Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION

A Employer identification number: 25-6357015

Number and street (or P O box number if mail is not delivered to street address): 55 EXCHANGE PLACE

Room/suite: 404

B Telephone number (see instructions): (212) 343-1002

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10005-2035

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 83,744,205.

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

Part I Analysis of Revenue and Expenses

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	590,828.	585,650.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,291,183.			
	b	Gross sales price for all assets on line 6a 48,112,052.				
	7	Capital gain net income (from Part IV, line 2)		5,291,183.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 2	5,178.	5,178.		
	12	**Total.** Add lines 1 through 11	5,887,189.	5,882,011.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	200,000.	10,000.		190,000.
	14	Other employee salaries and wages	58,067.	2,903.		55,164.
	15	Pension plans, employee benefits	73,474.	3,674.		69,801.
	16a	Legal fees (attach schedule) ATCH 3	917.			917.
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) *	442,709.	257,447.		185,249.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 5	13,875.	13,875.		
	19	Depreciation (attach schedule) and depletion	8,868.			
	20	Occupancy	102,929.	5,146.		97,782.
	21	Travel, conferences, and meetings	69,712.			69,712.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	117,672.	43,280.		74,189.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,088,223.	336,325.		742,814.
	25	Contributions, gifts, grants paid	3,000,000.			3,000,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	4,088,223.	336,325.	0	3,742,814.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	1,798,966.			
	b	**Net investment income** (if negative, enter -0-)		5,545,686.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	87,080.	276,971.	276,941.
	2	Savings and temporary cash investments	4,547,310.	4,607,026.	4,607,026.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	13,131,303.	19,232,031.	21,125,548.
	c	Investments - corporate bonds (attach schedule) ATCH 8	10,487,737.	8,810,507.	8,909,060.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	39,345,446.	36,486,969.	48,715,838.
	14	Land, buildings, and equipment basis ▶ 67,577.			ATCH 10
		Less accumulated depreciation (attach schedule) ▶ 12,612.	50,628.	54,965.	54,965.
	15	Other assets (describe ▶ ATCH 11)	75,516.	54,827.	54,827.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	67,725,020.	69,523,296.	83,744,205.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 12)	5,108.	4,418.	
	23	Total liabilities (add lines 17 through 22)	5,108.	4,418.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	67,719,912.	69,518,878.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ [ ] check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	67,719,912.	69,518,878.	
	31	Total liabilities and net assets/fund balances (see instructions)	67,725,020.	69,523,296.	

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	67,719,912.
2	Enter amount from Part I, line 27a	2	1,798,966.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	69,518,878.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	69,518,878.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	5,291,183.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,993,538.	77,384,246.	0.051607
2011	3,872,132.	79,431,833.	0.048748
2010	3,723,581.	78,416,271.	0.047485
2009	3,997,791.	73,244,161.	0.054582
2008	4,398,981.	82,944,875.	0.053035

2 Total of line 1, column (d)	2	0.255457
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051091
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	80,139,321.
5 Multiply line 4 by line 3	5	4,094,398.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	55,457.
7 Add lines 5 and 6	7	4,149,855.
8 Enter qualifying distributions from Part XII, line 4	8	3,742,814.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. 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 ▶ ☐ and enter 1% of Part I, line 27b	1	110,914.
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	
3	Add lines 1 and 2	3	110,914.
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	110,914.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 46,670.		
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	46,670.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	1,131.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	65,375.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEW YORK, PENNSYLVANIA			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.JFFND.ORG

14 The books are in care of ▶ ANDREW LANE Telephone no ▶ 212-343-1002

Located at ▶ 55 EXCHANGE PLACE, SUITE 404 NEW YORK, NY ZIP+4 ▶ 10005-2035

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☒ Yes ☐ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	X

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
ATCH 13		200,000.	30,481.	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		67,000.	15,628.	0

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

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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
ATCH 15		291,087.
Total number of others receiving over $50,000 for professional services ▶		

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT	
2 UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	27,807,773.
b	Average of monthly cash balances	1b	5,885,111.
c	Fair market value of all other assets (see instructions)	1c	47,666,833.
d	**Total** (add lines 1a, b, and c)	1d	81,359,717.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	81,359,717.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,220,396.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	80,139,321.
6	**Minimum investment return.** Enter 5% of line 5	6	4,006,966.

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	4,006,966.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	110,914.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	929.		
c	Add lines 2a and 2b			2c	111,843.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,895,123.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,895,123.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,895,123.

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	3,742,814.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	3,742,814.
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	3,742,814.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,895,123.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			3,624,282.	
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 3,742,814.				
a Applied to 2012, but not more than line 2a			3,624,282.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				118,532.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				3,776,591.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 16				
Total . . . . ▶ **3a**				3,000,000.
b *Approved for future payment*				
ATCH 17				
Total . . . . ▶ **3b**				244,600.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	590,828.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	11,395.	01	-6,217.	
8 Gain or (loss) from sales of assets other than inventory			18	5,291,183.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		11,395.		5,875,794.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 5,887,189.

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
	N/A		N/A

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

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

Signature of officer or trustee 9/26/2014 Date ▶ Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL BAYLE		9/18/14		P00251388
Firm's name ▶ THE AYCO COMPANY, LP			Firm's EIN ▶ 33-1187432	
Firm's address ▶ PO BOX 860 SARATOGA SPRINGS, NY 12866-0860			Phone no 518-886-4000	

JSA
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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Gross sale price less expenses of sale	Depreciation allowed/ allowable	Kind of Property / Description	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired	Gain or (loss)	Date sold
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS							198,069.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS							370,025.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS							1,973.	
1,460.		GS DISTRESSED OPPORTUNITIES FUND PROPERTY TYPE: OTHER					P	VARIOUS	1,460.	12/31/2013
269,453.		GS VINTAGE III PROPERTY TYPE: OTHER					P	VARIOUS	269,453.	12/31/2013
68,731.		GS MEZZANINE III PROPERTY TYPE: OTHER					P	VARIOUS	68,731.	12/31/2013
		GS MEZZANINE PARTNERS 2006 PROPERTY TYPE: OTHER	56,109.				P	VAR	-56,109.	12/31/2013
7,212.		GS DISTRESSED OPPORTUNITIES FUND PROPERTY TYPE: OTHER					P	VARIOUS	7,212.	12/31/2013
10,000.		BLAIR STRIP STEEL PROPERTY TYPE: SECURITIES						VAR	10,000.	02/27/2013
271,898.		FIDELITY #50210 ST (SEE ATTACHED) PROPERTY TYPE: SECURITIES	246,469.					VARIOUS	25,429.	VARIOUS
2,634,358.		FIDELITY #50210 LT (SEE ATTACHED) PROPERTY TYPE: SECURITIES	2,526,979.					VARIOUS	107,379.	VARIOUS
29297674.		BERNSTEIN #63557 LT (SEE ATTACHED) PROPERTY TYPE: SECURITIES	29381236.					VARIOUS	-83,562.	VARIOUS
		STATE STREET #33 ST (SEE ATTACHED)						VARIOUS		VARIOUS

THE THOMAS PHILLIPS AND 25-6357015

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PROPERTY TYPE: SECURITIES						
1,371,847.		1,251,169.					120,678.	
		STATE STREET #33 LT (SEE ATTACHED)					VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
13607275.		9,358,907.					4,248,368.	
		MALVER HILLS ASSOCIATES				P	VAR	12/31/2013
		PROPERTY TYPE: OTHER						
2,077.							2,077.	
TOTAL GAIN(LOSS)							5,291,183.	

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION
EIN 25-6357015

Attachment to the 2013 Form 990-PF
Return of Private Foundation
Calendar Year-End 12/31/2013

Statement Required by Reg. 53.4945-5(d)

Information with respect to Expenditure Responsibility Grants

Part VII-B, Line 5(a)(4)
Statement of Expenditure Responsibility

Name and Address of Grantee
Gill Foundation
2215 Market Street
Denver, CO 80205

Date of Grant
July 22, 2013

Amount of Grant
$50,000

Purpose of Grant
General support for the Movement Advancement Project, a think tank that produces and disseminates research aimed at increasing the productivity of investments in the Lesbian, Gay, Bisexual and Transgender movement.

Amount Expended by Grantee
$50,000 of the grant was spent during the calendar year 1/1/2013 through 12/31/2013.

Diversion of Funds
To the Foundation's knowledge, and based on the report furnished by the grantee, the grantee has not diverted any portion of the funds from the purpose of the grant.

Reports Received
On March 5, 2014, the grantee provided the Foundation with a final report with respect to all expenditures made from the grant funds and indicating the progress made toward the goals of the grant.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY 50210 - DIVIDENDS	9,817.	9,817.
FIDELITY 50210 - INTEREST	160.	160.
BLAIR STRIP STEEL	45.	45.
SB 63557 - INTEREST	275,545.	275,545.
SB 63557 - OID	104.	104.
CITI 55768 - DIVIDENDS	34,371.	34,371.
GS 21364 - INTEREST	859.	859.
GS VINTAGE FUND III LP - INTEREST	13,765.	13,765.
GS DISTRESSED OPPORTUNITIES FD-INTEREST	2,947.	2,947.
BERNSTEIN #70173	422.	422.
CITI 55768 - TAX EXEMPT INTEREST	42.	
STATE STREET - DIVIDENDS	224,303.	224,303.
STATE STREET - NONTAXABLE DIVIDENDS	5,136.	
LONE CASCADE #11293- DIVIDENDS	12,189.	12,189.
LONE CASCADE #11515- DIVIDENDS	11,100.	11,100.
COLLEGE VIEW TOWERS -INTEREST	3.	3.
DENNIS SCHILL MANOR ASSOCIATES-INTEREST	16.	16.
GIRARD TOWERS ASSOCIATES-INTEREST	1.	1.
LONE CASCADE, LP #11293-INTEREST	1.	1.
LONE CASCADE, LP #11515-INTEREST	1.	1.
MALVERN HILLS ASSOCIATES-INTEREST	1.	1.
TOTAL	590,828.	585,650.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DENNIS SCHILL MANOR ASSOCIATES	658.	658.
MALVERN HILLS ASSOCIATES	3,785.	3,785.
GIRARD TOWERS ASSOCIATES	6,952.	6,952.
COLLEGE VIEW TOWERS, LP	294.	294.
LONE CASCADE LP - #11515	370.	370.
LONE CASCADE LP - #11293	405.	405.
GS VINTAGE FUND III LP	-4,256.	-4,256.
GS MEZZANINE PARTNERS 2006 LP	-11,850.	-11,850.
GS DISTRESSED OPPORTUNITIES FUND	-10,500.	-10,500.
GS MEZZANINE PARTNERS III LP	17,752.	17,752.
MISC INCOME	1,568.	1,568.
TOTALS	5,178.	5,178.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		917.			917.
	TOTALS	917.			917.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CHANGING FOCUS CONSULTING	50,400.		50,400.
THE AYCO COMPANY	77,799.	19,450.	58,349.
SUMMIT ROCK ADVIS. -MGMT FEES	162,888.	162,888.	
JANE T JOHNSON	36,000.		36,000.
KATHLEEN STURGEON	36,000.		36,000.
CITI #55768 - MGMT FEES	10,852.	10,839.	
ANITA NAGER	3,000.		3,000.
SB 63557 MGMT FEES	40,775.	40,775.	
STATE STREET MGMT FEES	23,495.	23,495.	
AMANDA J WINTERS	1,500.		1,500.
TOTALS	442,709.	257,447.	185,249.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		13,875.	13,875.
	TOTALS	13,875.	13,875.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	1,574.	79.	1,495.
INSURANCE EXPENSE	15,127.	756.	14,371.
MEMBERSHIP FEES	10,225.		10,225.
STATE FILING FEES	3,546.		3,546.
TELEPHONE	4,431.	222.	4,210.
CREDIT CARD FEE	95.		
PROGRAM EXPENSE	18,804.		18,804.
SUBSCRIPTIONS	225.		225.
TECHNOLOGY	14,278.	714.	13,564.
MISCELLANEOUS EXPENSE	109.		
ACCOUNT SERVICE FEES - FIDEL.	540.	540.	
UTILITIES	8,157.	408.	7,749.
BANK FEES	214.	214.	
INVESTMENT FEES/ADR	3,562.	3,562.	
PORTFOLIO DEDUCTIONS FROM K1'S	36,785.	36,785.	
TOTALS	117,672.	43,280.	74,189.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STATE STREET 33.3	13,141,606.	14,763,603.
STATE STREET 33.4	6,090,425.	6,361,945.
TOTALS	19,232,031.	21,125,548.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BERNSTEIN #3557	8,810,507.	8,909,060.
TOTALS	8,810,507.	8,909,060.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS MEZZANINE PARTNERS III		1,648.
GS DISTRESSED OPPS FUND II OFF	119,691.	379,396.
GS VINTAGE FUND III OFFSHORE	440,348.	544,292.
GS MEZZANINE 2006	485,881.	488,130.
WHITEHALL PARTNERS	1,216,110.	133,759.
LONE CASCADE LP #11293	1,671,589.	2,069,321.
SUMMIT ROCK FIXED INCOME	6,251,552.	8,893,003.
SUMMIT ROCK HEDGED EQUITY	5,972,361.	6,443,592.
SUMMIT ROCK DIVERSIFIED STRAT	11,025,607.	12,791,079.
SUMMIT ROCK SELECTED EQUITY	2,600,000.	6,869,715.
SUMMIT ROCK PRIVATE EQUITY	4,062,481.	4,630,969.
SUMMIT ROCK NATURAL RESOURCES	171,539.	292,988.
LONE CASCADE LP #11515	1,469,810.	1,873,371.
LONE SAVIN	1,000,000.	1,000,000.
LONE PINON		2,304,575.
TOTALS	36,486,969.	48,715,838.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE FURNISHINGS	SL	50,454			50,454.	3,604	7,208.		10,812
OFFICE - PAINTING	SL	3,918			3,918	140	560		700
OFFICE IMPROVEMENT	SL		13,205		13,205		1,100		1,100
TOTALS		54,372.			67,577.	3,744.			12,612.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COLLEGE VIEW TOWERS	-1,961.	-1,961.
GIRARD TOWERS ASSOCIATES	31,770.	31,770.
MALVERN HILLS ASSOCIATES		
DENNIS SCHILL MANOR ASSOCIATES	826.	826.
SECURITY DEPOSIT	24,192.	24,192.
TOTALS	54,827.	54,827.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
CREDIT CARDS PAYABLE	4,418.
TOTALS	4,418.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES M. JOHNSON 55 EXCHANGE PLACE 404 NEW YORK, NY 10005-2035	CHAIRMAN	0	0	0
JESSE D. JOHNSON 55 EXCHANGE PLACE 404 NEW YORK, NY 10005-2035	TREASURER	0	0	0
ASA J. JOHNSON 55 EXCHANGE PLACE 404 NEW YORK, NY 10005-2035	SECRETARY	0	0	0
THOMAS P. JOHNSON 55 EXCHANGE PLACE 404 NEW YORK, NY 10005-2035	PRESIDENT	0	0	0
ANDREW LANE 55 EXCHANGE PLACE 404 NEW YORK, NY 10005-2035	EXECUTIVE DIRECTOR 40.00	200,000.	30,481.	0
	GRAND TOTALS	200,000.	30,481.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
SAMANTHA E. FRANKLIN 55 EXCHANGE PLACE, SUITE 404 NEW YORK, NY 10005-2035	PROGRAM OFFICER 40.00	67,000.	15,628.	0
	TOTAL COMPENSATION	67,000.	15,628.	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
THE AYCO COMPANY, LP PO BOX 860 SARATOGA SPRINGS, NY 12866	ACCOUNTING	77,799.
CHANGING FOCUS CONSULTING INC 2540 HAMPSHIRE HOLLOW ROAD POULTNEY, VT 05764	CONSULTING	50,400.
SUMMIT ROCK ADVISORS 9 WEST 57TH ST, 12TH FLOOR NEW YORK, NY 10019	INVESTMENT SERVICES	162,888.
	TOTAL COMPENSATION	291,087.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VARIOUS - SEE ATTACHED	NONE 501(C)(3)	GENERAL CHARITABLE PURPOSES	3,000,000
		TOTAL CONTRIBUTIONS PAID	3,000,000

The Thomas Phillips and Jane Moore Johnson Foundation

Part XV - Additional Information; Line 3a - Grants Paid in 2013

Legal Name	City	State	Tax Status 1	Tax Status 2	Project Title	Amount
1% for the Planet	Waitsfield	VT	501c(3)	509a(1)	general operating support	$40,000
Ayco Charitable Foundation	Albany	NY	501c(3)	509a(1)	donor advised fund	$306,250
Bethany College	Bethany	WV	501c(3)	509a(1)	capital campaign	$200,000
Breast Cancer Fund	San Francisco	CA	501c(3)	509a(1)	general operating support	$35,000
Capital District Gay & Lesbian Community Council	Albany	NY	501c(3)	509a(1)	Mental Health Initiative	$30,000
Center for Health Environment and Justice	Falls Church	VA	501c(3)	509a(1)	the support of the leadership training academy	$35,000
CenterLink	Fort Lauderdale	FL	501c(3)	509a(2)	general operating support and technical assistance for member centers	$120,000
Commonweal	Bolinas	CA	501c(3)	509a(1)	Collaborative on Health and the Environment	$15,000
Consortium of Universities for the Advancement of Hydrologic Science	Medford	MA	501c(3)	509a(1)	Let's Talk About Water events	$34,800
Environmental Defense Fund	New York	NY	501c(3)	509a(1)	Chemicals Policy project	$30,000
Freedom to Marry	New York	NY	501c(3)	509a(1)	general operating support	$40,000
Friends of the High Line	New York	NY	501c(3)	509a(1)	general operating support	$10,000
Funders for Lesbian and Gay Issues	New York	NY	501c(3)	509a(1)	general operating support	$30,000
Gay & Lesbian Leadership Institute	Washington	DC	501c(3)	509a(1)	Congressional Internship program	$30,000
Gill Foundation	Denver	CO	501c(3)	Private Non-Operating Foundation	Movement Advancement Project	$50,000
Girls Educational and Mentoring Services	New York	NY	501c(3)	509a(1)	general operating support	$25,000
GLSEN	New York	NY	501c(3)	509a(1)	general operating support	$75,000
Group for the East End	Bridgehampton	NY	501c(3)	509a(1)	general operating support	$15,000
Habitat for Humanity	Loudon	TN	501c(3)	509a(1)	Loudon County chapter	$20,000
Heights Hill Mental Health Service	Brooklyn	NY	501c(3)	509a(1)	E/Quality Care Provider Training Program	$25,000
International Film Seminars	New York	NY	501c(3)	509a(2)	challenge grant	$25,000
Liberty Hill Foundation	Los Angeles	CA	501c(3)	509a(1)	Queer Youth Fund	$101,700
Longhouse Reserve	East Hampton	NY	501c(3)	509a(1)	general operating support	$15,000
Partners Healthcare System	Belmont	MA	501c(3)	509a(1)	research at McLean Hospital	$17,250
Milwaukee LGBT Community Center	Milwaukee	WI	501c(3)	509a(1)	Mental Health Initiative	$35,000
National Gallery of Art	Landover	MD	501c(3)	509a(1)	Film Program	$15,000
Natural Resources Defense Council	New York	NY	501c(3)	509a(1)	Chemical Policy Reform project	$35,000
New England Grassroots Environmental Fund	Montpelier	VT	501c(3)	509a(1)	regranting to grassroots organizations	$20,000

The Thomas Phillips and Jane Moore Johnson Foundation

Part XV - Additional Information; Line 3a - Grants Paid in 2013

North Star Fund	New York	NY	501c(3)	509a(1)	Activism's Future Campaign	$500,000
Peconic Baykeeper	Quogue	NY	501c(3)	509a(1)	general operating support	$15,000
Prime Timer of the Desert Foundation	Palm Springs	CA	501c(3)	509a(1)	Mental Health Initiative	$30,000
Proteus Fund	Amherst	MA	501c(3)	509a(1)	Civil Marriage Collaborative 2014 cycle	$50,000
Public Interest Projects	New York	NY	501c(3)	509a(1)	Building Equity and Alignment for Impact	$25,000
Rollins College	Winter Park	FL	501c(3)	509a(1)	LGBT Advocacy Internships	$20,000
Rutland Area Farm and Food Link	Rutland	VT	501c(3)	509a(1)	general operating support	$25,000
Sustainable Markets Foundation	Boston	MA	501c(3)	509a(1)	advancement of TSCA reform	$30,000
TEAK Fellowship	New York	NY	501c(3)	509a(1)	general operating support	$20,000
TEDX	Paonia	CO	501c(3)	509a(2)	the support of the Endocrine Disruption project	$15,000
Telluride Foundation	Telluride	CO	501c(3)	509a(1)	general operating support	$25,000
Telluride School District	Telluride	CO	501c(3)	Other	Michael D Palm Theatre	$20,000
The Retreat	East Hampton	NY	501c(3)	509a(1)	general operating support	$25,000
Tides Center	Berkeley	CA	501c(3)	509a(1)	Story of Stuff project	$30,000
True Colors Fund	New York	NY	501c(3)	509a(2)	the support of the Forty to None Project	$25,000
Trustees Of Columbia University in the City of NY	New York	NY	501c(3)	509a(1)	Center for Children's Environmental Health	$30,000
UCLA Foundation	Los Angeles	CA	501c(3)	509a(1)	Williams Institute Public Opinion Project	$30,000
Vermont Community Foundation	Middlebury	VT	501c(3)	509a(1)	Permanent Fund for Vermont's Children	$125,000
Vermont Community Foundation	Middlebury	VT	501c(3)	509a(1)	Samara Fund	$35,000
Vermont Community Foundation	Middlebury	VT	501c(3)	509a(1)	donor advised funds	$380,000
Vermont Law School	South Royalton	VT	501c(3)	509a(1)	Toxics clinic and media fellowship program	$40,000
Virginia Organizing	Charlottesville	VA	501c(3)	509a(1)	Science Communication Network's Environmental Health project	$20,000
Virginia Organizing	Charlottesville	VA	501c(3)	509a(1)	Advancing Green Chemistry project	$15,000
Virginia Organizing	Charlottesville	VA	501c(3)	509a(1)	Environmental Health Sciences project	$30,000
Virginia Organizing	Silver Spring	MD	501c(3)	509a(1)	Health and Environmental Funders Network project	$10,000
TOTAL PAID in 2013						$3,000,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED LIST	NONE 501(C)(3)	VARIOUS - SEE ATTACHED	244,600
		TOTAL CONTRIBUTIONS APPROVED	244,600

Grant Commitment Schedule

1/3/2014

Organization Grant Amount	Total Paid	 2014	 2015	Scheduled Payments 2016	 2017	 2018	 2019	Remaining Balance
Breast Cancer Fund $85,000.00 *the support of the State-to-Federal Legislation project and for general operating support*	$65,000.00	$20,000 00	$0 00	$0 00	$0.00	$0 00	$0.00	$0 00
Center for Health, Environment & Justice $100,000 00 *the support of the leadership training academy*	$85,000 00	$15,000.00	$0 00	$0.00	$0.00	$0.00	$0.00	$0.00
Columbia Center for Children's Environmental Health $85,000.00 *the support of the community outreach, education and scientific translation project*	$70,000 00	$15,000.00	$0 00	$0 00	$0 00	$0.00	$0 00	$0 00
Environmental Defense Fund $85,000 00 *the support of the Overhauling United States Chemicals Policy project*	$70,000 00	$15,000.00	$0.00	$0 00	$0 00	$0.00	$0.00	$0.00
Environmental Health Sciences $85,000.00 *the support of the Environmental Health Sciences project*	$70,000 00	$15,000.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0 00

Organization Grant Amount	Total Paid	2014	2015	Scheduled Payments 2016	2017	2018	2019	Remaining Balance
Natural Resources Defense Council $95,000 00 *the support of the Chemical Policy Reform project*	$75,000 00	$20,000 00	$0.00	$0.00	$0.00	$0 00	$0.00	$0 00
Queer Youth Fund $100,000.00 *2009-10 cycle*	$92,000 00	$8,000 00	$0.00	$0.00	$0.00	$0 00	$0.00	$0.00
Queer Youth Fund $100,000 00 *2010-11 cycle*	$95,000 00	$5,000 00	$0.00	$0.00	$0 00	$0.00	$0.00	$0 00
Queer Youth Fund $100,000 00 *2011-12 cycle*	$63,400 00	$31,600.00	$5,000 00	$0.00	$0.00	$0 00	$0.00	$0 00
Queer Youth Fund $100,000 00 *2012-13 cycle*	$30,000.00	$35,625 00	$34,375 00	$0.00	$0.00	$0.00	$0 00	$0.00
Robert Flaherty Film Seminar $25,000.00 *challenge grant*	$0.00	$25,000 00	$0.00	$0.00	$0.00	$0.00	$0 00	$0 00
Grand Total (11 items)	$715,400.00	$205,225.00	$39,375 00	$0.00	$0.00	$0.00	$0.00	$0.00

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust: THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION

Employer identification number: 25-6357015

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	1,645,205.	1,497,638.		147,567.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	198,069.
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	345,636.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	13,607,275.	9,358,907.		4,248,368.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	32,289,505.	31,964,324.		325,181.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	370,025.
13 Capital gain distributions	13	1,973.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	4,945,547.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			345,636.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			4,945,547.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			5,291,183.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of a The loss on line 19, column (3) **or** b $3,000	20	( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24 If zero or less, enter -0-			26			
27	Subtract line 26 from line 21 If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38 If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www.irs gov/form8949.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
THE THOMAS PHILLIPS AND	25-6357015

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
GS DISTRESSED OPPORTUNITIES FUND	VARIOUS	12/31/2013	1,460.				1,460.
FIDELITY #50210 ST (SE ATTACHED)	VARIOUS	VARIOUS	271,898.	246,469.	M		25,429.
STATE STREET #33 ST (SEE ATTACHED)	VARIOUS	VARIOUS	1,371,847.	1,251,169.	M		120,678.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked)▶			1,645,205.	1,497,638.			147,567.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
THE THOMAS PHILLIPS AND	25-6357015

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [X] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) *Gain or (loss).* Subtract column (e) from column (d) and combine the result with column (g)
STATE STREET #33 LT (SEE ATTACHED)	VARIOUS	VARIOUS	13607275.	9,358,907.	M		4,248,368.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			13,607,275.	9358907.			4,248,368.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)
THE THOMAS PHILLIPS AND

Social security number or taxpayer identification number
25-6357015

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
GS VINTAGE III	VARIOUS	12/31/2013	269,453.				269,453.
GS MEZZANINE III	VARIOUS	12/31/2013	68,731.				68,731.
GS MEZZANINE PARTNERS 2006	VAR	12/31/2013		56,109.			-56,109.
GS DISTRESSED OPPORTUNITIES FUND	VARIOUS	12/31/2013	7,212.				7,212.
BLAIR STRIP STEEL	VAR	02/27/2013	10,000.				10,000.
FIDELITY #50210 LT (SE ATTACHED)	VARIOUS	VARIOUS	2,634,358.	2,526,979.	M		107,379.
BERNSTEIN #63557 LT (SEE ATTACHED)	VARIOUS	VARIOUS	29297674.	29381236.	M		-83,562.
MALVER HILLS ASSOCIATES		12/31/2013	2,077.				2,077.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			32289505.	31964324.			325,181.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
LONG-TERM								
12/07/2012	01/02/2013	65,000	FNMA 30 YR TBA JAN DUE 01/25/2043 5 500%	108.61	108 66	70,596 09	70,626 56	-30 47
12/06/2012	01/02/2013	245,000	FNMA 30 YR TBA JAN DUE 01/01/2043 3 000%	104 62	105 16	256,321.68	257,632.81	-1,311 13
12/06/2012	01/03/2013	183,000	FNMA 30 YR TBA JAN DUE 01/01/2043 3.500%	106 46	106 69	194,830 66	195,238 13	-407 47
12/06/2012	01/04/2013	165,000	FNMA 15 YR TBA JAN DUE 01/01/2028 3 000%	105 34	105 40	173,817 19	173,913 87	-96 68
08/20/2012	01/07/2013	1,000	LABORATORY CORP OF AMERICA HOL DUE 08/23/2017 2 200%	102 26	100 38	1,022 56	1,003 82	18.74
12/07/2012	01/08/2013	255,000	FNMA 15 YR TBA JAN DUE 01/25/2028 4.500%	107 48	107.53	274,085 16	274,204 69	-119 53
08/20/2012	01/09/2013	1,000	LABORATORY CORP OF AMERICA HOL DUE 08/23/2017 2.200%	102 34	100 38	1,023 44	1,003 82	19.62
03/18/2011	01/15/2013	70,000	US TREASURY DUE 01/15/2013 1 375%	100.00	101 49	70,000 00	71,042 03	-1,042 03
12/05/2012	01/02/2013	215,000	FNMA 30 YR TBA JAN DUE 01/25/2043 4 500%	108 01	107 86	232,216.80	231,897.65	319 15
01/05/2012	01/17/2013	4,000	EQT CORP DUE 06/01/2019 8 125%	124 31	118 21	4,972.24	4,728.44	243 80
09/18/2012	01/17/2013	15,000	KOHL'S CORP DUE 02/01/2023 3.250%	94 79	99 99	14,217 90	14,999 10	-781 20
04/04/2012	01/25/2013	413,936 854	FNMA 30 YR POOL#AJ7689 DUE 12/01/2041 4 000%	106 29	104 85	439,953 43	434,003 09	5,950 34
01/05/2012	01/25/2013	10,000	EQT CORP DUE 06/01/2019 8 125%	124.05	118 21	12,404 80	11,821 10	583 70
04/26/2012	01/30/2013	13,998	JPMCC 2007-LD11 A4 DUE 06/15/2049 5 813%	115 75	110 05	16,202 69	15,404.55	798 14
07/17/2012	01/31/2013	3,000	VESEY STREET INVESTMENT TRUST DUE 09/01/2016 4 404%	108.22	100.13	3,246.66	3,003.90	242.76
07/17/2012	01/31/2013	3,000	VESEY STREET INVESTMENT TRUST DUE 09/01/2016 4.404%	108.22	100 13	-3,246 66	-3,003 90	-242 76
07/17/2012	01/31/2013	3,000	VESEY STREET INVESTMENT TRUST DUE 09/01/2016 4.404%	108 22	100.13	3,246 66	3,003 90	242 76
04/26/2012	02/04/2013	12,730	JPMCC 2007-LD11 A4 DUE 06/15/2049 5 813%	115 70	110 05	14,728 01	14,009 14	718 87
01/25/2013	02/04/2013	285,000	FNMA 30 YR TBA FEB DUE 02/01/2043 4 000%	106 42	106 28	303,291 21	302,901 56	389 65
01/03/2013	02/04/2013	183,000	FNMA 30 YR TBA FEB DUE 02/01/2043 3 500%	105.64	106.27	193,322 34	194,466 09	-1,143 75
01/02/2013	02/05/2013	65,000	FNMA 30 YR TBA FEB DUE 02/25/2043 5.500%	108 50	108.81	70,527 54	70,725 65	-198.11
01/02/2013	02/05/2013	245,000	FNMA 30 YR TBA FEB DUE 02/01/2043 3 000%	103 12	104.39	252,646 68	255,757 03	-3,110 35
01/25/2013	02/05/2013	135,000	FNMA 30 YR TBA FEB DUE 02/01/2043 3 000%	103 18	103 47	139,292 58	139,682.81	-390 23

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/02/2013	02/05/2013	215,000	FNMA 30 YR TBA FEB DUE 02/25/2043 4 500%	107.44	107.92	230,990.63	232,032 03	-1,041.40
01/08/2013	02/06/2013	255,000	FNMA 15 YR TBA FEB DUE 02/25/2028 4 500%	107 44	107 39	273,975 59	273,846 09	129 50
01/04/2013	02/07/2013	165,000	FNMA 15 YR TBA FEB DUE 02/01/2028 3 000%	105.23	105 23	173,636 72	173,636.72	0.00
02/17/2012	02/05/2013	103,113 .951	FNMA 30 YR#932586 DUE 03/01/2040 4 500%	107.43	102 64	106,305 26	105,836 58	468.68
04/04/2012	01/25/2013	413,936 854	FNMA 30 YR POOL#AJ7689 DUE 12/01/2041 4.000%	106 29	104 85	-439,953.43	-434,003.09	-5,950.34
04/04/2012	01/25/2013	413,936 854	FNMA 30 YR POOL#AJ7689 DUE 12/01/2041 4 000%	106.29	100 57	421,135 20	416,297 67	4,837 53
04/26/2012	02/11/2013	11,908	JPMCC 2007-LD11 A4 DUE 06/15/2049 5.813%	115 13	110.05	13,709 09	13,104.55	604 54
04/26/2012	02/14/2013	16,364	JPMCC 2007-LD11 A4 DUE 06/15/2049 5 813%	115 33	110 05	18,872 29	18,008 29	864.00
02/10/2012	02/14/2013	8,000	CITIGROUP INC DUE 01/14/2022 4 500%	109.96	101 24	8,797 12	8,099 36	697 76
02/13/2012	02/14/2013	2,000	CITIGROUP INC DUE 01/14/2022 4 500%	109.96	101.53	2,199 28	2,030 64	168 64
03/19/2010	02/15/2013	1,843 318	GNMA 30 YR POOL#694536 DUE 11/15/2038 5 500%	100 00	106 63	1,843 32	1,965 44	-122.12
03/19/2010	02/15/2013	102	GNMA 30 YR POOL#704859	100.00	101 69	102.29	104 01	-1 72
03/19/2010	02/15/2013	533 627	GNMA 30 YR POOL#704859 DUE 01/15/2040 4 500%	100.00	101 69	533 34	542 34	-9 00
11/30/2012	02/15/2013	30,000	US TREASURY DUE 11/15/2022 1 625%	96 89	100 17	29,066 02	30,050 39	-984 37
12/31/2012	02/15/2013	15,000	US TREASURY DUE 11/15/2022 1.625%	96 89	99.11	14,533 00	14,865 82	-332 82
03/07/2012	02/22/2013	5,000	MARATHON PETROLEUM CORP DUE 03/01/2021 5 125%	116 16	109 10	5,808 00	5,455.05	352 95
07/09/2008	02/25/2013	1,977 711	FNMA 30 YR POOL#254548 DUE 12/01/2032 5.500%	100.00	102 89	1,977 71	2,034.86	-57.15
07/23/2009	02/25/2013	4,409 508	FNMA 30 YR#745275 DUE 02/01/2036 5 000%	100 00	105 41	4,409 51	4,648 26	-238.75
05/23/2008	02/25/2013	10,955 713	FNMA 30 YR POOL#745418 DUE 04/01/2036 5.500%	100 00	103 31	10,955.71	11,318.00	-362.29
03/30/2011	02/25/2013	880 117	FNMA 30 YR#745515 DUE 05/01/2036 5 000%	100 00	107 98	880.12	950 34	-70 22
01/10/2012	02/25/2013	15,535 139	FNMA 30 YR POOL#889579 DUE 05/01/2038 6 000%	100.00	110 50	15,535 14	17,166 33	-1,631 19
02/17/2012	02/25/2013	4,157 012	FNMA 30 YR#932586 DUE 03/01/2040 4.500%	100 00	100 00	4,157.01	4,157.01	0 00
04/04/2012	02/25/2013	17,705 423	FNMA 30 YR POOL#AJ7689 DUE 12/01/2041 4 000%	100 00	100 00	17,705 42	17,705 42	0.00
03/07/2012	02/26/2013	5,000	MARATHON PETROLEUM CORP DUE 03/01/2021 5 125%	116.61	109 10	5,830 40	5,455 05	375 35
02/05/2013	03/01/2013	100,000	FNMA 30 YR TBA MAR DUE 03/25/2043 4.500%	107 65	107 31	107,648 44	107,312 50	335 94

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/05/2013	03/01/2013	225,000	FNMA 30 YR TBA MAR DUE 03/25/2043 4 500%	107 57	107 33	242,024.41	241,488 28	536.13
02/04/2013	03/01/2013	285,000	FNMA 30 YR TBA MAR DUE 03/01/2043 4 000%	106 63	106.33	303,903 52	303,035 16	868.36
02/04/2013	03/01/2013	183,000	FNMA 30 YR TBA MAR DUE 03/01/2043 3 500%	105 79	105 39	193,586.84	192,864 84	722 00
02/05/2013	03/04/2013	65,000	FNMA 30 YR TBA MAR DUE 03/25/2043 5 500%	108 95	108 50	70,819 53	70,525 00	294.53
02/05/2013	03/05/2013	245,000	FNMA 30 YR TBA MAR DUE 03/01/2043 3 000%	103 51	102 83	253,594.14	251,928 91	1,665 23
02/05/2013	03/05/2013	135,000	FNMA 30 YR TBA MAR DUE 03/01/2043 3 000%	103 49	102 89	139,714.45	138,902 34	812.11
02/06/2013	03/06/2013	255,000	FNMA 15 YR TBA MAR DUE 03/25/2028 4 500%	107 51	107 39	274,154.88	273,846.09	308 79
02/07/2013	03/06/2013	165,000	FNMA 15 YR TBA MAR DUE 03/01/2028 3 000%	105.17	105 09	173,533 59	173,391 80	141.79
03/19/2010	03/15/2013	6,477 666	GNMA 30 YR POOL#694536 DUE 11/15/2038 5 500%	100 00	106 62	6,477 67	6,906 81	-429.14
03/19/2010	03/15/2013	95	GNMA 30 YR POOL#704859	100 00	101 69	95 28	96 89	-1.61
03/19/2010	03/15/2013	496 ****	GNMA 30 YR POOL#704859 DUE 01/15/2040 4.500%	100 00	101 69	496.84	505.22	-8 38
09/05/2012	03/22/2013	155,000	US TREASURY DUE 08/15/2022 1 625%	98.19	100.29	152,196 68	155,441 99	-3,245 31
07/09/2008	03/25/2013	1,637 .028	FNMA 30 YR POOL#254548 DUE 12/01/2032 5 500%	100 00	102.89	1,637 03	1,684 33	-47.30
07/23/2009	03/25/2013	3,653 064	FNMA 30 YR#745275 DUE 02/01/2036 5 000%	100 00	105 41	3,653.06	3,850 85	-197.79
05/23/2008	03/25/2013	9,519 200	FNMA 30 YR POOL#745418 DUE 04/01/2036 5 500%	100 00	103.31	9,519 20	9,833 98	-314 78
03/30/2011	03/25/2013	771 481	FNMA 30 YR#745515 DUE 05/01/2036 5 000%	100 00	107 98	771 48	833 03	-61 55
01/10/2012	03/25/2013	13,188 067	FNMA 30 YR POOL#889579 DUE 05/01/2038 6.000%	100 00	110 50	13,188.07	14,572 81	-1,384 74
09/14/2012	03/25/2013	70,000	US TREASURY DUE 05/15/2022 1 750%	99 81	99 45	69,866 02	69,617 19	248 83
01/05/2012	03/28/2013	30,000	FIRSTENERGY SOLUTIONS CORP DUE 08/15/2021 6.050%	113.97	112 11	34,191 30	33,632 40	558 90
03/01/2013	04/05/2013	100,000	FNMA 30 YR TBA APR DUE 04/25/2043 4 500%	107 88	107.55	107,878 91	107,546.88	332 03
03/01/2013	04/05/2013	225,000	FNMA 30 YR TBA APR DUE 04/25/2043 4.500%	107 88	107 47	242,727 54	241,804 69	922 85
03/01/2013	04/05/2013	285,000	FNMA 30 YR TBA APR DUE 04/01/2042 4.000%	107 07	106 53	305,150 39	303,614 06	1,536 33
02/28/2013	04/05/2013	45,000	US TREASURY DUE 02/15/2023 2 000%	102 69	101 00	46,209 38	45,450 00	759.38
03/28/2013	04/05/2013	30,000	US TREASURY DUE 02/15/2023 2 000%	102 69	101 40	30,806 25	30,420 70	385 55
03/05/2013	04/08/2013	245,000	FNMA 30 YR TBA APR DUE 04/01/2043 3.000%	104.30	103.27	255,527 34	253,000.78	2,526 56

Capital Gains Report

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION (Account: 039-63557) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/05/2013	04/08/2013	135,000	FNMA 30 YR TBA APR DUE 04/01/2043 3 000%	104 27	103.25	140,758 59	139,387 50	1,371 09
01/12/2012	04/09/2013	157,000	FREDDIE MAC DUE 01/13/2022 2.375%	104 92	99 42	164,719 56	156,086 26	8,633.30
03/01/2013	04/09/2013	183,000	FNMA 30 YR TBA APR DUE 04/01/2043 3 500%	106 32	105 56	194,573 32	193,179 37	1,393.95
11/16/2012	04/10/2013	25,882	GSMS 2012-GCJ9 A3 DUE 11/10/2045 2 773%	100 31	102.50	25,962 88	26,528 49	-565.61
01/10/2012	04/11/2013	264,986 406	FNMA 30 YR POOL#889579 DUE 05/01/2038 6.000%	109 59	105 63	276,260 92	279,900 84	-3,639.92
11/30/2012	04/11/2013	21,635	WFRBS 2012-C10 A3 DUE 12/15/2045 2.875%	101 02	102.49	21,856 42	22,174 21	-317 79
03/19/2010	04/15/2013	3,198 .888	GNMA 30 YR POOL#694536 DUE 11/15/2038 5 500%	100 00	106 62	3,198 89	3,410 81	-211 92
03/19/2010	04/15/2013	99	GNMA 30 YR POOL#704859	100.00	101 69	99 28	100.96	-1.68
03/19/2010	04/15/2013	517 969	GNMA 30 YR POOL#704859 DUE 01/15/2040 4 500%	100 00	101 69	517.69	526.42	-8.73
04/01/2013	04/01/2013	181,560 014	FNMA 15 YR#AB6291 DUE 09/01/2027 3.000%	95 85	95 45*	174,024.32	173,302.44*	721.88
03/04/2013	04/08/2013	65,000	FNMA 30 YR TBA APR DUE 04/25/2043 5 500%	109.09	108.91	70,908 40	70,789 06	119 34
07/09/2008	04/25/2013	1,806 333	FNMA 30 YR POOL#254548 DUE 12/01/2032 5 500%	100 00	102 89	1,806 33	1,858 53	-52 20
07/23/2009	04/25/2013	3,906 564	FNMA 30 YR#745275 DUE 02/01/2036 5 000%	100 00	105 41	3,906 56	4,118.08	-211 52
05/23/2008	04/25/2013	9,903 525	FNMA 30 YR POOL#745418 DUE 04/01/2036 5 500%	100 00	103 31	9,903 52	10,231.02	-327 50
03/30/2011	04/25/2013	708 .175	FNMA 30 YR#745515 DUE 05/01/2036 5 000%	100 00	107 98	708 18	764 68	-56 50
01/10/2012	04/25/2013	12,909 .150	FNMA 30 YR POOL#889579 DUE 05/01/2038 6.000%	100.00	100 00	12,909 15	12,909 15	0.00
04/01/2013	04/30/2013	254,999 .967	FNMA 15 YR#725045 DUE 11/01/2018 4 500%	107 23	107 44	273,447 62	273,965 59	-517 97
03/19/2012	05/03/2013	25,000	LOWE'S COS INC DUE 04/15/2016 2 125%	104 38	102 20	26,094 25	25,550 00	544 25
03/19/2012	05/03/2013	10,000	NBCUNIVERSAL MEDIA LLC DUE 04/01/2016 2 875%	106 03	103 45	10,602 50	10,345 00	257 50
06/03/2010	05/03/2013	45,000	GENERAL ELECTRIC CAPITAL CORP DUE 03/04/2015 4.875%	107 66	106.07	48,447 45	47,732.40	715 05
03/22/2013	05/03/2013	183,000	FNMA 30 YR TBA MAY DUE 05/01/2043 3 500%	106 16	105 16	194,265.94	192,435 94	1,830 00
03/22/2013	05/03/2013	142,000	FNMA 30 YR TBA MAY DUE 05/01/2043 3 500%	106 13	105.16	150,697.50	149,321.87	1,375 63
04/09/2013	05/03/2013	183,000	FNMA 30 YR TBA MAY DUE 05/01/2043 3.500%	106 13	106 02	194,208 75	194,008 59	200 16
01/06/2012	05/03/2013	2,000	***ANGLOGOLD ASHANTI HOLDINGS DUE 04/15/2020 5 375%	105 25	100 79	2,105 00	2,015 88	89.12
04/08/2013	05/06/2013	65,000	FNMA 30 YR TBA MAY DUE 05/25/2043 5.500%	108 63	108.95	70,606 25	70,816 99	-210 74

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION (Account: 039-63557) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/05/2013	05/06/2013	100,000	FNMA 30 YR TBA MAY	107 56	107 78	107,562 50	107,781 25	-218 75
04/05/2013	05/06/2013	125,000	FNMA 30 YR TBA MAY	107 56	107 78	134,453 13	134,726 56	-273 43
			DUE 05/25/2043 4 500%					
04/05/2013	05/06/2013	100,000	FNMA 30 YR TBA MAY	107 56	107.78	107,562 50	107,781 25	-218.75
			DUE 05/25/2043 4 500%					
04/05/2013	05/06/2013	285,000	FNMA 30 YR TBA MAY	106 71	106 95	304,126.17	304,805 27	-679.10
			DUE 05/01/2043 4 000%					
04/08/2013	05/06/2013	135,000	FNMA 30 YR TBA MAY	104 05	104 02	140,473 83	140,421.09	52 74
			DUE 05/01/2043 3 000%					
04/08/2013	05/06/2013	135,000	FNMA 30 YR TBA MAY	104 09	103 98	140,516.02	140,378 91	137 11
04/08/2013	05/06/2013	110,000	FNMA 30 YR TBA MAY	104 09	104 02	114,494 53	114,417 19	77 34
			DUE 05/01/2043 3 000%					
04/01/2013	04/30/2013	254,999	FNMA 15 YR#725045	107 23	107.44	-273,447.62	-273,965.59	517.97
		967	DUE 11/01/2018 4 500%					
04/01/2013	04/30/2013	254,999	FNMA 15 YR#725045	107 23	104.38	265,075.37	266,158 15	-1,082 78
		967	DUE 11/01/2018 4 500%					
11/30/2012	05/08/2013	135,000	US TREASURY	99.89	100 05	134,857 62	135,073 83	-216 21
			DUE 11/30/2017 0 625%					
05/06/2013	05/08/2013	135,000	FNMA 30 YR TBA JUN	103 80	103 78	140,125 79	140,104.69	21 10
05/06/2013	05/08/2013	5,000	FNMA 30 YR TBA JUN	103 80	103.81	5,189.84	5,190 63	-0.79
			DUE 06/01/2043 3 000%					
04/12/2013	05/09/2013	165,000	FNMA 15 YR TBA MAY	105.43	105 37	173,958 98	173,868 75	90.23
			DUE 05/01/2028 3.000%					
03/19/2010	05/15/2013	1,844	GNMA 30 YR POOL#694536	100.00	106 63	1,845 00	1,967 23	-122 23
		996	DUE 11/15/2038 5 500%					
03/19/2010	05/15/2013	101	GNMA 30 YR POOL#704859	100 00	101.69	101 68	103 40	-1.72
03/19/2010	05/15/2013	530	GNMA 30 YR POOL#704859	100 00	101 69	530 21	539 16	-8 95
		894	DUE 01/15/2040 4 500%					
01/10/2012	04/11/2013	252,077	FNMA 30 YR POOL#889579	103 24	105 24	260,239 34	265,281 78	-5,042 44
		257	DUE 05/01/2038 6 000%					
01/10/2012	04/11/2013	252,077	FNMA 30 YR POOL#889579	109 59	111 04	-276,260 92	-279,900 84	3,639 92
		257	DUE 05/01/2038 6.000%					
01/06/2012	05/16/2013	1,000	***ANGLOGOLD ASHANTI HOLDINGS	105.25	100 79	1,052 50	1,007.94	44 56
			DUE 04/15/2020 5.375%					
01/06/2012	05/20/2013	1,000	***ANGLOGOLD ASHANTI HOLDINGS	104 75	100 79	1,047 52	1,007 94	39.58
			DUE 04/15/2020 5.375%					
01/06/2012	05/21/2013	1,000	***ANGLOGOLD ASHANTI HOLDINGS	105 08	100 79	1,050 82	1,007 94	42 88
			DUE 04/15/2020 5 375%					
02/17/2012	05/23/2013	26,501	GCCFC 2007-GG9 A4	113 22	109 79	30,004 10	29,094 16	909 94
			DUE 03/10/2039 5 444%					
07/09/2008	05/28/2013	1,990	FNMA 30 YR POOL#254548	100 00	102 89	1,990 22	2,047 73	-57 51
		217	DUE 12/01/2032 5 500%					
04/01/2013	05/28/2013	7,807	FNMA 15 YR#725045	100 00	100 00	7,807.44	7,807 44	0 00
		436	DUE 11/01/2018 4 500%					
07/23/2009	05/28/2013	3,757	FNMA 30 YR#745275	100 00	105 41	3,757 30	3,960.73	-203.43
		296	DUE 02/01/2036 5.000%					
05/23/2008	05/28/2013	10,090	FNMA 30 YR POOL#745418	100.00	103 31	10,090 84	10,424.52	-333 68
		.838	DUE 04/01/2036 5.500%					
03/30/2011	05/28/2013	778	FNMA 30 YR#745515	100.00	107 98	778 79	840 92	-62 13

Open Date	Close Date	Quantity	Description		Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
		787	DUE 05/01/2036	5 000%					
01/10/2012	05/28/2013	14,619	FNMA 30 YR POOL#889579		100 00	100 00	14,619 06	14,619 06	0 00
		058	DUE 05/01/2038	6 000%					
03/09/2012	05/28/2013	7,000	MARRIOTT INTERNATIONAL INC/DE		103 81	99.03	7,266.49	6,932 10	334.39
			DUE 03/01/2019	3.000%					
03/09/2012	05/28/2013	6,000	ANADARKO PETROLEUM CORP		114.37	115.47	6,862 08	6,928 08	-66 00
03/09/2012	05/28/2013	14,000	ANADARKO PETROLEUM CORP		114 37	115.43	16,011 52	16,160 34	-148.82
			DUE 09/15/2016	5 950%					
09/05/2012	05/29/2013	395,000	US TREASURY		99 01	100 02	391,080.86	395,092 58	-4,011 72
			DUE 08/31/2017	0 625%					
09/14/2012	05/29/2013	190,000	US TREASURY		99 01	99.55	188,114 84	189,139.06	-1,024.22
			DUE 08/31/2017	0 625%					
03/28/2013	05/29/2013	30,000	US TREASURY		99.13	101 40	29,737 50	30,420 71	-683.21
			DUE 02/15/2023	2 000%					
04/09/2013	05/29/2013	140,000	US TREASURY		99 13	102 42	138,775.00	143,390 62	-4,615.62
			DUE 02/15/2023	2 000%					
05/03/2013	05/29/2013	70,000	FNMA 30 YR TBA JUN		103 69	105 92	72,581.25	74,145.31	-1,564.06
			DUE 06/01/2043	3.500%					
05/06/2013	05/29/2013	30,000	FNMA 30 YR TBA JUN		100 58	103 81	30,173 44	31,143 75	-970.31
			DUE 06/01/2043	3.000%					
05/08/2013	05/29/2013	60,000	FNMA 15 YR TBA JUN		101.98	104.11	61,190 63	62,465.62	-1,274 99
			DUE 06/01/2028	2 500%					
01/04/2012	05/30/2013	18,000	COMCAST CORP		118 06	113 96	21,251 34	20,513 52	737.82
			DUE 03/01/2020	5 150%					
09/05/2012	05/31/2013	25,000	US TREASURY		96.69	100 29	24,172 85	25,071 29	-898.44
			DUE 08/15/2022	1 625%					
09/13/2012	05/31/2013	70,000	US TREASURY		96.69	98 56	67,683 99	68,993 75	-1,309.76
			DUE 08/15/2022	1 625%					
12/31/2012	05/31/2013	30,000	US TREASURY		95 92	99 11	28,776 56	29,731 64	-955 08
12/31/2012	05/31/2013	15,000	US TREASURY		95 92	99 11	14,388 28	14,865 82	-477 54
			DUE 11/15/2022	1 625%					
01/31/2013	05/31/2013	25,000	US TREASURY		95 92	96 80	23,980 47	24,200 20	-219 73
			DUE 11/15/2022	1.625%					
02/28/2013	05/31/2013	73,000	US TREASURY		98 84	99.91	72,150 24	72,934 41	-784 17
02/28/2013	05/31/2013	12,000	US TREASURY		98 84	99.91	11,860.32	11,989 22	-128 90
			DUE 02/28/2018	0 750%					
03/28/2013	05/31/2013	35,000	US TREASURY		98 84	100 07	34,592 57	35,023 24	-430.67
			DUE 02/28/2018	0 750%					
05/06/2013	05/31/2013	100,000	FNMA 30 YR TBA JUN		107 02	107 50	107,019 53	107,500.00	-480 47
05/06/2013	05/31/2013	10,000	FNMA 30 YR TBA JUN		107.02	107 50	10,701.95	10,750.00	-48 05
			DUE 06/01/2043	4 500%					
05/09/2013	05/31/2013	50,000	FNMA 15 YR TBA JUN		104.28	105.30	52,138 68	52,648 44	-509 76
05/09/2013	05/31/2013	65,000	FNMA 15 YR TBA JUN		104.28	105 30	67,780 27	68,442 97	-662.70
			DUE 06/01/2028	3 000%					
01/06/2012	06/05/2013	2,000	***ANGLOGOLD ASHANTI HOLDINGS		102.56	100 79	2,051.18	2,015 88	35 30
			DUE 04/15/2020	5 375%					
05/03/2013	06/05/2013	113,000	FNMA 30 YR TBA JUN		103 09	105.92	116,495 94	119,691 72	-3,195.78
			DUE 06/01/2043	3 500%					
05/03/2013	06/05/2013	325,000	FNMA 30 YR TBA JUN		103 13	105 89	335,156 25	344,144.53	-8,988.28

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			DUE 06/01/2043 3.500%					
05/06/2013	06/05/2013	135,000	FNMA 30 YR TBA JUN	100 37	103 81	135,500 98	140,146 88	-4,645 90
			DUE 06/01/2043 3 000%					
05/06/2013	06/05/2013	75,000	FNMA 30 YR TBA JUN	100 41	103 81	75,310 55	77,859.37	-2,548 82
			DUE 06/01/2043 3.000%					
05/06/2013	06/06/2013	65,000	FNMA 30 YR TBA JUN	108.12	108 62	70,278 71	70,606 25	-327.54
			DUE 06/25/2043 5 500%					
05/09/2013	06/06/2013	50,000	FNMA 15 YR TBA JUN	103 95	105.30	51,972 66	52,648.43	-675 77
			DUE 06/01/2028 3 000%					
05/08/2013	06/06/2013	375,000	FNMA 15 YR TBA JUN	102 00	104 11	382,500 00	390,410 16	-7,910.16
			DUE 06/01/2028 2.500%					
05/06/2013	06/07/2013	115,000	FNMA 30 YR TBA JUN	106.61	107 50	122,600.78	123,625.00	-1,024.22
			DUE 06/01/2043 4 500%					
05/06/2013	06/07/2013	100,000	FNMA 30 YR TBA JUN	106 54	107 50	106,539 06	107,500.00	-960.94
			DUE 06/01/2043 4.500%					
05/06/2013	06/07/2013	285,000	FNMA 30 YR TBA JUN	105.20	106.64	299,806.64	303,925 78	-4,119 14
			DUE 06/01/2043 4 000%					
01/06/2012	06/10/2013	1,000	***ANGLOGOLD ASHANTI HOLDINGS	101 38	100.79	1,013.79	1,007 94	5 85
			DUE 04/15/2020 5 375%					
05/23/2013	06/13/2013	20	MLMT 2006-C2 A1A	100 00	113 04	20 49	23.16	-2 67
		488	DUE 08/12/2043 5.739%					
05/23/2013	06/13/2013	223	MLCFC 2006-4 A1A	100 00	112 13	223.85	251 01	-27 16
		852	DUE 12/12/2049 5 166%					
03/19/2010	06/17/2013	1,699	GNMA 30 YR POOL#694536	100.00	106 62	1,699.55	1,812 14	-112.59
		.547	DUE 11/15/2038 5.500%					
03/19/2010	06/17/2013	1,673	GNMA 30 YR POOL#704859	100.00	101.69	1,673 31	1,701 55	-28 24
03/19/2010	06/17/2013	8,725	GNMA 30 YR POOL#704859	100.00	101.69	8,725 13	8,872 37	-147 24
		445	DUE 01/15/2040 4.500%					
05/23/2013	06/18/2013	13	CGCMT 2006-C4 A1A	100.00	111 64	13.74	15.34	-1 60
		.740	DUE 03/15/2049 5 784%					
01/06/2012	06/20/2013	3,000	***ANGLOGOLD ASHANTI HOLDINGS	98 47	100 79	2,953 98	3,023.82	-69 84
			DUE 04/15/2020 5 375%					
05/23/2013	06/21/2013	37	WBCMT 2006-C25 A1A	100 00	112 61	37 99	42 78	-4 79
		990	DUE 05/15/2043 5 722%					
05/23/2013	06/24/2013	9	MSC 2007-T27 A1A	100 00	116.04	9.31	10 80	-1.49
		307	DUE 06/11/2042 5 650%					
01/05/2012	06/20/2013	20,000	ALLSTATE CORP/THE	128 98	122.23	25,796 80	24,446.40	1,350.40
			DUE 05/16/2019 7 450%					
07/09/2008	06/25/2013	2,005	FNMA 30 YR POOL#254548	100.00	102 89	2,005 43	2,063.38	-57 95
		.432	DUE 12/01/2032 5 500%					
07/23/2009	06/25/2013	3,681	FNMA 30 YR#745275	100 00	105.41	3,681 79	3,881 13	-199 34
		788	DUE 02/01/2036 5 000%					
05/23/2008	06/25/2013	10,100	FNMA 30 YR POOL#745418	100 00	103 31	10,100.88	10,434 89	-334 01
		875	DUE 04/01/2036 5.500%					
03/30/2011	06/25/2013	709	FNMA 30 YR#745515	100 00	107 98	709.47	766 07	-56 60
		469	DUE 05/01/2036 5 000%					
01/06/2012	07/02/2013	2,000	***ANGLOGOLD ASHANTI HOLDINGS	92 75	100.79	1,855 00	2,015 88	-160 88
			DUE 04/15/2020 5 375%					
06/07/2013	07/08/2013	100,000	FNMA 30 YR TBA JUL	104.88	106 39	104,882.81	106,390 63	-1,507.82

Open Date	Close Date	Quantity	Description		Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			DUE 07/25/2043	4 500%					
06/07/2013	07/08/2013	115,000	FNMA 30 YR TBA JUL		104 93	106.46	120,669 14	122,430.08	-1,760.94
			DUE 07/25/2043	4 500%					
06/06/2013	07/08/2013	65,000	FNMA 30 YR TBA JUL		108 29	108.08	70,390 43	70,250.78	139.65
			DUE 07/25/2043	5 500%					
06/07/2013	07/08/2013	285,000	FNMA 30 YR TBA JUL		102 66	105 03	292,592 58	299,339.06	-6,746.48
			DUE 07/01/2043	4 000%					
06/05/2013	07/08/2013	135,000	FNMA 30 YR TBA JUL		95.64	100 11	129,114 84	135,147.66	-6,032 82
			DUE 07/01/2043	3.000%					
06/05/2013	07/08/2013	75,000	FNMA 30 YR TBA JUL		95.66	100.16	71,742 19	75,117.19	-3,375.00
			DUE 07/01/2043	3 000%					
05/31/2013	07/09/2013	216,487	FNMA 30 YR TBA JUL		100 03	103 45	216,554 65	223,945 65	-7,391.00
05/31/2013	07/09/2013	188,513	FNMA 30 YR TBA JUL		100 03	103 45	188,571 91	195,007 86	-6,435 95
05/31/2013	07/09/2013	115,000	FNMA 30 YR TBA JUL		100.03	103 39	115,035 94	118,899 22	-3,863 28
			DUE 07/01/2043	3.500%					
06/05/2013	07/09/2013	113,000	FNMA 30 YR TBA JUL		100 03	102 83	113,035.31	116,195.78	-3,160 47
06/05/2013	07/09/2013	212,000	FNMA 30 YR TBA JUL		100 03	102 86	212,066 25	218,061 88	-5,995 63
			DUE 07/01/2043	3 500%					
06/05/2013	07/09/2013	113,000	FNMA 30 YR TBA JUL		100 15	102.86	113,167 73	116,231 09	-3,063 36
			DUE 07/01/2043	3 500%					
01/06/2012	07/11/2013	1,000	***ANGLOGOLD ASHANTI HOLDINGS		92 13	100.79	921 25	1,007 94	-86.69
			DUE 04/15/2020	5.375%					
06/06/2013	07/12/2013	50,000	FNMA 15 YR TBA JUL		102.59	103 78	51,296.88	51,890.63	-593 75
			DUE 07/01/2028	3.000%					
05/23/2013	07/15/2013	10	MSC 2007-T27 A1A		100.00	116.01	10 71	12.42	-1.71
		.706	DUE 06/11/2042	5 650%					
05/23/2013	07/15/2013	23	MLMT 2006-C2 A1A		100.00	113 03	23 35	26 39	-3 04
		348	DUE 08/12/2043	5 739%					
05/23/2013	07/15/2013	18	MLCFC 2006-4 A1A		100 00	112 15	18 15	20 35	-2 20
		146	DUE 12/12/2049	5.166%					
03/19/2010	07/15/2013	3,150	GNMA 30 YR POOL#694536		100.00	106 63	3,150 73	3,359 47	-208 74
		.731	DUE 11/15/2038	5 500%					
03/19/2010	07/15/2013	2,031	GNMA 30 YR POOL#704859		100.00	101.69	2,031 81	2,066.09	-34 28
03/19/2010	07/15/2013	10,594	GNMA 30 YR POOL#704859		100 00	101.69	10,594.41	10,773 19	-178.78
		****	DUE 01/15/2040	4 500%					
06/06/2013	07/15/2013	375,000	FNMA 15 YR TBA JUL		99 77	101 79	374,121.09	381,694 34	-7,573.25
			DUE 07/01/2028	2 500%					
04/13/2012	07/18/2013	10,183	LBUBS 2007-C2 A3		100 00	110 18	10,183 06	11,219 66	-1,036.60
		061	DUE 02/15/2040	5 430%					
03/13/2012	07/18/2013	6,000	SLM CORP		107 75	105 25	6,465.00	6,315 00	150 00
			DUE 01/25/2022	7 250%					
05/23/2013	07/18/2013	43	WBCMT 2006-C25 A1A		100.00	112 61	43 18	48 62	-5 44
		175	DUE 05/15/2043	5 722%					
05/23/2013	07/18/2013	15	CGCMT 2006-C4 A1A		100.00	111 69	15.49	17 30	-1.81
		489	DUE 03/15/2049	5 784%					
01/31/2013	07/18/2013	230,000	US TREASURY		98 50	99 97	226,550 00	229,937 11	-3,387 11
			DUE 01/31/2018	0 875%					
04/09/2013	07/18/2013	10,000	US TREASURY		95.86	102 42	9,585 94	10,242 19	-656 25
			DUE 02/15/2023	2 000%					

Capital Gains Report

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION (Account: 039-63557) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/30/2013	07/18/2013	45,000	US TREASURY DUE 02/15/2023 2 000%	95 86	102 93	43,136 72	46,320 12	-3,183.40
07/08/2013	07/18/2013	75,000	FNMA 30 YR TBA AUG DUE 08/01/2043 4 000%	103 75	102.39	77,812.50	76,792 97	1,019 53
07/09/2013	07/18/2013	170,000	FNMA 30 YR TBA AUG DUE 08/01/2043 3 500%	100.80	99 77	171,367.97	169,601 56	1,766.41
07/15/2013	07/18/2013	55,000	FNMA 15 YR TBA AUG DUE 08/01/2028 2 500%	99 69	99 56	54,828 13	54,759.38	68.75
01/06/2012	07/19/2013	1,000	***ANGLOGOLD ASHANTI HOLDINGS DUE 04/15/2020 5 375%	91 75	100 79	917 50	1,007 94	-90 44
01/06/2012	07/22/2013	1,000	***ANGLOGOLD ASHANTI HOLDINGS DUE 04/15/2020 5 375%	92 38	100.79	923 75	1,007 94	-84 19
03/13/2012	07/22/2013	4,000	SLM CORP DUE 01/25/2022 7.250%	107 75	105.25	4,310 00	4,210 00	100 00
07/09/2008	07/25/2013	1,651 464	FNMA 30 YR POOL#254548 DUE 12/01/2032 5 500%	100 00	102 89	1,651.46	1,699 19	-47 73
07/23/2009	07/25/2013	3,314 116	FNMA 30 YR#745275 DUE 02/01/2036 5 000%	100.00	105 41	3,314 12	3,493 55	-179 43
05/23/2008	07/25/2013	8,598 213	FNMA 30 YR POOL#745418 DUE 04/01/2036 5 500%	100 00	103 31	8,598.21	8,882.54	-284 33
03/30/2011	07/25/2013	650 211	FNMA 30 YR#745515 DUE 05/01/2036 5 000%	100 00	107.98	650.21	702 09	-51.88
07/09/2013	08/01/2013	110,000	FNMA 30 YR TBA AUG DUE 08/01/2043 3 500%	99.98	99 77	109,982 81	109,742 19	240.62
07/09/2013	08/01/2013	15,000	FNMA 30 YR TBA AUG DUE 08/01/2043 3 500%	99 89	99.77	14,983.59	14,964.84	18 75
07/23/2009	08/07/2013	64,093 .628	FNMA 30 YR#745275 DUE 02/01/2036 5 000%	108 19	100 65	66,038 79	64,511 33	1,527 46
03/30/2011	08/07/2013	12,522 648	FNMA 30 YR#745515 DUE 05/01/2036 5 000%	108 19	103 39	12,926 68	12,947 49	-20 81
07/08/2013	08/07/2013	100,000	FNMA 30 YR TBA AUG DUE 08/25/2043 4.500%	106 08	104.67	106,082.03	104,671 88	1,410 15
07/08/2013	08/07/2013	115,000	FNMA 30 YR TBA AUG DUE 08/25/2043 4 500%	106 10	104 72	122,012 30	120,426 56	1,585 74
07/08/2013	08/07/2013	65,000	FNMA 30 YR TBA AUG DUE 08/25/2043 5 500%	108 99	108.19	70,842 38	70,321 88	520 50
07/08/2013	08/06/2013	210,000	FNMA 30 YR TBA AUG DUE 08/01/2043 4.000%	103 85	102 39	218,080 08	215,020 31	3,059 77
07/12/2013	08/08/2013	50,000	FNMA 15 YR TBA AUG DUE 08/01/2028 3 000%	102 96	102 31	51,480 47	51,156 25	324.22
07/09/2013	08/05/2013	15,000	FNMA 30 YR TBA AUG	100.75	99 77	15,113 09	14,964.84	148 25
07/09/2013	08/05/2013	15,000	FNMA 30 YR TBA AUG	100 75	99.89	15,113.09	14,983 59	129 50
07/09/2013	08/05/2013	422,000	FNMA 30 YR TBA AUG	100 75	99 77	425,181 48	421,010 94	4,170 54
07/09/2013	08/05/2013	98,000	FNMA 30 YR TBA AUG DUE 08/01/2043 3 500%	100.75	99 89	98,738 82	97,892 82	846 00
07/09/2013	08/05/2013	113,000	FNMA 30 YR TBA AUG DUE 08/01/2043 3 500%	100 75	99 77	113,851 91	112,735 16	1,116 75
07/08/2013	08/05/2013	60,000	FNMA 30 YR TBA AUG	96 81	95 39	58,087.50	57,234.37	853 13
07/08/2013	08/05/2013	75,000	FNMA 30 YR TBA AUG	96 81	95 41	72,609 38	71,554 69	1,054 69

Open Date	Close Date	Quantity	Description		Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			DUE 08/01/2043	3.000%					
07/08/2013	08/05/2013	75,000	FNMA 30 YR TBA AUG		96 83	95 39	72,621 09	71,542 97	1,078 12
			DUE 08/01/2043	3 000%					
07/15/2013	08/09/2013	320,000	FNMA 15 YR TBA AUG		100 18	99 56	320,587.50	318,600 00	1,987 50
			DUE 08/01/2028	2.500%					
05/23/2013	08/13/2013	20	MLMT 2006-C2 A1A		100 00	113.07	20 71	23 42	-2 71
		713	DUE 08/12/2043	5.739%					
05/23/2013	08/13/2013	16	MLCFC 2006-4 A1A		100 00	112 11	16 56	18 56	-2 00
		555	DUE 12/12/2049	5 166%					
05/23/2013	08/14/2013	9	MSC 2007-T27 A1A		100 00	116 01	9.40	10 91	-1.51
		404	DUE 06/11/2042	5 650%					
02/22/2013	08/14/2013	6,000	PHILLIPS 66		101 99	109.66	6,119.34	6,579 60	-460 26
			DUE 04/01/2022	4 300%					
05/23/2008	08/15/2013	174,613	FNMA 30 YR POOL#745418		108 81	97.97	171,454 59	171,067 82	386 77
		.963	DUE 04/01/2036	5 500%					
02/21/2012	08/15/2013	6,000	MACY'S RETAIL HOLDINGS INC		99 43	101.97	5,965 80	6,118 08	-152 28
			DUE 01/15/2022	3 875%					
03/19/2010	08/15/2013	1,745	GNMA 30 YR POOL#694536		100 00	106 63	1,745.71	1,861.37	-115 66
		713	DUE 11/15/2038	5 500%					
03/19/2010	08/15/2013	1,451	GNMA 30 YR POOL#704859		100 00	101 69	1,451 49	1,475 98	-24.49
03/19/2010	08/15/2013	7,568	GNMA 30 YR POOL#704859		100 00	101 69	7,568 47	7,696 19	-127.72
		965	DUE 01/15/2040	4 500%					
12/31/2012	08/15/2013	60,000	US TREASURY		97.46	100 13	58,478 91	60,079 69	-1,600 78
			DUE 12/31/2017	0 750%					
03/28/2013	08/15/2013	70,000	US TREASURY		97 13	100 07	67,987.50	70,046 49	-2,058.99
03/28/2013	08/15/2013	35,000	US TREASURY		97.13	100 07	33,993 75	35,023 24	-1,029 49
			DUE 02/28/2018	0.750%					
06/28/2013	08/15/2013	150,000	US TREASURY		99 31	99 78	148,968 75	149,666 02	-697 27
			DUE 06/30/2018	1.375%					
05/23/2013	08/19/2013	38	WBCMT 2006-C25 A1A		100.00	112 60	38 39	43 23	-4.84
		391	DUE 05/15/2043	5.722%					
05/23/2013	08/19/2013	13	CGCMT 2006-C4 A1A		100.00	111.66	13 88	15 50	-1 62
		882	DUE 03/15/2049	5 784%					
02/22/2013	08/20/2013	2,000	PHILLIPS 66		100 79	109 66	2,015 82	2,193.20	-177 38
			DUE 04/01/2022	4 300%					
07/09/2008	08/26/2013	1,938	FNMA 30 YR POOL#254548		100.00	102 89	1,938 37	1,994 39	-56 02
		372	DUE 12/01/2032	5 500%					
07/23/2009	08/26/2013	3,052	FNMA 30 YR#745275		100 00	100 00	3,052 57	3,052 57	0.00
		572	DUE 02/01/2036	5.000%					
05/23/2008	08/26/2013	9,320	FNMA 30 YR POOL#745418		100 00	100 00	9,320 33	9,320 33	0.00
		325	DUE 04/01/2036	5 500%					
03/30/2011	08/26/2013	574	FNMA 30 YR#745515		100 00	100.00	574.25	574 25	0 00
		246	DUE 05/01/2036	5 000%					
11/30/2012	08/26/2013	47,500	US TREASURY		96 94	100.05	46,047.17	47,525.98	-1,478 81
			DUE 11/30/2017	0 625%					
11/30/2012	08/26/2013	47,500	US TREASURY		96 91	100 05	46,030 47	47,525 97	-1,495 50
			DUE 11/30/2017	0 625%					
01/06/2012	08/28/2013	1,000	***ANGLOGOLD ASHANTI HOLDINGS		88.00	100.79	880 00	1,007 94	-127 94
			DUE 04/15/2020	5.375%					

Capital Gains Report

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION (Account: 039-63557) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/05/2012	08/30/2013	245,000	US TREASURY DUE 10/31/2013 0 250%	100.04	99 98	245,086 13	244,952.15	133 98
01/23/2012	09/03/2013	60,000	BACM 2006-5 A4 DUE 09/10/2047 5 414%	109 18	109.23	65,507 81	65,540.63	-32.82
01/18/2012	09/03/2013	60,000	COMM 2006-C8 A4 DUE 12/10/2046 5 306%	109.92	110.27	65,953 13	66,164 06	-210 93
02/15/2013	09/04/2013	52,250	UBSBB 2013-C5 A4 DUE 03/10/2046 3 185%	93 70	103.00	48,959 88	53,817 11	-4,857 23
11/16/2012	09/05/2013	22,012	GSMS 2012-GCJ9 A3 DUE 11/10/2045 2 773%	90 55	102.50	19,932.90	22,561 83	-2,628.93
04/26/2012	09/06/2013	27,044	CWCI 2007-C3 A4 DUE 05/15/2046 5 770%	110.92	110 43	29,997 71	29,864 30	133 41
08/05/2013	09/06/2013	65,000	FNMA 30 YR TBA SEP DUE 09/15/2043 3 500%	98 63	100.47	64,111 33	65,304.69	-1,193.36
08/05/2013	09/06/2013	485,000	FNMA 30 YR TBA SEP	98 77	100 47	479,051.17	487,273.44	-8,222.27
08/05/2013	09/06/2013	65,000	FNMA 30 YR TBA SEP DUE 09/15/2043 3 500%	98 77	100.47	64,202 74	65,304 69	-1,101 95
08/05/2013	09/06/2013	48,000	FNMA 30 YR TBA SEP DUE 09/15/2043 3 500%	98 71	100.47	47,381 25	48,225.00	-843 75
08/15/2013	09/06/2013	65,000	FNMA 30 YR TBA SEP DUE 09/15/2043 3 500%	98 71	99 50	64,162.11	64,675 00	-512 89
01/06/2012	09/09/2013	1,000	***ANGLOGOLD ASHANTI HOLDINGS DUE 04/15/2020 5.375%	88 00	100.79	880 00	1,007.94	-127 94
01/04/2012	09/09/2013	10,000	DIRECTV HOLDINGS LLC/DIRECTV F DUE 03/01/2021 5.000%	100 25	107 12	10,024 50	10,711 60	-687 10
08/07/2013	09/09/2013	75,000	FNMA 30 YR TBA SEP DUE 09/15/2043 5.000%	107 52	107.82	80,636.72	80,865.23	-228.51
08/06/2013	09/09/2013	210,000	FNMA 30 YR TBA SEP DUE 09/15/2043 4 000%	102 71	103.56	215,684 76	217,481 25	-1,796 49
08/15/2013	09/09/2013	145,000	FNMA 30 YR TBA SEP DUE 09/15/2043 4 000%	102 71	102.94	148,925.20	149,259.38	-334 18
08/07/2013	09/09/2013	100,000	FNMA 30 YR TBA SEP DUE 09/25/2043 4 500%	105 29	105.83	105,292 97	105,828 13	-535 16
08/07/2013	09/09/2013	115,000	FNMA 30 YR TBA SEP DUE 09/25/2043 4 500%	105 31	105 84	121,104 88	121,720 31	-615 43
08/05/2013	09/09/2013	135,000	FNMA 30 YR TBA SEP DUE 09/01/2043 3 000%	94.85	96 55	128,044.34	130,338.28	-2,293.94
08/05/2013	09/09/2013	75,000	FNMA 30 YR TBA SEP DUE 09/01/2043 3 000%	94 78	96.56	71,085 94	72,421.88	-1,335 94
05/18/2012	09/10/2013	12,774	GSMS 2012-GCJ7 A4 DUE 05/10/2045 3 377%	97 57	102 00	12,463 63	13,029.32	-565.69
05/18/2012	09/10/2013	14,262	GSMS 2012-GCJ7 A4 DUE 05/10/2045 3 377%	97.42	102 00	13,894 31	14,547.07	-652.76
08/07/2013	09/09/2013	65,000	FNMA 30 YR TBA SEP DUE 09/25/2043 5 500%	108.56	108 89	70,563 09	70,778 91	-215 82
05/23/2008	08/15/2013	174,613 963	FNMA 30 YR POOL#745418 DUE 04/01/2036 5 500%	103 73	93 55	171,454.59	163,343.02	8,111 57
05/23/2008	08/15/2013	174,613 963	FNMA 30 YR POOL#745418 DUE 04/01/2036 5.500%	108 81	97 97	-171,454 59	-171,067 82	-386 77

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/06/2012	09/11/2013	1,000	***ANGLOGOLD ASHANTI HOLDINGS DUE 04/15/2020 5 375%	87 63	100.79	876 25	1,007.94	-131 69
01/06/2012	09/12/2013	1,000	***ANGLOGOLD ASHANTI HOLDINGS DUE 04/15/2020 5.375%	87 50	100 79	875 00	1,007 94	-132 94
08/09/2013	09/12/2013	320,000	FNMA 15 YR TBA SEP DUE 09/01/2028 2 500%	98.39	99 96	314,862.50	319,887 50	-5,025.00
08/06/2013	09/13/2013	47 082	JPMCC 2007-CB18 A1A DUE 06/12/2047 5.431%	100.00	111 04	47 08	52.28	-5 20
05/23/2013	09/13/2013	20 820	MLMT 2006-C2 A1A DUE 08/12/2043 5 739%	100 00	113.06	20.82	23.54	-2.72
05/23/2013	09/13/2013	16 140	MLCFC 2006-4 A1A DUE 12/12/2049 5 166%	100 00	112 14	16 14	18 10	-1.96
05/23/2013	09/16/2013	9 450	MSC 2007-T27 A1A DUE 06/11/2042 5 650%	100 00	116.08	9 45	10 97	-1 52
05/18/2012	09/16/2013	32,964	GSMS 2012-GCJ7 A4 DUE 05/10/2045 3 377%	98 41	102 00	32,441 21	33,622 88	-1,181 67
03/19/2010	09/16/2013	88 474	GNMA 30 YR POOL#694536 DUE 11/15/2038 5 500%	100 00	106 63	88.47	94.34	-5.87
03/19/2010	09/16/2013	99	GNMA 30 YR POOL#704859	100 00	101 68	99.66	101 34	-1 68
03/19/2010	09/16/2013	519 ****	GNMA 30 YR POOL#704859 DUE 01/15/2040 4 500%	100 00	101 69	519.67	528.43	-8 76
09/06/2013	09/16/2013	15,000	FNMA 30 YR TBA OCT DUE 10/01/2043 3 500%	99.21	98 36	14,881 05	14,753.91	127 14
09/12/2013	09/16/2013	45,000	FNMA 15 YR TBA OCT DUE 10/01/2028 2.500%	98 52	98.20	44,332.03	44,191 41	140 62
08/06/2013	09/17/2013	43 924	JPMCC 2007-LDPX A1A DUE 01/15/2049 5 439%	100 00	111 53	43 92	48 99	-5.07
04/13/2012	09/18/2013	17 765	LBUBS 2007-C2 A3 DUE 02/15/2040 5 430%	100 00	110.16	17 77	19 57	-1 80
05/23/2013	09/18/2013	38 580	WBCMT 2006-C25 A1A DUE 05/15/2043 5.722%	100 00	112 62	38 58	43 45	-4 87
05/23/2013	09/18/2013	1,988 414	CGCMT 2006-C4 A1A DUE 03/15/2049 5 784%	100 00	111 66	1,988 41	2,220 27	-231.86
07/17/2012	09/20/2013	4,000	VESEY STREET INVESTMENT TRUST	107 17	100.13	4,286 88	4,005 20	281.68
07/17/2012	09/20/2013	3,000	VESEY STREET INVESTMENT TRUST DUE 09/01/2016 4 404%	107 17	100 13	3,215 16	3,003 90	211.26
08/08/2013	09/11/2013	50,000	FNMA 15 YR TBA SEP DUE 09/01/2028 3.000%	101 66	102 67	50,828 13	51,335 94	-507 81
07/09/2008	09/25/2013	1,510 538	FNMA 30 YR POOL#254548 DUE 12/01/2032 5 500%	100 00	102 89	1,510 54	1,554.19	-43 65
05/23/2008	09/25/2013	7,724 800	FNMA 30 YR POOL#745418 DUE 04/01/2036 5.500%	100 00	100 00	7,724 80	7,724 80	0.00
08/01/2013	09/25/2013	166 195	FNMA 30 YR POOL#A04926 DUE 06/01/2042 3 500%	100 00	100 20	166.19	166 53	-0.34
01/05/2012	09/30/2013	1,200	RUSSIA DUE 03/31/2030 7 500%	100 00	120 75	1,200 00	1,448 99	-248 99
03/07/2012	10/03/2013	9,000	ENCANA CORP DUE 11/15/2021 3.900%	100 34	99 22	9,030 24	8,930.16	100 08
09/09/2013	10/04/2013	75,000	FNMA 30 YR TBA OCT	108 ·63	.107 25	81,471.68	80,437 50	1,034 18

Open Date	Close Date	Quantity	Description		Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			DUE 10/25/2043	5.000%					
09/09/2013	10/04/2013	100,000	FNMA 30 YR TBA OCT		106 95	105 05	106,945.31	105,046 88	1,898.43
			DUE 10/25/2043	4 500%					
09/09/2013	10/04/2013	115,000	FNMA 30 YR TBA OCT		106 95	105 06	122,987 11	120,821.88	2,165 23
			DUE 10/25/2043	4 500%					
09/06/2013	10/04/2013	50,000	FNMA 30 YR TBA OCT		101 70	98.36	50,849 61	49,179.68	1,669 93
09/06/2013	10/04/2013	15,000	FNMA 30 YR TBA OCT		101.70	98.50	15,254 88	14,775 00	479.88
			DUE 10/01/2043	3 500%					
09/06/2013	10/04/2013	535,000	FNMA 30 YR TBA OCT		101.73	98 50	544,237 10	526,975 00	17,262 10
09/06/2013	10/04/2013	15,000	FNMA 30 YR TBA OCT		101 73	98 44	15,258 99	14,765 63	493 36
			DUE 10/01/2043	3 500%					
09/06/2013	10/04/2013	98,000	FNMA 30 YR TBA OCT		101.74	98.44	99,707 34	96,468 75	3,238 59
			DUE 10/01/2043	3.500%					
09/09/2013	10/07/2013	65,000	FNMA 30 YR TBA OCT		109 03	108 47	70,867 77	70,504 69	363 08
			DUE 10/25/2043	5 500%					
09/09/2013	10/07/2013	355,000	FNMA 30 YR TBA OCT		105 24	102 41	373,609 77	363,542 19	10,067 58
			DUE 10/25/2043	4 000%					
09/16/2013	10/07/2013	55,000	FGLMC 30 YR TBA OCT		104.83	102 60	57,655 47	56,428 71	1,226 76
			DUE 10/01/2043	4.000%					
09/09/2013	10/07/2013	75,000	FNMA 30 YR TBA OCT		97 84	94 61	73,379 88	70,957 03	2,422.85
			DUE 10/01/2043	3 000%					
09/09/2013	10/07/2013	60,000	FNMA 30 YR TBA OCT		97.79	94.61	58,675.78	56,765 63	1,910.15
09/09/2013	10/07/2013	75,000	FNMA 30 YR TBA OCT		97 79	94 55	73,344 73	70,910 16	2,434.57
			DUE 10/01/2043	3.000%					
09/11/2013	10/08/2013	50,000	FNMA 15 YR TBA OCT		103 32	101 42	51,662 11	50,710 94	951 17
			DUE 10/01/2028	3 000%					
09/12/2013	10/08/2013	275,000	FNMA 15 YR TBA OCT		100 31	98 20	275,859.38	270,058 59	5,800 79
			DUE 10/01/2028	2.500%					
03/13/2012	10/10/2013	3,000	SLM CORP		103 25	105 25	3,097 50	3,157.50	-60 00
			DUE 01/25/2022	7 250%					
05/23/2013	10/14/2013	10	MSC 2007-T27 A1A		100 00	116 09	10.84	12 59	-1 75
		.845	DUE 06/11/2042	5 650%					
05/23/2013	10/15/2013	23	MLMT 2006-C2 A1A		100 00	113.05	23.67	26 76	-3 09
		671	DUE 08/12/2043	5 739%					
05/23/2013	10/15/2013	18	MLCFC 2006-4 A1A		100 00	112 16	18.62	20 88	-2 26
		.617	DUE 12/12/2049	5 166%					
08/06/2013	10/16/2013	54	JPMCC 2007-CB18 A1A		100 00	111 04	54 04	60.00	-5.96
		.035	DUE 06/12/2047	5 431%					
08/06/2013	10/17/2013	28	JPMCC 2007-LDPX A1A		100 00	111 55	28.36	31 63	-3 27
		356	DUE 01/15/2049	5 439%					
01/04/2012	10/17/2013	40,000	TIME WARNER CABLE INC		94 08	101 69	37,630.80	40,675 20	-3,044 40
			DUE 09/01/2021	4 000%					
05/23/2013	10/18/2013	12	CGCMT 2006-C4 A1A		100 00	111 63	12 49	13 94	-1 45
		.488	DUE 03/15/2049	5 784%					
04/13/2012	10/21/2013	19	LBUBS 2007-C2 A3		100 00	110 16	19.34	21 31	-1 97
		345	DUE 02/15/2040	5 430%					
05/23/2013	10/21/2013	43	WBCMT 2006-C25 A1A		100 00	112 62	43.75	49.27	-5.52
		749	DUE 05/15/2043	5 722%					
05/28/2013	10/21/2013	45,000	US TREASURY		92.93	97.18	41,816 60	43,729 10	-1,912 50

Capital Gains Report

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION (Account: 039-63557) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description		Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			DUE 05/15/2023	1 750%					
03/07/2012	10/22/2013	3,000	ENCANA CORP		100.93	99 22	3,028 02	2,976.72	51 30
			DUE 11/15/2021	3 900%					
03/08/2012	10/22/2013	2,000	ENCANA CORP		100 93	98 48	2,018 68	1,969.64	49.04
			DUE 11/15/2021	3 900%					
03/13/2012	10/22/2013	2,000	SLM CORP		105 50	105.25	2,110 00	2,105 00	5 00
			DUE 01/25/2022	7.250%					
03/19/2010	10/22/2013	1,625	GNMA 30 YR POOL#694536		100.00	106 63	1,625 92	1,733 64	-107 72
		921	DUE 11/15/2038	5 500%					
03/19/2010	10/22/2013	92	GNMA 30 YR POOL#704859		100 00	101 69	92 97	94 54	-1.57
03/19/2010	10/22/2013	484	GNMA 30 YR POOL#704859		100 00	101 69	484 75	492.93	-8.18
		****	DUE 01/15/2040	4.500%					
07/09/2008	10/25/2013	1,321	FNMA 30 YR POOL#254548		100 00	102 89	1,321.44	1,359.63	-38 19
		442	DUE 12/01/2032	5 500%					
08/01/2013	10/25/2013	5,195	FNMA 30 YR POOL#A04926		100 00	100.20	5,195 16	5,205 72	-10.56
		165	DUE 06/01/2042	3 500%					
08/30/2013	10/28/2013	295,000	US TREASURY		101.20	99 48	298,549 22	293,467 38	5,081 84
			DUE 08/31/2018	1 500%					
05/28/2013	10/28/2013	15,000	US TREASURY		93 68	97.18	14,052 54	14,576.37	-523.83
			DUE 05/15/2023	1 750%					
06/28/2013	10/28/2013	50,000	US TREASURY		93 68	93 62*	46,841.80	46,810 98*	30 82
			DUE 05/15/2023	1 750%					
01/05/2012	10/31/2013	145,000	US TREASURY		100.00	99 98	145,000.00	144,971.68	28 32
			DUE 10/31/2013	0 250%					
01/18/2012	10/31/2013	615,000	US TREASURY		100 00	100 05	615,000 00	615,336 33	-336 33
			DUE 10/31/2013	0 250%					
04/26/2012	09/06/2013	912	CWCI 2007-C3 A4		110 92	110 43	1,011 61	1,007 11	4 50
04/26/2012	09/06/2013	912	CWCI 2007-C3 A4		110 92	110 43	1,011.61	1,007 11	4 50
04/26/2012	09/06/2013	25,220	CWCI 2007-C3 A4		110 92	110.43	27,974 49	27,850 08	124.41
			DUE 05/15/2046	5 770%					
04/26/2012	09/06/2013	27,044	CWCI 2007-C3 A4		110 92	110 43	-29,997 71	-29,864 30	-133 41
			DUE 05/15/2046	5.770%					
03/08/2012	11/05/2013	8,000	ENCANA CORP		100.58	98 48	8,046 08	7,878.56	167.52
			DUE 11/15/2021	3 900%					
10/04/2013	11/07/2013	75,000	FNMA 30 YR TBA NOV		109 14	108.30	81,855 47	81,222 66	632 81
			DUE 11/25/2043	5 000%					
10/04/2013	11/07/2013	100,000	FNMA 30 YR TBA NOV		107 23	106 66	107,234 38	106,656 25	578 13
			DUE 11/25/2043	4 500%					
10/04/2013	11/07/2013	115,000	FNMA 30 YR TBA NOV		107 24	106.66	123,328.52	122,654.69	673.83
			DUE 11/25/2043	4 500%					
10/07/2013	11/07/2013	355,000	FNMA 30 YR TBA NOV		105 13	104 89	373,207 62	372,361.72	845.90
			DUE 11/25/2043	4 000%					
10/07/2013	11/07/2013	55,000	FGLMC 30 YR TBA NOV		104 76	104 48	57,616.80	57,466.41	150 39
			DUE 11/01/2043	4 000%					
10/04/2013	11/07/2013	65,000	FNMA 30 YR TBA NOV		101 96	101 39	66,277.15	65,903.91	373 24
			DUE 11/01/2043	3.500%					
10/08/2013	11/12/2013	50,000	FNMA 15 YR TBA NOV		103 23	103 06	51,617 19	51,531 25	85 94
			DUE 11/01/2028	3 000%					
10/08/2013	11/12/2013	275,000	FNMA 15 YR TBA NOV		99.88	100.11	274,656 25	275,300 78	-644 53

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			DUE 11/01/2028 2 500%					
08/06/2013	11/14/2013	47	JPMCC 2007-CB18 A1A	100.00	111 03	47 60	52.85	-5 25
		598	DUE 06/12/2047 5.431%					
05/08/2013	11/14/2013	14,000	STATE STREET CORP	93.46	99.84	13,084 82	13,977.32	-892.50
			DUE 05/15/2023 3 100%					
05/23/2013	11/14/2013	21	MLMT 2006-C2 A1A	100 00	113 02	21.05	23 79	-2 74
		049	DUE 08/12/2043 5 739%					
05/23/2013	11/14/2013	16	MLCFC 2006-4 A1A	100 00	112 15	16 34	18 33	-1 99
		344	DUE 12/12/2049 5 166%					
05/23/2013	11/15/2013	9	MSC 2007-T27 A1A	100 00	116.05	9 55	11 08	-1.53
		.548	DUE 06/11/2042 5 650%					
08/06/2013	11/18/2013	17	JPMCC 2007-LDPX A1A	100 00	111 51	17.21	19 19	-1 98
		209	DUE 01/15/2049 5 439%					
04/13/2012	11/18/2013	20	LBUBS 2007-C2 A3	100.00	110.18	20 47	22.55	-2 08
		.466	DUE 02/15/2040 5 430%					
03/13/2012	11/18/2013	2,000	SLM CORP	106 00	105 25	2,120 00	2,105 00	15 00
			DUE 01/25/2022 7 250%					
05/23/2013	11/18/2013	11	CGCMT 2006-C4 A1A	100.00	111 67	11 16	12 46	-1 30
		158	DUE 03/15/2049 5 784%					
03/13/2012	11/19/2013	3,000	SLM CORP	105 75	105 25	3,172 50	3,157 50	15 00
			DUE 01/25/2022 7 250%					
05/23/2013	11/19/2013	58	WBCMT 2006-C25 A1A	100 00	112 62	58.91	66 34	-7 43
		907	DUE 05/15/2043 5 722%					
09/11/2013	11/21/2013	2,000	VERIZON COMMUNICATIONS INC	103 81	101 42	2,076 26	2,028 38	47 88
09/11/2013	11/21/2013	9,000	VERIZON COMMUNICATIONS INC	103 81	99 92	9,343 17	8,993 07	350 10
			DUE 09/15/2016 2 500%					
03/19/2010	11/22/2013	85	GNMA 30 YR POOL#694536	100.00	106 62	85 65	91.32	-5 67
		.649	DUE 11/15/2038 5 500%					
03/19/2010	11/22/2013	102	GNMA 30 YR POOL#704859	100 00	101.68	102.08	103 80	-1 72
03/19/2010	11/22/2013	532	GNMA 30 YR POOL#704859	100 00	101 69	532 27	541 25	-8.98
		352	DUE 01/15/2040 4.500%					
07/09/2008	11/25/2013	1,222	FNMA 30 YR POOL#254548	100 00	102 89	1,222 36	1,257 68	-35.32
		357	DUE 12/01/2032 5 500%					
08/01/2013	11/25/2013	159	FNMA 30 YR POOL#A04926	100 00	100 20	159 12	159.45	-0.33
		125	DUE 06/01/2042 3 500%					
10/07/2013	11/07/2013	65,000	FNMA 30 YR TBA NOV	109 30	108.94	71,048.05	70,809 37	238 68
			DUE 11/25/2043 5 500%					
10/04/2013	11/07/2013	452,000	FNMA 30 YR TBA NOV	101.96	101 42	460,863 44	458,426 87	2,436 57
10/04/2013	11/07/2013	98,000	FNMA 30 YR TBA NOV	101 96	101 44	99,921 72	99,408 75	512 97
			DUE 11/01/2043 3 500%					
10/04/2013	11/08/2013	98,000	FNMA 30 YR TBA NOV	100 98	101 42	98,957.03	99,393 44	-436 41
			DUE 11/01/2043 3.500%					
03/13/2012	11/27/2013	2,000	SLM CORP	106.00	105.25	2,120 00	2,105 00	15.00
			DUE 01/25/2022 7.250%					
03/13/2012	11/27/2013	3,000	SLM CORP	106 00	105 25	3,180 00	3,157 50	22.50
			DUE 01/25/2022 7 250%					
08/30/2013	11/29/2013	50,000	US TREASURY	97 98	97 76*	48,992 19	48,880 03*	112 16
			DUE 08/15/2023 2 500%					
11/07/2013	12/05/2013	75,000	FNMA 30 YR TBA DEC	108.77	108 89	81,574.22	81,667.97	-93 75

Capital Gains Report

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION (Account: 039-63557) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
			DUE 12/25/2043 5.000%					
11/07/2013	12/05/2013	100,000	FNMA 30 YR TBA DEC DUE 12/25/2043 4 500%	106.34	106.98	106,343 75	106,984.38	-640 63
11/07/2013	12/05/2013	115,000	FNMA 30 YR TBA DEC DUE 12/25/2043 4 500%	106.33	107 00	122,277 34	123,050 00	-772 66
11/07/2013	12/06/2013	55,000	FGLMC 30 YR TBA DEC DUE 12/01/2043 4 000%	103.41	104 47	56,875.59	57,457.81	-582 22
11/07/2013	12/06/2013	65,000	FNMA 30 YR TBA DEC DUE 12/01/2043 3.500%	99 88	101.70	64,923 83	66,107 03	-1,183.20
11/07/2013	12/06/2013	485,000	FNMA 30 YR TBA DEC	99 87	101.70	484,355 85	493,260.16	-8,904.31
11/07/2013	12/06/2013	65,000	FNMA 30 YR TBA DEC DUE 12/01/2043 3 500%	99 87	101.70	64,913 68	66,107 03	-1,193.35
11/08/2013	12/06/2013	98,000	FNMA 30 YR TBA DEC DUE 12/01/2043 3.500%	99 91	100 72	97,915 78	98,704 38	-788.60
11/07/2013	12/06/2013	65,000	FNMA 30 YR TBA DEC DUE 12/25/2043 5.500%	110 01	109 20	71,505.08	70,982 03	523 05
11/12/2013	12/10/2013	50,000	FNMA 15 YR TBA DEC DUE 12/01/2028 3 000%	102 92	102 98	51,458 98	51,492 19	-33 21
11/07/2013	12/06/2013	355,000	FNMA 30 YR TBA DEC DUE 12/01/2043 4 000%	103 58	104 86	367,702 34	372,250 78	-4,548.44
11/12/2013	12/11/2013	275,000	FNMA 15 YR TBA DEC DUE 12/01/2028 2 500%	99 57	99.69	273,807.62	274,140 63	-333.01
08/06/2013	12/13/2013	54 .537	JPMCC 2007-CB18 A1A DUE 06/12/2047 5 431%	100.00	111 04	54 54	60 56	-6 02
05/23/2013	12/13/2013	23 894	MLMT 2006-C2 A1A DUE 08/12/2043 5 739%	100.00	113 04	23 89	27 01	-3 12
05/23/2013	12/13/2013	18 670	MLCFC 2006-4 A1A DUE 12/12/2049 5 166%	100 00	112 16	18.67	20 94	-2 27
05/23/2013	12/16/2013	10 940	MSC 2007-T27 A1A DUE 06/11/2042 5 650%	100 00	116 09	10 94	12.70	-1 76
03/19/2010	12/16/2013	87 .298	GNMA 30 YR POOL#694536 DUE 11/15/2038 5 500%	100 00	106 62	87 30	93 08	-5 78
03/19/2010	12/16/2013	581 .182	GNMA 30 YR POOL#704859 DUE 01/15/2040 4.500%	100 00	101.69	581.18	590 99	-9.81
08/06/2013	12/17/2013	27 .746	JPMCC 2007-LDPX A1A DUE 01/15/2049 5 439%	100 00	111 55	27 75	30 95	-3.20
03/14/2012	12/17/2013	5,000	ENCANA CORP DUE 11/15/2021 3 900%	100 56	97 53*	5,028 00	4,876 31*	151 69
03/28/2012	12/17/2013	2,000	ENCANA CORP DUE 11/15/2021 3 900%	100 56	98 33	2,011 20	1,966 68	44.52
03/28/2012	12/18/2013	1,000	ENCANA CORP	100 30	98.33	1,002.96	983.34	19 62
03/28/2012	12/18/2013	1,000	ENCANA CORP DUE 11/15/2021 3 900%	100.30	98 22	1,002 96	982 25	20 71
03/28/2012	12/18/2013	4,000	ENCANA CORP DUE 11/15/2021 3 900%	100 40	98 22	4,016.04	3,929.00	87 04
03/29/2012	12/18/2013	3,000	ENCANA CORP DUE 11/15/2021 3 900%	100 40	98 01	3,012 03	2,940 45	71 58
05/23/2013	12/18/2013	44 145	WBCMT 2006-C25 A1A DUE 05/15/2043 5.722%	100 00	112 61	44.14	49 71	-5.57

Capital Gains Report

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION (Account. 039-63557) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description		Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/23/2013	12/18/2013	12	CGCMT 2006-C4 A1A		100.00	111 66	12 60	14 07	-1 47
		.601	DUE 03/15/2049	5.784%					
04/13/2012	12/19/2013	23	LBUBS 2007-C2 A3		100 00	110 18	23 48	25 87	-2 39
		480	DUE 02/15/2040	5 430%					
04/11/2012	12/19/2013	2,000	ENCANA CORP		100 03	98 32	2,000 62	1,966.50	34.12
			DUE 11/15/2021	3 900%					
08/30/2013	12/19/2013	60,000	US TREASURY		96 64	97 70	57,984 38	58,621 88	-637 50
			DUE 08/15/2023	2 500%					
09/04/2013	12/19/2013	23,000	US TREASURY		96 64	96.64*	22,227 34	22,227 34*	0 00
			DUE 08/15/2023	2 500%					
10/31/2013	12/19/2013	66,000	US TREASURY		96 47	98 64	63,669 38	65,100 23	-1,430 85
			DUE 10/31/2020	1 750%					
10/15/2013	12/23/2013	385,000	US TREASURY BILLS		99 99	99 95*	384,945 14	384,811 03*	134 11
			DUE 04/17/2014						
07/09/2008	12/26/2013	971	FNMA 30 YR POOL#254548		100 00	102 89	971 18	999 24	-28 06
		177	DUE 12/01/2032	5.500%					
08/01/2013	12/26/2013	159	FNMA 30 YR POOL#A04926		100 00	100 20	159 76	160 08	-0.32
		.756	DUE 06/01/2042	3 500%					
11/01/2013	12/26/2013	520	FNMA 30 YR POOL#AQ0945		100 00	97.58	520 37	507.76	12.61
		.367	DUE 11/01/2042	3 000%					
11/01/2013	12/26/2013	278	FNMA 30 YR POOL#AU3735		100 00	97 53	278.87	271.99	6.88
		.874	DUE 08/01/2043	3.000%					
12/06/2013	12/30/2013	37,500	FNMA 30 YR TBA JAN		103 17	103 26	38,689 45	38,721 68	-32 23
			DUE 01/01/2044	4.000%					
		SUBTOTAL FOR LONG-TERM					29,297,673 52	29,381,236 28	-83,562.76
TOTAL							29,297,673.52	29,381,236 28	-83,562.76

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L		-83,562 76
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	0 00	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	0 00	
LONG TERM TOTAL		-83,562 76

* Original cost has been adjusted for amortization of premium or accretion of original issue/market discount.

Capital Gains Report

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION (Account: 039-63557) January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss

Capital-Gains Distributions If you own shares of the Sanford C Bernstein Fund, Inc , you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the I.R.S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero You will need to update the report data with the correct purchase information

This information should be reviewed by your tax advisor or accountant

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THOMAS/JANE JOHNSON FDN

Account No **674-050210** Customer Service 212-993-7165
Recipient ID No **25-6357015** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ISHARES TR IBOXX $ HIGH YIELD CORP BD FD, HYG, 464288513										
Sale	01/04/13	06/05/12	206 000	19,338 74	17,929 97	1,408 77				
Sale	02/05/13	06/05/12	28 000	2,613 27	2,437 08	176 19				
Sale	03/05/13	06/05/12	108 000	10,146 90	9,400 18	746 72				
Sale	04/03/13	06/05/12	63 000	5,918 28	5,483 44	434 84				
Sale	05/03/13	06/05/12	2,297 000	220,637 82	199,927 81	20,710 01				
Subtotals				**258,655.01**	**235,178.48**					
ISHARES TR MSCI ACWIINDEX FD, ACWI, 464288257										
Sale	05/03/13	08/03/12	251 000	13,242 79	11,290 51	1,952 28				
TOTALS				**271,897.80**	**246,468.99**			**0.00**		
	Box A Short-Term Realized Gain					**25,428.81**				
	Box A Short-Term Realized Loss					**0.00**				
	Box A Wash Sale Loss Disallowed						**0.00**			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THOMAS/JANE JOHNSON FDN

Account No **674-050210** Customer Service 212-993-7165
Recipient ID No. **25-6357015** Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ISHARES BARCLAYS 1-3YEAR TREASURY BD FD, SHY, 464287457										
Sale	05/03/13	05/01/12	8,221 000	694,498 63	694,108 73	391 90				
ISHARES BARCLAYS 1-3YR CD BD FD, CSJ, 464288646										
Sale	05/03/13	05/01/12	6,561 000	692,296 15	687,663 60	4,632 55				
PIMCO COMMODITY REAL RETURN INST, PCRIX, 722005667										
Sale	05/03/13	various	1,321 306	8,401 11	9,887 64	-1,486 53				
TOTALS				**1,395,195.89**	**1,391,657.97**			**0.00**		
		Box D Long-Term Realized Gain				**5,024.45**				
		Box D Long-Term Realized Loss				**-1,486.53**				
		Box D Wash Sale Loss Disallowed					**0.00**			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THOMAS/JANE JOHNSON FDN Account No **674-050210** Customer Service 212-993-7165
Recipient ID No **25-6357015** Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
8 Description, **1d** Stock or Other Symbol, CUSIP										
ISHARES BARCLAYS 1-3YEAR TREASURY BD FD, SHY, 464287457										
Sale	01/04/13	09/27/11	795 000	67,084 05	67,207 31	-123 26				
Sale	02/05/13	09/27/11	230 000	19,405 98	19,443 62	-37 64				
Sale	03/05/13	09/27/11	406 000	34,275 86	34,322 22	-46 36				
Sale	04/03/13	09/27/11	258 000	21,787 80	21,810 67	-22 87				
Sale	05/03/13	09/27/11	1,997 000	168,703 78	168,821 38	-117 60				
Subtotals				**311,257.47**	**311,605.20**					
ISHARES BARCLAYS 1-3YR CD BD FD, CSJ, 464288646										
Sale	01/04/13	09/27/11	650 000	68,525 70	67,580 49	945 21				
Sale	02/05/13	09/27/11	171 000	18,024 89	17,778 87	246 02				
Sale	03/05/13	09/27/11	340 000	35,871 61	35,349 79	521 82				
Sale	04/03/13	09/27/11	191 000	20,119 00	19,858 27	260 73				
Sale	05/03/13	09/27/11	1,627 000	171,675 94	169,159 16	2,516 78				
Subtotals				**314,217 14**	**309,726.58**					
ISHARES TR MSCI ACWIINDEX FD, ACWI, 464288257										
Sale	01/04/13	05/19/11	12 000	585 79	587 49	-1 70				
Sale	01/04/13	09/27/11	1,050 000	51,256 40	43,182 46	8,073 94				
Sale	02/05/13	09/27/11	349 000	17,423 86	14,353 03	3,070 83				
Sale	03/05/13	09/27/11	407 000	20,528 17	16,738 34	3,789 83				
Sale	04/03/13	09/27/11	340 000	17,193 93	13,982 89	3,211 04				
Sale	05/03/13	09/27/11	8,257.000	435,640 21	339,578 62	96,061.59				
Subtotals				**542,628.36**	**428,422.83**					

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

THOMAS/JANE JOHNSON FDN

Account No **674-050210** Customer Service: 212-993-7165
Recipient ID No **25-6357015** Payer's Fed ID Number. 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**16** State Tax Withheld
PIMCO COMMODITY REAL RETURN INST, PCRIX, 722005667										
Sale	01/04/13	09/27/11	451 073	2,934 53	3,481 86	-547 33	136 88			
Sale	02/05/13	09/27/11	630 536	4,286 56	4,867 15	-580 59	74 83			
Sale	04/03/13	09/27/11	300 636	1,910 08	2,320 63	-410 55	73 92			
Sale	05/03/13	various	9,739 803	61,927 54	75,182 21	-13,254 67				
Subtotals				**71,058.71**	**86,851.85**		**285.63**			
TOTALS				**1,239,161.68**	**1,135,606.46**			**0.00**		
	Box E Long-Term Realized Gain					**118,697.79**				
	Box E Long-Term Realized Loss					**-15,142.57**				
	Box E Wash Sale Loss Disallowed						**285.63**			

For any transaction listed on Form 1099-B in a section indicating that "**basis is reported to the IRS**", we are reporting to the IRS: **1c** type of gain or loss (i e short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1b**, **1e**, **2a** and **2b**, **3**, **4**, **5**, **13**, **14** and **15** We are not reporting to the IRS the Action, the Gain / Loss, and all subtotals and totals

For any transaction listed on Form 1099-B in a section indicating that "**basis is not reported to the IRS**", we are reporting to the IRS **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1e**, **2a** and **2b**, **4**, **13**, **14** and **15** We are not reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), the Action, the Gain / Loss, columns **1b**, **3**, **5**, and all subtotals and totals

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns.

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

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2013 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number:	**80-000033**
Recipient's Tax ID Number:	**25-6357015**
Payer's Federal ID Number:	**04-1867445**
Payer's State ID Number:	
State:	**NY**
Questions?	**(800)392-9244**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
JOHNSON FAMILY FOUNDATION
ATTN: ANDREW LANE
55 EXCHANGE PLACE SUITE 404
NEW YORK, NY 10005

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
00709P108	A.F.P PROVIDA SA SPONS ADR		PVD					
234.0000	10/01/2013	Various	21,578.08	22,412 61	0.00	-834 53	0.00	0.00
00507K103	ACTAVIS INC		US00507K1034					
99.0000	10/03/2013	06/06/2013	14,256.99	12,078.99	0 00	2,178.00	0.00	0 00
059520106	BANCO DE CHILE ADR		BCH					
.3830	06/05/2013	05/21/2013	31.59	33.97	0.00	-2.38	0.00	0.00
059520106	BANCO DE CHILE ADR		BCH					
25 0000	08/01/2013	05/21/2013	2,139 46	2,217.16	0.00	-77.70	0 00	0.00
06738E121	BARCLAYS PLC SPON ADR RTS EXP 10/02/2013		BCS R					
266.0000	10/08/2013	06/06/2013	1,415 98	0.00	0.00	1,415.98	0.00	0 00
12541M102	CH ENERGY GROUP INC		CHG					
537.0000	07/09/2013	Various	34,905 00	34,804.10	0.00	100.90	0.00	0 00
M22465104	CHEDK POINT SOFTWARE TECH LTD COM SHS		CHKP					
24.0000	08/01/2013	05/21/2013	1,380 21	1,234.56	0 00	145.65	0.00	0 00
16952T100	CHINA MOBILE GAMES ADR		CMGE					
120.0000	08/01/2013	05/21/2013	1,678.77	2,052.00	0 00	-373.23	0.00	0.00

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2013 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: 80-000033
Recipient's Tax ID Number: 25-6357015
Payer's Federal ID Number: 04-1367445
Payer's State ID Number:
State: NY
Questions? (800)392-9244
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
JOHNSON FAMILY FOUNDATION
ATTN. ANDREW LANE
55 EXCHANGE PLACE SUITE 404
NEW YORK, NY 10005

Reported to the IRS is Sales Price of stocks, bonds etc , less commissions and option premiums
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
16941R108	CHINA PETROLEUM & CHEM ADR		SNP					
.1000	07/02/2013	06/06/2013	6.92	7 74	0 00	-0 82	0 00	0 00
16941R108	CHINA PETROLEUM & CHEM ADR		SNP					
7000	07/02/2013	05/21/2013	48 43	59 61	0 00	-11 18	0 00	0 00
24702R101	DELL INC		DELL					
886 0000	10/30/2013	06/06/2013	12,182 50	11,961 00	0.00	221 50	0 00	0 00
423074103	HEINZ H J CO		HNZ					
164 0000	06/12/2013	06/06/2013	11,890 00	11,885 08	0 00	4 92	0 00	0 00
423074103	HEINZ H J CO		HNZ					
577 0000	06/12/2013	06/07/2013	41,832 50	41,832 50	0 00	0 00	0 00	0 00
464288240	ISHARES MSCI ACWI EX US ETF		ACWX					
25040 0000	06/06/2013	Various	1,065,433 45	999,856 70	0 00	65,576.75	0 00	0 00
478160104	JOHNSON & JOHNSON COM		JNJ					
45 0000	08/01/2013	05/21/2013	4,219 12	3,987 00	0 00	232 12	0 00	0 00
51817R999	LATAM AIRLS GROUP S A ADR		I67023					
110.0000	12/30/2013	09/10/2013	48.38	0 00	0 00	48 38	0 00	0.00
G5785G107	MALLINCKRODT PLC		MNK					
3750	07/01/2013	06/06/2013	16 23	17.54	0.00	-1 31	0 00	0 00

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Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: 80-000033
Recipient's Tax ID Number: 25-6357015
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☐ **Corrected** ☐ **2nd TIN notice**

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55 EXCHANGE PLACE SUITE 404
NEW YORK, NY 10005

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
65249B109	NEWS CORPORATION CLASS A		NWSA					
.2500	07/01/2013	06/06/2013	3.90	3.78	0.00	0 12	0.00	0 00
654445303	NINTENDO CO LTD ADR UNSPON		NTDOY					
616 0000	08/01/2013	Various	10,201.95	7,779.76	0.00	2,422.19	0.00	0 00
67073Y106	NV ENERGY INC		NVE					
156.0000	12/20/2013	10/03/2013	3,705 00	3,687.84	0.00	17 16	0.00	0.00
714290103	PERRIGO CO COM		US7142901039					
147.0000	12/24/2013	06/07/2013	22,375.61	17,172.54	0 00	5,203.07	0.00	0.00
69367U105	PT BANK MANDIRI TBK (PERSERO) ADR		PPERY					
106 0000	08/01/2013	05/21/2013	904 97	1,118.30	0 00	-213.33	0.00	0.00
75971T103	RENESOLA LTD ADR		SOL					
21001.0000	08/01/2013	Various	94,540.65	49,346.10	0.00	45,194 55	0.00	0 00
847560109	SPECTRA ENERGY CORP		SE					
42 0000	08/01/2013	06/07/2013	1,529 19	1,285 20	0 00	243 99	0.00	0.00
85207U105	SPRINT CORPORATION		S					
.4010	07/11/2013	06/06/2013	2.45	2.61	0.00	-0.16	0.00	0.00
876564105	TATA COMMUNICATIONS ADR		TTCMY					
1791.0000	07/01/2013	06/06/2013	10,172 70	12,142.98	0.00	-1,970.28	0 00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number:	**80-000033**
Recipient's Tax ID Number:	**25-6357015**
Payer's Federal ID Number:	**04-1867445**
Payer's State ID Number:	
State:	**NY**
Questions?	**(800)392-9244**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
JOHNSON FAMILY FOUNDATION
ATTN· ANDREW LANE
55 EXCHANGE PLACE SUITE 404
NEW YORK, NY 10005

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
89486M206	TREND MICRO INC ADR		TMICY					
69 0000	08/01/2013	05/21/2013	2,340 43	2,210 76	0 00	129 67	0.00	0 00
92240M108	VECTOR GROUP LTD		VGR					
5000	09/27/2013	08/01/2013	7 97	8.00	0.00	-0 03	0 00	0 00
92769L101	VIRGIN MEDIA INC		VMED					
241 0000	07/22/2013	06/06/2013	11,965 65	11,965 65	0 00	0 00	0 00	0 00
977868306	WOLSELEY PLC ADR		WOSYY					
9680	12/02/2013	06/06/2013	4 99	4 81	0 00	0 18	0.00	0 00
Total Short Term Sales Reported on 1099-B			**1,370,819 07**	**1,251,168 89**	**0 00**	**119,650 18**	**0 00**	**0.00**

Report on Form 8949, Part I, with Box A checked

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☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address:
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WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Recipient's Name and Address:
JOHNSON FAMILY FOUNDATION
ATTN: ANDREW LANE
55 EXCHANGE PLACE SUITE 404
NEW YORK, NY 10005

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
826197501	SIEMENS AG ADR		SI					
331.0000	07/25/2013	Various	1,028.36	0 00	0.00	1,028.36	0 00	0.00
Total Short Term Sales Reported on 1099-B			**1,028.36**	**0.00**	**0.00**	**1,028.36**	**0.00**	**0.00**
Report on Form 8949, Part I, with Box B checked								
Long Term Sales Reported on 1099-B								
464288240	ISHARES MSCI ACWI EX US ETF		ACWX					
129131 0000	06/06/2013	Various	5,494,428 41	4,462,884.42	0.00	1,031,543 99	0.00	0.00
464287689	ISHARES RUSSELL 3000 ETF		IWV					
83968 0000	06/06/2013	Various	8,112,846.98	4,896,022 69	0.00	3,216,824.29	0 00	0.00
Total Long Term Sales Reported on 1099-B			**13,607,275.39**	**9,358,907.11**	**0.00**	**4,248,368.28**	**0.00**	**0.00**
Report on Form 8949, Part II, with Box E checked								

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.