatest need	None	\$1,000
Compassion and Choices Post Office Box 101810 Denver, Colorado 80250 -Peter Goodwin Fund (\$5,000) -Area of greatest need (\$1,000)	None	\$6,000
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, Virginia 22202 Area of greatest need	None	\$1,040
Court Appointed Special Advocates of Clatsop County Post Office Box 514 Astoria, Oregon 97103 Area of greatest need	None	\$1,000
DePaul Treatment Centers Post Office Box 3007 Portland, Oregon 97208 In memory of Vern Justin, greatest need	None	\$2,500

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES

For the Fiscal Year Ended May 31, 2013

(See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
Deschutes Children's Foundation 1010 N.W. 14th Street Bend, Oregon 97701 Challenge grant for receptionist at Becky Johnson Campus Center	None	\$10,000
Dougy Center Post Office Box 86852 Portland, Oregon 97286 -In memory of Bruce Gamble, greatest need (\$1,000) -Area of greatest need (\$2,500)	None	\$3,500
First United Methodist Church of Coos Bay 123 Ocean Boulevard Coos Bay, Oregon 97420 Snack Pack program at Blossom Gulch Elementary	None	\$5,000
Friends of Latimer Quilt & Textile Center 2105 Wilson River Loop Road Tillamook, Oregon 97141 Roofing materials for Center's building	None	\$2,500
Furry Friends Foundation Post Office Box 689 Sisters, Oregon 97759 Pet medical care, spay/neuter, food programs	None	\$2,500
Grantmakers of Oregon and S.W. Washington Post Office Box 6381 Portland, Oregon 97207 -Support of Philanthropy Conference (\$1,000) -Area of greatest need (\$1,875)	None	\$2,875
Habitat for Humanity, Tillamook 2610 Third Street Tillamook, Oregon 97141 Area of greatest need	None	\$1,000
Helping Hands Outreach Post Office Box 248 Seaside, Oregon 97138 Re-entry program	None	\$5,000

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES
For the Fiscal Year Ended May 31, 2013
(See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
High Desert Museum 59800 South Highway 97 Bend, Oregon 97702 -In memory of Doc Hatfield, greatest need (\$500) -Debt Reduction program, payment 2 of 2 (\$9,500)	None	\$10,000
Historical Outreach Foundation 15300 S.E. Industrial Way Clackamas, Oregon 97015 In honor of General Thayer, area of greatest need	None	\$3,500
Hospice of Redmond, Sisters 732 S.W. 23rd Street Redmond, Oregon 97756 -In memory of Louise Downs, greatest need (\$1,000) -In memory of Dr. Bob Unger, greatest need (\$1,000) -Area of greatest need (\$1,500)	None	\$3,500
Kiwanis Foundation Post Office Box 357 Redmond, Oregon 97756 Refurbishments at Sam Johnson Park	None	\$7,500
KMUZ FM Community Radio Post Office Box 12038 Salem, Oregon 97309 Area of greatest need	None	\$1,000
Knappa Schools Foundation 41535 Old Highway 30 Astoria, Oregon 97103 Area of greatest need	None	\$2,500
Lewis & Clark College Northwestern School of Law 10015 S.W. Terwilliger Blvd Portland, Oregon 97219 -Western Resources Legal Center (\$5,000) -Small Business Legal Clinic (\$5,000)	None	\$10,000

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES

For the Fiscal Year Ended May 31, 2013

(See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
Loaves and Fishes Centers, Inc. Post Office Box 19477 Portland, Oregon 97280 Weekend meal services	None	\$1,000
Lutheran Community Services 605 S.E. Cesar E. Chavez Boulevard Portland, Oregon 97214 -Hope House, area of greatest need (\$1,000) -Hope House, area of greatest need (\$1,000)	None	\$2,000
McLoughlin Memorial Association 713 Center Street Oregon City, Oregon 97045 McLoughlin House, area of greatest need	None	\$1,000
Medical Teams International Post Office Box 10 Portland, Oregon 97207 Dental vans for Sisters, Redmond and Christmas Valley	None	\$5,000
Monday Musical Club of Tillamook 6415 Westwood Court Tillamook, Oregon 97141 Area of greatest need	None	\$1,000
Museum at Warm Springs Post Office Box 753 Warm Springs, Oregon 97761 Area of greatest need	None	\$1,000
My Sister's Place Post Office Box 2152 Newport, Oregon 97365 Safety plans for teens and adults	None	\$5,000
Nature Conservancy of Oregon 821 S.E. 14 th Avenue Portland, Oregon 97214 In memory of Patricia Wessinger, greatest need	None	\$1,000

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES
For the Fiscal Year Ended May 31, 2013

(See Accountant's Compilation Report)

<u>Recipients Name and Address</u> <u>Concise Statement of Purpose</u>	<u>Relationship</u> <u>(Note)</u>	<u>Amount</u>
Nature of Words Post Office Box 640 Bend, Oregon 97709 2012 Nature of Words programs	None	\$3,000
Nonprofit Association of Oregon 5100 S.W. Macadam Avenue, Suite 360 Portland, Oregon 97239 Statewide Helpline	None	\$2,500
Ocean Beach Hospital & Medical Centers Post Office Box H Ilwaco, Washington 98624 E.R. Quik program	None	\$5,000
Oregon 4-H Foundation 119 Ballard Extension Hall Corvallis, Oregon 97331 Area of greatest need	None	\$1,500
Oregon Center for Nursing 5000 N. Willamette Boulevard Portland, Oregon 97203 Area of greatest need	None	\$2,500
Oregon Coast Community Action 2110 Newmark Avenue Coos Bay, Oregon 97420 Support for three dental vans	None	\$3,000
Oregon Community Foundation 1221 S.W. Yamhill, Suite 100 Portland, Oregon 97205 -Area of greatest need (\$500) -In memory of Gail Achterman (\$1,000) -Hooley Scholarship for Oregon Veterans (\$2,500)	None	\$4,000
Oregon Crime Victims Law Center 310 S.W. 4 th Avenue, Suite 535 Portland, Oregon 97204 Legal assistance to crime victims	None	\$5,000

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES

For the Fiscal Year Ended May 31, 2013

(See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
Oregon Food Bank Post Office Box 55370 Portland, Oregon 97238 To support Tillamook County food bank	None	\$2,500
Oregon Health Sciences University 381 S.W. Sam Jackson Park Road Portland, Oregon 97239 -Ethics Center, POLST research & education (\$10,000) -Rural Health, training for rural E.M.T.'s (\$2,500) -Ethics Center, Ethics Fellowship Program Endowment (\$10,000)	None	\$22,500
Oregon Historical Society 1230 S.W. Park Avenue Portland, Oregon 97205 -In memory of Denny Jones, greatest need (\$1,000) -Oregon Capitol history windows (\$9,425) -Area of greatest need (\$5,000) -Brian Booth History Fund (\$2,500)	None	\$17,925
Oregon Humane Society Post Office Box 11364 Portland, Oregon 97211 -Care for cattle in Columbia County (\$5,000) -Save the Lives of Oregon Cats program (\$2,500)	None	\$7,500
Oregon Lions Hearing and Sight Foundation 1410 S.W. Morrison Street, Suite 760 Portland, Oregon 97205 Mobile health screenings in rural counties	None	\$2,500
Oregon Museum of Science and Industry 1945 S.E. Water Avenue Portland, Oregon 97214 In memory of John Gray, Marine Science Camp	None	\$1,000
Oregon National Guard Youth Challenge 1143 N.E. 4 th Street Bend, Oregon 97701 Sam and Becky Johnson scholarships	None	\$1,000

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES
For the Fiscal Year Ended May 31, 2013
(See Accountant's Compilation Report)

<u>Recipients Name and Address</u> <u>Concise Statement of Purpose</u>	<u>Relationship</u> <u>(Note)</u>	<u>Amount</u>
Oregon Partnership Lines for Life 5100 S.W. Macadam Avenue, Suite 400 Portland, Oregon 97239 Area of greatest need	None	\$2,000
Oregon Public Broadcasting 7140 S.W. Macadam Avenue Portland, Oregon 97219 -Collaborative News Network (\$15,000) -Area of greatest need (\$1,000)	None	\$16,000
Oregon State Police Foundation Post Office Box 2074 Salem, Oregon 97308 Area of greatest need - assistance to injured troopers	None	\$1,500
Oregon Tradeswomen 1714 N.E. Alberta Street Portland, Oregon 97211 Area of greatest need	None	\$2,500
Pendleton, City of 500 S.W. Dorion Avenue Pendleton, Oregon 97801 Mayor's discretionary general purpose fund	None	\$5,000
Pendleton Round-Up Foundation Post Office Box 609 Pendleton, Oregon 97801 Area of greatest need	None	\$10,000
Portland Business Alliance Charitable Institute 1210 S.W. 61 st Court Portland, Oregon 97221 Industry and Art program	None	\$2,500
Portland Japanese Garden 611 S.W. Kingston Avenue Portland, Oregon 97205 Area of greatest need	None	\$5,000

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES
For the Fiscal Year Ended May 31, 2013
(See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
Portland Rescue Mission 111 West Burnside Street Portland, Oregon 97209 Greatest need, Murdock Matching Challenge	None	\$1,000
Portland State University Foundation Post Office Box 751 Portland, Oregon 97207 Simon Benson Dinner Scholarship Fund	None	\$5,000
Potluck in the Park Post Office Box 12443 Portland, Oregon 97212 Area of greatest need	None	\$2,500
Providence St. Vincent Medical Foundation 9205 S.W. Barnes Road Portland, Oregon 97225 In memory of Karen Anderegg, for women's health programs	None	\$1,000
Raleigh Park Elementary Parent Teacher Organization 3670 S.W. 78 th Avenue Portland, Oregon 97225 Technology lab, area of greatest need	None	\$5,000
Redmond Fire Department 341 N.W. Dogwood Avenue Redmond, Oregon 97756 Food and Toy Drive program	None	\$ 500
Rinehart Clinic Post Office Box 176 Wheeler, Oregon 97147 -Area of greatest need (\$2,500) -Area of greatest need (\$2,500)	None	\$5,000
Rivoli Theater Restoration Coalition Post Office Box 1402 Pendleton, Oregon 97801 Arts center restoration	None	\$1,000

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES

For the Fiscal Year Ended May 31, 2013

(See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
Rotary Club Foundation-Columbia County Post Office Box 721 St. Helens, Oregon 97051 Veterans counseling services	None	\$1,000
Sacagawea Health Center Post Office Box 423 St. Helens, Oregon 97051 Area of greatest need in direct care programs	None	\$2,500
Salvation Army, Bend 520 N.W. Lava Road Bend, Oregon 97701 Families Food Box program	None	\$2,500
Salvation Army, Happy Valley 8495 S.E. Monterey Avenue Happy Valley, Oregon 97086 Food box program for rural counties	None	\$2,500
Scappoose Fire Department Post Office Box 625 Scappoose, Oregon 97056 Share and Care program	None	\$ 500
SeaShare 600 Ericksen Avenue N.E. Bainbridge Island, Washington 98110 Hunger relief programs	None	\$5,000
Seaside Rotary Foundation 415 First Avenue Seaside, Oregon 97138 Holiday food and toy program	None	\$1,000
Self Enhancement Inc. 3920 North Kerby Avenue Portland, Oregon 97227 Area of greatest need	None	\$2,500

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

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For the Fiscal Year Ended May 31, 2013
(See Accountant's Compilation Report)

Recipients Name and Address Concise Statement of Purpose	Relationship (Note)	Amount
Sonoma Theatre Alliance Post Office Box 539 Sonoma, California 95476 -Area of greatest need (\$2,500) -Theatre rental costs 2013 season (\$5,000)	None	\$7,500
Soulful Giving Foundation 8440 N.E. Alderwood Road, Suite A Portland, Oregon 97220 -Area of greatest need in 2012 (\$1,000) -Area of greatest need in 2013 (\$1,000)	None	\$2,000
St. Charles Medical Center Redmond Auxiliary 1253 North Canal Boulevard Redmond, Oregon 97756 Hospice Tree Auction	None	\$ 500
St. Thomas Catholic Church Post Office Box 247 Redmond, Oregon 97756 Area of greatest need	None	\$1,000
Sunset Reading Council 94436 Mustonen Road Astoria, Oregon 97103 Purchase of books	None	\$1,000
Tillamook Anglers Corporation 7510 Trask River Road Tillamook, Oregon 97141 2012 Fishing Day for Kids with Special Needs	None	\$5,000
Tillamook Bay Community College 4301 Third Street Tillamook, Oregon 97141 Mildred Davy Memorial Scholarship Fund	None	\$1,000
Tillamook County 201 Laurel Avenue Tillamook, Oregon 97141 June Dairy parade, greatest need	None	\$1,000

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For the Fiscal Year Ended May 31, 2013
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<u>Recipients Name and Address</u> <u>Concise Statement of Purpose</u>	<u>Relationship</u> <u>(Note)</u>	<u>Amount</u>
Tillamook County Pioneer Museum 2106 Second Street Tillamook, Oregon 97141 Area of greatest need	None	\$2,500
Tillamook County Women's Resource Center Post Office Box 187 Tillamook, Oregon 97141 Area of greatest need	None	\$1,000
Tillamook Education Foundation 6825 Officers Row Tillamook, Oregon 97141 Area of greatest need	None	\$2,500
Tucker Maxon Oral School 2860 S.E. Holgate Boulevard Portland, Oregon 97202 Early intervention program	None	\$2,500
Union Gospel Mission 222 Couch Street Portland, Oregon 97209 LifeChange program	None	\$2,500
United PAWS Post Office Box 159 Tillamook, Oregon 97141 Medical care, spay/neuter and adoptions	None	\$1,000
United Way of Clatsop County Post Office Box 775 Astoria, Oregon 97103 -Area of greatest need (\$1,000) -In memory of Marion Croghan, greatest need (\$1,000)	None	\$2,000
United Way of Columbia County Post Office Box 538 Rainier, Oregon 97048 Area of greatest need	None	\$1,000

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Schedule 3

GRANTS TO BENEFICIARIES
For the Fiscal Year Ended May 31, 2013
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<u>Recipients Name and Address</u> <u>Concise Statement of Purpose</u>	<u>Relationship</u> <u>(Note)</u>	<u>Amount</u>
United Way of Deschutes County 1029 N.W. 14 th Street Bend, Oregon 97701 Area of greatest need	None	\$1,000
United Way of Tillamook County Post Office Box 476 Tillamook, Oregon 97141 Area of greatest need	None	\$2,500
Warrant Lee Strickland Foundation Center for Airway Science Post Office Box 4142 Portland, Oregon 97208 Teen Flight 2 program	None	\$7,500
Washington County Museum 17677 N.W. Springville Road Portland, Oregon 97229 NASA Hubble Telescope exhibit	None	\$1,000
Washington State University - Vancouver 14204 N.E. Salmon Creek Avenue Vancouver, Washington 98686 -Electronic health records for rural N.P. program (\$5,000) -Match for Nursing Faculty Loan Program/HRSA grant (\$10,000)	None	\$15,000
Wild Horse Rescue 4970 International Avenue Mims, Florida 32754 -Area of greatest need 2012 (\$5,000) -Area of greatest need 2013 (\$5,000)	None	\$10,000
Wildlife Safari Post Office Box 1600 Winston, Oregon 97496 In memory of Donna Woolley, greatest need	None	\$1,000
WillMar Center for Bereaved Children Post Office Box 1374 Sonoma, California 95476 Two youth grief support groups in 2013	None	\$12,000

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 3

GRANTS TO BENEFICIARIES

For the Fiscal Year Ended May 31, 2013

(See Accountant's Compilation Report)

<u>Recipients Name and Address</u> <u>Concise Statement of Purpose</u>	<u>Relationship</u> <u>(Note)</u>	<u>Amount</u>
Wycliffe Associates 11450 Translation Way Orlando, Florida 32832 Area of greatest need	None	\$ 500
YMCA Downtown Oakland 2350 Broadway Oakland, California 94612 In memory of Roy Thompson, membership for disadvantaged boys	None	\$2,500
Zion Lutheran Church Post Office Box 1236 Redmond, Oregon 97756 In memory of Lou Shive, greatest need	None	\$1,000
TOTAL.....		\$457,590

(Note: Relationship to any Foundation manager or substantial contributor.)

THE SAMUEL S. JOHNSON FOUNDATION

PORTFOLIO APPRAISAL

For the Year Ended May 31, 2013

(See Accountant's Compilation Report)

Quantity	Security	Pct. Assets	Purchase Date	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	Pct. G/L	Unit Income	Annual Income	Cur. Yield
COMMON STOCK												
2,000	3M COMPANY	1.8	08-01-06	70.01	140,020.00	110.27	220,540.00	80,520.00	57.5	2,540	5,080.00	2.3
6,000	ABB LTD ADR	1.0	05-10-12	17.30	103,789.20	21.79	130,740.00	26,950.80	26.0	0.704	4,224.58	3.2
500	APPLE INC	1.8	11-15-10	337.08	168,541.99	449.73	224,867.50	56,325.51	33.4	12.200	6,100.00	2.7
10,000	ASA GOLD AND PRECIOUSMETALS LIMITECOM STK NPV	1.1	03-07-13	19.00	189,999.50	14.34	143,400.00	-46,599.50	-24.5	0.370	3,700.00	2.6
12,000	AT&T INC COM	3.4	04-28-87	6.21	74,519.63	34.99	419,880.00	345,360.37	463.4	1.800	21,600.00	5.1
3,600	CHEVRON CORP NEW	3.5	02-25-99	31.23	112,441.56	122.75	441,900.00	329,458.44	293.0	4.000	14,400.00	3.3
10,014	COHEN & STEERS REIT & PFD INCOME FD INC	1.4	12-29-06	25.77	258,040.61	17.55	175,745.70	-82,294.91	-31.9	1.200	12,016.80	6.8
20,000	CORNING INC	2.5	08-01-11	14.35	286,982.50	15.37	307,400.00	20,417.50	7.1	0.400	8,000.00	2.6
6,000	DU PONT E I DE NEMOURS & CO	2.7	05-26-05	41.24	247,427.50	55.79	334,740.00	87,312.50	35.3	1.800	10,800.00	3.2
4,000	EXXON MOBIL CORP	2.9	01-16-91	11.53	46,105.00	90.47	361,880.00	315,775.00	684.9	2.520	10,080.00	2.8
8,000	FEDERATED INVESTORS INCCL B	1.8	07-26-10	21.24	169,945.60	27.67	221,360.00	51,414.40	30.3	0.960	7,680.00	3.5
17,000	GENERAL ELECTRIC CO	3.2	07-10-90	4.93	83,734.89	23.32	396,440.00	312,705.11	373.4	0.760	12,920.00	3.3
12,000	INTEL CORP	2.3	09-12-08	20.29	243,480.00	24.28	291,360.00	47,880.00	19.7	0.900	10,800.00	3.7

(Federal Employer ID #94-6062478)

THE SAMUEL S. JOHNSON FOUNDATION

Schedule 5

PORTFOLIO APPRAISAL
For the Year Ended May 31, 2013
(See Accountant's Compilation Report)

Quantity	Security	Pct. Assets	Purchase Date	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	Pct. G/L	Unit Income	Annual Income	Cur. Yield
3,000	INTL BUSINESS MACH	5.0	01-28-87	31.24	93,722.25	208.02	624,060.00	530,337.75	565.9	3.800	11,400.00	1.8
2,000	JOHNSON & JOHNSON	1.3	03-11-04	51.75	103,504.00	84.18	168,360.00	64,856.00	62.7	2.640	5,280.00	3.1
3,500	KIMBERLY CLARK CORP	2.7	07-18-08	53.12	185,918.65	96.83	338,905.00	152,986.35	82.3	3.240	11,340.00	3.3
8,000	KONINKLIJKE PHILIPS NVADR EACH REP 1 ORDEUR0.20	1.8	10-04-11	16.87	134,923.20	28.27	226,160.00	91,236.80	67.6	0.829	6,634.08	2.9
3,000	MCDONALDS CORP	2.3	03-04-09	54.66	163,987.20	96.57	289,710.00	125,722.80	76.7	2.800	8,400.00	2.9
10,000	MICROSOFT CORP	2.8	11-17-03	25.48	254,815.00	34.90	349,000.00	94,185.00	37.0	0.920	9,200.00	2.6
10,000	PEABODY ENERGY CORP	1.6	03-27-12	26.08	260,848.00	19.67	196,700.00	-64,148.00	-24.6	0.340	3,400.00	1.7
3,000	PEPSICO INC	1.9	04-22-10	64.25	192,738.90	80.77	242,310.00	49,571.10	25.7	2.270	6,810.00	2.8
11,000	PFIZER INC	2.4	01-26-87	2.05	22,551.11	27.23	299,530.00	276,978.89	1,228.2	0.960	10,560.00	3.5
3,500	PHILIP MORRIS INTL INC COM	2.5	02-28-95	24.15	84,515.57	90.91	318,185.00	233,669.43	276.5	3.400	11,900.00	3.7
5,000	PROCTER & GAMBLE CO	3.1	05-13-86	4.48	22,424.59	76.76	383,800.00	361,375.41	1,611.5	2.406	12,030.00	3.1
4,000	RAYTHEON CO COM NEW	2.1	09-03-09	47.48	189,933.60	66.64	266,560.00	76,626.40	40.3	2.000	8,000.00	3.0
5,400	ROYAL DUTCH SHELL ADR	2.9	04-01-92	21.16	114,284.15	66.37	358,398.00	244,113.85	213.6	3.165	17,091.00	4.8
10,000	SAFEWAY INC COM	1.8	08-23-12	15.60	155,978.00	23.01	230,100.00	74,122.00	47.5	0.800	8,000.00	3.5

(Federal Employer ID #94-6062478)

THE SAMUEL S. JOHNSON FOUNDATION

PORTFOLIO APPRAISAL

For the Year Ended May 31, 2013

(See Accountant's Compilation Report)

Quantity	Security	Pct. Assets	Purchase Date	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	Pct. G/L	Unit Income	Annual Income	Cur. Yield
8,000	TEVA PHARMACEUTICAL INDUSTRIESADR-EACH CNVINTO 1 ORD ILS0.10	2.4	07-27-10	45.07	360,599.80	38.20	305,600.00	-54,999.80	-15.3	0.761	6,091.58	2.0
20,000	UMPQUA HOLDINGS CORP	2.2	10-16-12	12.08	241,516.00	13.52	270,400.00	28,884.00	12.0	0.360	7,200.00	2.7
5,000	VERIZON COMMUNICATIONS	1.9	03-01-10	27.37	136,857.06	48.48	242,400.00	105,542.94	77.1	2.060	10,300.00	4.2
7,000	VODAFONE GROUP SPON ADR	1.6	05-12-08	31.98	223,836.00	28.96	202,720.00	-21,116.00	-9.4	1.537	10,757.80	5.3
15,000	WASHINGTON FED INC COM	2.1	07-18-07	19.80	297,059.50	17.49	262,350.00	-34,709.50	-11.7	0.360	5,400.00	2.1
10,000	WASHINGTON REAL ESTATE INVT TR	2.2	08-20-12	26.21	262,085.00	27.82	278,200.00	16,115.00	6.1	1.200	12,000.00	4.3
	COMMON STOCKTOTAL	76.2			5,627,125.56		9,523,701.20	3,896,575.64	69.2		309,195.83	3.2
PREFERRED STOCK												
1,100	AMEREN ILL CO PFD 5.16%	0.9	03-08-07	90.00	99,000.00	99.16	109,076.00	10,076.00	10.2	5.160	5,676.00	5.2
1,000	INDIANAPOLIS PWR & LTGO 5.65% PFD	0.8	06-27-12	100.00	100,000.00	101.22	101,219.00	1,219.00	1.2	5.650	5,650.00	5.6
4,000	METLIFE INC PFD SER B 6.50%12/31/2049	0.8	12-29-06	25.54	102,175.00	25.22	100,880.00	-1,295.00	-1.3	1.625	6,500.00	6.4
2,000	MISSISSIPPI PWR CO PFD4.72%	1.6	07-09-09	77.50	155,000.00	99.00	198,000.00	43,000.00	27.7	4.720	9,440.00	4.8
1,500	NSTAR ELEC CO PFD4.78%	1.2	05-02-12	100.00	150,000.00	100.00	150,000.00	0.00	0.0	4.780	7,170.00	4.8

(Federal Employer ID #94-6062478)

THE SAMUEL S. JOHNSON FOUNDATION

PORTFOLIO APPRAISAL

For the Year Ended May 31, 2013

(See Accountant's Compilation Report)

Quantity	Security	Pct. Assets	Purchase Date	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	Pct. G/L	Unit Income	Annual Income	Cur. Yield
5,000	PACIFIC GAS & ELEC COREDM VTG 1ST PFD 4 50%	1.0	05-24-12	23.70	118,500.00	24.27	121,350.00	2,850.00	2.4	1.125	5,625.00	4.6
2,300	PACIFICORP 4.56% PFD	1.8	01-29-08	80.13	184,300.00	96.00	220,800.00	36,500.00	19.8	4.560	10,488.00	4.8
1,200	PACIFICORP PFD 4.72%	1.0	04-23-08	82.00	98,400.00	99.50	119,400.00	21,000.00	21.3	4.720	5,664.00	4.7
3,895	RED LION HOTELS CAP TRPFD SECS 9.5% 02/19/2044	0.8	02-13-04	25.69	100,075.00	26.30	102,438.50	2,363.50	2.4	2.375	9,250.62	9.0
2,000	UNION ELEC CO PFD VTGCUM \$4.00	1.4	10-20-10	71.00	142,000.00	89.50	179,000.00	37,000.00	26.1	4.000	8,000.00	4.5
1,500	VIRGINIA ELEC & PWR CO PFD PREFERRED STOCKTOTAL	1.2 12.4	04-23-09	96.00	144,000.00 1,393,450.00	99.91	149,859.00 1,552,022.50	5,859.00 158,572.50	4.1 11.4	7.050	10,575.00 84,038.63	7.1 5.4
CASH AND EQUIVALENTS												
	COLUMBIA STATE BANK ASSETS NOT HELD AT MWR	0.2			21,864.80		21,864.80			0.070	15.31	0.1
	PRIME FUND DAILY MONEYCLASS	11.2			1,395,476.48		1,395,476.48			0.010	139.55	0.0
	CASH AND EQUIVALENTSTOTAL	11.3			1,417,341.28		1,417,341.28				154.85	0.0
TOTAL PORTFOLIO		100.0			8,437,916.84		12,493,064.98	4,055,148.14	48.1		393,389.31	3.1

(Federal Employer ID #94-6062478)