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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

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

, and ending

Name of foundation THE JOHNSON FAMILY FOUNDATION, INC.		EXTENSION ATTACHED	A Employer identification number 13-7118242
Number and street (or P.O. box number if mail is not delivered to street address) 582 ISLAND DRIVE		Room/suite	B Telephone number 646-205-1557
City or town, state or province, country, and ZIP or foreign postal code PALM BEACH, FL 33480		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,287,399.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			

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))		(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		250.			
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		67,565.	67,565.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		418,823.			
b Gross sales price for all assets on line 6a	1,333,489.				
7 Capital gain net income (from Part IV, line 2)			418,823.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,976.	1,856.	0.	STATEMENT 2
12 Total. Add lines 1 through 11		488,614.	488,244.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	7,500.	3,750.	0.	3,750.
c Other professional fees	STMT 4	37,422.	37,422.	0.	0.
17 Interest		5.	5.	0.	0.
18 Taxes	STMT 5	4,761.	697.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		3,319.	0.	0.	3,319.
22 Printing and publications					
23 Other expenses	STMT 6	778.	393.	0.	385.
24 Total operating and administrative expenses. Add lines 13 through 23		53,785.	42,267.	0.	7,454.
25 Contributions, gifts, grants paid		224,000.			224,000.
26 Total expenses and disbursements. Add lines 24 and 25		277,785.	42,267.	0.	231,454.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		210,829.			
b Net investment income (if negative, enter -0-)			445,977.		
c Adjusted net income (if negative, enter -0-)				0.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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			2,007.	296,410.	296,410.
	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					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 7			1,877,784.	1,794,656.	3,042,138.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 8			2,169,252.	2,169,402.	2,948,851.
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			4,049,043.	4,260,468.	6,287,399.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			1,435,869.	1,435,869.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			4,942,267.	4,942,267.	
	29 Retained earnings, accumulated income, endowment, or other funds			<2,329,093.>	<2,117,668.>	
	30 Total net assets or fund balances			4,049,043.	4,260,468.	
31 Total liabilities and net assets/fund balances				4,049,043.	4,260,468.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,049,043.
2 Enter amount from Part I, line 27a	2	210,829.
3 Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	596.
4 Add lines 1, 2, and 3	4	4,260,468.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,260,468.

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				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,333,489.		914,666.	418,823.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			418,823.

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	418,823.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	661,000.	5,576,242.	.118539
2011	589,391.	6,091,331.	.096759
2010	700,005.	5,389,557.	.129882
2009	1,550,422.	6,261,019.	.247631
2008	1,535,352.	10,447,613.	.146957

2 Total of line 1, column (d)	2	.739768
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	.147954
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,501,679.
5 Multiply line 4 by line 3	5	813,995.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,460.
7 Add lines 5 and 6	7	818,455.
8 Enter qualifying distributions from Part XII, line 4	8	231,454.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	8,920.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	8,920.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	8,920.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,200.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,700.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	4,780.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 4,780. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 THOMAS S. JOHNSON	Telephone no.	212-503-8800	
	Located at 582 ISLAND DRIVE, PALM BEACH, FL	ZIP+4	33480	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	N/A	
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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
MARGARET ANN JOHNSON	PRESIDENT			
582 ISLAND DRIVE				
PALM BEACH, FL 33480	5.00	0.	0.	0.
THOMAS S. JOHNSON	TREASURER/CHAIRMAN/SEC.			
582 ISLAND DRIVE				
PALM BEACH, NY 33480	5.00	0.	0.	0.
THOMAS P. JOHNSON	DIRECTOR			
582 ISLAND DRIVE				
PALM BEACH, NY 33480	5.00	0.	0.	0.
MARGARET A. JOHNSON	DIRECTOR			
582 ISLAND DRIVE				
PALM BEACH, NY 33480	5.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

0

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

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

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

	Amount
1 NONE	
	0.
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,741,972.
b	Average of monthly cash balances	1b	296,070.
c	Fair market value of all other assets	1c	2,547,419.
d	Total (add lines 1a, b, and c)	1d	5,585,461.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,585,461.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	83,782.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,501,679.
6	Minimum investment return. Enter 5% of line 5	6	275,084.

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	275,084.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,920.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,920.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	266,164.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	266,164.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	266,164.

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	231,454.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	231,454.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	231,454.

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				266,164.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,028,507.			
b From 2009	1,240,917.			
c From 2010	436,222.			
d From 2011	293,118.			
e From 2012	388,372.			
f Total of lines 3a through e	3,387,136.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	231,454.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				231,454.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	34,710.			34,710.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,352,426.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	993,797.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,358,629.			
10 Analysis of line 9:				
a Excess from 2009	1,240,917.			
b Excess from 2010	436,222.			
c Excess from 2011	293,118.			
d Excess from 2012	388,372.			
e Excess from 2013				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ARTIST ASSOCIATION OF NANTUCKET ONE GARDNER PERRY LANE NANTUCKET, MA 02554	NONE	501(C)(3)	GENERAL SUPPORT	25,000.
BETHEL ENSLEY ACTION TASK INC. 1524 AVENUE D BIRMINGHAM, AL 35218	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320	NONE	501(C)(3)	GENERAL SUPPORT	50,000.
GEORGETOWN UNIVERSITY 3604 O STREET NW WASHINGTON, DC 20097	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
HARVARD BUSINESS SCHOOL ROCK CENTER 318 SOLDIERS FIELD BOSTON, MA 02163	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
Total	SEE CONTINUATION SHEET(S)			224,000.
b Approved for future payment				
NONE				
Total				0.

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|----------|--|--------------|------------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes |
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | |
| | (2) Other assets | 1a(2) | |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| | (4) Reimbursement arrangements | 1b(4) | |
| | (5) Loans or loan guarantees | 1b(5) | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes - ☒ No -

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Margaret Ann Johnson
Signature of officer or trustee

Date _____

PRESIDENT
Title

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

SARA RABI

Sara Rahn

7/17/19

P00103265

Firm's name ► **MARKS PANETH LLP**

Firm's EIN ► 11-3518842

Firm's address ► **685 THIRD AVENUE**
NEW YORK, NY 10017

Phone no. **212 503-8800**

Form **990-PF** (2013)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT D-1 ATTACHED	P	VARIOUS	
b	SEE STATEMENT D-1 ATTACHED	P	VARIOUS	
c	SEE STATEMENT D-1 ATTACHED	P	VARIOUS	
d	SEE STATEMENT D-1 ATTACHED	P	VARIOUS	
e	214 SHS ABBVIE INC	P	07/03/08	01/18/13
f	TYCO INTERNATIONAL LITIGATION SETTLEMENT	P	VARIOUS	06/26/13
g	SEE STATEMENT D-2 ATTACHED	P	07/23/12	
h	SEE STATEMENT D-2 ATTACHED	P	VARIOUS	
i	200 SHS ABBOTT LABORATORIES	P	VARIOUS	01/04/13
j	NIBMO PARTNERS - PASSTHROUGH INCOME	P	VARIOUS	
k	NIBMO PARTNERS - PASSTHROUGH INCOME	P	VARIOUS	
l	BLACKSTONE GROUP LP - PASSTHROUGH INCOME	P	VARIOUS	
m	BLACKSTONE GROUP LP - PASSTHROUGH INCOME	P	VARIOUS	
n				
o				

(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 4,011.		4,209.	<198.>
b 975.		1,122.	<147.>
c 910,210.		710,833.	199,377.
d 193,724.		69,351.	124,373.
e 7,930.			7,930.
f 150.			150.
g 14,782.		14,509.	273.
h 188,330.		106,059.	82,271.
i 12,901.		8,583.	4,318.
j 3.			3.
k 2.			2.
l 8.			8.
m 463.			463.
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<198.>
b			<147.>
c			199,377.
d			124,373.
e			7,930.
f			150.
g			273.
h			82,271.
i			4,318.
j			3.
k			2.
l			8.
m			463.
n			
o			

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	418,823.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
INSTITUTE OF INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	501(C)(3)	GENERAL SUPPORT	35,000.
LAWRENCEVILLE SCHOOL P.O. BOX 6125 LAWRENCEVILLE, NJ 06848	NONE	501(C)(3)	GENERAL SUPPORT	2,500.
MONTCLAIR KIMBERLY ACADEMY 201 VALLEY ROAD MONTCLAIR, NJ 07042	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
NATIONAL 9-11 MEMORIAL AND MUSEUM FOUNDATION ONE LIBERTY PLAZA 20TH FLOOR NEW YORK, NY 10006	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
NEW YORK UNIVERSITY SCHOOL OF LAW FOUNDATION 161 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
NORTHWESTERN UNIVERSITY 2020 RIDGE AVENUE 4TH FLOOR EVANSTON, IL 60208	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
SAINT CATHERINE'S HIGH SCHOOL 1200 PARK AVENUE RACINE, WI-53403	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
THE BIRMINGHAM HOME OWNERS CENTER 4117 2ND AVENUE SOUTH BIRMINGHAM, AL 35222	NONE	501(C)(3)	GENERAL SUPPORT	2,000.
TOWER HILL SCHOOL 2813 WEST 17TH STREET WILMINGTON, DE 19806	NONE	501(C)(3)	GENERAL SUPPORT	1,000.
TRINITY COLLEGE 300 SUMMIT STREET HARTFORD, CT 06106	NONE	501(C)(3)	GENERAL SUPPORT	52,500.
Total from continuation sheets				129,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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)				
UNITED WAY 2 PARK AVENUE NEW YORK, NY 10016	NONE	501(C)(3)	GENERAL SUPPORT	1,000.
Total from continuation sheets				

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

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	THE JOHNSON FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 13-7118242
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 582 ISLAND DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PALM BEACH, FL 33480	

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

THOMAS S. JOHNSON

- The books are in the care of ► **582 ISLAND DRIVE - PALM BEACH, FL 33480**
Telephone No. ► **212-503-8800** 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 **AUGUST 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 _____, and ending _____

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	13,700.
b If this application is for Forms 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	\$	6,200.
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	\$	7,500.

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 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLACKSTONE GROUP LP - DIVIDEND	208.	0.	208.	208.	208.
BROOKFIELD PROPERTY PARTNERS LP - DIVIDENDS	15.	0.	15.	15.	15.
JP MORGAN - DIVIDEND	39,182.	0.	39,182.	39,182.	39,182.
JP MORGAN - FOREIGN DIVIDENDS	5,027.	0.	5,027.	5,027.	5,027.
JP MORGAN - INTEREST	24.	0.	24.	24.	24.
NEUBERGER BERMAN - DIVIDEND	20,151.	0.	20,151.	20,151.	20,151.
NEUBERGER BERMAN - FOREIGN DIVIDEND	2,324.	0.	2,324.	2,324.	2,324.
NEUBERGER BERMAN - MM	1.	0.	1.	1.	1.
NIMBO PARTNERS - DIVIDENDS	633.	0.	633.	633.	633.
TO PART I, LINE 4	67,565.	0.	67,565.	67,565.	67,565.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	1,722.	1,722.	0.
BLACKSTONE GROUP LP - OTHER INCOME	134.	134.	0.
NONDIVIDEND DIST.	120.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,976.	1,856.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,500.	3,750.	0.	3,750.
TO FORM 990-PF, PG 1, LN 16B	7,500.	3,750.	0.	3,750.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
J.P. MORGAN INVESTMENT FEES	7,029.	7,029.	0.	0.
BECK, MACK & OLIVER - MGMT	10,224.	10,224.	0.	0.
NEUBERGER BERMAN INV. FEES	20,169.	20,169.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	37,422.	37,422.	0.	0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	697.	697.	0.	0.
FEDERAL TAXES	4,064.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	4,761.	697.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL FOUNDATION AD	135.	0.	0.	135.	
3C PARTNERS - PASSTHROUGH					
PORTFOLIO DEDUCTIONS	33.	33.	0.	0.	
NIBMO PARTNERS - PASSTHROUGH					
PORTFOLIO DEDUCTIONS	56.	56.	0.	0.	
BLACKSTONE GROUP LP -					
PASSTHROUGH DEDUCTIONS	14.	14.	0.	0.	
BROOKFIELD PROPERTY PARTNERS					
- PASSTHROUGH DEDUCTIONS	3.	3.	0.	0.	
ROYALTY RELATED EXPENSES	287.	287.	0.	0.	
FILING FEES	250.	0.	0.	250.	
TO FORM 990-PF, PG 1, LN 23	778.	393.	0.	385.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED STATEMENT A	1,742,703.	2,972,838.		
BLACKSTONE GROUP LP	51,953.	69,300.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,794,656.	3,042,138.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
INST DIVERSIFIED ARBITRAGE FD	COST	863,475.	1,241,493.	
3C PARTNERS	COST	3,109.	3,109.	
INST INVESTMENT FUND, LTD	COST	1,301,216.	1,702,647.	
NIBMO PARTNERS	COST	1,602.	1,602.	
TOTAL TO FORM 990-PF, PART II, LINE 13		2,169,402.	2,948,851.	

STATEMENT A

J.P. Morgan

JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000
EIN 13-7118242

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
ABBOTT LABORATORIES 002824-10-0 ABT	38.33	1,400,000	53,662.00	31,287.96 **	N/A	1,232.00	2.30%
BAXTER INTERNATIONAL INC 071813-10-9 BAX	69.55	1,300,000	90,415.00	59,836.91	30,578.09	2,548.00 637.00	2.82%
COACH INC 189754-10-4 COH	56.13	800,000	44,904.00	41,689.35	3,214.65	1,080.00 270.00	2.41%
CONOCOPHILLIPS 20825C-10-4 COP	70.65	500,000	35,325.00	26,029.98	9,295.02	1,380.00	3.91%
DEVON ENERGY CORP 25179M-10-3 DVN	61.87	1,100,000	68,057.00	58,707.63	9,349.37	968.00	1.42%
DOVER CORP 260003-10-8 DOV	96.54	700,000	67,578.00	31,232.24	36,345.76	1,050.00	1.55%
FLUOR CORP 343412-10-2 FLR	80.29	980,000	78,684.20	51,022.07	27,662.13	627.20 156.80	0.80%
GOOGLE INC CL A 38259P-50-8 GOOG	1,120.71	60,000	67,242.60	41,910.64	25,331.96		
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	187.57	150,000	28,135.50	19,267.09	8,868.41	570.00	2.03%
JOHNSON & JOHNSON 478160-10-4 JNJ	91.59	400,000	36,636.00	18,362.62	N/A	1,056.00	2.88%
LABORATORY CORP AMERICAN HOLDINGS 50540R-40-9 LH	91.37	400,000	36,548.00	11,346.76	25,201.24		
LEUCADIA NATIONAL CORP 527288-10-4 LUK	28.34	2,400,000	68,016.00	19,196.30	48,819.70	600.00	0.88%



JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT Q73158000
EIN 13-7118242

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
US Large Cap Equity							
LOWES COMPANIES INC 548661-10-7 LOW	49.55	1,400,000	69,370.00	30,826.46	38,543.54	1,008.00	1.45%
MARKEL CORPORATION 570535-10-4 MKL	580.35	80,000	46,428.00	33,470.85	12,957.15		
MERCK AND CO INC 58933Y-10-5 MRK	50.05	600,000	30,030.00	14,094.31	N/A	1,056.00 264.00	3.52%
MICROSOFT CORP 594918-10-4 MSFT	37.41	1,200,000	44,892.00	40,679.83	4,212.17	1,344.00	2.99%
NATIONAL-OILWELL VARCO INC 637071-10-1 NOV	79.53	800,000	63,624.00	58,096.69	5,527.31	832.00	1.31%
QUALCOMM INC 747525-10-3 QCOM	74.25	400,000	29,700.00	26,281.67	3,418.33	560.00	1.89%
ROPER INDUSTRIES INC 776696-10-6 ROP	138.68	400,000	55,472.00	2,406.00	53,066.00	320.00	0.58%
SCHLUMBERGER LTD 806857-10-8 SLB	90.11	600,000	54,066.00	36,042.65	18,023.35	750.00 187.50	1.39%
US BANCORP DEL 902973-30-4 USB	40.40	1,700,000	68,680.00	50,331.95	18,348.05	1,564.00 391.00	2.28%
WATERS CORP 941848-10-3 WAT	100.00	400,000	40,000.00	18,254.96	21,745.04		
Total US Large Cap Equity			\$1,177,465.30	\$720,374.92	\$400,507.27	\$18,544.20 \$1,906.30	



JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT Q73158000
EIN 13-7118242

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Small/Mid Cap Equity							
MATADOR RESOURCES 576485-20-5 MTDR	18.64	2,100,000	39,144.00	34,528.90	4,615.10		
SAN JUAN BASIN ROYALTY TRUST 798241-10-5 SJT	16.74	3,000,000	50,220.00	48,163.68	2,056.32	3,447.00	6.86%
Total US Small/Mid Cap Equity			\$89,364.00	\$82,692.58	\$6,671.42	\$3,447.00	3.86%
Non-US Equity							
ANHEUSER BUSCH INBEV SAINV SPONS ADR 03524A-10-8 BUD	106.46	400,000	42,584.00	25,858.92	16,725.08	1,001.60	2.35%
BROOKFIELD ASSET MANAGEMENT INC CL A 112585-10-4 BAM	38.83	1,200,000	46,596.00	40,770.57	5,825.43	960.00	2.06%
ENSTAR GROUP LIMITED G3075P-10-1 ESGR	138.91	600,000	83,346.00	70,138.99	13,207.01		
NOBLE CORPORATION PLC G65431-10-1 NE	37.47	1,000,000	37,470.00	18,629.20	18,840.80	760.00	2.03%
RENAISSANCE HOLDING LTD G7496G-10-3 RNR	97.34	600,000	58,404.00	34,477.30	23,926.70	672.00	1.15%
Total Non-US Equity			\$268,400.00	\$189,874.98	\$78,525.02	\$3,393.60	1.26%



JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000
EIN 13-7118242

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Emerging Market Equity							
SUBSEA 7 S A	19.36	1,500,000	29,040.00	31,470.67	(2,430.67)	870.00	3.00%
A/D/R							
864323-10-0 SUBC Y							
TOTAL			\$1,564,269.30	\$1,024,413.15			

Client Statement

For the period 11/30/2013 to 12/31/2013

JOHNSON FAMILY FOUNDATION

EIN: 13-7118242

NEUBERGER BERMAN

JPMCC Account: 541-18862-002
Base Currency: USD
NB Account Number: 560-01507

Positions In Your Account

Quantity	Description	Ticker/Usup	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt Value	Unrealized P/L	Annual Income	Yield
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EQUITIES

500	ABBVIE INC		04/29/2009	22.2661	13,359.67		31,686.00			
100	ABBVIE INC		07/23/2013	37.1456	3,714.56		5,281.00			
700	POSITION TOTAL									
500	ACCENTURE PLC IRELAND	ABBV	05/15/2009	24.3818	17,074.25	52.8100	36,867.00	19,892.76	1,120.00	3.03
	SHS CL A	ACN		29.0452	14,522.60	82.2200	41,110.00	26,587.40	930.00	2.26
400	AMERICAN EXPRESS COMPANY	AXP	10/05/2010	38.1685	15,267.39	90.7300	36,292.00	21,024.61	368.00	1.01
500	ANADARKO PETROLEUM CORP		04/04/2005	39.2401	19,617.55		39,860.00			
50	ANADARKO PETROLEUM CORP		10/15/2010	57.4473	2,872.37		3,966.00			
550	POSITION TOTAL	APC		40.8953	22,529.92	79.3200	49,626.00	21,096.08	396.00	0.91
300	AON PLC	AON	04/10/2013	61.3327	18,399.81	83.8900	25,167.00	6,767.19	246.00	0.83
200	BOEING CO		07/18/2012	72.3829	14,476.58		27,298.00			
200	BOEING CO		04/25/2013	92.1479	18,439.58		27,298.00			
200	BOEING CO		07/01/2013	103.8463	20,789.26		27,298.00			
800	POSITION TOTAL	BA		89.6598	53,675.42	138.2300	81,894.00	28,218.58	1,752.00	2.14
2,000	CABOT OIL & GAS CORP		02/02/2009	6.5683	13,132.65		17,620.00			
800	CABOT OIL & GAS CORP		04/29/2009	7.9288	4,666.10		23,258.00			

Client Statement

For the period 11/30/2013 to 12/31/2013

JOHNSON FAMILY FOUNDATION

EIN: 13-7118242

NEUBERGER BERMAN

JPMCC Account: 541-18862 002
Base Currency: USD
NB Account Number: 550-01507

Positions In Your Account

Quantity	Description	Ticker/Usdp	Purchase Date	Average Unit Cost	Total (11/30/13)	Price	Mkt Value	Unrealized P/L	Annual Income	Yield
EQUITIES (Continued)										
2,800	POSITION TOTAL									
550	CARPENTER TECHNOLOGY CORP	COG	08/28/2009	6.8572	17,828.75	38.7860	100,776.00	82,947.25	208.00	0.21
250	CARPENTER TECHNOLOGY CORP		06/22/2012	21.5846	11,871.51		34,210.00			
400	CARPENTER TECHNOLOGY CORP		05/08/2013	43.8713	10,957.83		15,550.00			
1,200	POSITION TOTAL			47.1239	18,849.56		24,880.00			
200	CHUBB CORP	CRS	10/04/2010	34.7407	41,888.90	62.2000	74,640.00	32,951.10	884.00	1.16
1,200	COVANT HOLDING CORPORATION	CB	10/04/2010	56.0248	11,204.96	86.6300	19,326.00	8,121.04	352.00	1.82
700	DELTA AIR LINES INC DEL COM	CVA	12/10/2013	15.2828	18,315.31	17.7500	23,300.00	2,984.69	792.00	3.72
		DAL		28.8350	20,184.50	27.4700	49,229.00	(955.50)	188.00	0.87
475	INTERNATIONAL BUSINESS MACHINES CORP	IBM	04/04/2005	90.3028	42,965.98	187.5700	89,095.75	46,130.67	1,885.00	2.03
550	INTERNATIONAL PAPER CO		03/22/2011	28.8039	14,742.12		26,866.50			
150	INTERNATIONAL PAPER CO		09/07/2012	36.2141	5,432.11		7,354.50			
400	INTERNATIONAL PAPER CO		05/03/2013	45.1394	18,055.76		19,612.00			
1,100	POSITION TOTAL			34.7545	38,229.89	49.0300	53,833.09	15,703.01	1,540.00	2.86
200	JOHNSON & JOHNSON	JNJ	12/31/2012	69.5229	13,904.58	91.5900	18,318.00	4,413.42	598.00	2.88
200	MCDONALDS CORP	MCD	05/18/2009	53.9460	10,769.20	97.0300	19,406.00	8,636.80	848.00	3.34
200	MICROSOFT CORP		08/17/2011	25.0852	5,017.24		7,482.00			
400	MICROSOFT CORP		08/18/2011	24.9429	9,857.16		14,964.00			
400	MICROSOFT CORP		09/14/2011	26.3740	10,549.62		14,964.00			
200	MICROSOFT CORP		09/23/2011	25.1358	5,027.36		7,482.00			
300	MICROSOFT CORP		05/03/2012	32.0399	9,631.18		14,213.00			
200	MICROSOFT CORP		04/16/2013	28.7645	5,756.90		7,982.00			
700	POSITION TOTAL			28.8844	45,839.46	37.4100	93,597.00	17,757.54	1,904.00	2.99
100	OCCE DENTAL REE CORP		02/27/2014	46.7459	23,372.75		17,550.00			

Client Statement

For the period 11/30/2013 to 12/31/2013

JOHNSON FAMILY FOUNDATION

EIN: 13-7118242

NEUBERGER BERMAN

JPMCC Account: 541-18862 002
Base Currency: USD
NB Account Number: 550-01507

Positions In Your Account

Quantity	Description	Ticker/USIP	Purchase Date	Average Unit Cost	(1)(4)(9) Total Cost	Price	Mkt Value	Unrealized P/L	Annual Income	(10) Yield
EQUITIES (Continued)										
300	OCCIDENTAL PETE CORP		08/18/2009	69.6956	20,908.67		28,530.00			
800	POSITION TOTAL									
150	ORACLE CORPORATION	OXY	10/07/2009	55.3518	44,281.42	95.1000	76,080.00	31,798.58	2,048.00	2.69
450	PAC PAGING CORR AMER	ORCL	08/10/2009	20.5818	23,669.06	38.2600	43,999.00	20,329.94	552.00	1.25
500	PAC PAGING CORR AMER		08/12/2009	16.8452	7,566.84		28,475.00			
950	POSITION TOTAL						31,640.00			
1,400	PFEZ INC	PKG	10/20/2010	16.7187	15,882.81	55.2800	60,116.00	44,233.19	1,620.00	2.53
1,200	PFEZ INC		11/10/2010	17.7035	19,473.95		33,693.00			
2,300	POSITION TOTAL						36,756.00			
550	PIONEER NATURAL RESOURCES COMPANY	PFE	08/10/2009	17.2060	39,573.85	30.6300	70,449.00	30,875.15	2,392.00	3.40
250	SANDISK CORP	PXD	10/30/2013	28.5043	15,677.37	184.0700	101,238.50	85,561.13	44.90	0.04
350	SANDISK CORP		12/12/2013	65.7298	23,005.43		17,835.00			
600	POSITION TOTAL						24,689.00			
500	TEXTRON INC	SNDK	08/15/2013	67.3474	40,408.43	70.5400	42,324.00	1,915.57	540.00	1.28
700	THE TRAVELERS COMPANIES INC	TXI	02/02/2009	27.9296	13,964.80	38.7600	38,380.00	4,415.20	48.08	0.22
300	THE TRAVELERS COMPANIES INC		05/18/2009	38.4330	28,689.11		63,378.00			
1,000	POSITION TOTAL						27,162.00			
100	UNILEVER N V	TRV	01/29/2009	38.9051	38,995.14	39.5400	90,540.00	51,544.86	2,000.00	2.21
200	YORK SHSADR		01/30/2009	23.0076	2,300.76		4,023.00			
200	YORK SHSADR		02/05/2009	22.2830	4,456.61		8,048.00			
400	YORK SHSADR		04/29/2009	21.0858	4,213.17		8,646.00			
400	YORK SHSADR			20.1841	3,077.64		16,092.00			

Client Statement

For the period 11/30/2013 to 12/31/2013

JOHNSON FAMILY FOUNDATION

EIN: 13-7118262

NEUBERGER BERMAN

JPMCC Account: 541-18862.002
Base Currency: USD
NB Account Number: 550-01507

Positions In Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt Value	Unrealized P/L	Annual Income	Yield
EQUITIES (Continued)										
900	POSITION TOTAL									
400	UNITED CONTINENTAL HLOGS INC	UAL	11/19/2013	21.1649	19,048.38	40.2300	36,207.00	17,158.62	1,087.40	2.95
350	UNUM GROUP		04/04/2005	38.3696	15,267.84	37.8300	15,132.00	(135.84)	0.00	0.00
1,400	UNUM GROUP		06/10/2009	16.8900	5,894.00		12,278.00		0.00	0.00
1,750	POSITION TOTAL			16.7522	23,453.04		48,112.00			
550	VIACOM INC CLASS B	VIA	10/04/2010	16.7397	29,347.04	35.0800	61,390.00	32,042.98	1,045.00	1.65
				36.1157	19,883.63	37.3400	48,035.00	28,151.37	660.00	1.37
TOTAL EQUITIES							1,408,569.25	690,279.38	25,463.40	1.81

STATEMENT D-1



Capital Gain and Loss Schedule

JOHNSON FAMILY FOUNDATION, INC. EIN 13-7118242
Account Number: Q 73158-00-0

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
KRATON PERFORMANCE POLYMERS	KRA		04/11/13	200.000	4,011.09	4,209.24		-198.15
	50077C106		08/06/13					
Total Short-Term Covered					4,011.09	4,209.24		-198.15



Capital Gain and Loss Schedule

JOHNSON FAMILY FOUNDATION, INC. EIN 13-7118242
Account Number: Q 73158-00-0

Short-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BROOKFIELD PROPERTY PARTNERS	BPY-		04/15/13	51.000	974.69	1,122.42		-147.73
	G16249107		09/05/13					
Total Short-Term Non Covered					974.69	1,122.42		-147.73



Capital Gain and Loss Schedule

JOHNSON FAMILY FOUNDATION, INC. EIN 13-7118242
Account Number Q 73158-00-0

Long-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ANHEUSER BUSCH INBEV SA/NV SPONS ADR	BUD 03524A108		02/22/11 01/15/13	100.000	8,848.80	5,473.64		3,375.16
KRATON PERFORMANCE POLYMERS	KRA 50077C106		Various 08/15/13	300.000	5,845.30	5,403.27		442.03
R R DONNELLEY & SONS CO	RRD 257867101		Various 07/24/13	10,000.000	155,630.28	142,929.50		12,700.78
R R DONNELLEY & SONS CO	RRD 257867101		09/26/11 07/30/13	10,000.000	188,729.71	142,462.00		46,267.71
R R DONNELLEY & SONS CO	RRD 257867101		09/26/11 07/31/13	10,000.000	189,606.69	142,462.00		47,144.69
R R DONNELLEY & SONS CO	RRD 257867101		09/26/11 08/06/13	19,100.000	361,549.05	272,102.42		89,446.63
Total Long-Term Covered					910,209.83	710,832.83		199,377.00



Capital Gain and Loss Schedule

JOHNSON FAMILY FOUNDATION, INC. EIN 13-7118242
Account Number: Q 73158-00-0

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ABBVIE INC COM	00287Y109		12/10/99 01/18/13	486.000	18,009.54	8,400.84		9,608.70
BAXTER INTERNATIONAL INC	BAX 071813109		03/18/03 01/11/13	50.000	3,442.92	1,026.85		2,416.07
BAXTER INTERNATIONAL INC	BAX 071813109		03/18/03 01/15/13	100.000	6,792.84	2,053.69		4,739.15
BAXTER INTERNATIONAL INC	BAX 071813109		03/18/03 03/01/13	100.000	6,823.84	2,053.69		4,770.15
BROOKFIELD PROPERTY PARTNERS	BPY- G16249107		00/00/00 04/30/13	0.660	14.02	.00		14.02
BROOKFIELD ASSET MANAGEMENT INC CL A	BAM 112585104		11/21/07 01/15/13	100.000	3,730.91	3,362.67		368.24
BROOKFIELD ASSET MANAGEMENT INC CL A	BAM 112585104		11/21/07 03/01/13	100.000	3,782.96	3,362.67		420.29
CRIMSON WINE GROUP LTD	CWGL 22662X100		01/29/93 02/27/13	270.000	2,294.95	426.45		1,868.50
INTERNATIONAL BUSINESS MACHINES CORP	IBM 459200101		07/28/10 03/01/13	30.000	6,049.96	3,853.42		2,196.54
JOHNSON & JOHNSON	JNJ 478160104		02/22/93 04/11/13	100.000	8,238.82	992.63		7,246.19
LEUCADIA NATIONAL CORP	LUK 527288104		01/29/93 04/11/13	200.000	5,815.87	1,072.91		4,742.96
LEUCADIA NATIONAL CORP	LUK 527288104		01/29/93 05/17/13	200.000	6,390.55	1,072.91		5,317.64



Capital Gain and Loss Schedule

JOHNSON FAMILY FOUNDATION, INC. EIN 13-7118242
Account Number Q 73158-00-0

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
LEUCADIA NATIONAL CORP	LUK		01/29/93	200.000	5,896.63	1,072.91		4,823.72
	527288104		06/07/13					
LOWES COMPANIES INC	LOW		11/11/10	100.000	4,257.64	2,227.19		2,030.45
	548661107		05/23/13					
LOWES COMPANIES INC	LOW		11/11/10	100.000	4,099.05	2,227.19		1,871.86
	548661107		06/07/13					
MERCK AND CO INC	MRK		02/22/93	200.000	9,489.45	3,437.54		6,051.91
	58933Y105		04/11/13					
MERCK AND CO INC	MRK		02/22/93	200.000	9,785.60	3,437.55		6,348.05
	58933Y105		06/07/13					
MOLEX INC CL A NON-VOTING	MOLX		01/16/96	200.000	4,842.89	2,867.40		1,975.49
	608554200		04/11/13					
MOLEX INC CL A NON-VOTING	MOLX		01/16/96	800.000	30,702.19	11,469.59		19,232.60
	608554200		09/18/13					
MOLEX INC CL A NON-VOTING	MOLX		01/16/96	811.000	31,182.57	11,627.30		19,555.27
	608554200		09/24/13					
ROPER INDUSTRIES INC	ROP		11/02/94	100.000	12,454.22	601.50		11,852.72
	776696106		04/11/13					
WATERS CORP	WAT		05/03/02	100.000	9,626.89	2,704.82		6,922.07
	941848103		06/05/13					
Total Long-Term Non Covered					193,724.31	69,351.72		124,372.59

NEUBERGER Berman

Account No 541-18862
Account Name JOHNSON FAMILY FOUNDATION
Taxpayer Identification Number 13-7118242

NEUBERGER BERMAN LLC
OH4-RM00
P.O. BOX 183211
COLUMBUS, OH 43218
FOR UNDELIVERABLE MAIL ONLY

ORIGINAL: 12/31/13

STATEMENT D-2

2013 Supplemental Gain or Loss Information
Short Term Gain or Loss

01/28/13	H	07/23/12	BOEING CO	BA 097023105	100 00000	7,425 51	7,254 62	170 89
01/29/13	H	07/23/12	BOEING CO	BA 097023105	100 00000	7,356 82	7,254 61	102 21
TOTAL SHORT TERM CAPITAL GAIN						14,782 33	14,509 23	273 10

NEUBERGER BERMAN

NEUBERGER BERMAN

Account No

541-18862

Account Name:

JOHNSON FAMILY FOUNDATION

Taxpayer Identification Number

13-7118242

NEUBERGER BERMAN LLC

OH4-RM00

P O. BOX 183211

COLUMBUS, OH 43218

FOR UNDELIVERABLE MAIL ONLY

12/31/13

ORIGINAL

2013 Supplemental Gain or Loss Information

Long Term Gain or Loss

01/23/13	S	04/29/09	ABBOTT LABORATORIES	ABT	002824100	600.00000	19,680.33	12,319.70	T	7,360.63
06/28/13	H	05/18/09	***ACCENTURE PLC IRELAND SHS CLA	ACN	G1151C101	50.00000	3,549.93	1,490.60		2,059.33
01/28/13	H	10/04/10	AMGEN INC	AMGN	031162100	200.00000	17,035.24	10,994.40		6,040.84
01/29/13	H	10/04/10	AMGEN INC	AMGN	031162100	150.00000	12,778.69	8,245.80		4,532.89
01/23/13	H	04/04/05	INTERNATIONAL BUSINESS MACHINES CORP	IBM	459200101	25.00300	5,174.29	2,261.32		2,912.97
01/24/13	H	06/10/09	PIONEER NATURAL RESOURCES COMPANY	PXD	723787107	100.00000	11,393.86	2,850.43		8,543.43
02/14/13	H	06/10/09	PIONEER NATURAL RESOURCES COMPANY	PXD	723787107	50.00000	6,474.68	1,425.22		5,049.46
10/04/13	H	06/10/09	PIONEER NATURAL RESOURCES COMPANY	PXD	723787107	50.00000	10,040.23	1,425.21		8,615.02
10/16/13	H	06/10/09	PIONEER NATURAL RESOURCES COMPANY	PXD	723787107	50.00000	10,549.91	1,425.21		9,124.70
06/19/13	H	06/10/09	PACKAGING CORP AMER	PKG	695156109	250.00000	12,392.88	4,203.80		8,189.08
07/22/13	H	06/10/09	PACKAGING CORP AMER	PKG	695156109	100.00000	5,340.90	1,681.52		3,659.38
08/12/13	H	02/14/11	ROCKWELL COLLINS INC	COL	774341101	200.00000	14,520.72	13,288.24		1,232.48
08/13/13	H	01/21/11	ROCKWELL COLLINS INC	COL	774341101	200.00000	14,745.28	12,726.92		2,018.36

NEUBERGER BERMAN LLC OH4-RM00 P O BOX 183211 COLUMBUS, OH 43218 FOR UNDELIVERABLE MAIL ONLY		Account No 541-18862	Account Name JOHNSON FAMILY FOUNDATION	Taxpayer Identification Number 13-7118242	NEUBERGER BERMAN
ORIGINAL:			12/31/13		

2013 Supplemental Gain or Loss Information (continued)
Long Term Gain or Loss

Date	Symbol	Description	Quantity	Cost	Other	Gain or Loss
08/14/13	H	01/21/11 ROCKWELL COLLINS INC	COL 774341101	100 00000	7,415 35	6,363 46
08/15/13	H	01/21/11 ROCKWELL COLLINS INC	COL 774341101	100 00000	7,282 73	6,363 46
08/16/13	H	01/21/11 ROCKWELL COLLINS INC	COL 774341101	100 00000	7,276 71	6,363 45
08/12/13	H	04/04/05 UNUM GROUP	UNM 91529Y106	300 00000	8,985 50	5,052 00
09/04/13	H	04/04/05 UNUM GROUP	UNM 91529Y106	300 00000	9,115 28	5,052 00
09/05/13	H	04/04/05 UNUM GROUP	UNM 91529Y106	150 00000	4,577 31	2,526 00
TOTAL LONG TERM CAPITAL GAIN					188,329.82	106,058.74
						82,271.08