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Return of Private Foundation

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

OMB No. 1545-0052

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

EXTENSION ATTACHED

THE JOHNSON FAMILY FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

582 ISLAND DRIVE

City or town, state or province, country, and ZIP or foreign postal code

PALM BEACH, FL 33480

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 6,287,399. (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))

		(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.
c	Other professional fees	STMT 4	37,422.	37,422.	0.
17	Interest		5.	5.	0.
18	Taxes	STMT 5	4,761.	697.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		3,319.	0.	3,319.
22	Printing and publications				
23	Other expenses	STMT 6	778.	393.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		53,785.	42,267.	0.
25	Contributions, gifts, grants paid		224,000.		224,000.
26	Total expenses and disbursements Add lines 24 and 25		277,785.	42,267.	0.
27	Subtract line 26 from line 12:		210,829.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		445,977.		
c	Adjusted net income (if negative, enter -0-)			0.	

17

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
	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				
	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				
	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"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	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.	(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 ►	11	4,780. Refunded ► 0.	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
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?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
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? <i>If "No," attach explanation</i>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <u>THOMAS S. JOHNSON</u> Located at ► <u>582 ISLAND DRIVE, PALM BEACH, FL</u>	Telephone no. ► <u>212-503-8800</u> ZIP+4 ► <u>33480</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	<input checked="" type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/>

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	<p>During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person?</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?</p> <p>(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)?</p> <p>(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.)</p>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did <u>any</u> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	1b
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 <input checked="" type="checkbox"/>
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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is <u>not</u> 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	2b
c	If the provisions of section 4942(a)(2) are being applied to <u>any</u> 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	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a <input checked="" type="checkbox"/>
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 <input checked="" type="checkbox"/>

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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

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?

If "Yes" to 6b, file Form 8870

6b

X

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

All other program-related investments. See instructions.

3
Total. Add lines 1 through 3
0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:

a Average monthly fair market value of securities

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:

1a 231,454.

a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26

1b 0.

b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

2

3 Amounts set aside for specific charitable projects that satisfy the:

3a

a Suitability test (prior IRS approval required)

3b

b Cash distribution test (attach the required schedule)

4 231,454.

4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

5

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

6 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			0.	
a Enter amount for 2012 only				
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.			0.	
a Applied to 2012, but not more than line 2a				
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:	3,352,426.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed	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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(i)(3) or 4942(i)(5)

		Prior 3 years				(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2	a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
	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	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).)

NONE

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

NONE

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

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

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

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

6. Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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)			► 3a 224,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	67,565.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,856.	120.
8 Gain or (loss) from sales of assets other than inventory			18	418,823.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		488,244.	120.
13 Total Add line 12, columns (b), (d), and (e)				13	488,364.
(See worksheet in line 13 instructions to verify calculations.)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII 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?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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.

► Margaret C. Johnson

► PRESIDENT

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

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SARA RABI	<i>Sara Rabi</i>	7/17/14		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		

THE JOHNSON FAMILY FOUNDATION, INC.

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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<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

THE JOHNSON FAMILY FOUNDATION, INC.

13-7118242

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

THE JOHNSON FAMILY FOUNDATION, INC.

13-7118242

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► 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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. THE JOHNSON FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 13-7118242
	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)

0 4

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 INVESTMENT 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 INVESTMENT 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
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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
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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
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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				
BLACKSTONE GROUP LP	1,742,703. 51,953.	2,972,838. 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	2.82%
COACH INC 189754-10-4 COH	56.13	800.000	44,904.00	41,689.35	3,214.65	1,080.00	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	0.80%
GOOGLE INC 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 52728B-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	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	56.00	1.89%
ROPER INDUSTRIES INC 776636-10-6 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	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	2.28%
WATERS CORP 941848-10-3 WAT	100.00	400.000	40,000.00	18,254.96	21,745.04	391.00	
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 SA/NV 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 G7486G-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%
ADIR							
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

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

Positions in Your Account

Quantity	Description	Purchase Date	Average Unit Cost	Total (1)(2)(9)	Unrealized (2)	Annual (6)	Mkt. Value	PL Income	Yield

Equities

600	ABBEY INC	04/29/2009	22.2661	13,359.67			31,686.00		
100	ABBEY INC	07/23/2013	37.1458	3,714.58			5,261.00		
700	POSITION TOTAL								
500	ACCENTURE PLC IRELAND								
500	SHS GLA	05/15/2009	29.0452	14,532.60			28,587.40		
							82.2200	41,170.00	2.26
400	AMERICAN EXPRESS COMPANY	10/05/2010	38.1665	15,287.39			36,258.00		
500	ANADARKO PETROLEUM CORP	04/04/2005	39.2401	19,657.55			39,680.00		
50	ANADARKO PETROLEUM CORP	10/15/2010	57.4473	2,672.37			3,955.00		
350	POSITION TOTAL						43,635.00		
300	AON PLC	04/10/2013	40.8893	22,529.92			33,890.00		
							18,359.81		
200	SHS CLA						29,167.00	6,767.19	0.91
200	BOEING CO	07/18/2012	72.3839	14,476.58			27,298.00		
200	BOEING CO	04/25/2013	82.1476	18,429.58			27,296.00		
200	BOEING CO	07/01/2013	83.8463	20,769.26			27,298.00		
800	POSITION TOTAL								
200	CABOT OIL & GAS CORP	02/02/2009	89.4538	53,675.42			81,894.00		
200	CABOT OIL & GAS CORP	04/26/2009	6,566.53	13,132.65			17,724.00		
600	CABOT OIL & GAS CORP	04/26/2009	7,826.00	4,686.10			23,256.00		

Client Statement

For the period 11/30/2013 to 12/31/2013
JOHNSON FAMILY FOUNDATION
 EIN: 13-7118242

Positions in Your Account

Quantity	Description	Purchase Date	Average (14)(9) Unit Cost	Total (14)(9) Cost	Mkt. Value	Unrealized P/L	Annual (6) Income	Capital Xpnd.
EQUITIES (Continued)								
300 OCCIDENTAL PETE CORP								
800	POSITION TOTAL		69.8656	20,908.67	20,530.00			
150	ORACLE CORPORATION	08/18/2008	55.3518	44,281.42	46,1000	1,818.00	2,66	
450	PACKAGING CORR AMER	10/07/2009	20.3818	23,689.06	33,965.00	10,276.00		
500	PACKAGING CORP AMER	06/10/2009	16.8152	7,566.84	13,965.00	6,398.00	1,25	
950	POSITION TOTAL	08/12/2009	18.6319	8,315.97	28,476.00	20,339.96	552.00	
1,400	PFIZER INC	08/18/2008	16.7187	15,882.81	15,840.00	-42.81		
1,200	PFIZER INC	10/26/2010	17.7035	19,473.85	16,116.00	-3,357.85	44,233.19	1,620.00
1,200	PFIZER INC	11/10/2010	16.7500	20,100.00	18,893.00	-1,207.00	44,233.19	2,53
2,300	POSITION TOTAL				36,756.00			
550	PIONEER NATURAL RESOURCES	07/20/2010	39.5713	30,530.00	30,449.00	-811.00	30,875.16	2,392.00
1,200	COMPANY	08/10/2009	28.5043	34,877.37	34,070.00	-803.00	85,561.13	3,40
1,200	COMPANY	10/20/2013	66.6120	17,403.00	17,835.00	443.00	44,90	0.04
350	SANDISK CORP	12/12/2013	65.7298	23,005.43	24,689.00	684.00		
600	POSITION TOTAL				42,324.00			
500	TEXTRON INC	08/16/2013	67.3474	40,408.43	40,408.43		40,408.43	
700	THE TRAVELERS COMPANIES INC	02/12/2009	27.9296	13,964.80	18,380.00	4,415.20	4,415.20	4,415.20
300	THE TRAVELERS COMPANIES INC	05/18/2009	38.4330	26,868.14	26,868.14		26,868.14	
1,000	POSITION TOTAL				53,378.00			
400	UNILEVER N V	01/29/2009	40.6534	12,916.03	12,916.03		12,916.03	
200	YORK SH S ADR	01/30/2009	38.9051	14,540.00	14,540.00		14,540.00	
200	UNILEVER N V	02/05/2009	22.3820	4,568.81	4,568.81		4,568.81	
400	YORK SH S ADR	04/29/2009	21.0656	8,846.00	8,846.00		8,846.00	
400	UNILEVER N V	04/29/2009	20.1941	8,077.64	8,077.64		8,077.64	

Client Statement

For the period 11/30/2013 to 12/31/2013
JOHNSON FAMILY FOUNDATION
EIN: 13-7118242

Positions In Your Account

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

NEUBERGER Berman

Quantity	Description	Purchase Date	Average (1)(4)(9) Unit Cost	Total (1)(4)(9) Cost	Mkt. value	Unrealized(2) P/L	Annual (8) Income							
							(10) Yield	(10) Yield						
EQUITIES (Continued)														
900 POSITION TOTAL														
400 UNITED CONTINENTAL HOLDINGS INC	UN	21.1649	40.2300	16,207.00	17,158.62	1,951.62	2.95							
350 URUM GROUP	UAI	11/19/2013	38.3656	15,257.84	15,192.00	(136.84)	0.00	0.00						
1,400 URUM GROUP	UAI	04/04/2005	16.6500	5,884.00	12,278.00									
1,750 POSITION TOTAL	UAI	06/09/2009	16.7522	23,453.04	46,112.00									
550 VIACOM INC CLASS B	VIA.B	16.7397	23.347.04	35,050.00	61,390.00	32,042.98	1.015.00	1.65						
36,1157	VIA.B	10/04/2010	19.883.63	87,340.00	49,037.00	28,173.37	660.00	1.35						
TOTAL EQUITIES														
			718,289.89		1,408,569.25	690,279.38	25,463.40	1.81						

STATEMENT D-1

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

Capital Gain and Loss Schedule**Short-Term Covered**

<u>Description</u>	<u>Stock and other symbol Cusip</u>	<u>Code*</u>	<u>Date Acquired Date Sold</u>	<u>Units</u>	<u>Sales Price</u>	<u>Cost or Other Basis</u>	<u>Adjustments to gain or loss</u>	<u>Gain or Loss Ordinary Income**</u>
KRATON PERFORMANCE POLYMERS	500777C106	KRA	04/11/13 08/06/13	200.000	4,011.09	4,209.24		
Total Short-Term Covered					4,011.09	4,209.24		
							-198.15	



Capital Gain and Loss Schedule

Short-Term Non Covered

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

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



Capital Gain and Loss Schedule

Long-Term Covered

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

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 S A/NV SPONS ADR	035244A108	BUD	01/15/13	02/22/11	100,000	8,848.80	5,473.64	3,375.16
KRATON PERFORMANCE POLYMERS	50077C106	KRA	08/15/13	Various	300,000	5,845.30	5,403.27	442.03
R R DONNELLEY & SONS CO	257867101	RRD	07/24/13	Various	10,000,000	155,630.28	142,929.50	12,700.78
R R DONNELLEY & SONS CO	257867101	RRD	09/26/11	07/30/13	10,000,000	188,729.71	142,462.00	46,267.71
R R DONNELLEY & SONS CO	257867101	RRD	09/26/11	07/31/13	10,000,000	189,606.89	142,462.00	47,144.69
R R DONNELLEY & SONS CO	257867101	RRD	09/26/11	08/06/13	19,100,000	361,549.05	272,102.42	89,446.63
Total Long-Term Covered							199,377.00	
Total Long-Term Covered							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 on entry income**
Long-Term Non-Covered								
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

J.D. Morgan

Capital Gain and Loss Schedule
Long-Term Non Covered

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

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

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	NEUBERGER BERMAN
		Taxpayer Identification Number 13-7118242		
		ORIGINAL:	12/31/13	

2013 Supplemental Gain or Loss Information
Short Term Gain or Loss

STATEMENT D-2

01/28/13	H	07/23/12	BOEING CO	BA 097/023105
01/29/13	H	07/23/12	BOEING CO	BA 097/023105
TOTAL SHORT TERM CAPITAL GAIN		14,782.33	14,509.23	273.10

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
ORIGINAL. 12/31/13

2013 Supplemental Gain or Loss Information	
Long Term Gain or Loss	
01/23/13 S 04/29/09	ABBOTT LABORATORIES
06/28/13 H 05/18/09	**ACCENTURE PLC IRELAND SHS CLA
01/28/13 H 10/04/10	AMGEN INC
01/29/13 H 10/04/10	AMGEN INC
01/23/13 H 04/04/05	INTERNATIONAL BUSINESS MACHINES CORP
01/24/13 H 06/10/09	PIONEER NATURAL RESOURCES COMPANY
02/14/13 H 06/10/09	PIONEER NATURAL RESOURCES COMPANY
10/04/13 H 06/10/09	PIONEER NATURAL RESOURCES COMPANY
10/16/13 H 06/10/09	PIONEER NATURAL RESOURCES COMPANY
06/19/13 H 06/10/09	PACKAGING CORP AMER
07/22/13 H 06/10/09	PACKAGING CORP AMER
08/12/13 H 02/14/11	ROCKWELL COLLINS INC
08/13/13 H 01/21/11	ROCKWELL COLLINS INC

Account No	Account Name	ABT	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 30	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 Account Name Taxpayer Identification Number	541-18862 JOHNSON FAMILY FOUNDATION 13-7118242
ORIGINAL:	12/31/13	NEUBERGER BERMAN

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

08/14/13 H 01/21/11	ROCKWELL COLLINS INC	COL 774341101	100 000000	7,415.35	6,363.46	1,051.89
08/15/13 H 01/21/11	ROCKWELL COLLINS INC	COL 774341101	100.000000	7,282.73	6,363.46	919.27
08/16/13 H 01/21/11	ROCKWELL COLLINS INC	COL 774341101	100 000000	7,276.71	6,363.45	913.26
08/12/13 H 04/04/05	UNUM GROUP	UNM 91529Y106	300.000000	8,985.50	5,052.00	3,933.50
09/04/13 H 04/04/05	UNUM GROUP	UNM 91529Y106	300 000000	9,115.28	5,052.00	4,063.28
09/05/13 H 04/04/05	UNUM GROUP	UNM 91529Y106	150 000000	4,577.31	2,526.00	2,051.31
TOTAL LONG TERM CAPITAL GAIN			188,329.82	106,058.74	82,271.08	