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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 7/01, 2012, and ending 6/30, 2013

THE JOHNSON FOUNDATION, INC.
33 EAST FOUR MILE ROAD
RACINE, WI 53402A Employer identification number
38-3675289B Telephone number (see the instructions)
(262) 639-3211C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 48,680,478.J Accounting method. ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	3,501,050.			
2 ☐ If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	235,277.	235,277.	235,277.	
4 Dividends and interest from securities	708,924.	708,924.	708,924.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-119,463.			
b Gross sales price for all assets on line 6a	5,574,794.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			62,286.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
SEE STATEMENT 1	104,250.		104,250.	
12 Total. Add lines 1 through 11	4,430,038.	944,201.	1,110,737.	
13 Compensation of officers, directors, trustees, etc	390,516.			390,516.
14 Other employee salaries and wages	1,043,622.			1,043,622.
15 Pension plans, employee benefits	292,132.			292,132.
16a Legal fees (attach schedule) SEE ST 2	29,997.			29,997.
b Accounting fees (attach sch) SEE ST 3	27,592.			27,592.
c Other prof fees (attach sch) SEE ST 4	631,491.			631,491.
17 Interest	277,720.			277,720.
18 Taxes (attach schedule)(see instrs) SEE STM 5	99,439.			99,439.
19 Depreciation (attach sch) and depletion	650,899.			
20 Occupancy	119,714.			119,714.
21 Travel, conferences, and meetings	133,186.			133,186.
22 Printing and publications				
23 Other expenses (attach schedule)				
SEE STATEMENT 6	1,528,675.			1,523,536.
24 Total operating and administrative expenses. Add lines 13 through 23	5,224,983.			4,568,945.
25 Contributions, gifts, grants paid PART. XV	50,000.			50,000.
26 Total expenses and disbursements. Add lines 24 and 25	5,274,983.	0.	0.	4,618,945.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-844,945.			
b Net investment income (if negative, enter -0-)		944,201.		
c Adjusted net income (if negative, enter -0-)			1,110,737.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		220.	220.	220.
	2	Savings and temporary cash investments		184,667.	1,994,173.	1,994,173.
	3	Accounts receivable	111,062.			
		Less: allowance for doubtful accounts		124,215.	111,062.	111,062.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable		26,261.		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)	4,735,600.			
		Less: allowance for doubtful accounts		5,296,421.	4,735,600.	4,735,600.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		72,560.	73,004.	73,004.
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) STATEMENT 7		23,480,498.	24,814,660.	24,814,660.
	c	Investments — corporate bonds (attach schedule) STATEMENT 8		3,628,243.	3,664,362.	3,664,362.
	LIABILITIES	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	24,542,916.			
		Less: accumulated depreciation (attach schedule) SEE STMT 9	11,242,477.	13,452,979.	13,300,439.	13,300,439.
15		Other assets (describe SEE STATEMENT 10)		-252,446.	-13,042.	-13,042.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		46,013,618.	48,680,478.	48,680,478.
17		Accounts payable and accrued expenses		396,656.	328,814.	
18		Grants payable				
FUNDS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule) STMT 11		6,955,000.	6,715,000.	
	22	Other liabilities (describe SEE STATEMENT 12)		1,851,512.	1,768,412.	
	23	Total liabilities (add lines 17 through 22)		9,203,168.	8,812,226.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒				
	24	Unrestricted		36,810,450.	39,868,252.	
	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)		36,810,450.	39,868,252.		
31	Total liabilities and net assets/fund balances (see instructions)		46,013,618.	48,680,478.		

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	36,810,450.
2	Enter amount from Part I, line 27a	2	-844,945.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 13	3	3,902,747.
4	Add lines 1, 2, and 3	4	39,868,252.
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	39,868,252.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	BMO HARRIS TRUST HOLDINGS	P	VARIOUS	VARIOUS
b	BMO HARRIS TRUST HOLDINGS	P	VARIOUS	VARIOUS
c	US BANK TRUST HOLDINGS	P	VARIOUS	VARIOUS
d	US BANK TRUST HOLDINGS	P	VARIOUS	VARIOUS
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 3,278,351.		3,761,369.	-483,018.
b 1,233,419.		1,193,027.	40,392.
c 756,416.		455,147.	301,269.
d 306,608.		284,714.	21,894.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-483,018.
b			40,392.
c			301,269.
d			21,894.
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	-119,463.
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	62,286.

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

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

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

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			
2010			
2009			
2008			
2007			

2	Total of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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: <u>7/03/90</u> (attach copy of letter if necessary — see instrs)		1	N/A
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
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		
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 ☐ Refunded ☐	11		

Part VII 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?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>	1 b	X
c Did the foundation file Form 1120-POL for this year?	1 c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>0</u> . (2) On foundation managers. ▶ \$ <u>0</u> .		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0</u> .		
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>	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? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b	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>	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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>WI</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation.</i>	8 b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	10	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?	13	X	
Website address <u>WWW.JOHNSONFDN.ORG</u>				
14	The books are in care of <u>KAREN SMITH</u> Telephone no. <u>(262) 681-3322</u>			
	Located at <u>33 EAST FOUR MILE ROAD RACINE WI</u> ZIP + 4 <u>53402</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here. <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?	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 <u></u>				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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?		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 <u>20__ , 20__ , 20__ , 20__</u>		
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.)		
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)		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Form 990-PF (2012)

Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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)

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

6 b

X

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7 b

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

N/A

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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 14				
		355,344.	35,172.	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
EMPLOYEE A 33 EAST FOUR MILE ROAD RACINE, WI 53402	ADMINISTRATIO 40	71,665.	6,702.	0.
EMPLOYEE B 33 EAST FOUR MILE ROAD RACINE, WI 53402	COMMUNITY 40	132,319.	12,935.	0.
EMPLOYEE C 33 EAST FOUR MILE ROAD RACINE, WI 53402	ENVIRONMENT 40	112,212.	16,882.	0.
EMPLOYEE D 33 EAST FOUR MILE ROAD RACINE, WI 53402	MAINTENANCE 40	111,547.	10,774.	0.
EMPLOYEE E 33 EAST FOUR MILE ROAD RACINE, WI 53402	CONTROLLER 40	78,316.	7,215.	0.
Total number of other employees paid over \$50,000				0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1 a 25,046,127.
b	Average of monthly cash balances	1 b 3,055,784.
c	Fair market value of all other assets (see instructions)	1 c
d	Total (add lines 1a, b, and c)	1 d 28,101,911.
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 28,101,911.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 421,529.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5 27,680,382.
6	Minimum investment return. Enter 5% of line 5.	6 1,384,019.

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

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 4,618,945.
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 4,618,945.
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 4,618,945.

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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years 20__, 20__, 20__				
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				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions).				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions.				
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.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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				

BAA

Form 990-PF (2012)

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling 9/17/03

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

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

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
1,110,737.	1,086,220.	1,126,156.	1,231,057.	4,554,170.	
b 85% of line 2a	944,126.	923,287.	957,233.	1,046,398.	3,871,044.
c Qualifying distributions from Part XII, line 4 for each year listed	4,618,945.	5,251,552.	5,268,523.	4,765,618.	19,904,638.
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	4,618,945.	5,251,552.	5,268,523.	4,765,618.	19,904,638.
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	922,679.	915,940.	955,814.	897,569.	3,692,002.
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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 17				
Total			3 a	50,000.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a	GUEST HOUSE REVENUE					104,250.
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	235,277.	
4	Dividends and interest from securities			14	708,924.	
5	Net rental income or (loss) from real estate.					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					-119,463.
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)				944,201.	-15,213.
13	Total. Add line 12, columns (b), (d), and (e)				13	928,988.

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

[illegible]

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

THE JOHNSON FOUNDATION, INC.

Employer identification number

38-3675289

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE JOHNSON FOUNDATION, INC.

38-3675289

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SC JOHNSON FUND, INC. 1525 HOWE STREET RACINE, WI 53403	\$ 2,900,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	SEALED AIR CORPORATION 8310 16TH STREET STURTEVANT, WI 53177	\$ 600,000.	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.)

Name of organization

Employer identification number

THE JOHNSON FOUNDATION, INC.

38-3675289

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

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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Employer identification number

38-3675289

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

► \$ N/A

Use duplicate copies of Part III if additional space is needed

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

THE JOHNSON FOUNDATION, INC.

38-3675289

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GUEST HOUSE REVENUE	\$ 104,250.		\$ 104,250.
TOTAL	\$ 104,250.	\$ 0.	\$ 104,250.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 29,997.			\$ 29,997.
TOTAL	\$ 29,997.	\$ 0.	\$ 0.	\$ 29,997.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 27,592.			\$ 27,592.
TOTAL	\$ 27,592.	\$ 0.	\$ 0.	\$ 27,592.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	\$ 102,136.			\$ 102,136.
PROGRAM CONSULTANTS	529,355.			529,355.
TOTAL	\$ 631,491.	\$ 0.	\$ 0.	\$ 631,491.

THE JOHNSON FOUNDATION, INC.

38-3675289

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	\$ 90,298.			\$ 90,298.
REAL ESTATE TAXES	9,141.			9,141.
TOTAL	\$ 99,439.	\$ 0.	\$ 0.	\$ 99,439.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMIN & GENERAL	\$ 353,998.			\$ 353,998.
AMORTIZATION	5,139.			N/A
BOND RELATED EXPESNES	79,768.			79,768.
BUILDING MAINTENANCE	113,261.			113,261.
COMPUTER MAINTENANCE	14,365.			14,365.
CONTRACT LABOR	39,492.			39,492.
DATABASE	48,797.			48,797.
EQUIPMENT LEASING	24,892.			24,892.
EQUIPMENT MAINTENANCE	15,477.			15,477.
FEES & DUES	47,012.			47,012.
GROUND MAINTENANCE	83,400.			83,400.
HOUSE SUPPLIES	110,553.			110,553.
INSURANCE	98,757.			98,757.
INTERNET EXPENSES	13,491.			13,491.
MARKETING CONSULTANT	195.			195.
MEALS	240,005.			240,005.
MISCELLANEOUS	11,997.			11,997.
OFFICE SUPPLIES	27,490.			27,490.
PERSONNEL EXPENSES	25,612.			25,612.
PHOTOGRAPHY/REPRINTS	425.			425.
POSTAGE & FREIGHT	1,450.			1,450.
RENTAL EXPENSES	2,569.			2,569.
SECURITY EXPENSE	92,375.			92,375.
SPONSORSHIPS	25,554.			25,554.
STORAGE EXPENSE	3,468.			3,468.
TELEPHONE	49,133.			49,133.
TOTAL	\$ 1,528,675.	\$ 0.	\$ 0.	\$ 1,523,536.

THE JOHNSON FOUNDATION, INC.

38-3675289

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MISCELLANEOUS	COST	\$ 150.	\$ 150.
NOMAD INVESTMENT CO., INC.	COST	2,746,800.	2,746,800.
MARSHALL MONEY MARKET FUND	COST	0.	0.
MUTUAL FUNDS	COST	17,210,532.	17,210,532.
COMMON STOCK	COST	3,974,923.	3,974,923.
US BANK MONEY MARKET	COST	882,255.	882,255.
	TOTAL	<u>\$ 24,814,660.</u>	<u>\$ 24,814,660.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FIXED INCOME SECURITIES	COST	\$ 3,664,362.	\$ 3,664,362.
	TOTAL	<u>\$ 3,664,362.</u>	<u>\$ 3,664,362.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
AUTO./TRANSPORTATION EQUIP.	\$ 112,665.	\$ 73,168.	\$ 39,497.	\$ 39,497.
FURNITURE AND FIXTURES	3,664,953.	3,091,982.	572,971.	572,970.
BUILDINGS	18,038,858.	7,125,079.	10,913,779.	10,913,779.
IMPROVEMENTS	1,554,124.	952,248.	601,876.	601,877.
LAND	819,512.		819,512.	819,512.
MISCELLANEOUS	352,804.	0.	352,804.	352,804.
TOTAL	<u>\$ 24,542,916.</u>	<u>\$ 11,242,477.</u>	<u>\$ 13,300,439.</u>	<u>\$ 13,300,439.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BOND ISSUANCE COSTS	\$ 43,469.	\$ 43,469.
CONTRIBUTION RECEIVABLE	600,000.	600,000.
INTEREST RATE SWAPS	-656,511.	-656,511.
TOTAL	<u>\$ -13,042.</u>	<u>\$ -13,042.</u>

THE JOHNSON FOUNDATION, INC.

38-3675289

STATEMENT 11
FORM 990-PF, PART II, LINE 21
MORTGAGES AND OTHER NOTES PAYABLE

<u>OTHER NOTES PAYABLE</u>		<u>BALANCE DUE</u>
LENDER'S NAME:	M&I NATIONAL TRUST COMPANY	
DATE OF NOTE:	9/01/2001	
MATURITY DATE:	9/01/2031	
REPAYMENT TERMS:	VARIOUS	
INTEREST RATE:	2.33%	
SECURITY PROVIDED:		
PURPOSE OF LOAN:	FINANCE CONSTRUCTION	
DESC. OF CONSIDERATION:	NONE	
FMV OF CONSIDERATION:	0.	
ORIGINAL AMOUNT:	9,000,000.	
BALANCE DUE:		\$ 6,715,000.
TOTAL OTHER NOTES PAYABLE		<u>\$ 6,715,000.</u>

STATEMENT 12
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

UNFUNDED POST RETIREMENT BENEFITS ..	\$ 1,768,412.
TOTAL	<u>\$ 1,768,412.</u>

STATEMENT 13
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	\$ 3,902,747.
TOTAL	<u>\$ 3,902,747.</u>

STATEMENT 14
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
HELEN JOHNSON-LEIPOLD 33 EAST FOUR MILE ROAD RACINE, WI 53402	CHAIRMAN 1.00	\$ 0.	\$ 0.	0.
ROGER DOWER 33 EAST FOUR MILE ROAD RACINE, WI 53402	PRESIDENT 40.00	325,344.	35,172.	0.

THE JOHNSON FOUNDATION, INC.

38-3675289

STATEMENT 14 (CONTINUED)
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	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MICHAEL DOMBECK 33 EAST FOUR MILE ROAD RACINE, WI 53402	TRUSTEE 1.00	\$ 10,000.	\$ 0.	\$ 0.
JAMES ERICSON 33 EAST FOUR MILE ROAD RACINE, WI 53402	VICE PRESIDENT 1.00	0.	0.	0.
KATE WOLFORD 33 EAST FOUR MILE ROAD RACINE, WI 53402	TRUSTEE 1.00	10,000.	0.	0.
WINIFRED MARQUART 33 EAST FOUR MILE ROAD RACINE, WI 53402	TRUSTEE 1.00	0.	0.	0.
PAUL PORTNEY 33 EAST FOUR MILE ROAD RACINE, WI 53402	TREASURER & VP 1.00	10,000.	0.	0.
PAULA WOLFF 33 EAST FOUR MILE ROAD RACINE, WI 53402	VICE PRESIDENT 1.00	0.	0.	0.
IMOGENE JOHNSON 33 EAST FOUR MILE ROAD RACINE, WI 53402	TRUSTEE 1.00	0.	0.	0.
TOTAL		\$ 355,344.	\$ 35,172.	\$ 0.

STATEMENT 15
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
WE PLAN AND HOST MEETINGS THAT HAVE IMPACT ON THE FUTURE OF THE ENVIRONMENT AND OUR COMMUNITY. WE INTENTIONALLY WEAVE TOGETHER THE RIGHT PEOPLE WITH TIMELY AND IMPORTANT TOPICS IN ORDER TO SPUR COLLECTIVE ACTION.	\$ 4,618,945.

ENVIRONMENTAL CONFERENCES: FOR-PROFIT, NON-PROFIT, PUBLIC POLICY AND ACADEMIC SECTORS CONVERGE TO DELIBERATE ENVIRONMENTAL ISSUES. WE HAVE TWO MAIN AREAS WE ARE FOCUSING ON- CHARTING NEW WATERS, WHICH GREW OUT OF A MULTI-YEAR FORUM SERIES ADDRESSING THE LOOMING CRISIS IN OUR NATION'S FRESHWATER SYSTEMS AND RESOURCES. OUR SECOND AREA IS A FORUM SERIES THAT IS FOCUSING ON SUSTAINABLE CONSUMPTION-MAKING CHOICES, EXPLORING THE SOCIOLOGICAL, MARKETPLACE AND POLICY DRIVERS NEEDED TO SPARK SUSTAINABLE CONSUMPTION PATTERNS.

COMMUNITY MEETINGS: THE COMMUNITY ISSUES WE CHOOSE TO TACKLE SERVE AS

THE JOHNSON FOUNDATION, INC.

38-3675289

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES

EXPENSES

A MICROCOSM OF THE CHALLENGES FACING THE NATION AS A WHOLE. COMMITTED, INFORMED LEADERS AND CITIZENS ENGAGE IN CONSTRUCTIVE DIALOGUE TO CRAFT LOCAL SOLUTIONS THAT CAN HAVE NATIONAL IMPLICATIONS. OUR CURRENT FOCUS IS ON UNMET CHILDREN'S MENTAL HEALTH NEEDS. GOOD MENTAL HEALTH IS ESSENTIAL TO A FULFILLING AND PRODUCTIVE LIFE. THE CONSEQUENCES OF LEAVING MENTAL HEALTH ISSUES UNDETECTED AND UNTREATED CAN COMPROMISE NOT ONLY A CHILD'S FUTURE BUT ALSO A COMMUNITY'S VITALITY. THIS RESEARCH HAS RESULTED IN THE RACINE COLLABORATIVE FOR CHILDREN'S MENTAL HEALTH. THE COLLABORATIVE IS WORKING ON SOLUTIONS FOR IMMEDIATE IMPACT IN THE AREAS OF COORDINATION OF SERVICES AND ABILITY TO ACCESS CARE AS WELL AS PROVIDING INSIGHTS TO THE LONGER-TERM ISSUES OF FUNDING, SERVICE COSTS, AND WORKFORCE SHORTAGES. A MONUMENTAL LOCAL PUBLIC/PRIVATE PARTNERSHIP CONTINUES TO HELP ENSURE 4-K STUDENTS ARE PREPARED FOR SUCCESS IN SCHOOL. FOCUS ON THE SOARING CRISIS OF AFRICAN AMERICAN INFANT MORTALITY IN RACINE AND THE NATION GAVE RISE TO THE GREATER RACINE COLLABORATIVE FOR HEALTH BIRTH OUTCOMES AND ITS FIVE YEAR PLAN TO CUT THESE MORTALITY RATES IN HALF.

STATEMENT 16
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: ENVIRONMENTAL & COMMUNITY
 NAME: THE JOHNSON FOUNDATION
 CARE OF:
 STREET ADDRESS: 33 EAST FOUR MILE ROAD
 CITY, STATE, ZIP CODE: RACINE, WI 53402
 TELEPHONE: 262-681-3343
 E-MAIL ADDRESS:
 FORM AND CONTENT: INFORMAL LETTER (APPLICATION GUIDELINES AVAILABLE ON WEBSITE)
 SUBMISSION DEADLINES: NONE
 RESTRICTIONS ON AWARDS: NO GRANTS ARE MADE TO INDIVIDUALS

STATEMENT 17
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
RIVER ALLIANCE OF WI 306 EAST WILSON STREET, SUITE 2W MADISON, WI 53703	NONE	501 (C) (3)	GENERAL SUPPORT	\$ 1,000.

THE JOHNSON FOUNDATION, INC.

38-3675289

STATEMENT 17 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE CENTRAL RIVERS FARMLAND PO BOX 1023 STEVENS POINT, WI 54481	NONE	501(C) (3)	GENERAL SUPPORT	\$ 1,000.
NORTH CENTRAL CONSERVANCY TRUST PO BOX 124 STEVENS POINT, WI 54481	NONE	501(C) (3)	GENERAL SUPPORT	1,000.
UW-STEVENS POINT FOUNDATION 2100 MAIN STREET STEVENS POINT, WI 54481	NONE	501(C) (3)	GENERAL SUPPORT	1,000.
PLANNED PARENTHOOD OF WI, INC. 302 N JACKSON STREET MILWAUKEE, WI 53202	NONE	501(C) (3)	GENERAL SUPPORT	1,000.
KETTLE MORaine YMCA 1111 W WASHINGTON STREET WEST BEND, WI 53095	NONE	501(C) (3)	GENERAL SUPPORT	10,000.
THE NATURE CONSERVANCY - WI CHAPTER 633 W MAIN STREET MADISON, WI 53703	NONE	501(C) (3)	GENERAL SUPPORT	1,000.
ARIZONA LAND AND WATER TRUST 3127 N CHERRY AVENUE TUCSON, AZ 85719	NONE	501(C) (3)	GENERAL SUPPORT	2,000.
RESOURCES FOR THE FUTURE 1616 P STREET NW WASHINGTON, DC 20036	NONE	501(C) (3)	GENERAL SUPPORT	2,000.
UNIVERSITY OF CHICAGO - MEDICAL CENTER F 1170 EAST 58TH STREET CHICAGO, IL 60637	NONE	501(C) (3)	GENERAL SUPPORT	10,000.
CHICAGO FOUNDATION FOR WOMEN 1 EAST WACKER, SUITE 1620 CHICAGO, IL 60601	NONE	501(C) (3)	GENERAL SUPPORT	6,000.
FRIENDS OF THE MISSISSIPPI RIVER 360 N ROBERT STREET ST. PAUL, MN 55101	NONE	501(C) (3)	GENERAL SUPPORT	2,000.

THE JOHNSON FOUNDATION, INC.

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**STATEMENT 17 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
FRESH ENERGY 408 ST. PETER STREET, SUITE 220 ST. PAUL, MN 55102	NONE	501 (C) (3)	GENERAL SUPPORT	\$ 2,000.
UNIVERSITY OF ARIZONA 1401 E UNIVERSITY BLVD TUCSON, AZ 85721	NONE	501 (C) (3)	GENERAL SUPPORT	2,000.
THE FLORENTINE OPERA COMPANY 930 E BURLEIGH ST MILWAUKEE, WI 53212	NONE	501 (C) (3)	GENERAL SUPPORT	5,000.
LAND STEWARDSHIP PROJECT 301 STATE RD MONTEVIDEO, MN 56265	NONE	501 (C) (3)	GENERAL SUPPORT	2,000.
WISCONSIN ENVIRONMENTAL EDUCATION FOUNDA 800 RESERVE STREET STEVENS POINT, WI 54481	NONE	501 (C) (3)	GENERAL SUPPORT	1,000.
TOTAL				\$ <u>50,000.</u>

THE JOHNSON FOUNDATION, INC.

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PART VIII; QUESTION 2

COMPENSATION OF FIVE HIGHEST-PAID EMPLOYEES

EMPLOYEE NAMES ARE AVAILABLE UPON REQUEST.