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Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
THE HOWARD JOHNSON FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P O BOX 1802

City or town, state or province, country, and ZIP or foreign postal code
PROVIDENCE, RI 02901-1802

A Employer identification number
04-6060965

B Telephone number (see instructions)
888-866-3275

C 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

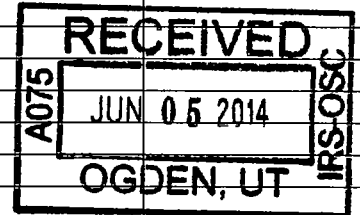
G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 4,888,209.**

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	91,749.	91,749.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	168,614.			
	b Gross sales price for all assets on line 6a	1,473,887.			
	7 Capital gain net income (from Part IV, line 2)		168,614.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	260,363.	260,363.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	22,589.	13,554.		9,036.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	3,700.	NONE	NONE	3,700.
	c Other professional fees (attach schedule) STMT 3	11,477.			11,477.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	9,037.	1,929.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	1,724.			1,724.
	24 Total operating and administrative expenses. Add lines 13 through 23	48,527.	15,483.	NONE	25,937.
	25 Contributions, gifts, grants paid	175,000.			175,000.
26 Total expenses and disbursements. Add lines 24 and 25	223,527.	15,483.	NONE	200,937.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	36,836.				
b Net investment income (if negative, enter -0-)		244,880.			
c Adjusted net income (if negative, enter -0-)					



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SCANNED JUN 09 2014

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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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	54,824.	396,470.	396,485.
	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 schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 6	3,480,244.	3,175,524.	4,491,724.
	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 Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,535,068.	3,571,994.	4,888,209.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,535,068.	3,571,994.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	3,535,068.	3,571,994.		
31	Total liabilities and net assets/fund balances (see instructions)	3,535,068.	3,571,994.		

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	3,535,068.
2	Enter amount from Part I, line 27a	2	36,836.
3	Other increases not included in line 2 (itemize) ▶ INCOME ADJUSTMENT	3	200.
4	Add lines 1, 2, and 3	4	3,572,104.
5	Decreases not included in line 2 (itemize) ▶ ADJUST CARRYING VALUE	5	110.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,571,994.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,473,887.		1,305,273.	168,614.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any		
a			168,614.	
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 }		2 168,614.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		{ }		3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	189,313.	4,204,390.	0.045027
2011	185,894.	4,118,747.	0.045134
2010	182,223.	3,935,688.	0.046300
2009	181,635.	3,599,779.	0.050457
2008	183,783.	4,223,684.	0.043512
2 Total of line 1, column (d)			2 0.230430
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 0.046086
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,528,001.
5 Multiply line 4 by line 3			5 208,677.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,449.
7 Add lines 5 and 6			7 211,126.
8 Enter qualifying distributions from Part XII, line 4 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.			8 200,937.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 902, with 902 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, tax on political expenditures, and reporting requirements. Includes a state code 'MA' for line 8a.

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 N/A
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275
Located at P.O. BOX 1802, PROVIDENCE, RI ZIP+4 02901-1802
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, 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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2013 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 2013.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 9		22,589.		

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,464,584.
b	Average of monthly cash balances	1b	132,371.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,596,955.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,596,955.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,954.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,528,001.
6	Minimum investment return. Enter 5% of line 5	6	226,400.

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	226,400.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,898.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,898.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	221,502.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	221,502.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	221,502.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	200,937.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	200,937.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	200,937.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				221,502.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			141,437.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				NONE
b From 2009				NONE
c From 2010				NONE
d From 2011				NONE
e From 2012				NONE
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>200,937.</u>				
a Applied to 2012, but not more than line 2a . . .			141,437.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				59,500.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				162,002.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009				NONE
b Excess from 2010				NONE
c Excess from 2011				NONE
d Excess from 2012				NONE
e Excess from 2013				NONE

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 11

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

N/A

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

Check here 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 address of the person to whom applications should be addressed:

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
<p>a Paid during the year</p> <p>SEE ATTACHED STATEMENT</p>	<p>NONE</p>	<p>PC</p>	<p>UNRESTRICTED GENERAL SUPPORT</p>	<p>175,000.</p>
<p>Total ▶ 3a</p>				<p>175,000.</p>
<p>b Approved for future payment</p>				
<p>Total ▶ 3b</p>				

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.
Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns. Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. THE HOWARD JOHNSON FOUNDATION	Employer identification number (EIN) or 04-6060965
	Number, street, and room or suite no. If a P.O. box, see instructions P O BOX 1802	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PROVIDENCE, RI 02901-1802	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of **US TRUST FIDUCIARY TAX SERVICES**

Telephone No. **(888) 866-3275** FAX No. _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 2013 or
- ▶ tax year beginning _____, 20____, and ending _____, 20____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	4,898.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	5,800.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,245.	2,245.
FOREIGN DIVIDENDS	16,763.	16,763.
DOMESTIC DIVIDENDS	46,810.	46,810.
NONQUALIFIED FOREIGN DIVIDENDS	362.	362.
NONQUALIFIED DOMESTIC DIVIDENDS	25,569.	25,569.
	-----	-----
TOTAL	91,749.	91,749.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	3,700.			3,700.
TOTALS	3,700.	NONE	NONE	3,700.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	11,477.	11,477.
TOTALS	11,477.	11,477.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	974.	974.
EXCISE TAX - PRIOR YEAR	1,308.	
EXCISE TAX ESTIMATES	5,800.	
FOREIGN TAXES ON QUALIFIED FOR	916.	916.
FOREIGN TAXES ON NONQUALIFIED	39.	39.
TOTALS	9,037.	1,929.

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER CHARITABLE EXPENSES
OTHER CHARITABLE EXPENSES

1,654.
70.

1,654.
70.

TOTALS

1,724.
=====

1,724.
=====

THE HOWARD JOHNSON FOUNDATION

04-6060965

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
949746879 WELLS FARGO & CO NEW	68,590.	68,590.	67,104.
H5833N103 NOBLE CORP COM	39,415.		
13342B105 CAMERON INTL CORP CO	29,456.	51,132.	59,530.
30231G102 EXXON MOBIL CORP COM	31,620.	11,374.	30,360.
806857108 SCHLUMBERGER LTD COM	17,765.	17,765.	63,077.
847560109 SPECTRA ENERGY CORP	47,785.	47,785.	71,240.
969457100 WILLIAMS COS INC DEL	53,362.	47,569.	61,712.
380956409 GOLDCORP INC NEW COM	51,022.		
61166W101 MONSANTO CO NEW COM	52,825.	45,287.	69,930.
149123101 CATERPILLAR INC COM	18,242.	12,307.	18,162.
235851102 DANAHER CORP DEL COM	28,571.	28,571.	54,040.
244199105 DEERE & CO COM	21,991.	11,084.	18,266.
291011104 EMERSON ELEC CO COM	24,567.		
452308109 ILLINOIS TOOL WKS IN	11,542.	11,542.	58,856.
666807102 NORTHROP GRUMMAN COR	35,438.	35,438.	68,766.
88579Y101 3M CO COM	28,530.	28,530.	56,100.
98419M100 XYLEM INC COM	39,681.	53,524.	72,660.
254687106 DISNEY WALT CO COM D	21,794.	21,794.	91,680.
25470F104 DISCOVERY COMMUNICAT	45,086.	45,086.	81,378.
988498101 YUM BRANDS INC COM	59,849.		
03524A108 ANHEUSER BUSCH INBEV	57,336.	45,927.	85,168.
191216100 COCA COLA CO COM	44,139.		
405217100 HAIN CELESTIAL GROUP	47,668.	47,668.	72,624.
582839106 MEAD JOHNSON NUTRITI	35,545.	35,545.	58,632.
609207105 MONDELEZ INTL INC CO	54,219.	73,764.	95,310.
641069406 NESTLE S A SPONSORED	28,805.	28,805.	44,054.
742718109 PROCTER & GAMBLE CO	31,587.	31,587.	73,269.
002824100 ABBOTT LABS COM	37,658.	15,638.	26,831.
015351109 ALEXION PHARMACEUTIC	43,092.	43,092.	93,019.

THE HOWARD JOHNSON FOUNDATION

04-6060965

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
375558103 GILEAD SCIENCES INC	28,258.	38,660.	105,140.
58933Y105 MERCK & CO INC NEW C	34,812.	34,812.	40,040.
717081103 PFIZER INC COM	65,048.	59,190.	91,890.
75886F107 REGENERON PHARMACEUT	8,972.	8,972.	55,048.
91911K102 VALEANT PHARMACEUTIC	45,589.	36,588.	93,920.
H0023R105 ACE LTD COM	52,107.	61,079.	82,824.
46625H100 J P MORGAN CHASE & C	22,701.	67,580.	81,872.
74144T108 PRICE T ROWE GROUP I	19,414.	26,587.	41,885.
949746101 WELLS FARGO & CO NEW	50,028.	42,189.	72,640.
037833100 APPLE INC COM	30,080.	23,748.	84,153.
38259P508 GOOGLE INC CL A COM	50,396.	50,396.	112,071.
458140100 INTEL CORP COM	15,409.	15,409.	25,955.
594918104 MICROSOFT CORP COM	35,098.	20,642.	29,928.
68389X105 ORACLE CORP COM	17,891.		
747525103 QUALCOMM INC COM	51,798.	51,798.	66,825.
92857W209 VODAFONE GROUP PLC S	51,711.	43,603.	62,896.
25746U109 DOMINION RES INC VA	31,451.	31,451.	64,690.
277902698 EATON VANCE ATLANTA	188,433.	228,433.	324,854.
04315J860 ARTIO GLOBAL HIGH IN	69,493.		
74253Q416 PRINCIPAL PFD SECS F	111,708.		
19765Y886 COLUMBIA BOND FUND C	1,127,694.	427,704.	411,124.
52106N889 LAZARD EMERGING MKTS	102,096.	102,096.	90,133.
885215566 THORNBERG INTL VALUE	162,877.	177,877.	195,333.
167250109 CHICAGO BRDG & IRON		51,223.	66,512.
6356934#8 FANUC CORP JPY50		31,671.	36,630.
023135106 AMAZON COM INC COM		46,421.	59,819.
741503403 PRICELINE COM INC CO		47,679.	58,120.
872540109 TJX COS INC NEW COM		27,072.	31,865.
90130A101 TWENTY-FIRST CENTY F		48,252.	52,755.

THE HOWARD JOHNSON FOUNDATION

04-6060965

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
00287Y109 ABBVIE INC COM		19,591.	42,248.
018490102 ALLERGAN INC COM		45,848.	44,432.
026874784 AMERICAN INTL GROUP		51,997.	56,155.
38141G104 GOLDMAN SACHS GROUP		67,992.	79,767.
353612781 FRANKLIN FTLG RATE D		105,000.	105,169.
722005626 PIMCO ALL ASSET FUND		44,560.	43,291.
68380L407 OPPENHEIMER INTL GRO		180,000.	189,972.
TOTALS	3,480,244.	3,175,524.	4,491,724.

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

OFFICER NAME:
HOWARD BRENNAN JOHNSON
ADDRESS:
ONE BRYANT PARK
NEW YORK, NY 10036
TITLE:
TRUSTEE

OFFICER NAME:
DOROTHY J. HENRY
ADDRESS:
ONE BRYANT PARK
NEW YORK, NY 10036
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MARISSA J. BROCK
ADDRESS:
ONE BRYANT PARK
NEW YORK, NY 10036
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
HOWARD BATES JOHNSON
ADDRESS:
ONE BRYANT PARK
NEW YORK, NY 10036
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:
 PATRICIA B. CRAWFORD
 ADDRESS:
 ONE BRYANT PARK
 NEW YORK, NY 10036
 TITLE:
 TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 JOSHUA J. WEEKS
 ADDRESS:
 ONE BRYANT PARK
 NEW YORK, NY 10036
 TITLE:
 TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 WILLIAM H. WEEKS
 ADDRESS:
 ONE BRYANT PARK
 NEW YORK, NY 10036
 TITLE:
 TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 BANK OF AMERICA, N.A.
 ADDRESS:
 114 W 47TH ST
 NEW YORK, NY 10036
 TITLE:
 AGENT FOR FIDUCIARY
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
 COMPENSATION 22,589.

TOTAL COMPENSATION: 22,589.
 =====

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

=====

HOWARD BRENNAN JOHNSON
DOROTHY J. HENRY

RECIPIENT NAME:

ANNE HENNESSEY

ADDRESS:

ONE BRYANT PARK
NEW YORK, NY 10036

FORM, INFORMATION AND MATERIALS:

LETTER FORM STATING NATURE OF ORGANIZATION, EXEMPT STATUS OF
ORGANIZATION, COPY OF EXEMPT LETTER, AND PURPOSE OF GRANT.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRANTS ARE NOT MADE TO ORGANIZATIONS LOCATED IN ALASKA, IDAHO,
LOUISIANA, MONTANA, OREGON, AND WEST VIRGINIA.

FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS AGENT FOR FIDUCIARY IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS AGENT FOR FIDUCIARY IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE INVESTMENT MANAGER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

THE HOWARD JOHNSON FDN

EIN: 04-6060965

GREENWICH BOYS AND GIRLS CLUB	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	3,000.00
BOYS & GIRLS CLUB OF MARTIN	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	1,000.00
DANA FARBER CANCER INSTITUTE,	NONE	LEUKEMIA RESEARCH	PUBLIC CHARITY	5,000.00
DANA HALL SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	1,000.00
GREENWICH HOSPITAL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	4,000.00
HOBE SOUND COMMUNITY CHEST, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	1,000.00
ISLAND AUTISM GROUP, INC.	NONE	PROJECT HEADWAY	PUBLIC CHARITY	1,000.00
JUPITER ISLAND MEDICAL CLINIC,	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	1,000.00
MAKE-A-WISH FOUNDATION OF CT,	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	1,000.00
MARTHA'S VINEYARD BOYS & GIRLS	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	1,000.00
MARTHA'S VINEYARD HOSPITAL, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	1,000.00
MARTHA'S VINEYARD PRESERVATION	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	1,000.00
ROUND HILL COMMUNITY CHURCH	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	7,500.00
SOLOMON R. GUGGENHEIM FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
BUCKLEY SCHOOL IN THE CITY OF	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	7,500.00
FRESH AIR FUND	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,500.00
PHILLIPS ACADEMY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,500.00
TRUSTEES OF COLUMBIA UNIVERSITY	NONE	DR SLANKARD RESEARCH & EDUCATION FUND	PUBLIC CHARITY	2,500.00
JUPITER ISLAND MEDICAL CLINIC,	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,500.00
PHILLIPS ACADEMY	NONE	SUPPORTS IMPROVEMENTS TO THE WRESTLING	PUBLIC CHARITY	5,000.00
DANBURY HOSPITAL	NONE	FACILITIES	PUBLIC CHARITY	25,000.00
ALZHEIMER'S DRUG DISCOVERY	NONE	DEVELOPMENT FUND	PUBLIC CHARITY	5,000.00
DUKE UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
DUKE UNIVERSITY	NONE	UNDERGRAD SCIENCE AND PRE-MED PROGRAMS	PUBLIC CHARITY	2,500.00
DUKE UNIVERSITY	NONE	UNDERGRAD SCIENCE AND PRE-MED PROGRAMS	PUBLIC CHARITY	2,500.00
NEW YORK AND PRESBYTERIAN	NONE	STUDENT RESEARCH	PUBLIC CHARITY	10,000.00
PHILLIPS ACADEMY	NONE	DEPT OF NEUROLOGY & NEUROLOGICAL SURGERY	PUBLIC CHARITY	20,000.00
SPENCE SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
TRUSTEES OF BOSTON UNIVERSITY	NONE	MIDDLE INCOME SCHOL FUND	PUBLIC CHARITY	2,500.00
FOXCROFT SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	15,000.00
FOXCROFT SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	2,500.00
GREENS FARMS ACADEMY, INC.	NONE	ANNUAL FUND	PUBLIC CHARITY	1,000.00
LAKE FOREST COLLEGE	NONE	ANNUAL FUND	PUBLIC CHARITY	1,000.00
ROLLINS COLLEGE	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	1,000.00
TABOR ACADEMY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	1,000.00
WESTPORT VOLUNTEER EMERGENCY	NONE	ANNUAL FUND	PUBLIC CHARITY	1,000.00
	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	1,000.00

THE HOWARD JOHNSON FDN

EIN: 04-6060965

YALE UNIVERSITY	NONE	YALE ALUMNI FUND	PUBLIC CHARITY	10,000.00
STOP PAY CHECK # 17490915 DTD 12/3/2013	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	(15,000 00)
AMERICAN SOCIETY FOR THE	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000 00
PHILLIPS ACADEMY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
				175,000 00