EXTENSION GRANTED TO 11/17/14

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 , and ending

Name of foundation
JOHNSON FAMILY FOUNDATION

A Employer identification number
93-6310704

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
12621 SW EDGECLIFF RD

B Telephone number
503-669-7955

City or town, state or province, country, and ZIP or foreign postal code
PORTLAND, OR 97219

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)* ▶$ 3,238,044.

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))

	Line		(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	116,367.	100,917.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	112,547.			
	b	Gross sales price for all assets on line 6a 353,472.				
	7	Capital gain net income (from Part IV, line 2)		112,547.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	228,914.	213,464.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	2,800.	1,400.		1,400.
	c	Other professional fees STMT 3	9,937.	9,937.		0.
	17	Interest				
	18	Taxes STMT 4	503.	503.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	575.	159.		366.
	24	**Total operating and administrative expenses** Add lines 13 through 23	13,815.	11,999.		1,766.
	25	Contributions, gifts, grants paid	142,500.			142,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	156,315.	11,999.		144,266.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	72,599.			
	b	**Net investment income** (if negative, enter -0-)		201,465.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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SCANNED OCT 31 2014

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	35,510.	64,270.	64,270.
	2 Savings and temporary cash investments	144,205.	73,673.	73,673.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	901,472.	1,206,503.	1,206,503.
	c Investments - corporate bonds STMT 7	1,829,406.	1,890,676.	1,890,676.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 8)	1,252.	2,922.	2,922.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,911,845.	3,238,044.	3,238,044.
Liabilities	17 Accounts payable and accrued expenses	150.	200.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	150.	200.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,911,695.	3,237,844.	
	30 **Total net assets or fund balances**	2,911,695.	3,237,844.	
	31 **Total liabilities and net assets/fund balances**	2,911,845.	3,238,044.	

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	2,911,695.
2	Enter amount from Part I, line 27a	2	72,599.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN (LOSS)	3	253,550.
4	Add lines 1, 2, and 3	4	3,237,844.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,237,844.

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	CITI PRIVATE BANK - SEE ATTACHMENT		VARIOUS	VARIOUS
b	CITI PRIVATE BANK - SEE ATTACHMENT		VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	27,715.		22,259.	5,456.
b	324,344.		218,666.	105,678.
c	1,413.			1,413.
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				5,456.
b				105,678.
c				1,413.
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 — 112,547.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	139,072.	2,869,132.	.048472
2011	134,250.	2,883,432.	.046559
2010	121,050.	2,756,919.	.043908
2009	132,131.	2,454,108.	.053841
2008	135,945.	2,668,365.	.050947

2	**Total** of line 1, column (d)	2	.243727
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	.048745
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,078,992.
5	Multiply line 4 by line 3	5	150,085.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,015.
7	Add lines 5 and 6	7	152,100.
8	Enter qualifying distributions from Part XII, line 4	8	144,266.

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	4,029.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	4,029.
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	4,029.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,072.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	4,200.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	6,272.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,243.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	2,243.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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? N/A	4b		
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) ▶ OR			
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 ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 503-669-7955

Located at ▶ 12621 SW EDGECLIFF RD, PORTLAND, OR ZIP+4 ▶ 97219

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

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

			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)? N/A	1b		
	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.) N/A	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.)* N/A	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)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID J. JOHNSON 12621 SW EDGECLIFF ROAD PORTLAND, OR 97219	PRESIDENT/SECRETARY/TREASU 2.00	0.	0.	0.
ANNEMARIE JOHNSON 12621 SW EDGECLIFF ROAD PORTLAND, OR 97219	VICE PRESIDENT 0.00	0.	0.	0.
JANET NIKLAUS 12621 SW EDGECLIFF ROAD PORTLAND, OR 97219	VICE PRESIDENT 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	3,019,690.
b	Average of monthly cash balances		1b	106,190.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,125,880.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	3,125,880.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	46,888.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,078,992.
6	**Minimum investment return** Enter 5% of line 5		6	153,950.

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	153,950.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 4,029.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,029.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	149,921.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	149,921.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	149,921.

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	144,266.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	144,266.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	144,266.

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				149,921.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			141,032.	
b Total for prior years: ___ , ___ , ___		0.		
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: ▶ $ 144,266.				
a Applied to 2012, but not more than line 2a			141,032.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				3,234.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				146,687.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
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) N/A

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 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).)

DAVID J. JOHNSON

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

NONE

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

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

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

DAVID J. JOHNSON
12621 SW EDGECLIFF ROAD,, PORTLAND, OR 97219

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

LETTER WITH PERTINENT INFORMATION

c Any submission deadlines:

NONE

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

NONE

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				
CASCADE AIDS PROJECT 620 SE FIFTH AVE, SUITE 300 PORTLAND, OR 97214	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,000.
CHRISTIE CARE - YOUTH VILLAGES PO BOX 368 MARYLHURST, OR 97236	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION ;LISTTOTAL 0	4,000.
FRANCONIA ANEMIA RESEARCH FUND 1801 WILLAMETTE STREET, SUITE 200 EUGENE, OR 97401	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	500.
FRIENDS OF TRYON CREEK STATE PARK 11321 SW TERWILLIGER BLVD PORTLAND, OR 97219	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,000.
GOOD SAMARITAN FOUNDATION PO BOX 4484 PORTLAND, OR 97208	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	142,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	116,367.	
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			18	112,547.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		228,914.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 228,914.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			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	

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 [X] No

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date 10/13/14 — Title PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROY ABRAMOWITZ		10/13/14		P01329049

Firm's name ▶ PERKINS & COMPANY, P.C. — Firm's EIN ▶ 93-0928924

Firm's address ▶ 1211 SW FIFTH AVE, SUITE 1000 PORTLAND, OR 97204-3710 — Phone no. 503-221-0336

Form 990-PF (2013)

323622 10-10-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GROWING GARDENS 2203 NE OREGON STREET PORTLAND, OR 97232	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	500.
KENYON PRESIDENTS FUND KENYON COLLEGE GAMBIER, OH 43022	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	500.
KUKIO COMMUNITY FUND 1164 BISHOP STREET, SUITE 800 HONOLULU, HI 96813	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,000.
LIBRARY FOUNDATION 620 SW FIFTH AVENUE, SUITE 1025 PORTLAND, OR 97204	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	5,000.
LITERARY ARTS 219 NW 12TH AVE SUITE 201 PORTLAND, OR 97209	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	3,500.
LOAVES AND FISHES PO BOX 19477 PORTLAND, OR 97280	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,500.
MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	2,500.
METROPOLITAN FAMILY SERVICES 1808 SE BELMONT PORTLAND, OR 97214	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	32,500.
NORTH HAWAII COMMUNITY HOSPITAL 67-1125 MAMALAHOA HWY KAMUELA, HI 96743	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,000.
OHSU CENTER FOR WOMEN'S HEALTH 3181 SW SAM JACKSON PARK ROAD PORTLAND, OR 97239	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,000.
Total from continuation sheets				131,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OHSU PARKINSON'S CENTER OF OREGON 1121 SW SALMON STREET, SUITE 200 PORTLAND, OR 97205	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	5,000.
OREGON COUNCIL FOR THE HUMANITIES 812 SW WASHINGTON, SUITE 225 PORTLAND, OR 97205	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,000.
OREGON EPISCOPAL SCHOOL 6300 SW NICOL ROAD PORTLAND, OR 97223	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	500.
OREGON FOOD BANK PO BOX 55370 PORTLAND, OR 97238	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	3,000.
OREGON HISTORICAL SOCIETY 1200 SW PARK AVENUE PORTLAND, OR 97205	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	2,500.
OREGON HUMANE SOCIETY 1067 NE COLUMBIA BLVD. PORTLAND, OR 97211	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	3,000.
OREGON PUBLIC BROADCASTING 7140 SW MACADAM AVE. PORTLAND, OR 97219	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	5,000.
PARKINSON'S RESOURCES OF OREGON 3975 MERCANTILE DR., SUITE 154 LAKE OSWEGO, OR 97035	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	2,000.
PORTLAND ART MUSEUM 1219 SW PARK AVE PORTLAND, OR 97205	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	7,500.
RIVERDALE SCHOOL DISTRICT FOUNDATION PO BOX 69015 PORTLAND, OR 97239	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	500.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE FRESHWATER TRUST 65 SW YAMHILL STREET, SUITE 200 PORTLAND, OR 97204	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	5,000.
UNIVERSITY OF OREGON PRESIDENT'S FUND PO BOX 3346 EUGENE, OR 97403	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	7,500.
USC MARSHALL SCHOOL OF BUSINESS PO BOX 80354 LOS ANGELES, CA 90099	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	2,500.
WORLD AFFAIRS COUNCIL OF OREGON 620 SW MAIN STREET, SUITE 333 PORTLAND, OR 97205	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	2,500.
WRITE AROUND PORTLAND 917 SW OAK ST #406 PORTLAND, OR 97205	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,000.
OHSU ODYSSEY SYSTEMS 3181 SW SAM JACKSON PARK ROAD PORTLAND, OR 97239	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	25,000.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	5,000.
SOLV 2000 SE 1ST AVENUE, SUITE 400 PORTLAND, OR 97201	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	3,500.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CITIBANK, NA	116,367.	0.	116,367.	100,917.	
CITIBANK, NA	1,413.	1,413.	0.	0.	
TO PART I, LINE 4	117,780.	1,413.	116,367.	100,917.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,800.	1,400.		1,400.
TO FORM 990-PF, PG 1, LN 16B	2,800.	1,400.		1,400.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	8,710.	8,710.		0.
CUSTODY FEE	1,153.	1,153.		0.
BANK FEES	74.	74.		0.
TO FORM 990-PF, PG 1, LN 16C	9,937.	9,937.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	503.	503.		0.
TO FORM 990-PF, PG 1, LN 18	503.	503.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OREGON CORPORATE FILING FEE	50.	0.		0.
OREGON DEPT OF JUSTICE	366.	0.		366.
ADR/FOREIGN FEES	159.	159.		0.
TO FORM 990-PF, PG 1, LN 23	575.	159.		366.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	1,206,503.	1,206,503.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,206,503.	1,206,503.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	1,890,676.	1,890,676.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,890,676.	1,890,676.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST AND DIVIDENDS	1,252.	2,922.	2,922.
TO FORM 990-PF, PART II, LINE 15	1,252.	2,922.	2,922.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
100. BLOCK H & R INC	01/24/2013	04/01/2013	2,918 22	2,160 43	757 79
265. BLOCK H & R INC	01/25/2013	04/02/2013	7,752.21	5,745.91	2,006 30
120 BLOCK H & R INC	01/25/2013	05/20/2013	3,571.73	2,647.88	923.85
115. BLOCK H & R INC	01/25/2013	05/21/2013	3,407 78	2,537 56	870.22
125. BLOCK H & R INC	01/28/2013	05/22/2013	3,726 72	2,788.21	938.51
4617.8 EURO	12/31/2013	12/27/2013	6,338 85	6,379.24	-40 39
Totals			27,716 00	22,259 00	5,456.00

Johnson Family Foundation
EIN: 93-6310704
Tax Year 2013
JOHNSON FAMILY FOUNDATION 25D020908768

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
155 AIR LEASE CORP	04/19/2011	12/24/2013	4,891.54	4,107.50	784.04
5 ALLEGHANY CORP NEW	06/05/2009	08/12/2013	2,009.59	1,072.67	936.92
5. ALLEGHANY CORP NEW	06/05/2009	08/13/2013	1,997.24	1,072.66	924.58
5. ALLEGHANY CORP NEW	03/08/2010	08/22/2013	1,977.90	1,141.92	835.98
5. ALLEGHANY CORP NEW	03/08/2010	09/25/2013	2,015.49	1,399.18	616.31
40. AMERICAN WTR WKS CO INC NEW	06/05/2009	08/12/2013	1,708.84	697.12	1,011.72
35. AMERICAN WTR WKS CO INC NEW	06/05/2009	08/13/2013	1,497.84	609.98	887.86
375 AVNET INC	06/17/2011	01/24/2013	12,900.00	11,329.73	1,570.27
315. COMPUWARE CORP	03/05/2010	04/04/2013	3,658.92	2,419.73	1,239.19
165 COMPUWARE CORP	03/05/2010	04/05/2013	1,904.00	1,348.21	555.79
160 COMPUWARE CORP	03/05/2010	04/08/2013	1,844.65	1,307.36	537.29
165 COMPUWARE CORP	03/08/2010	04/09/2013	1,908.88	1,367.92	540.96
375 COMPUWARE CORP	08/13/2010	05/01/2013	4,443.40	2,987.36	1,456.04
65. COMPUWARE CORP	08/13/2010	05/06/2013	765.22	490.43	274.79
105. COMPUWARE CORP	08/13/2010	05/07/2013	1,241.83	792.24	449.59
75. COMPUWARE CORP	08/13/2010	05/09/2013	875.24	565.88	309.36
35 COMPUWARE CORP	08/13/2010	05/16/2013	393.90	264.08	129.82
110 COMPUWARE CORP	06/17/2011	05/17/2013	1,244.69	1,027.72	216.97
70 COMPUWARE CORP	06/17/2011	05/20/2013	789.52	660.00	129.52
85. COMPUWARE CORP	06/20/2011	05/21/2013	957.72	807.15	150.57
65 COMPUWARE CORP	06/20/2011	05/22/2013	741.65	622.15	119.50
70. COMPUWARE CORP	08/12/2011	05/24/2013	787.80	649.56	138.24
35. COMPUWARE CORP	08/12/2011	05/28/2013	396.72	287.28	109.44
30. COMPUWARE CORP	08/12/2011	05/29/2013	340.05	246.24	93.81
55. COMPUWARE CORP	08/12/2011	05/30/2013	621.44	451.45	169.99
35 COMPUWARE CORP	08/12/2011	05/31/2013	394.92	287.29	107.63
30 COMPUWARE CORP	08/15/2011	06/03/2013	335.27	246.90	88.37
305. COMPUWARE CORP	11/09/2011	06/06/2013	3,307.85	2,521.01	786.84
130 COMPUWARE CORP	11/09/2011	06/07/2013	1,424.17	1,070.15	354.02
150. COMPUWARE CORP	11/30/2011	06/10/2013	1,642.61	1,234.38	408.23
145 CROWN HLDGS INC	04/27/2006	12/16/2013	6,275.81	2,350.38	3,925.43
45 FIRST REP BK SAN FRAN CALI N	12/08/2010	02/14/2013	1,678.22	1,147.50	530.72
90 FIRST REP BK SAN FRAN CALI N	12/09/2010	02/19/2013	3,335.57	2,342.54	993.03
Totals					

JSA
3F0970 1.000

IN: 93-6310704
ax Year 2013
JOHNSON FAMILY FOUNDATION 25D020908768

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
85. FIRST REP BK SAN FRAN CALI N	12/09/2010	02/20/2013	3,138.31	2,329.15	809.16
5. FIRST REP BK SAN FRAN CALI N	12/09/2010	02/21/2013	183.64	137.01	46.63
85. FIRST REP BK SAN FRAN CALI N	12/09/2010	02/21/2013	3,095.62	2,329.14	766.48
190. FIRST REP BK SAN FRAN CALI N	07/01/2011	04/01/2013	7,211.11	5,293.29	1,917.82
25. FIRST REP BK SAN FRAN CALI N	07/01/2011	04/03/2013	932.08	793.75	138.33
25. FIRST REP BK SAN FRAN CALI N	07/01/2011	04/04/2013	935.10	793.75	141.35
55. FIRST REP BK SAN FRAN CALI N	07/01/2011	04/05/2013	2,036.00	1,746.25	289.75
390. HOLOGIC INC	05/14/2012	11/21/2013	8,923.39	6,874.91	2,048.48
310. HOLOGIC INC	05/15/2012	12/18/2013	6,855.96	5,488.19	1,367.77
705. HOLOGIC INC	12/05/2012	12/26/2013	15,792.78	12,740.45	3,052.33
10. JOHNSON & JOHNSON	05/15/2006	08/12/2013	919.68	597.77	321.91
15. JOHNSON & JOHNSON	05/15/2006	08/13/2013	1,379.59	896.65	482.94
215. KRAFT FOODS GROUP INC	02/23/2011	01/24/2013	10,010.55	7,162.61	2,847.94
50. NATIONSTAR MTG HLDGS INC	03/07/2012	09/24/2013	2,826.97	700.00	2,126.97
355. NATIONSTAR MTG HLDGS INC	03/07/2012	11/06/2013	13,351.96	4,970.00	8,381.96
210. NATIONSTAR MTG HLDGS INC	03/08/2012	11/11/2013	7,812.34	2,897.72	4,914.62
35. NATIONSTAR MTG HLDGS INC	03/08/2012	11/12/2013	1,307.70	482.60	825.10
3750. OSTERWEIS STRATEGIC INC FD	12/02/2008	08/30/2013	44,362.50	36,487.50	7,875.00
65. QUESTAR CORP	09/12/2008	08/12/2013	1,576.82	999.74	577.08
60. QUESTAR CORP	09/12/2008	08/13/2013	1,450.07	922.83	527.24
195. QUESTAR CORP	10/14/2008	12/24/2013	4,480.79	1,953.20	2,527.59
95. SPIRIT AEROSYSTEMS	01/19/2011	03/05/2013	1,679.69	2,239.50	-559.81
160. SPIRIT AEROSYSTEMS	01/19/2011	03/06/2013	2,836.50	3,861.87	-1,025.37
185. SPIRIT AEROSYSTEMS	01/21/2011	03/07/2013	3,294.77	4,400.20	-1,105.43
95. SPIRIT AEROSYSTEMS	01/25/2011	03/08/2013	1,715.85	2,243.74	-527.89
115. SPIRIT AEROSYSTEMS	01/26/2011	10/01/2013	2,809.80	2,738.07	71.73
150. SPIRIT AEROSYSTEMS	01/28/2011	10/02/2013	3,632.91	3,555.51	77.40
20. SPIRIT AEROSYSTEMS	01/28/2011	10/03/2013	478.60	468.31	10.29
25. SPIRIT AEROSYSTEMS	01/28/2011	11/22/2013	804.87	585.40	219.47
50. SPIRIT AEROSYSTEMS	04/07/2011	11/25/2013	1,618.11	1,194.47	423.64
30. SPIRIT AEROSYSTEMS	04/07/2011	11/26/2013	974.38	738.00	236.38
50. SPIRIT AEROSYSTEMS	04/07/2011	12/12/2013	1,605.48	1,230.00	375.48
40. SPIRIT AEROSYSTEMS	04/07/2011	12/13/2013	1,277.18	984.00	293.18
70. SPIRIT AEROSYSTEMS	08/15/2011	12/16/2013	2,252.22	1,108.04	1,144.18
140. SPIRIT AEROSYSTEMS	08/15/2011	12/17/2013	4,472.50	2,216.07	2,256.43
Totals					

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JOHNSON FAMILY FOUNDATION 25DC20908768

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
50 SPIRIT AEROSYSTEMS	08/15/2011	12/18/2013	1,616.08	1,142.29	473.79
10 SYMETRA FINL CORP	01/21/2010	11/25/2013	189 70	120.00	69 70
215. SYMETRA FINL CORP	01/22/2010	11/26/2013	4,078.47	2,594.49	1,483.98
885 SYMETRA FINL CORP	01/25/2010	12/18/2013	16,146.45	11,474.75	4,671.70
65 TELEFLEX INC	04/06/2008	12/18/2013	6,070.66	3,264.28	2 806.38
85 VALEANT PHARMACEUTICALS INTE	12/27/2007	12/18/2013	9,428.03	572 26	8,855.77
45. VALEANT PHARMACEUTICALS INTE	12/27/2007	12/24/2013	5,065.93	302.96	4,762 97
15. VIACOM INC CL B NEW	01/20/2012	08/12/2013	1,193.68	720.26	473 42
15 VIACOM INC CL B NEW	01/20/2012	08/13/2013	1,194 45	720.26	474.19
40 VIACOM INC CL B NEW	01/20/2012	08/22/2013	3,181.84	1,920.69	1,261.15
70. VIACOM INC CL B NEW	01/20/2012	09/10/2013	5,654.79	3,361.21	2,293.58
15 VIACOM INC CL B NEW	01/20/2012	09/25/2013	1,245.24	720.26	524.98
20 VIACOM INC CL B NEW	01/20/2012	09/26/2013	1,669.29	960 35	708.94
730 XEROX CORP	07/26/2012	12/18/2013	8,337.97	5,526.21	2,811.76
145. BAYER AG NPV (BR)	11/16/2010	02/15/2013	13,369.19	8,597.52	4,771.67
10. BAYER AG NPV (BR)	11/16/2010	08/23/2013	1,178.17	768.55	409.62
45. BAYER AG NPV (BR)	09/26/2011	12/27/2013	6,379.25	2,813.98	3,565.27
Totals			324,344.00	218,666.00	105,678 00

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JOHNSON FAMILY FOUNDATION
DAVID J JOHNSON, PRESIDENT

Portfolio Summary

As Of 12/31/2013

	Book Value	Market Value	% of Grand Total	Annual Income	YTW/ Current Yield
LIQUID ASSETS	73,673	73,673	2.32	18	0.02
FIXED INCOME	1,735,299	1,890,676	59.57	88,723	4.69
EQUITIES	773,573	1,206,503	38.01	24,663	2.04
TOTAL PORTFOLIO	2,582,546	3,170,852	99.91	113,403	3.58
DIVIDEND ACCRUALS		2,922	0.09		
GRAND TOTAL	2,582,546	3,173,774	100.00		

Clients should receive statements from their qualified custodian at least quarterly. We urge our clients to carefully review such statements and compare these official custodial records to the account statements that we provide. The statements we prepare may differ from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities

JOHNFO
JOHNSON FAMILY FOUNDATION
DAVID J JOHNSON, PRESIDENT

Portfolio Detail
As Of 12/31/2013

Shares	Description	Rating	BV Unit Cost	Book Value	Market Price	Market Value	% of Grand Total	Annual Income	YTW/ Current Yield
	LIQUID ASSETS								
❖	**CASH**								
-14,675	CASH		1.00	-14,675	1.00	-14,675	-0.46	0	0.00
88,348	WESTERN ASSET/CITI INSTIT US TREAS RESRV		1.00	88,348	1.00	88,348	2 78	18	0.02
	TOTAL CASH			73,673		73,673	2.32	18	0.02
	TOTAL LIQUID ASSETS			73,673		73,673	2.32	18	0 02
	FIXED INCOME								
❖	**MUTUAL FUNDS FIXED INCOME FOCUSED**								
159,685	OSTERWEIS STRATEGIC INCOME FUND	NR	10.87	1,735,299	11.84	1,890,676	59.57	88,723	4 69
	TOTAL MUTUAL FUNDS FIXED INCOME FOCUSED			1,735,299		1,890,676	59 57	88,723	4.69
	TOTAL FIXED INCOME			1,735,299		1,890.676	59.57	88,723	4.69
	EQUITIES								
❖	**ASSETS**								
1,200	AIR LEASE CORP		24 93	29,921	31.08	37,296	1 18	144	0.39
78	ALLEGHANY CORP		288 94	22,537	399.96	31,197	0 98	0	0.00
1,010	AMERICAN WATER WORKS CO INC		19.73	19,928	42 26	42,683	1.34	1,131	2.65
2,420	ATMEL CORP		8.71	21,082	7.83	18,949	0.60	0	0.00
280	BAYER AG		60.23	16,863	140 25	39,269	1.24	541	1.38
360	BED BATH & BEYOND INC		57.86	20,830	80.30	28,908	0 91	0	0.00
215	BOEING CO		76.07	16,354	136.49	29,345	0 92	628	2.14
1,470	CINEMARK HOLDINGS INC		19.55	28,731	33 33	48,995	1 54	1,470	3.00
1,120	COSAN LTD-CLASS A		8.40	9,404	13.72	15,366	0 48	340	2.22
965	CROWN HOLDINGS INC		16 21	15,642	44.57	43,010	1 36	0	0 00

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JOHNFO
JOHNSON FAMILY FOUNDATION
DAVID J JOHNSON, PRESIDENT

Portfolio Detail
As Of 12/31/2013

Shares	Description	Rating	BV Unit Cost	Book Value	Market Price	Market Value	% of Grand Total	Annual Income	YTW/ Current Yield
EQUITIES									
❖	ASSETS								
320	DIAGEO PLC-ADR		60.80	19,455	132.42	42,374	1.34	959	2.26
275	DIGITAL REALTY TRUST INC		49 05	13,489	49.12	13,508	0.43	858	6.35
470	DIRECTV		57.18	26,875	69.06	32,458	1.02	0	0.00
35	GOOGLE INC - CLASS A		602.51	21,088	1,120 71	39,225	1.24	0	0.00
50	HEALTHSOUTH CORP PREFER STK	NR	442.09	22,105	1,247 50	62,375	1 97	3,250	5.21
420	JOHNSON & JOHNSON		59.78	25,106	91.59	38,468	1.21	1,109	2.88
960	KINDER MORGAN INC		30.98	29,737	36 00	34,560	1 09	1,574	4.56
1,045	LIBERTY INTERACTIVE CORP - A		19.09	19,944	29 35	30,671	0.97	0	0.00
1,260	MARKS & SPENCER PLC-ADR		11 64	14,668	14.33	18,056	0.57	616	3.41
385	MOTOROLA SOLUTIONS INC		57 32	22,067	67.50	25,988	0.82	477	1.84
3,495	NEW RESIDENTIAL INVESTMENT		6 85	23,940	6.68	23,347	0 74	2,447	10 48
5,435	NEWCASTLE INVESTMENT CORP		7.84	42,597	5.74	31,197	0.98	2,174	6.97
230	NOVARTIS AG-ADR		67 31	15,482	80.38	18,487	0.58	473	2.56
1,255	NRG YIELD INC		24 99	31,369	40.01	50,213	1.58	1,506	3 00
335	OCCIDENTAL PETROLEUM CORP		73 88	24,750	95.10	31,859	1.00	858	2 69
865	ORACLE CORP		31 19	26,979	38.26	33,095	1.04	415	1.25
1,000	OWENS-ILLINOIS INC		26.01	26,013	35.78	35,780	1.13	0	0 00
955	PHH CORP		22.29	21,284	24.35	23,254	0.73	0	0 00
1,310	QUESTAR CORP		13 70	17,945	22 99	30,117	0.95	943	3.13
1,820	ROYAL MAIL PLC		9.73	17,715	9 43	17,160	0.54	0	0.00
115	SANOFI-ADR		52.90	6,084	53.63	6,167	0.19	144	2 34
600	STONEGATE MORTGAGE CORP		16.95	10,173	16.53	9,918	0 31	0	0 00
435	TELEFLEX INC		52 87	22,997	93.86	40,829	1 29	592	1.45
315	TRIUMPH GROUP INC		71.35	22,477	76 07	23,962	0.76	50	0.21
955	UNILEVER N V - NY SHARES		19.21	18,348	40.23	38,420	1.21	1,133	2.95

JOHNFO
JOHNSON FAMILY FOUNDATION
DAVID J JOHNSON, PRESIDENT

Portfolio Detail
As Of 12/31/2013

Shares	Description	Rating	BV Unit Cost	Book Value	Market Price	Market Value	% of Grand Total	Annual Income	YTW/ Current Yield
	EQUITIES								
❖	**ASSETS**								
555	VALEANT PHARMA INTL INC		0.00	0	117.40	65,157	2.05	0	0.00
460	VIACOM INC-CLASS B		47.03	21,635	87.34	40,176	1.27	552	1.37
1,205	XEROX CORP		6 61	7,961	12 17	14,665	0.46	277	1 89
	TOTAL ASSETS			773,573		1,206,503	38 01	24,663	2.04
	TOTAL EQUITIES			773,573		1,206,503	38.01	24,663	2 04
	TOTAL PORTFOLIO			2,582,546		3,170,852	99.91	113,403	3.58
	BOND ACCRUALS					0	0.00		
	DIVIDEND ACCRUALS					2,922	0 09		
	GRAND TOTAL					3,173,774	100.00		

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions JOHNSON FAMILY FOUNDATION	Employer identification number (EIN) or 93-6310704
	Number, street, and room or suite no If a P O box, see instructions 12621 SW EDGECLIFF RD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions PORTLAND, OR 97219	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE FOUNDATION 12621 SW EDGECLIFF RD - PORTLAND, OR 97219

  Telephone No ▶ 503-669-7955 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014

5 For calendar year 2013 , or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAXPAYER RESPECTFULLY REQUESTS TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$	6,272.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$	6,272.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ PRESIDENT Date ▶

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12-31-13