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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

|                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                |                                                                                                                                                                              |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br>JW JOHNSON FAMILY CHARITABLE TRUST                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                | A Employer identification number<br><br>20-7203295                                                                                                                           |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>10813 EAST WINDGATE PASS DRIVE                                                                                                                                                                                                                    |                                                                                                                                                                                                | B Telephone number (see instructions)<br><br>(480) 513-1125                                                                                                                  |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>SCOTTSDALE, AZ 85255                                                                                                                                                                                                                                      |                                                                                                                                                                                                | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |  |
| G Check all that apply<br><div><input type="checkbox"/> Initial return<br/><input type="checkbox"/> Final return<br/><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity<br/><input type="checkbox"/> Amended return<br/><input type="checkbox"/> Name change</div> |                                                                                                                                                                                                | D 1. Foreign organizations, check here <input type="checkbox"/><br>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<br><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) <input checked="" type="checkbox"/> \$ 9,626,208                                                                                                                                                                                                   | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |  |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small> |                                                                                             | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                                            | 1 Contributions, gifts, grants, etc , received (attach schedule)                            | 506,530                            |                           |                         |                                                             |
|                                                                                                                                                                                    | 2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B   |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 3 Interest on savings and temporary cash investments                                        | 23,004                             | 23,004                    |                         |                                                             |
|                                                                                                                                                                                    | 4 Dividends and interest from securities. . . . .                                           | 74,506                             | 74,506                    |                         |                                                             |
|                                                                                                                                                                                    | 5a Gross rents . . . . .                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | b Net rental income or (loss) _____                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                                    | 177,821                            |                           |                         |                                                             |
|                                                                                                                                                                                    | b Gross sales price for all assets on line 6a<br>1,444,132                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2) . . .                                      |                                    | 177,821                   |                         |                                                             |
|                                                                                                                                                                                    | 8 Net short-term capital gain . . . . .                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 9 Income modifications . . . . .                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 10a Gross sales less returns and allowances                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | b Less Cost of goods sold . . . . .                                                         |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                                              | c Gross profit or (loss) (attach schedule) . . . . .                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 11 Other income (attach schedule) . . . . .                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 12 <b>Total.</b> Add lines 1 through 11 . . . . .                                           | 781,861                            | 275,331                   |                         |                                                             |
|                                                                                                                                                                                    | 13 Compensation of officers, directors, trustees, etc                                       | 0                                  | 0                         |                         | 0                                                           |
|                                                                                                                                                                                    | 14 Other employee salaries and wages . . . . .                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 15 Pension plans, employee benefits . . . . .                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 16a Legal fees (attach schedule) . . . . .                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | b Accounting fees (attach schedule) . . . . .                                               | 4,800                              | 2,400                     |                         | 2,400                                                       |
|                                                                                                                                                                                    | c Other professional fees (attach schedule) . . . . .                                       | 19,479                             | 19,479                    |                         | 0                                                           |
|                                                                                                                                                                                    | 17 Interest . . . . .                                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 18 Taxes (attach schedule) (see instructions)                                               | 955                                | 955                       |                         | 0                                                           |
|                                                                                                                                                                                    | 19 Depreciation (attach schedule) and depletion . . .                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 20 Occupancy . . . . .                                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 21 Travel, conferences, and meetings . . . . .                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 22 Printing and publications . . . . .                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 23 Other expenses (attach schedule) . . . . .                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 24 <b>Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . . | 25,234                             | 22,834                    |                         | 2,400                                                       |
|                                                                                                                                                                                    | 25 Contributions, gifts, grants paid . . . . .                                              | 429,350                            |                           |                         | 429,350                                                     |
|                                                                                                                                                                                    | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                             | 454,584                            | 22,834                    |                         | 431,750                                                     |
|                                                                                                                                                                                    | 27 Subtract line 26 from line 12                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | a <b>Excess of revenue over expenses and disbursements</b>                                  | 327,277                            |                           |                         |                                                             |
|                                                                                                                                                                                    | b <b>Net investment income</b> (if negative, enter -0-)                                     |                                    | 252,497                   |                         |                                                             |
|                                                                                                                                                                                    | c <b>Adjusted net income</b> (if negative, enter -0-)                                       |                                    |                           |                         |                                                             |

| Part II Balance Sheets      |                                                                                                                               | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )               | Beginning of year | End of year    |                       |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                             |                                                                                                                               |                                                                                                                                   | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1                                                                                                                             | Cash—non-interest-bearing . . . . .                                                                                               | 204,904           | 233,250        | 233,250               |
|                             | 2                                                                                                                             | Savings and temporary cash investments . . . . .                                                                                  |                   |                |                       |
|                             | 3                                                                                                                             | Accounts receivable ▶ <u>1,053</u>                                                                                                |                   |                |                       |
|                             |                                                                                                                               | Less allowance for doubtful accounts ▶ _____                                                                                      | 786               | 1,053          | 1,053                 |
|                             | 4                                                                                                                             | Pledges receivable ▶ _____                                                                                                        |                   |                |                       |
|                             |                                                                                                                               | Less allowance for doubtful accounts ▶ _____                                                                                      |                   |                |                       |
|                             | 5                                                                                                                             | Grants receivable . . . . .                                                                                                       |                   |                |                       |
|                             | 6                                                                                                                             | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |                   |                |                       |
|                             | 7                                                                                                                             | Other notes and loans receivable (attach schedule) ▶ _____                                                                        |                   |                |                       |
|                             |                                                                                                                               | Less allowance for doubtful accounts ▶ _____                                                                                      |                   |                |                       |
|                             | 8                                                                                                                             | Inventories for sale or use . . . . .                                                                                             |                   |                |                       |
|                             | 9                                                                                                                             | Prepaid expenses and deferred charges . . . . .                                                                                   |                   |                |                       |
|                             | 10a                                                                                                                           | Investments—U S and state government obligations (attach schedule)                                                                |                   |                |                       |
|                             | b                                                                                                                             | Investments—corporate stock (attach schedule) . . . . .                                                                           | 397,840           | 436,650        | 605,399               |
|                             | c                                                                                                                             | Investments—corporate bonds (attach schedule). . . . .                                                                            |                   |                |                       |
|                             | 11                                                                                                                            | Investments—land, buildings, and equipment basis ▶ _____                                                                          |                   |                |                       |
|                             | Less accumulated depreciation (attach schedule) ▶ _____                                                                       |                                                                                                                                   |                   |                |                       |
| 12                          | Investments—mortgage loans . . . . .                                                                                          |                                                                                                                                   |                   |                |                       |
| 13                          | Investments—other (attach schedule) . . . . .                                                                                 | 4,322,156                                                                                                                         | 4,540,917         | 8,786,506      |                       |
| 14                          | Land, buildings, and equipment basis ▶ _____                                                                                  |                                                                                                                                   |                   |                |                       |
|                             | Less accumulated depreciation (attach schedule) ▶ _____                                                                       |                                                                                                                                   |                   |                |                       |
| 15                          | Other assets (describe ▶ _____)                                                                                               |                                                                                                                                   |                   |                |                       |
| 16                          | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                                    | 4,925,686                                                                                                                         | 5,211,870         | 9,626,208      |                       |
| Liabilities                 | 17                                                                                                                            | Accounts payable and accrued expenses . . . . .                                                                                   | 6,743             |                |                       |
|                             | 18                                                                                                                            | Grants payable . . . . .                                                                                                          |                   |                |                       |
|                             | 19                                                                                                                            | Deferred revenue . . . . .                                                                                                        |                   |                |                       |
|                             | 20                                                                                                                            | Loans from officers, directors, trustees, and other disqualified persons                                                          |                   |                |                       |
|                             | 21                                                                                                                            | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                   |                |                       |
|                             | 22                                                                                                                            | Other liabilities (describe ▶ _____)                                                                                              | 35,300            | 950            |                       |
|                             | 23                                                                                                                            | Total liabilities (add lines 17 through 22) . . . . .                                                                             | 42,043            | 950            |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                                                                   |                   |                |                       |
|                             | 24                                                                                                                            | Unrestricted . . . . .                                                                                                            |                   |                |                       |
|                             | 25                                                                                                                            | Temporarily restricted . . . . .                                                                                                  |                   |                |                       |
|                             | 26                                                                                                                            | Permanently restricted . . . . .                                                                                                  |                   |                |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.   |                                                                                                                                   |                   |                |                       |
|                             | 27                                                                                                                            | Capital stock, trust principal, or current funds . . . . .                                                                        | 0                 | 0              |                       |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg , and equipment fund                                                                    | 0                 | 0              |                       |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds                                                                  | 4,883,643         | 5,210,920      |                       |
|                             | 30                                                                                                                            | Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                     | 4,883,643         | 5,210,920      |                       |
|                             | 31                                                                                                                            | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                        | 4,925,686         | 5,211,870      |                       |

| 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 | 4,883,643 |
| 2                                                           | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 | 327,277   |
| 3                                                           | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3 | 0         |
| 4                                                           | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 | 5,210,920 |
| 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 | 5,210,920 |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1a                                                                                                                                | See Additional Data Table |                                              |                                      |                                  |
| b                                                                                                                                 |                           |                                              |                                      |                                  |
| c                                                                                                                                 |                           |                                              |                                      |                                  |
| d                                                                                                                                 |                           |                                              |                                      |                                  |
| e                                                                                                                                 |                           |                                              |                                      |                                  |

|                             |                                            |                                                 |                                              |
|-----------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| (e) Gross sales price       | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
| a See Additional Data Table |                                            |                                                 |                                              |
| b                           |                                            |                                                 |                                              |
| c                           |                                            |                                                 |                                              |
| d                           |                                            |                                                 |                                              |
| e                           |                                            |                                                 |                                              |

|                                                                                             |                                      |                                               |                                                                                              |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                               | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                              |
| a See Additional Data Table                                                                 |                                      |                                               |                                                                                              |
| b                                                                                           |                                      |                                               |                                                                                              |
| c                                                                                           |                                      |                                               |                                                                                              |
| d                                                                                           |                                      |                                               |                                                                                              |
| e                                                                                           |                                      |                                               |                                                                                              |

|   |                                                                                                                                                                                                              |                                                                                     |   |         |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|---------|
| 2 | Capital gain net income or (net capital loss)                                                                                                                                                                | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 177,821 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 . . . . . |                                                                                     | 3 |         |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

|                                                                      |                                          |                                              |                                                           |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2012                                                                 | 157,923                                  | 3,246,586                                    | 0 048643                                                  |
| 2011                                                                 | 2,150,065                                | 4,383,131                                    | 0 490532                                                  |
| 2010                                                                 | 146,403                                  | 2,877,710                                    | 0 050875                                                  |
| 2009                                                                 | 130,911                                  | 2,504,240                                    | 0 052276                                                  |
| 2008                                                                 | 191,576                                  | 3,256,902                                    | 0 058822                                                  |

|   |                                                                                                                                                                                                                                  |   |           |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 2 | Total of line 1, column (d). . . . .                                                                                                                                                                                             | 2 | 0 701148  |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . .                                            | 3 | 0 140230  |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .                                                                                                                                            | 4 | 7,164,630 |
| 5 | Multiply line 4 by line 3. . . . .                                                                                                                                                                                               | 5 | 1,004,696 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                                                              | 6 | 2,525     |
| 7 | Add lines 5 and 6. . . . .                                                                                                                                                                                                       | 7 | 1,007,221 |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .<br><br>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<br>the Part VI instructions | 8 | 431,750   |

| Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)                                  |                                                                     |    |        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                              |                                                                     | 1  | 5,050  |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)                                                          |                                                                     |    |        |
| 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 . . . . . |                                                                     |    |        |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                     |                                                                     |    |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                  |                                                                     | 2  | 0      |
| 3 Add lines 1 and 2. . . . .                                                                                                                                |                                                                     | 3  | 5,050  |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                |                                                                     | 4  | 0      |
| 5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .                                                          |                                                                     | 5  | 5,050  |
| 6 Credits/Payments                                                                                                                                          |                                                                     |    |        |
| a                                                                                                                                                           | 2013 estimated tax payments and 2012 overpayment credited to 2013   | 6a | 12,803 |
| b                                                                                                                                                           | Exempt foreign organizations—tax withheld at source . . . . .       | 6b |        |
| c                                                                                                                                                           | Tax paid with application for extension of time to file (Form 8868) | 6c |        |
| d                                                                                                                                                           | Backup withholding erroneously withheld . . . . .                   | 6d |        |
| 7 Total credits and payments Add lines 6a through 6d. . . . .                                                                                               |                                                                     | 7  | 12,803 |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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 | 7,753  |
| 11 Enter the amount of line 10 to be Credited to 2014 estimated tax  7,753 Refunded                                                                         |                                                                     | 11 | 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? . . . . .                                                                                                                                                                                                           |  | 1a | No  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .                                                                                                                                                                                                                           |  | 1b | No  |
| 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.                                                                                                                                                                                               |  |    |     |
| c Did the foundation file Form 1120-POL for this year?. . . . .                                                                                                                                                                                                                                                                                                                             |  | 1c | No  |
| 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? . . . . .                                                                                                                                                                                                                                                                                 |  | 2  | No  |
| If "Yes," attach a detailed description of the activities.                                                                                                                                                                                                                                                                                                                                  |  |    |     |
| 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 . . . . .                                                                                                                                                      |  | 3  | No  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .                                                                                                                                                                                                                                                                                     |  | 4a | No  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .                                                                                                                                                                                                                                                                                                                 |  | 4b |     |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .                                                                                                                                                                                                                                                                                  |  | 5  | No  |
| If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                                                                                                                                                                           |  |    |     |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul> |  | 6  | Yes |
| 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.                                                                                                                                                                                                                                                        |  | 7  | Yes |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions)  AZ                                                                                                                                                                                                                                                                                   |  |    |     |
| 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 .                                                                                                                                                                             |  | 8b | Yes |
| 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 . . . . .                                                                                                                            |  | 9  | No  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.                                                                                                                                                                                                                                                      |  | 10 | No  |

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 |     | No |
| 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 |     | No |
| 13                                                                                                                              | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                                                                           | 13 | Yes |    |
| Website address ▶N/A                                                                                                            |                                                                                                                                                                                                                                               |    |     |    |
| 14                                                                                                                              | The books are in care of ▶AMG NATIONAL TRUST BANK Telephone no ▶(303) 694-2190<br>Located at ▶6501 E BELLEVIEW AVE 400 ENGLEWOOD CO ZIP +4 ▶80111                                                                                             |    |     |    |
| 15                                                                                                                              | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ | 15 |     |    |
| 16                                                                                                                              | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?                                                     | 16 | Yes | No |
| See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ |                                                                                                                                                                                                                                               |    |     |    |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |    |     |    |
|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |    | Yes | No |
| 1a                                                                                      | During the year did the foundation (either directly or indirectly)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <b>any</b> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 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 |     | No |
| 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<br>If "Yes," list the years ▶ 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |     |    |
| b                                                                                       | Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 2b |     |    |
| c                                                                                       | If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |     |    |
| 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ). . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 3b |     |    |
| 4a                                                                                      | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 4a |     | No |
| 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 |     | No |

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))?

YesNo

(2)

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

YesNo

(3)

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

YesNo

(4)

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

YesNo

(5)

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

YesNo

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)?

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?

YesNo

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?

YesNo

b

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

6b

No

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

7a

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

YesNo

b

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

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 (see instructions).

| (a) Name and address      | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Additional Data Table |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |

2

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

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

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

0

Form 990-PF (2013)

Part VIII

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". |                     |                  |
|------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000                                                      | (b) Type of service | (c) Compensation |
| NONE                                                                                                             |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
| Total number of others receiving over \$50,000 for professional services. . . . .                                |                     | 0                |

Part IX-A

Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1 NOT APPLICABLE                                                                                                                                                                                                                                       | 0        |
| 2                                                                                                                                                                                                                                                      |          |
| 3                                                                                                                                                                                                                                                      |          |
| 4                                                                                                                                                                                                                                                      |          |

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 NOT APPLICABLE                                                                                                 | 0      |
| 2                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| All other program-related investments. See page 24 of the 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 | 7,051,924 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 221,812   |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 0         |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 7,273,736 |
| 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  | 7,273,736 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 109,106   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 7,164,630 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 358,232   |

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  | 358,232 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. . . . .                                           | 2a | 5,050   |
| b  | Income tax for 2013 (This does not include the tax from Part VI ). . . . .                                | 2b |         |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 5,050   |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 353,182 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  | 0       |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 353,182 |
| 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  | 353,182 |

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 | 431,750 |
| 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  | 431,750 |
| 5                                                                                                                                                                                            | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . . | 5  | 0       |
| 6                                                                                                                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .                                                                                      | 6  | 431,750 |
| 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)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7                                                                                                                                |               |                            |             | 353,182     |
| 2 Undistributed income, if any, as of the end of 2013                                                                                                                               |               |                            |             |             |
| a Enter amount for 2012 only. . . . .                                                                                                                                               |               |                            | 0           |             |
| b Total for prior years 20__ , 20__ , 20__                                                                                                                                          |               | 0                          |             |             |
| 3 Excess distributions carryover, if any, to 2013                                                                                                                                   |               |                            |             |             |
| a From 2008. . . . .                                                                                                                                                                | 30,177        |                            |             |             |
| b From 2009. . . . .                                                                                                                                                                | 7,107         |                            |             |             |
| c From 2010. . . . .                                                                                                                                                                | 3,637         |                            |             |             |
| d From 2011. . . . .                                                                                                                                                                | 1,958,754     |                            |             |             |
| e From 2012. . . . .                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e. . . . .                                                                                                                                              | 1,999,675     |                            |             |             |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 431,750                                                                                                              |               |                            |             |             |
| 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. . . . .                                                                                                                                     |               |                            |             | 353,182     |
| e Remaining amount distributed out of corpus                                                                                                                                        | 78,568        |                            |             |             |
| 5 Excess distributions carryover applied to 2013<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                              | 0             |                            |             | 0           |
| 6 Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   | 2,078,243     |                            |             |             |
| 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 instructions . . . . .                                                                             |               |                            | 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) (see instructions). . . . .                                  | 0             |                            |             |             |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .                                                                                  | 30,177        |                            |             |             |
| 9 Excess distributions carryover to 2014.<br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                          | 2,048,066     |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2009. . . .                                                                                                                                                           | 7,107         |                            |             |             |
| b Excess from 2010. . . .                                                                                                                                                           | 3,637         |                            |             |             |
| c Excess from 2011. . . .                                                                                                                                                           | 1,958,754     |                            |             |             |
| d Excess from 2012. . . .                                                                                                                                                           |               |                            |             |             |
| e Excess from 2013. . . .                                                                                                                                                           | 78,568        |                            |             |             |



Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                           | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| Name and address (home or business)                 |                                                                                                                    |                                      |                                     |         |
| a Paid during the year<br>See Additional Data Table |                                                                                                                    |                                      |                                     |         |
| Total . . . . .                                     |                                                                                                                    |                                      | 3a                                  | 429,350 |
| b Approved for future payment                       |                                                                                                                    |                                      |                                     |         |
| Total . . . . .                                     |                                                                                                                    |                                      | 3b                                  | 0       |

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

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

1c

No

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.

| (a) Line No | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|-----------------------------------------------|----------------------------------------------------------------------|
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
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|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |

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 |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

Sign Here

\*\*\*\*\*

Signature of officer or trustee

2014-05-13

Date

\*\*\*\*\*

Title

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

☒

Yes

☐

No

Paid Preparer Use Only

Print/Type preparer's name

MARY KAYE JOHNSTON CPA

Preparer's Signature

Date

Check if self-employed

☐

PTIN

P00359771

Firm's name

AMG NATIONAL TRUST BANK

Firm's EIN

84-1595367

Firm's address

6501 E BELLEVIEW AVE STE 400 ENGLEWOOD, CO 801116020

Phone no

(303) 694-2190

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| AMG 1274-395 748 SHARES OF T ROWE PRICE EMERGING MARKETS BOND FUND #110                                                           | P                                            | 2012-03-30                           | 2013-02-15                       |
| AMG 1274-3006 682 SHARES OF T ROWE PRICE EMERGING MARKETS BOND FUND #110                                                          | P                                            | 2012-04-30                           | 2013-02-15                       |
| AMG 1274-1337 047 SHARES OF BUFFALO MID CAP FUND #1446                                                                            | P                                            | 2012-03-30                           | 2013-02-15                       |
| AMG 1274-179 587 SHARES OF COHEN & STEERS REALTY SHARES#1262                                                                      | P                                            | 2012-03-30                           | 2013-02-15                       |
| AMG 1274-184 615 SHARES OF COHEN & STEERS REALTY SHARES#1262                                                                      | P                                            | 2012-05-30                           | 2013-02-15                       |
| AMG 1274-166 353 SHARES OF COHEN & STEERS REALTY SHARES#1262                                                                      | P                                            | 2012-07-31                           | 2013-02-15                       |
| AMG 1274-335 008 SHARES OF T ROWE PRICE MID-CAP GROWTH #64                                                                        | P                                            | 2012-03-30                           | 2013-02-15                       |
| AMG 1274-324 296 SHARES OF T ROWE PRICE MID-CAP GROWTH #64                                                                        | P                                            | 2012-04-30                           | 2013-02-15                       |
| AMG 1274-3176 353 SHARES OF T ROWE PRICE INTERNATIONAL BOND #76                                                                   | P                                            | 2012-04-30                           | 2013-03-15                       |
| AMG 1274-2286 548 SHARES OF T ROWE PRICE INTERNATIONAL BOND #76                                                                   | P                                            | 2012-07-31                           | 2013-03-15                       |
| AMG 1274-3179 074 SHARES OF T ROWE PRICE INTERNATIONAL BOND #76                                                                   | P                                            | 2012-08-30                           | 2013-03-15                       |
| AMG 1274-15527 95 SHARES OF PIMCO HIGH YIELD INST #108                                                                            | P                                            | 2013-02-15                           | 2013-07-12                       |
| AMG 1274-4135 705 SHARES OF CALAMOS GROWTH FUND-I                                                                                 | P                                            | 2007-03-22                           | 2013-01-09                       |
| AMG 1274-872 125 SHARES OF BUFFALO MID CAP FUND #1446                                                                             | P                                            | 2011-02-17                           | 2013-02-15                       |
| AMG 1274-202 653 SHARES OF COHEN & STEERS REALTY SHARES#1262                                                                      | P                                            | 2010-09-09                           | 2013-02-15                       |
| AMG 1274-194 932 SHARES OF COHEN & STEERS REALTY SHARES#1262                                                                      | P                                            | 2010-10-12                           | 2013-02-15                       |
| AMG 1274-193 023 SHARES OF COHEN & STEERS REALTY SHARES#1262                                                                      | P                                            | 2010-12-09                           | 2013-02-15                       |
| AMG 1274-187 996 SHARES OF COHEN & STEERS REALTY SHARES#1262                                                                      | P                                            | 2011-01-10                           | 2013-02-15                       |
| AMG 1274-177 006 SHARES OF COHEN & STEERS REALTY SHARES#1262                                                                      | P                                            | 2011-02-10                           | 2013-02-15                       |
| AMG 1274-653 198 SHARES OF DODGE & COX STOCK FUND #145                                                                            | P                                            | 2007-03-22                           | 2013-02-15                       |
| AMG 1274-7221 325 SHARES OF MARSICO FOCUS FUND #40                                                                                | P                                            | 2007-03-22                           | 2013-02-15                       |
| AMG 1274-132 SHARES OF ETFS PALLADIUM TRUST                                                                                       | P                                            | 2011-02-17                           | 2013-02-15                       |
| AMG 1274-272 841 SHARES OF USAA PRECIOUS METALS AND MINERALS FUND #50                                                             | P                                            | 2011-01-10                           | 2013-03-15                       |
| AMG 1274-101 708 SHARES OF USAA PRECIOUS METALS AND MINERALS FUND #50                                                             | P                                            | 2011-02-10                           | 2013-03-15                       |
| AMG 1274-172 898 SHARES OF USAA PRECIOUS METALS AND MINERALS FUND #50                                                             | P                                            | 2011-10-14                           | 2013-03-15                       |
| AMG 1274-3398 058 SHARES OF HARBOR MID CAP VALUE FUND #023                                                                        | P                                            | 2007-03-22                           | 2013-04-15                       |
| AMG 1274-2347 97 SHARES OF PIMCO HIGH YIELD INST #108                                                                             | P                                            | 2012-04-30                           | 2013-07-12                       |
| AMG 1274-2100 SHARES OF ECOLAB INC COM                                                                                            | P                                            | 2007-12-10                           | 2013-11-20                       |
| AMG 6510-12 SHARES OF PEPSICO INC                                                                                                 | P                                            | 2012-06-22                           | 2013-01-02                       |
| AMG 6510-11 SHARES OF CATO CORP-CL A                                                                                              | P                                            | 2012-01-09                           | 2013-01-02                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| AMG 6510-48 SHARES OF CATO CORP-CL A                                                                                              | P                                            | 2012-01-18                           | 2013-01-02                       |
| AMG 6510-1 SHARES OF COCA-COLA CO                                                                                                 | P                                            | 2013-01-02                           | 2013-04-19                       |
| AMG 6510-671 SHARES OF DELL INC                                                                                                   | P                                            | 2012-09-17                           | 2013-07-01                       |
| AMG 6510-1 SHARES OF GENERAL ELEC CO COM                                                                                          | P                                            | 2013-01-02                           | 2013-11-08                       |
| AMG 6510-73 SHARES OF KRAFT GOODS GROUP INC                                                                                       | P                                            | 2008-07-11                           | 2013-01-02                       |
| AMG 6510-224 SHARES OF AT&T INC                                                                                                   | P                                            | 2008-11-19                           | 2013-01-02                       |
| AMG 6510-221 SHARES OF MONDELEZ INTERNATIONAL INC                                                                                 | P                                            | 2008-07-11                           | 2013-01-02                       |
| AMG 6510-9 SHARES OF CHEVRON CORP COM                                                                                             | P                                            | 2010-06-07                           | 2013-01-02                       |
| AMG 6510-13 SHARES OF EXXON MOBIL CORP COM                                                                                        | P                                            | 2008-10-30                           | 2013-01-02                       |
| AMG 6510-36 SHARES OF FIRSTENERGY CORP COM                                                                                        | P                                            | 2009-08-17                           | 2013-01-02                       |
| AMG 6510-17 SHARES OF FIRSTENERGY CORP COM                                                                                        | P                                            | 2011-03-25                           | 2013-01-02                       |
| AMG 6510-1 SHARES OF JOHNSON & JOHNSON                                                                                            | P                                            | 2011-03-25                           | 2013-01-02                       |
| AMG 6510-104 SHARES OF PFIZER COMMON STOCK                                                                                        | P                                            | 2007-03-23                           | 2013-01-02                       |
| AMG 6510-26 SHARES OF SANOFI -ADR                                                                                                 | P                                            | 2010-04-20                           | 2013-01-02                       |
| AMG 6510-81 SHARES OF TAIWAN SEMICONDUCTOR ADR                                                                                    | P                                            | 2009-08-17                           | 2013-01-02                       |
| AMG 6510-80 SHARES OF PHILIP MORRIS INTERNATIONAL                                                                                 | P                                            | 2008-11-14                           | 2013-04-18                       |
| AMG 6510-34 SHARES OF COCA-COLA CO                                                                                                | P                                            | 2009-08-14                           | 2013-04-19                       |
| AMG 6510-54 SHARES OF COCA-COLA CO                                                                                                | P                                            | 2010-06-08                           | 2013-04-19                       |
| AMG 6510-10 SHARES OF COCA-COLA CO                                                                                                | P                                            | 2012-01-06                           | 2013-04-19                       |
| AMG 6510-60 SHARES OF KIMBERLY-CLARK CORP                                                                                         | P                                            | 2008-07-11                           | 2013-04-19                       |
| AMG 6510-6 SHARES OF KIMBERLY-CLARK CORP                                                                                          | P                                            | 2011-03-25                           | 2013-04-19                       |
| AMG 6510-5 SHARES OF KIMBERLY-CLARK CORP                                                                                          | P                                            | 2012-01-06                           | 2013-04-19                       |
| AMG 6510-19 SHARES OF CHEVRON CORP COM                                                                                            | P                                            | 2010-06-07                           | 2013-04-19                       |
| AMG 6510-68 SHARES OF CHEVRON CORP COM                                                                                            | P                                            | 2010-06-08                           | 2013-04-19                       |
| AMG 6510-69 SHARES OF FIRSTENERGY CORP COM                                                                                        | P                                            | 2010-06-08                           | 2013-04-19                       |
| AMG 6510-61 SHARES OF FIRSTENERGY CORP COM                                                                                        | P                                            | 2011-03-25                           | 2013-04-19                       |
| AMG 6510-42 SHARES OF MCDONALDS CORP COM                                                                                          | P                                            | 2008-11-20                           | 2013-05-24                       |
| AMG 6510-107 SHARES OF SANOFI -ADR                                                                                                | P                                            | 2010-04-20                           | 2013-05-24                       |
| AMG 6510-1 SHARES OF SANOFI -ADR                                                                                                  | P                                            | 2012-01-09                           | 2013-05-24                       |
| AMG 6510-156 SHARES OF MERCK & CO INC                                                                                             | P                                            | 2009-08-17                           | 2013-05-24                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| AMG 6510-35 SHARES OF MERCK & CO INC                                                                                              | P                                            | 2010-06-08                           | 2013-05-24                       |
| AMG 6510-1 SHARES OF MERCK & CO INC                                                                                               | P                                            | 2011-03-25                           | 2013-05-24                       |
| AMG 6510-19 SHARES OF CATO CORP-CL A                                                                                              | P                                            | 2012-01-09                           | 2013-06-19                       |
| AMG 6510-1 SHARES OF CATO CORP-CL A                                                                                               | P                                            | 2012-01-11                           | 2013-06-19                       |
| AMG 6510-71 SHARES OF CATO CORP-CL A                                                                                              | P                                            | 2012-01-12                           | 2013-06-19                       |
| AMG 6510-48 SHARES OF CATO CORP-CL A                                                                                              | P                                            | 2012-01-13                           | 2013-06-19                       |
| AMG 6510-118 SHARES OF CATO CORP-CL A                                                                                             | P                                            | 2012-01-11                           | 2013-06-20                       |
| AMG 6510-259 SHARES OF PFIZER COMMON STOCK                                                                                        | P                                            | 2007-03-23                           | 2013-06-25                       |
| AMG 6510-63 SHARES OF PFIZER COMMON STOCK                                                                                         | P                                            | 2007-08-02                           | 2013-06-25                       |
| AMG 6510-2 SHARES OF PFIZER COMMON STOCK                                                                                          | P                                            | 2007-11-02                           | 2013-06-25                       |
| AMG 6510-37 SHARES OF PFIZER COMMON STOCK                                                                                         | P                                            | 2008-07-07                           | 2013-06-25                       |
| AMG 6510-58 SHARES OF PFIZER COMMON STOCK                                                                                         | P                                            | 2008-10-29                           | 2013-06-25                       |
| AMG 6510-38 SHARES OF PFIZER COMMON STOCK                                                                                         | P                                            | 2009-08-14                           | 2013-06-25                       |
| AMG 6510-12 SHARES OF PFIZER COMMON STOCK                                                                                         | P                                            | 2010-06-08                           | 2013-06-25                       |
| AMG 6510-191 SHARES OF GENERAL ELEC CO COM                                                                                        | P                                            | 2007-03-23                           | 2013-08-14                       |
| AMG 6510-113 SHARES OF JOHNSON & JOHNSON                                                                                          | P                                            | 2011-03-25                           | 2013-08-16                       |
| AMG 6510-318 SHARES OF GENERAL ELEC CO COM                                                                                        | P                                            | 2007-03-23                           | 2013-11-08                       |
| AMG 6510-3 SHARES OF GENERAL ELEC CO COM                                                                                          | P                                            | 2008-02-06                           | 2013-11-08                       |
| AMG 6510-143 SHARES OF GENERAL ELEC CO COM                                                                                        | P                                            | 2008-07-15                           | 2013-11-08                       |
| AMG 6510-19 SHARES OF GENERAL ELEC CO COM                                                                                         | P                                            | 2008-10-29                           | 2013-11-08                       |
| AMG 6510-18 SHARES OF GENERAL ELEC CO COM                                                                                         | P                                            | 2010-06-08                           | 2013-11-08                       |
| AMG 6510-16 SHARES OF GENERAL ELEC CO COM                                                                                         | P                                            | 2012-01-06                           | 2013-11-08                       |
| CAPITAL GAINS DIVIDENDS                                                                                                           | P                                            |                                      |                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 5,532                 |                                            | 5,308                                           | 224                                          |
| 42,028                |                                            | 40,540                                          | 1,488                                        |
| 23,882                |                                            | 24,040                                          | -158                                         |
| 12,178                |                                            | 12,040                                          | 138                                          |
| 12,519                |                                            | 12,040                                          | 479                                          |
| 11,281                |                                            | 11,540                                          | -259                                         |
| 20,305                |                                            | 20,040                                          | 265                                          |
| 19,655                |                                            | 19,370                                          | 285                                          |
| 30,859                |                                            | 31,740                                          | -881                                         |
| 22,215                |                                            | 22,620                                          | -405                                         |
| 30,886                |                                            | 31,640                                          | -754                                         |
| 147,636               |                                            | 150,040                                         | -2,404                                       |
| 221,964               |                                            | 251,331                                         | -29,367                                      |
| 15,578                |                                            | 15,552                                          | 26                                           |
| 13,743                |                                            | 11,040                                          | 2,703                                        |
| 13,219                |                                            | 11,040                                          | 2,179                                        |
| 13,089                |                                            | 10,940                                          | 2,149                                        |
| 12,749                |                                            | 10,940                                          | 1,809                                        |
| 12,003                |                                            | 10,940                                          | 1,063                                        |
| 85,960                |                                            | 102,867                                         | -16,907                                      |
| 134,060               |                                            | 141,556                                         | -7,496                                       |
| 9,745                 |                                            | 11,009                                          | -1,264                                       |
| 5,961                 |                                            | 10,940                                          | -4,979                                       |
| 2,222                 |                                            | 3,980                                           | -1,758                                       |
| 3,777                 |                                            | 6,989                                           | -3,212                                       |
| 48,960                |                                            | 47,646                                          | 1,314                                        |
| 22,324                |                                            | 21,928                                          | 396                                          |
| 223,604               |                                            | 106,953                                         | 116,651                                      |
| 825                   |                                            | 826                                             | -1                                           |
| 294                   |                                            | 267                                             | 27                                           |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 1,282                 |                                            | 1,179                                           | 103                                          |
| 43                    |                                            | 37                                              | 6                                            |
| 8,911                 |                                            | 7,202                                           | 1,709                                        |
| 27                    |                                            | 21                                              | 6                                            |
| 3,336                 |                                            | 2,219                                           | 1,117                                        |
| 7,724                 |                                            | 5,689                                           | 2,035                                        |
| 5,818                 |                                            | 4,143                                           | 1,675                                        |
| 983                   |                                            | 645                                             | 338                                          |
| 1,137                 |                                            | 951                                             | 186                                          |
| 1,503                 |                                            | 1,567                                           | -64                                          |
| 710                   |                                            | 623                                             | 87                                           |
| 71                    |                                            | 59                                              | 12                                           |
| 2,664                 |                                            | 2,674                                           | -10                                          |
| 1,239                 |                                            | 953                                             | 286                                          |
| 1,456                 |                                            | 834                                             | 622                                          |
| 7,345                 |                                            | 3,144                                           | 4,201                                        |
| 1,451                 |                                            | 819                                             | 632                                          |
| 2,304                 |                                            | 1,391                                           | 913                                          |
| 427                   |                                            | 345                                             | 82                                           |
| 6,284                 |                                            | 3,562                                           | 2,722                                        |
| 628                   |                                            | 391                                             | 237                                          |
| 524                   |                                            | 363                                             | 161                                          |
| 2,211                 |                                            | 1,361                                           | 850                                          |
| 7,915                 |                                            | 4,801                                           | 3,114                                        |
| 3,134                 |                                            | 2,522                                           | 612                                          |
| 2,770                 |                                            | 2,234                                           | 536                                          |
| 4,203                 |                                            | 2,302                                           | 1,901                                        |
| 5,834                 |                                            | 3,924                                           | 1,910                                        |
| 55                    |                                            | 36                                              | 19                                           |
| 7,288                 |                                            | 4,819                                           | 2,469                                        |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 1,635                 |                                            | 1,175                                           | 460                                          |
| 47                    |                                            | 33                                              | 14                                           |
| 477                   |                                            | 461                                             | 16                                           |
| 25                    |                                            | 24                                              | 1                                            |
| 1,781                 |                                            | 1,719                                           | 62                                           |
| 1,204                 |                                            | 1,160                                           | 44                                           |
| 2,897                 |                                            | 2,839                                           | 58                                           |
| 7,227                 |                                            | 6,659                                           | 568                                          |
| 1,758                 |                                            | 1,501                                           | 257                                          |
| 56                    |                                            | 48                                              | 8                                            |
| 1,032                 |                                            | 643                                             | 389                                          |
| 1,618                 |                                            | 1,013                                           | 605                                          |
| 1,060                 |                                            | 594                                             | 466                                          |
| 335                   |                                            | 175                                             | 160                                          |
| 4,595                 |                                            | 6,851                                           | -2,256                                       |
| 10,120                |                                            | 6,656                                           | 3,464                                        |
| 8,548                 |                                            | 11,407                                          | -2,859                                       |
| 81                    |                                            | 103                                             | -22                                          |
| 3,844                 |                                            | 3,793                                           | 51                                           |
| 511                   |                                            | 374                                             | 137                                          |
| 484                   |                                            | 272                                             | 212                                          |
| 430                   |                                            | 299                                             | 131                                          |
| 86,037                |                                            |                                                 | 86,037                                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 224                                                                                    |
|                                                                                             |                                   |                                            | 1,488                                                                                  |
|                                                                                             |                                   |                                            | -158                                                                                   |
|                                                                                             |                                   |                                            | 138                                                                                    |
|                                                                                             |                                   |                                            | 479                                                                                    |
|                                                                                             |                                   |                                            | -259                                                                                   |
|                                                                                             |                                   |                                            | 265                                                                                    |
|                                                                                             |                                   |                                            | 285                                                                                    |
|                                                                                             |                                   |                                            | -881                                                                                   |
|                                                                                             |                                   |                                            | -405                                                                                   |
|                                                                                             |                                   |                                            | -754                                                                                   |
|                                                                                             |                                   |                                            | -2,404                                                                                 |
|                                                                                             |                                   |                                            | -29,367                                                                                |
|                                                                                             |                                   |                                            | 26                                                                                     |
|                                                                                             |                                   |                                            | 2,703                                                                                  |
|                                                                                             |                                   |                                            | 2,179                                                                                  |
|                                                                                             |                                   |                                            | 2,149                                                                                  |
|                                                                                             |                                   |                                            | 1,809                                                                                  |
|                                                                                             |                                   |                                            | 1,063                                                                                  |
|                                                                                             |                                   |                                            | -16,907                                                                                |
|                                                                                             |                                   |                                            | -7,496                                                                                 |
|                                                                                             |                                   |                                            | -1,264                                                                                 |
|                                                                                             |                                   |                                            | -4,979                                                                                 |
|                                                                                             |                                   |                                            | -1,758                                                                                 |
|                                                                                             |                                   |                                            | -3,212                                                                                 |
|                                                                                             |                                   |                                            | 1,314                                                                                  |
|                                                                                             |                                   |                                            | 396                                                                                    |
|                                                                                             |                                   |                                            | 116,651                                                                                |
|                                                                                             |                                   |                                            | -1                                                                                     |
|                                                                                             |                                   |                                            | 27                                                                                     |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 103                                                                                    |
|                                                                                             |                                   |                                            | 6                                                                                      |
|                                                                                             |                                   |                                            | 1,709                                                                                  |
|                                                                                             |                                   |                                            | 6                                                                                      |
|                                                                                             |                                   |                                            | 1,117                                                                                  |
|                                                                                             |                                   |                                            | 2,035                                                                                  |
|                                                                                             |                                   |                                            | 1,675                                                                                  |
|                                                                                             |                                   |                                            | 338                                                                                    |
|                                                                                             |                                   |                                            | 186                                                                                    |
|                                                                                             |                                   |                                            | -64                                                                                    |
|                                                                                             |                                   |                                            | 87                                                                                     |
|                                                                                             |                                   |                                            | 12                                                                                     |
|                                                                                             |                                   |                                            | -10                                                                                    |
|                                                                                             |                                   |                                            | 286                                                                                    |
|                                                                                             |                                   |                                            | 622                                                                                    |
|                                                                                             |                                   |                                            | 4,201                                                                                  |
|                                                                                             |                                   |                                            | 632                                                                                    |
|                                                                                             |                                   |                                            | 913                                                                                    |
|                                                                                             |                                   |                                            | 82                                                                                     |
|                                                                                             |                                   |                                            | 2,722                                                                                  |
|                                                                                             |                                   |                                            | 237                                                                                    |
|                                                                                             |                                   |                                            | 161                                                                                    |
|                                                                                             |                                   |                                            | 850                                                                                    |
|                                                                                             |                                   |                                            | 3,114                                                                                  |
|                                                                                             |                                   |                                            | 612                                                                                    |
|                                                                                             |                                   |                                            | 536                                                                                    |
|                                                                                             |                                   |                                            | 1,901                                                                                  |
|                                                                                             |                                   |                                            | 1,910                                                                                  |
|                                                                                             |                                   |                                            | 19                                                                                     |
|                                                                                             |                                   |                                            | 2,469                                                                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 460                                                                                    |
|                                                                                             |                                   |                                            | 14                                                                                     |
|                                                                                             |                                   |                                            | 16                                                                                     |
|                                                                                             |                                   |                                            | 1                                                                                      |
|                                                                                             |                                   |                                            | 62                                                                                     |
|                                                                                             |                                   |                                            | 44                                                                                     |
|                                                                                             |                                   |                                            | 58                                                                                     |
|                                                                                             |                                   |                                            | 568                                                                                    |
|                                                                                             |                                   |                                            | 257                                                                                    |
|                                                                                             |                                   |                                            | 8                                                                                      |
|                                                                                             |                                   |                                            | 389                                                                                    |
|                                                                                             |                                   |                                            | 605                                                                                    |
|                                                                                             |                                   |                                            | 466                                                                                    |
|                                                                                             |                                   |                                            | 160                                                                                    |
|                                                                                             |                                   |                                            | -2,256                                                                                 |
|                                                                                             |                                   |                                            | 3,464                                                                                  |
|                                                                                             |                                   |                                            | -2,859                                                                                 |
|                                                                                             |                                   |                                            | -22                                                                                    |
|                                                                                             |                                   |                                            | 51                                                                                     |
|                                                                                             |                                   |                                            | 137                                                                                    |
|                                                                                             |                                   |                                            | 212                                                                                    |
|                                                                                             |                                   |                                            | 131                                                                                    |
|                                                                                             |                                   |                                            | 86,037                                                                                 |

Form 990PF Part VIII Line 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 |
|----------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| JOEL W JOHNSON                                     | TRUSTEE<br>1 00                                           | 0                                         | 0                                                                     | 0                                     |
| 10813 E WINDGATE PASS DRIVE<br>SCOTTSDALE,AZ 85255 |                                                           |                                           |                                                                       |                                       |
| ELIZABETH B JOHNSON                                | TRUSTEE<br>1 00                                           | 0                                         | 0                                                                     | 0                                     |
| 10813 E WINDGATE PASS DRIVE<br>SCOTTSDALE,AZ 85255 |                                                           |                                           |                                                                       |                                       |
| KATHERINE E JOHNSON POTTER                         | TRUSTEE<br>1 00                                           | 0                                         | 0                                                                     | 0                                     |
| 13 GOULDING ST<br>SHERBORN,MA 01770                |                                                           |                                           |                                                                       |                                       |
| DR GEOFFREY B JOHNSON                              | TRUSTEE<br>1 00                                           | 0                                         | 0                                                                     | 0                                     |
| 5453 HAWTHORN HILL LANE NE<br>ROCHESTER,MN 55906   |                                                           |                                           |                                                                       |                                       |
| PETER J JOHNSON                                    | TRUSTEE<br>1 00                                           | 0                                         | 0                                                                     | 0                                     |
| 10813 E WINDGATE PASS DRIVE<br>SCOTTSDALE,AZ 85255 |                                                           |                                           |                                                                       |                                       |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| Name and address (home or business)                                                                                    |                                                                                                                    |                                      |                                     |         |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                                    |                                      |                                     |         |
| AMERICAN HEART ASSOCIATION<br>7272 GREENVILLE AVENUE<br>DALLAS,TX 75231                                                | NONE                                                                                                               | EXEMPT                               | SCIENCE                             | 50      |
| AUSTIN CATHOLIC SCHOOLS INC<br>511 4TH NW AVE<br>AUSTIN,MN 55912                                                       | NONE                                                                                                               | EXEMPT                               | EDUCATIONAL                         | 250     |
| BMT PROGRAM-GREATEST NEED<br>FUND 420 DELAWARE STREET SE<br>MINNEAPOLIS,MN 55455                                       | NONE                                                                                                               | EXEMPT                               | MEDICAL                             | 250     |
| CAMP FOSTER YMCA 1769 260TH<br>AVE<br>SPIRIT LAKE,IA 51360                                                             | NONE                                                                                                               | EXEMPT                               | COMMUNITY                           | 250     |
| CHERISH CENTER 1004 22ND<br>STREET<br>MILFORD,IA 51351                                                                 | NONE                                                                                                               | EXEMPT                               | COMMUNITY                           | 100     |
| CITY OF HOPE 1500 EAST SUARE<br>ROAD<br>DUARTE,CA 91010                                                                | NONE                                                                                                               | EXEMPT                               | COMMUNITY                           | 100     |
| DESTINATION IMAGINATION 30<br>WILSONDALE STREET<br>DOVER,MA 02030                                                      | NONE                                                                                                               | EXEMPT                               | COMMUNITY                           | 200     |
| DICKINSON COUNTY FRIENDS OF<br>THE TRAIL PO BOX 304<br>OKOBOJI,IA 51355                                                | NONE                                                                                                               | EXEMPT                               | COMMUNITY                           | 1,250   |
| DORSET CONGREGATIONAL<br>CHURCH 200 MAPLE HILL LN<br>DORSET,VT 05251                                                   | NONE                                                                                                               | EXEMPT                               | RELIGIOUS                           | 500     |
| DORSET LIBRARY PO BOX 38<br>ROUTE 30<br>DORSET,VT 05251                                                                | NONE                                                                                                               | EXEMPT                               | COMMUNITY                           | 100     |
| DORSET PLAYERS INC 173<br>CHENEY RD<br>DORSET,VT 05251                                                                 | NONE                                                                                                               | EXEMPT                               | COMMUNITY                           | 400     |
| EKWANOK SCHOLARSHIP TRUST<br>PO BOX 467<br>MANCHESTER,VT 05254                                                         |                                                                                                                    |                                      | EDUCATION                           | 250     |
| FIRST PRESBYTERIAN CHURCH<br>3421 NORTH HAYDEN ROAD<br>SCOTTSDALE,AZ 85251                                             | NONE                                                                                                               | EXEMPT                               | RELIGIOUS                           | 5,000   |
| FRIENDS OF SHERBORN LIBRARY 4<br>SANGER STREET<br>SHERBORN,MA 01770                                                    | NONE                                                                                                               | EXEMPT                               | COMMUNITY                           | 1,000   |
| HABITAT FOR HUMANITY 115 E<br>WATKINS<br>PHOENIX,AZ 85004                                                              | NONE                                                                                                               | EXEMPT                               | COMMUNITY                           | 250     |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                                    |                                      |                                     | 429,350 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |         |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                  |         |
| HAMILTON ATHLETICS 198 COLLEGE HILL RD CLINTON,NY 13323                                                                | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 100     |
| HARVARD BUSINESS SCHOOL SOLDIERS FIELD BOSTON,MA 02163                                                                 | NONE                                                                                                      | EXEMPT                         | EDUCATION                        | 250     |
| HORMEL FOUNDATION 329 NORTH MAIN STREET SUITE 102L AUSTIN,MN 559123478                                                 | NONE                                                                                                      | EXEMPT                         | HEALTH                           | 20,000  |
| HORMEL INSTITUTE-UNIVERSITY OF MN 801 16TH AVE NE AUSTIN,MN 55912                                                      | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 250     |
| LEUKEMIA AND LYMPHOMA FOUNDATION 1311 MAMARONECK AVENUE SUITE 310 WHITE PLAINS,NY 10605                                | NONE                                                                                                      | EXEMPT                         | SCIENCE                          | 250     |
| MANCHESTER RESCUE SQUAD PO BOX 198 CHESTERFIELD,VA 23832                                                               | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 100     |
| MAYO CLINIC 200 FIRST ST SW ROCHESTER,MN 55905                                                                         | NONE                                                                                                      | EXEMPT                         | SCIENCE                          | 25,000  |
| MUSCULAR DYSTROPHY ASSOCIATION 3300 E SUNRISE DRIVE TUCSON,AZ 85718                                                    | NONE                                                                                                      | EXEMPT                         | SCIENCE                          | 250     |
| MUSICAL INSTRUMENT MUSEUM 4725 E MAYO BLVD PHOENIX,AZ 85050                                                            | NONE                                                                                                      | EXEMPT                         | EDUCATION                        | 250     |
| NAMI(NATIONAL ALLIANCE ON MENTAL ILLNESS) 11718 PARKLAWN DRIVE ROCKVILLE,MD 20852                                      | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 500     |
| NATIONAL MULTIPLE SCLEROSIS SOCIETY PO BOX 4527 NEWYORK,NY 10163                                                       | NONE                                                                                                      | EXEMPT                         | HEALTH                           | 250     |
| OKOBOJI FOUNDATION PO BOX 593 OKOBOJI,IA 51355                                                                         | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 100     |
| ONE FUND BOSTON BOX 990009 BOSTON,MA 02199                                                                             | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 500     |
| OPPORTUNITY INTERNATIONAL 2122 YORK RD 340 OAK BROOK,IL 60523                                                          | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 25,000  |
| POTACH FOUNDATION 2217 17TH ST SE AUSTIN,MN 55912                                                                      | NONE                                                                                                      | EXEMPT                         | MEDICAL                          | 5,900   |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 429,350 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                  |         |
| ROCHESTER DANCE CO 2625 HWY 14 WEST<br>ROCHESTER,MN 55901                                                              | NONE                                                                                                      | EXEMPT                         | CULTURAL                         | 1,000   |
| RONALD MCDONALD HOUSE ONE KROC DRIVE<br>OAK BROOK,IL 60523                                                             | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 100     |
| SALVATION ARMY 615 SLATERS LANE<br>ALEXANDRIA,VA 22313                                                                 | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 500     |
| SHEPHERD OF THE HILLS UCCC 5524 E LAFAYETTE BLVD<br>PHOENIX,AZ 85018                                                   | NONE                                                                                                      | EXEMPT                         | RELIGIOUS                        | 17,100  |
| ST MARY'S CATHOLIC CHURCH 1005 HILL AVE<br>SPIRIT LAKE,IA 51360                                                        | NONE                                                                                                      | EXEMPT                         | RELIGIOUS                        | 200     |
| TRUSTEES OF HAMILTON COLLEGE 198 COLLEGE HILL RD<br>CLINTON,NY 13323                                                   | NONE                                                                                                      | EXEMPT                         | EDUCATION                        | 140,000 |
| UNITED PHOENIX FIRE FIGHTERS ASSOC 61 E COLUMBUS AVE<br>PHOENIX,AZ 850122333                                           | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 500     |
| UNITED WAY OF MOWER COUNTY 301 NORTH MAIN ST<br>AUSTIN,MN 55912                                                        | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 2,000   |
| UNITED WAY-VALLEY OF THE SUN 1515 EAST OSBORN ROAD<br>PHOENIX,AZ 85014                                                 | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 500     |
| USSGA MEMORIAL FUND 88 FIELD POINT RD<br>GREENWICH,CT 06830                                                            | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 100     |
| WELLESLEY COLLEGE 106 CENTRAL ST<br>WELLESLEY,MA 02481                                                                 | NONE                                                                                                      | EXEMPT                         | EDUCATION                        | 177,500 |
| WORLD LEARNING 1 KIPLING ROAD PO BOX 676<br>BRATTLEVORO,VT 053020676                                                   | NONE                                                                                                      | EXEMPT                         | COMMUNITY                        | 100     |
| WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD SUITE 300<br>JACKSONVILLE,FL 32256                                           | NONE                                                                                                      | EXEMPT                         | MILITARY                         | 100     |
| YALE DIVINITY COLLEGE 409 PROSPECT ST<br>NEW HAVEN,CT 06511                                                            | NONE                                                                                                      | EXEMPT                         | RELIGIOUS                        | 1,000   |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 429,350 |

|                                                                                                                                   |                                                                                                                                                                                                                        |                                                                 |
|-----------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| <div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> | <div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.</div> | <div>OMB No 1545-0047</div> <div>2013</div>                     |
|                                                                                                                                   | <div>Name of the organization</div> <div>JW JOHNSON FAMILY CHARITABLE TRUST</div>                                                                                                                                      | <div>Employer identification number</div> <div>20-7203295</div> |

Organization type (check one)

|                    |                                                                                                                                                                                                                                                                       |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Filers of:         | Section:                                                                                                                                                                                                                                                              |
| Form 990 or 990-EZ | <div><input type="checkbox"/> 501(c)( ) (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>         |
| Form 990-PF        | <div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div> |

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Employer identification number

20-7203295

## Part I

**Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**



|                                                                   |                                                     |
|-------------------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>JW JOHNSON FAMILY CHARITABLE TRUST | <b>Employer identification number</b><br>20-7203295 |
|-------------------------------------------------------------------|-----------------------------------------------------|

Part III

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

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$

Use duplicate copies of Part III if additional space is needed

| (a) No.<br>from<br>Part I | (b) Purpose of gift                                                           | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|-------------------------------------------------------------------------------|-----------------|-------------------------------------|
| —                         | <div></div>                                                                   | <div></div>     | <div></div>                         |
|                           | (e) Transfer of gift                                                          |                 |                                     |
|                           | Transferee's name, address, and ZIP 4Relationship of transferor to transferee |                 |                                     |
| —                         | <div></div>                                                                   | <div></div>     | <div></div>                         |
|                           | (e) Transfer of gift                                                          |                 |                                     |
|                           | Transferee's name, address, and ZIP 4Relationship of transferor to transferee |                 |                                     |
| —                         | <div></div>                                                                   | <div></div>     | <div></div>                         |
|                           | (e) Transfer of gift                                                          |                 |                                     |
|                           | Transferee's name, address, and ZIP 4Relationship of transferor to transferee |                 |                                     |
| —                         | <div></div>                                                                   | <div></div>     | <div></div>                         |
|                           | (e) Transfer of gift                                                          |                 |                                     |
|                           | Transferee's name, address, and ZIP 4Relationship of transferor to transferee |                 |                                     |
| —                         | <div></div>                                                                   | <div></div>     | <div></div>                         |
|                           | (e) Transfer of gift                                                          |                 |                                     |
|                           | Transferee's name, address, and ZIP 4Relationship of transferor to transferee |                 |                                     |

**TY 2013 Accounting Fees Schedule**

**Name:** JW JOHNSON FAMILY CHARITABLE TRUST

**EIN:** 20-7203295

| Category     | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------|--------|--------------------------|------------------------|---------------------------------------------|
| TAX PREP FEE | 4,800  | 2,400                    |                        | 2,400                                       |

TY 2013 Investments Corporate  
Stock Schedule

Name: JW JOHNSON FAMILY CHARITABLE TRUST  
EIN: 20-7203295

| Name of Stock                       | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------------|------------------------|-------------------------------|
| ASTRAZENECA PLC                     | 13,418                 | 17,455                        |
| BP AMOCO PLC                        | 15,900                 | 14,875                        |
| CANON INC ADR                       | 18,817                 | 16,768                        |
| CITIGROUP                           | 12,873                 | 24,023                        |
| COCA-COLA CO                        | 6,291                  | 12,228                        |
| CONOCOPHILLIPS                      | 8,213                  | 15,957                        |
| DUPONT EI DE NEMOURS                | 10,042                 | 13,319                        |
| EMERSON ELECTRIC CO                 | 11,883                 | 20,773                        |
| ENI S P A                           | 16,120                 | 17,699                        |
| ENCANA CORP                         | 18,948                 | 17,527                        |
| EXXON MOBIL CORP COM                | 7,521                  | 11,031                        |
| FEDERATED INVESTORS                 | 12,743                 | 15,120                        |
| FOOT LOCKER INC.                    | 2,656                  | 10,774                        |
| FREEPORT-MCMORAN COPPER & GOLD, INC | 19,530                 | 23,437                        |
| GLAXO SMITHKLINE PLC ADR            | 8,055                  | 9,664                         |
| HARSCO CORP                         | 15,623                 | 19,425                        |
| HEWLETT-PACKARD CO                  | 7,167                  | 11,108                        |
| INTEL CORP                          | 15,326                 | 24,060                        |
| JPMORGAN CHASE & CO                 | 15,209                 | 19,591                        |
| JOHNSON & JOHNSON                   | 6,185                  | 9,617                         |
| KEY CORP                            | 15,788                 | 24,384                        |
| KIMBERLY-CLARK CORP                 | 5,925                  | 10,446                        |
| LOCKHEED MARTIN CORP COM            | 14,713                 | 23,488                        |
| MICROSOFT CORPORATION               | 13,813                 | 18,518                        |
| MOBILE TELESYSTEMS-SP ADR           | 12,238                 | 13,822                        |
| PHILIP MORRIS INTERNATIONAL         | 13,562                 | 17,252                        |
| RAYTHEON CO                         | 14,672                 | 26,757                        |
| SANOFI-ADR                          | 6,155                  | 10,672                        |
| SEIMENS AG SPONSORED ADR            | 12,652                 | 15,652                        |
| SUN LIFE FINANCIAL                  | 13,728                 | 17,170                        |

| Name of Stock            | End of Year Book Value | End of Year Fair Market Value |
|--------------------------|------------------------|-------------------------------|
| TAIWAN SEMICONDUCTOR ADR | 9,527                  | 13,499                        |
| TELECOM ITALIA           | 17,304                 | 21,932                        |
| 3 M COMPANY              | 9,802                  | 21,318                        |
| TOTAL SA-SPON ADR        | 17,174                 | 20,035                        |
| UPM KYMMENE CORP         | 11,600                 | 17,513                        |
| WELLS FARGO & COMPANY    | 5,477                  | 8,490                         |

TY 2013 Investments - Other Schedule

**Name:** JW JOHNSON FAMILY CHARITABLE TRUST  
**EIN:** 20-7203295

| Category/ Item                                 | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|------------------------------------------------|-----------------------|------------|-------------------------------|
| BUFFALO MID CAP FUND                           | AT COST               | 49,568     | 54,747                        |
| BUFFALO SMALL CAP FUND #1444                   | AT COST               | 38,281     | 50,663                        |
| CAUSEWAY INTERNATL VALUE FUND INST #1271       | AT COST               | 32,902     | 26,405                        |
| CHAMPLAIN SMALL CO FD-ADV                      | AT COST               | 59,615     | 71,989                        |
| DELTA AIRLINES INC                             | AT COST               | 417,761    | 1,373,500                     |
| DODGE & COX STOCK FUND #145                    | AT COST               | 185,273    | 198,671                       |
| ECOLAB INC                                     | AT COST               | 1,590,541  | 4,206,773                     |
| FMI COMMON STOCK FUND                          | AT COST               | 47,367     | 56,240                        |
| FPA NEW INCOME INC FUND                        | AT COST               | 76,540     | 75,471                        |
| FAMOUNS DAVE'S OF AMERICA                      | AT COST               | 88,769     | 366,000                       |
| GOLDMAN SACHS FS TIF US TREASURY INSTL #506    | AT COST               | 42,954     | 42,954                        |
| HARBOR MID CAP VALUE FUND #023                 | AT COST               | 51,906     | 80,950                        |
| HARDING LOEVNER EMERG MKTS                     | AT COST               | 112,160    | 116,093                       |
| JENSEN PORTFOLIO CL I                          | AT COST               | 20,080     | 28,471                        |
| MANNING & NAPIER WORLD OPPORTUNITIES FUND      | AT COST               | 20,780     | 22,037                        |
| MATTHEWS PACIFIC TIGER FUND # 802              | AT COST               | 34,120     | 36,543                        |
| MARSICO FOCUS FUND #40                         | AT COST               | 169,034    | 176,083                       |
| OAKMARK INTERNATIONAL FUND (HARRIS) #109       | AT COST               | 75,040     | 100,458                       |
| ISHARES MSCI EMERGING MARKET                   | AT COST               | 74,099     | 70,048                        |
| ISHARES MSCI EAFE INDEX FUND                   | AT COST               | 74,170     | 84,741                        |
| ISHARES TRUST RUSSELL 2000                     | AT COST               | 59,932     | 74,060                        |
| PIMCO HIGH YIELD INST # 108                    | AT COST               | 99,392     | 103,318                       |
| PIMCO UNCONSTRAINED BOND CL D                  | AT COST               | 76,540     | 75,345                        |
| ROYCE PREMIER FUND                             | AT COST               | 87,200     | 98,057                        |
| RS GLOBAL NATURAL RESOURCE # 1474              | AT COST               | 137,339    | 132,804                       |
| RS VALUE FUND - A                              | AT COST               | 151,427    | 187,829                       |
| SCOUT UNCONSTRAINED BOND-Y                     | AT COST               | 17,040     | 17,174                        |
| T ROWE PRICE INTERNATIONAL BOND # 76           | AT COST               | 104,240    | 101,237                       |
| T ROWE PRICE MID-CAP GROWTH #64                | AT COST               | 91,215     | 118,473                       |
| T ROWE PRICE EMERGING MARKETS STOCK FUND # 111 | AT COST               | 85,620     | 89,532                        |

| Category / Item                                | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|------------------------------------------------|-----------------------|------------|-------------------------------|
| T ROWE PRICE EMERGING MARKETS STOCK FUND # 110 | AT COST               | 35,232     | 32,780                        |
| T ROWE PRICE INSTITUTIONAL FLOATING RATE       | AT COST               | 170,320    | 174,366                       |
| THORNBURG THORNBURG INTL VALUE CL A            | AT COST               | 60,040     | 66,317                        |
| TWEEDY BROWNE GLOBAL VALUE FUND #1             | AT COST               | 64,040     | 69,680                        |
| USAA PRECIOUS METALS AND MINERALS FUND         | AT COST               | 18,800     | 7,095                         |
| VANGUARD ENERGY FUND INVESTOR SHS #51          | AT COST               | 21,580     | 199,602                       |

TY 2013 Other Liabilities Schedule

**Name:** JW JOHNSON FAMILY CHARITABLE TRUST

**EIN:** 20-7203295

| Description         | Beginning of Year - Book Value | End of Year - Book Value |
|---------------------|--------------------------------|--------------------------|
| DEPOSITS IN TRANSIT | 35,300                         | 950                      |

# TY 2013 Other Professional Fees Schedule

**Name:** JW JOHNSON FAMILY CHARITABLE TRUST

**EIN:** 20-7203295

| Category            | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|---------------------|--------|--------------------------|------------------------|---------------------------------------------|
| INVESTMENT MGT FEES | 19,479 | 19,479                   |                        | 0                                           |

TY 2013 Taxes Schedule

**Name:** JW JOHNSON FAMILY CHARITABLE TRUST

**EIN:** 20-7203295

| Category           | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------------|--------|--------------------------|------------------------|---------------------------------------------|
| FOREIGN TAXES PAID | 955    | 955                      |                        | 0                                           |