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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

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

Name of foundation THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION		A Employer identification number 36-7228534
Number and street (or P O box number if mail is not delivered to street address) FOUNDATION SOURCE 501 SILVERSIDE RD	Room/suite 123	B Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 7,993,618	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	149,884			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	33	33		
	4 Dividends and interest from securities	159,366	142,324		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	278,952			
	b Gross sales price for all assets on line 6a 3,317,087				
	7 Capital gain net income (from Part IV, line 2)		278,638		
	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)	1,045	1,011			
12 Total. Add lines 1 through 11	589,280	422,006			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	233			233
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	63,140	63,140		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,897	197		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				2,825
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	34,052	117		33,910
	24 Total operating and administrative expenses. Add lines 13 through 23	99,322	63,454		34,143
	25 Contributions, gifts, grants paid	454,000			454,000
26 Total expenses and disbursements. Add lines 24 and 25	553,322	63,454		488,143	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	35,958				
b Net investment income (if negative, enter -0-)		358,552			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		204,181.	150,745.	150,745.
	3	Accounts receivable ▶ 1,163.			1,163.	
		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). **	974,715.	1,501,396.	1,481,452.	
	b	Investments - corporate stock (attach schedule) ATCH 7	3,503,763.	3,391,002.	5,295,755.	
	c	Investments - corporate bonds (attach schedule) ATCH 8	1,363,397.	913,410.	887,781.	
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9		124,298.	177,885.		
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,046,056.	6,082,014.	7,993,618.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒					
	check here 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	6,046,056.	6,082,014.		
30	Total net assets or fund balances (see instructions)	6,046,056.	6,082,014.			
31	Total liabilities and net assets/fund balances (see instructions)	6,046,056.	6,082,014.			

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	6,046,056.
2	Enter amount from Part I, line 27a	2	35,958.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,082,014.
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	6,082,014.

**ATCH 6

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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	278,638.	
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	436,609.	6,809,479.	0.064118
2011	419,015.	6,831,693.	0.061334
2010	421,199.	6,511,084.	0.064690
2009	343,640.	5,806,978.	0.059177
2008	301,490.	6,648,062.	0.045350
2 Total of line 1, column (d)			2 0.294669
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 0.058934
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 7,313,211.
5 Multiply line 4 by line 3			5 430,997.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,586.
7 Add lines 5 and 6			7 434,583.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 488,143.

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		1	3,586.
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			
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	3,586.
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	3,586.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,606.	
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	2,606.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	980.	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>C/O FOUNDATION SOURCE</u> Telephone no <u>8008391754</u>			
Located at <u>501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE</u> ZIP+4 <u>19809-1377</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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	
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 <u></u>		
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 <u></u>		
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

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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**

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**

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 10		0	0	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
NONE				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- ----- ----- ----- ----- ----- ----- ----- -----		
Total number of others receiving over \$50,000 for professional services		

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 N/A ----- ----- -----	
2 ----- ----- -----	
3 ----- ----- -----	
4 ----- ----- -----	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	7,213,583.
b	Average of monthly cash balances	1b	210,997.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,424,580.
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	7,424,580.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	111,369.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	7,313,211.
6	Minimum investment return. Enter 5% of line 5	6	365,661.

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	365,661.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,586.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,586.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	362,075.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	362,075.
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	362,075.

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	488,143.
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	488,143.
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	3,586.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	484,557.

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				362,075.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
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 55,017.				
c From 2010 99,663.				
d From 2011 84,280.				
e From 2012 101,323.				
f Total of lines 3a through e	340,283.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 488,143.				
a Applied to 2012, but not more than line 2a				
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				362,075.
e Remaining amount distributed out of corpus	126,068.			
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	466,351.			
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				
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	466,351.			
10 Analysis of line 9				
a Excess from 2009 55,017.				
b Excess from 2010 99,663.				
c Excess from 2011 84,280.				
d Excess from 2012 101,323.				
e Excess from 2013 126,068.				

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

N/A

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

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

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 11				
Total			▶ 3a	454,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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			14	33.		
4 Dividends and interest from securities			14	159,366.		
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						
8 Gain or (loss) from sales of assets other than inventory	525990	314.	18	278,638.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a <u>K-1</u> INC/LOSS	525990	34.	14	1,011.		
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		348.		439,048.		
13 Total. Add line 12, columns (b), (d), and (e)					13	439,396.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

- | | | | | |
|--|--|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | Yes | No |
| 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. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

Robert Smith

15/5/2014

► Director / Sec.

Signature of officer or trustee

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 _____

JEFFREY D HASKELL

Preparer's signature

JEFFREY D HASKELL

Date _____

04/30/2014

Check ☐ if self-employed

PTIN

P01345770

Firm's name ► **FOUNDATION SOURCE**

Firm's address ► ONE HOLLOW LN, STE 212
LAKE SUCCESS, NY

Firm's EIN ▶ 510398347

Phone no 8008391754

Schedule of Contributors

OMB No 1545-0047

2013

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

THE JOSEPH AND CATHERINE JOHNSON
FAMILY FOUNDATION

Employer identification number

36-7228534

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

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

Name of organization **THE JOSEPH AND CATHERINE JOHNSON
FAMILY FOUNDATION**

Employer identification number
36-7228534

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CLUT OF CATHERINE M. JOHNSON DTD 3/12/98 ONE SOUTH WACKER DRIVE CHICAGO, IL 60606	\$ 149,884.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE JOSEPH AND CATHERINE JOHNSON
FAMILY FOUNDATION

Employer identification number
36-7228534

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization **THE JOSEPH AND CATHERINE JOHNSON
FAMILY FOUNDATION**

Employer identification number
36-7228534

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

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

Use duplicate copies of Part III if additional space is needed

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

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 3,317,087	\$ 3,040,214	\$ 276,873
						\$ 1,765
Total included in Part IV				\$ 3,317,087	\$ 3,040,214	\$ 278,638
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 314
Part I, Line 6a Total				\$ 3,317,087	\$ 3,040,214	\$ 278,952

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION
K-1 INC/LOSS THE BLACKSTONE GROUP LP

REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
1,045.	1,011.
<u>1,045.</u>	<u>1,011.</u>

TOTALS

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL GOVERNANCE/COUNSELING	233.			233.
TOTALS	<u>233.</u>			<u>233.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	63,140.	63,140.
TOTALS	<u>63,140.</u>	<u>63,140.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2013	1,700.	197.
FOREIGN TAX PAID	197.	
TOTALS	<u>1,897.</u>	<u>197.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	33,822.		33,822.
BANK CHARGES	70.	70.	
K-1 EXP THE BLACKSTONE GROUP	72.	47.	
STATE OR LOCAL FILING FEES	88.		88.
TOTALS	34,052.	117.	33,910.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALAMEDA COUNTY CALIF PENSION	82,705.	80,290.
AMERICAN MUN PWR OHIO 3.965%	52,962.	51,508.
CACHE OKLA EDL - 3.656% - 09/1	20,283.	20,181.
CLARK COUNTY IND 4.0% 01/15/20	25,630.	26,796.
FORT MYERS FLA UTIL REV REF UT	23,199.	23,559.
ILLINOIS AUTH REV 04.30% 03/01	27,616.	26,593.
MADISON & JERSEY CNTYS 0.000%	56,479.	57,035.
MAIN STR NAT GAS INCGA GAS -	28,258.	27,311.
MC HENRY CNTY ILL DEBT CTFS SE	52,208.	51,777.
MCHENRY & KANE CNTYS ILL - 0.0	21,990.	22,404.
MCHENRY & KANE CNTYS ILL ESC	4,398.	4,693.
METROPOLITAN PIER & EXPOSITION	45,368.	46,075.
METROPOLITAN PIER 06/15/2017	45,708.	46,777.
MIAMI DADE 05/01/2016	28,252.	27,574.
MIAMI FLA REV VAR TAXABLE REV	45,833.	41,680.
MIAMI-DADE CNTY FLA PARTN - 04	54,604.	54,155.
NORTHERN CALIF 05.370% 05/01/2	27,557.	26,338.
NORTHERN ILL MUN PWAGY - 5.00	96,874.	94,998.
OAK CREEK WIS PROM NTS - 02.00	51,035.	51,302.
OAKLAND CALIF PENSION OBLIG	91,110.	91,395.
OREGON SCH BRDS TAX PENS - 5.	56,470.	54,108.
PEORIA ILL PUB BLDG 0.0% 12/01	13,265.	14,321.
PHILADELPHIA PA PENSION - 00.0	93,691.	95,878.
PORT ST LUCIE FLA - 01.750% -	65,569.	65,482.
RAVENSWOOD CALIF CITY SCH DIST	32,132.	31,051.
RHODE ISLAND ST & PROVIDENCE 0	113,672.	112,391.
SANTA ANA CALIF - 05.00% - 01/	44,315.	43,490.
VIRGINIA ST HSG 4.40% 07/01/15	90,932.	88,772.
WESTERN ILL UNIV - 4.350% - 04	109,281.	103,518.
STATE OBLIGATIONS TOTAL	<u>1,501,396.</u>	<u>1,481,452.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
3-D SYSTEMS CORP.	55,204.	171,920.
AFFILIATED MANAGERS GROUP	31,953.	108,440.
APPLE INC.	59,174.	126,230.
BARON PARTNERS FUND	25,000.	25,529.
BARON SMALL CAP RETAIL FUND	59,627.	110,691.
BE AEROSPACE, INC.	66,390.	121,842.
BLACKROCK INC	78,104.	158,234.
BOEING CO	61,255.	102,368.
CELGENE CORP	45,611.	130,952.
CERNER CORPORATION	95,051.	139,350.
CHAMPLAIN MID CAP FUND	12,124.	17,374.
CHAMPLAIN SML CO FD	68,823.	83,310.
CREE, INC.	137,124.	128,166.
DICK'S SPORTING GDS	17,228.	29,050.
DREYFUS FDS GLOBAL EQ INCOME	10,000.	10,874.
DUNKIN' BRANDS GROUP INC	23,339.	36,150.
EBAY INC.	49,472.	96,023.
EVERCORE PARTNERS INC	30,631.	59,780.
EXPRESS SCRIPTS HOLDING CO.	67,623.	119,408.
FACEBOOK INC	64,034.	139,358.
FREEPORT-MCMORAN COPPER & GOLD	88,772.	109,446.
GENPACT LIMITED	34,767.	42,251.
GILEAD SCIENCES INC	70,007.	90,120.
GNC CORP	93,468.	163,659.
GOOGLE INC	80,124.	140,089.
GREEN MOUNTAIN COFFEE ROASTERS	18,855.	26,439.
GUGGENHEIM S&P SMALLCAP 600	10,105.	11,973.
HERTZ GLOBAL HOLDINGS INC	121,792.	145,962.
HONDA MOTOR CO LTD	90,220.	99,240.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTERCONTINETALEXCHANGE INC	21,693.	56,230.
ISHARE FTSE EPRA/NAREIT DEV	9,931.	9,258.
ISHARES FTSE CHINA 25 INDEX FD	6,358.	6,139.
ISHARES MSCI EMERGING MARKETS	31,226.	34,485.
ISHARES MSCI-JAPAN	22,168.	24,280.
ISHARES S&P ASIA 50 INDEX	13,540.	14,394.
KROGER CO	95,009.	112,661.
LINKEDIN CORPORATION	129,703.	118,172.
LONGLEAF PARTNERS FUND	8,000.	9,111.
MASTERCARD INC	37,118.	100,255.
MONSANTO CO	43,407.	75,758.
NOBLE ENERGY INC.	94,173.	112,382.
O'REILLY AUTOMOTIVE INC.	39,600.	128,710.
OCEANERING INTL INC	99,412.	141,984.
PENTAIR INC.	32,673.	77,670.
PORTFOLIO RECOVERY ASSOCIATES	96,826.	158,519.
PRECISION CASTPARTS	100,432.	148,115.
PRICELINE.COM INCORPORATED	82,602.	145,300.
REGENERON PHARMACEUTICALS, INC	71,150.	82,572.
RYDEX S&P SC 600 VAL	13,789.	21,805.
SALLY BEAUTY HLDG	30,502.	36,276.
SPDR DJ MID CAP GRWT	43,895.	78,330.
SPDR DJ SMALLCAP GRWT	31,792.	71,584.
SPDR RUSSELL SMALL CAP COMPLET	36,851.	66,040.
ST SPDR SP EM MK ETF	31,399.	32,330.
STERICYCLE INC	41,922.	92,936.
TWEEDY BROWNE WORLDWIDE HIGH	10,000.	11,418.
UNITED CONTINENTAL HOLDINGS	94,806.	124,839.
VANGUARD MID-CAP VALUE INDEX	6,618.	7,978.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD MSCI EUROPEAN ETF	14,642.	16,170.
VISTAPRINT NV	26,942.	42,638.
WALGREEN CO	93,144.	114,880.
WEX, INC.	9,451.	19,806.
WISDOMTREE EUROPE SMALLCAP DIV	12,101.	14,465.
WISDOMTREE INTL LC	21,928.	25,985.
WISDOMTREE INTL S/C DVD FUND	51,806.	63,010.
WISDOMTREE SC DIV	25,790.	33,895.
ZIMMER HOLDINGS INC	92,726.	121,147.
TOTALS	<u>3,391,002.</u>	<u>5,295,755.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALLTEL CORP DEB 7.0% 03/15/201	122,314.	112,566.
ATLANTIC RICHFIELD CO 9.875% 0	64,733.	58,237.
BAXTER INTL 4.625% 3/15/2015	102,668.	104,874.
CME NOTE 5.75% 2/15/2014	123,727.	120,675.
GE CAP CORP MTN - 5.000% - 01/	44,386.	54,060.
GE CAPITAL 5.00% 03/15/2018	55,511.	53,658.
GOLDMAN SACHS GROUP INC MTN -	50,011.	49,436.
HEWLETT PACKARD CO NOTES - 6.1	108,480.	100,847.
LOWES COS INC 5.4% 10/15/2016	52,548.	55,795.
MADISON WIS CMNT 4.65% 01/01/1	42,328.	40,605.
NATIONAL RURAL UTILS 7.20% 10	29,934.	27,207.
PUBLIC SVC ELEC & GAS CO 6.750	59,329.	55,290.
ST PAUL TRAVELERS INC 5.5% 12/	57,441.	54,531.
TOTALS	<u>913,410.</u>	<u>887,781.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ENTERPRISE PRODUCTS PARTNERS	28,021.	29,835.
THE BLACKSTONE GROUP LP	96,277.	148,050.
TOTALS	<u>124,298.</u>	<u>177,885.</u>

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)	
3,317,087.		PUBLICLY-TRADED SECURITIES 3,040,214.					276,873.	
		PASSTHROUGH K1 CAPITAL GAIN					1,765.	
TOTAL GAIN (LOSS)							<u>278,638.</u>	

ATTACHMENT 10

ATTACHMENT 10

THE JOSEPH AND CATHERINE JOHNSON

36-7228534

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AID FOR WOMEN OF NORTHERN LAKE COUNTY 4606 W OLD GRAND AVE, STE 4 GURNEE, IL 60031	N/A PC	GENERAL & UNRESTRICTED	10,000
ALTON EDUCATIONAL FOUNDATION PO BOX 514 ALTON, IL 62002	N/A PC	GENERAL & UNRESTRICTED	500.
AMERICAN BIRD CONSERVANCY 4249 LOUDOUN AVE BOX 249 THE PLAINS, VA 20198	N/A PC	GENERAL & UNRESTRICTED	1,000.
AMERICARES FOUNDATION INC 88 HAMILTON AVE STAMFORD, CT 06902	N/A PC	GENERAL & UNRESTRICTED	5,500
ANGEL FLIGHT-CENTRAL 10 NW RICHARDS RD KANSAS CITY, MO 64116	N/A PC	GENERAL & UNRESTRICTED	5,000
APPALACHIA HABITAT FOR HUMANITY INC PO BOX 36 ROBBINS, TN 37852	N/A PC	GENERAL & UNRESTRICTED	1,000.

ATTACHMENT 11

FORM 990DF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ARDEN SHORE CHILD AND FAMILY SERVICE 329 N GENESEE ST WAUKEGAN, IL 60085	N/A PC		GENERAL & UNRESTRICTED	2,500.
AUGUSTINIAN NUNS 440 N MARLEY RD NEW LENOX, IL 60451	N/A PC		GENERAL & UNRESTRICTED	1,000.
AVERY COONLEY SCHOOL 1400 MAPLE AVE DOWNERS GROVE, IL 60515	N/A PC		GENERAL & UNRESTRICTED	5,000.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A PC		GENERAL & UNRESTRICTED	1,000
BETHESDA LUTHERAN COMMUNITIES INC 600 HOFFMANN DR WATERTOWN, WI 53094	N/A PC		GENERAL & UNRESTRICTED	1,000.
BIG BROTHERS-BIG SISTERS OF LAKE COUNTY 560 W LAKE ST FL 5 CHICAGO, IL 60661	N/A PC		GENERAL & UNRESTRICTED	1,000.

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BIG SHOULDERS FUND 212 W VAN BUREN ST STE 900 CHICAGO, IL 60607	N/A PC	GENERAL & UNRESTRICTED	1,000.
CARMEL HIGH SCHOOL 1 CARMEL PKWY MUNDELEIN, IL 60060	N/A PC	GENERAL & UNRESTRICTED	1,000
CATHOLIC CHARITIES OF LAKE COUNTY 671 S. LEWIS AVE WAUKEGAN, IL 60085	N/A PC	GENERAL & UNRESTRICTED	7,000
CHRISTIAN OUTREACH OF LUTHERANS 127 W WATER ST WAUKEGAN, IL 60085	N/A PC	FOOD PANTRY FUND	6,000
CHRISTIAN OUTREACH OF LUTHERANS 127 W WATER ST WAUKEGAN, IL 60085	N/A PC	PURCHASE OF A NEW TRUCK	1,000
CORPORATION OF NEW MELLERAY 6632 MELLERAY CIR PEOSTA, IA 52068	N/A PC	GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COVENANT HOUSE 460 W 41ST ST NEW YORK, NY 10036	N/A PC	GENERAL & UNRESTRICTED	5,000.
CRISIS FOOD CENTER INC 21 E 6TH ST ALTON, IL 62002	N/A PC	GENERAL & UNRESTRICTED	2,000
CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY RD STE 148 CULVER, IN 46511	N/A PC	GENERAL & UNRESTRICTED	1,000.
DANNY DID FOUNDATION PO BOX 46576 CHICAGO, IL 60646	N/A PC	GENERAL & UNRESTRICTED	10,000.
ENDANGERED WOLF CENTER PO BOX 760 EUREKA, MO 63025	N/A PC	GENERAL & UNRESTRICTED	1,000
DIVINE WORD COUNCIL 7331 CHARITABLE FOUNDATION INC PO BOX 161 TECHNY, IL 60082	N/A PC	GENERAL & UNRESTRICTED	10,000

THE JOSEPH AND CATHERINE JOHNSON

36-7228534

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	10,000.
DR MARTIN LUTHER KING JR. BOYS AND GIRLS CLUB 2950 W WASHINGTON CHICAGO, IL 60612	N/A PC	GENERAL & UNRESTRICTED	5,000
DRAVET SYNDROME FOUNDATION INC 11 NANCY DR MONROE, CT 06468	N/A PC	GENERAL & UNRESTRICTED	5,000
DRAVET SYNDROME FOUNDATION INC 11 NANCY DR MONROE, CT 06468	N/A PC	ROUNDTABLE SPONSORSHIP PROGRAM	5,000.
ENGINEERS WITHOUT BORDERS USA INC 4665 NAUTILUS COURT, STE 300 BOULDER, CO 80301	N/A PC	GENERAL & UNRESTRICTED	2,000
FEED MY STARVING CHILDREN 401 93RD AVE NW COON RAPIDS, MN 55433	N/A PC	GENERAL & UNRESTRICTED	10,000

ATTACHMENT 11

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRANCISCAN OUTREACH 1645 W LE MOYNE ST CHICAGO, IL 60622	N/A PC	GENERAL & UNRESTRICTED	15,000
FRATERNITE NOTRE DAME INC 502 N CENTRAL AVE CHICAGO, IL 60644	N/A PC	GENERAL & UNRESTRICTED	3,000
FRATERNITE NOTRE DAME INC 502 N CENTRAL AVE CHICAGO, IL 60644	N/A PC	THANKSGIVING FOOD PANTRY FUND	1,000.
FRATERNITE NOTRE DAME INC 502 N CENTRAL AVE CHICAGO, IL 60644	N/A PC	PURCHASE OF A NEW TRUCK	7,500
GREAT RIVERS LAND PRESERVATION ASSOCIATION INC PO BOX 821 ALTON, IL 62002	N/A PC	GENERAL & UNRESTRICTED	1,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PL CHICAGO, IL 60632	N/A PC	GENERAL & UNRESTRICTED	7,500

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GULF RESTORATION NETWORK PO BOX 2245 NEW ORLEANS, LA 70176	N/A PC	GENERAL & UNRESTRICTED	1,000
HEALTHREACH INC 1800 GRAND AVE WAUKEGAN, IL 60085	N/A PC	GENERAL & UNRESTRICTED	2,500.
INTERNATIONAL CRANE FOUNDATION INC E11376 SHADY LN RD BARABOO, WI 53913	N/A PC	GENERAL & UNRESTRICTED	1,000.
JACOBY ARTS CENTER 627 E BROADWAY ALTON, IL 62002	N/A PC	GENERAL & UNRESTRICTED	500
KENOSHA COUNTY HUMANE SOCIETY 7811 60TH AVE KENOSHA, WI 53142	N/A PC	GENERAL & UNRESTRICTED	500.
LAKE COUNTY HAVEN PO BOX 127 LIBERTYVILLE, IL 60048	N/A PC	GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAMBS FARM INC PO BOX 520 LIBERTYVILLE, IL 60048	N/A PC	GENERAL & UNRESTRICTED	2,000.
LITTLE SISTERS OF THE POOR CHICAGO INC 2325 N LAKEWOOD AVE CHICAGO, IL 60614	N/A PC	GENERAL & UNRESTRICTED	3,000
MARISTELLA 745 N MILWAUKEE AVE LIBERTYVILLE, IL 60048	N/A PC	GENERAL & UNRESTRICTED	6,000
MAX MCGRAW WILDLIFE FOUNDATION PO BOX 9 DUNDEE, IL 60118	N/A EOF	RE STOCKING OF NATIVE FISH SPECIES TO STREAMS AND GENERAL & UNRESTRICTED	7,000.
MEDLIFE 101 E BROADWAY BANGOR, ME 04401	N/A PC	GENERAL & UNRESTRICTED	5,000
MICHIGAN LAKE AND STREAM ASSOCIATIONS INC 300 N STATE ST STE A STANTON, MI 48888	N/A PC	GENERAL & UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MISERICORDIA HOME 2001 W DEVON AVE CHICAGO, IL 60659	N/A PC		GENERAL & UNRESTRICTED	6,000
MISSION OF OUR LADY OF MERCY 1140 W JACKSON BLVD CHICAGO, IL 60607	N/A PC		GENERAL & UNRESTRICTED	10,000.
MUSTARD SEED PEACE PROJECT 856 CHOUTEAU AVE GODFREY, IL 62035	N/A PC		GENERAL & UNRESTRICTED	1,000
NATIONAL AUDUBON SOCIETY INC 7625 PARKLAWN AVE EDINA, MN 55435	N/A PC		RIVERLANDS CENTER IN WEST ALTON, MO	1,000
NATIVE FISH SOCIETY INC 221 MOLALLA AVE STE 100 OREGON CITY, OR 97045	N/A PC		GENERAL & UNRESTRICTED	3,000
NORTHERN ILLINOIS FOOD BANK 273 DEARBORN CT GENEVA, IL 60134	N/A PC		GENERAL & UNRESTRICTED	8,500

FORM 990DP, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OMNI YOUTH SERVICES INC 1111 W LAKE COOK RD BUFFALO GROVE, IL 60089	N/A PC	GENERAL & UNRESTRICTED	10,000
OREGON NATURAL RESOURCES COUNCIL FUND 5825 N GREELEY AVE PORTLAND, OR 97217	N/A PC	GENERAL & UNRESTRICTED	1,000
OUTDOOR DISCOVERY CENTER MACATAWA GREENWAY 4214 56TH ST HOLLAND, MI 49423	N/A PC	GENERAL & UNRESTRICTED	1,500
PADS LAKE COUNTY INC PO BOX 428 NORTH CHICAGO, IL 60064	N/A PC	GENERAL & UNRESTRICTED	5,000.
PEDIATRIC BRAIN TUMOR FDN OF THE UNITED STATES INC 302 RIDGEFIELD CT ASHEVILLE, NC 28806	N/A PC	GENERAL & UNRESTRICTED	5,000.
PREVENTION FIRST INC 2800 MONTVALE DR SPRINGFIELD, IL 62704	N/A PC	GENERAL & UNRESTRICTED	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RIVERBENDER COM COMMUNITY CENTER 200 W 3RD ST ALTON, IL 62002	N/A PC		GENERAL & UNRESTRICTED	2,000.
ROBERT R MCCORMICK FOUNDATION 205 N MICHIGAN AVE CHICAGO, IL 60601	N/A PC		NEEDEST CHILDREN FUND	7,500
SALVATION ARMY NATIONAL CORP 615 SLATERS LN ALEXANDRIA, VA 22314	N/A PC		GENERAL & UNRESTRICTED	3,000
SAVE THE CHILDREN FEDERATION INC 54 WILTON RD WESTPORT, CT 06880	N/A PC		GENERAL & UNRESTRICTED	6,000
SMILE TRAIN INC 41 MADISON AVE 28TH FL NEW YORK, NY 10010	N/A PC		GENERAL & UNRESTRICTED	3,000
SOCIAL APOSTOLATE OF SAVANNAH PO BOX 8703 SAVANNAH, GA 31412	N/A PC		GENERAL & UNRESTRICTED	3,000

THE JOSEPH AND CATHERINE JOHNSON

36-7228534

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOLAR COOKERS INTERNATIONAL 1919 21ST ST STE 203 SACRAMENTO, CA 95811	N/A PC	GENERAL & UNRESTRICTED	1,000.
SOUTH SHORE DRILL TEAM & PERFORMING ARTS ENSEMBLE 7218 S S CHICAGO AVE CHICAGO, IL 60619	N/A PC	GENERAL & UNRESTRICTED	500
ST JOSEPH CATHOLIC ACADEMY 2401 69TH ST KENOSHA, WI 53143	N/A PC	GENERAL & UNRESTRICTED	10,000
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 262 DANNY THOMAS PL MS512 MEMPHIS, TN 38105	N/A PC	GENERAL & UNRESTRICTED	4,000
ST LOUIS SCOTT GALLAGHER FOUNDATION 1 SOCCER PARK RD FENTON, MO 63026	N/A PC	TURF FIELD IN COLLINSVILLE, IL PROJECT	25,000.
ST PETER CHURCH PO BOX 129 SPRING GROVE, IL 60081	N/A PC	GENERAL & UNRESTRICTED	30,000

ATTACHMENT 11

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. AMBROSE PARISH 820 W HOMER M ADAMS PKWY GODFREY, IL 62035	N/A PC	GENERAL & UNRESTRICTED	2,000
ST. MARY MAGDALENE CHURCH 3123 N.E. 24TH AVE PORTLAND, OR 97212	N/A PC	PARISH AND SCHOOL FUNDS	25,000.
ST. MARY MAGDALENE CHURCH 3123 N E 24TH AVE PORTLAND, OR 97212	N/A PC	GENERAL GRANT FUND	60,000
TOPPS-TARGETING OUR PEOPLES PRIORITIES WITH SVC 1000 TOWNSEND DR PINE BLUFF, AR 71601	N/A PC	GENERAL & UNRESTRICTED	1,000
TREEHOUSE WILDLIFE CENTER INC 23956 GREEN ACRES RD DOW, IL 62022	N/A PC	GENERAL & UNRESTRICTED	1,000.
TROUT UNLIMITED INC 1300 N. 17TH ST ARLINGTON, VA 22209	N/A PC	GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

UNITED STATES FUND FOR U N I C E F
500 N MICHIGAN AVE STE 1000
CHICAGO IL 60611

N/A
PC

GENERAL & UNRESTRICTED
7 000

UPTOWN PEOPLES LAW CENTER
4413 N SHERIDAN RD
CHICAGO IL 60640

N/A
PC

GENERAL & UNRESTRICTED
2 000

VINCE LOMBARDI CANCER FOUNDATION INC
PO BOX 341880
MILWAUKEE WI 53234

N/A
PC

GENERAL & UNRESTRICTED
6 000

WILD SALMON CENTER
JEAN VOLLM CAPITAL CENTER 721 N
PORTLAND OR 97209

N/A
PC

GENERAL & UNRESTRICTED
2 000

WINGS PROGRAM INC
P O BOX 95615
PALATINE IL 60095

N/A
PC

GENERAL & UNRESTRICTED
2 500

YELLOWSTONE PARK FOUNDATION INC
222 E MAIN ST
BOZEMAN MT 59715

N/A
PC

GENERAL & UNRESTRICTED
4 000

TOTAL CONTRIBUTIONS PAID

454,000