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SCANNED JUN 23 2014

Form 990-PF		Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation		OMB No 1545-0052	
Department of the Treasury Internal Revenue Service		Do not enter Social Security numbers on this form as it may be made public		2013	
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		02/01, 2013, and ending		01/31, 2014	
Name of foundation		ALFRED N JOHNSON MEMORIAL FUND		A Employer identification number	
C/O BANK OF AMERICA				14-6099201	
Number and street (or P O box number if mail is not delivered to street address)		Room/suite		B Telephone number (see instructions)	
P O BOX 1802				888-866-3275	
City or town, state or province country, and ZIP or foreign postal code		PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here ☐	
G Check all that apply		☐ Initial return ☐ Final return ☐ Address change		☐ Initial return of a former public charity ☐ Amended return ☐ Name change	
H Check type of organization		☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations check here ☐ 2 Foreign organizations meeting the 85% test check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A) check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 599,758.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		(Part I, column (d) must be on cash basis)	
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule) if the foundation is not required to attach Sch. B ☒					
2 Check ☒ Interest on savings and temporary cash investments					
3 Dividends and interest from securities		14,234	13,811		STMT 1
4a Gross rents					
b Net rental income or (loss)					
5a Net gain or (loss) from sale of assets not on line 10		44,441			
b Gross sales price for all assets on line 6a 615,194					
7 Capital gain net income (from Part IV, line 2)			44,441		
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)		-166	10		STMT 2
12 Total Add lines 1 through 11		58,509	58,262		
13 Compensation of officers, directors, trustees, etc.		5,657	3,394		2,263
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 3		450	NONE	NONE	450
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 4		950	443		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT 5		100	213		100
24 Total operating and administrative expenses Add lines 13 through 23		7,157	4,050	NONE	2,813
25 Contributions, gifts, grants paid		37,500			37,500
26 Total expenses and disbursements Add lines 24 and 25		44,657	4,050	NONE	40,313
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		13,852			
b Net investment income (if negative, enter -0-)			54,212		
c Adjusted net income (if negative, enter -0-)					

289

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	23,991	24,927	24,927.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . STMT 6	539,043.	526,480	552,265.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) . . . STMT 7		24,154	22,566.	
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)	563,034	575,561	599,758.	
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)		NONE		
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	563,034.	575,561	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	563,034.	575,561	
31 Total liabilities and net assets/fund balances (see instructions)	563,034.	575,561		

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	563,034.
2 Enter amount from Part I, line 27a	2	13,852.
3 Other increases not included in line 2 (itemize) ▶ PARTNERSHIP ADJU	3	1,565.
4 Add lines 1, 2, and 3	4	578,451.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	2,890.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	575,561.

Form 990-PF (2013)

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
(Purchase
or
Donation)(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a PUBLICLY TRADED SECURITIES****b OTHER GAINS AND LOSSES****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 60,113.		56,812	3,301
b 555,081.		513,941	41,140.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			3,301
b			41,140
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

44,441.

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**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	46,770.	574,422.	0.081421
2011	43,764	578,899.	0.075599
2010	33,954.	575,246.	0.059025
2009	31,282.	523,451.	0.059761
2008	32,797.	586,349.	0.055934

2 Total of line 1, column (d)**2**

0.331740

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**

0.066348

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5**4**

588,975

5 Multiply line 4 by line 3**5**

39,077.

6 Enter 1% of net investment income (1% of Part I, line 27b)**6**

542

7 Add lines 5 and 6**7**

39,619.

8 Enter qualifying distributions from Part XII, line 4**8**

40,313.

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	542.
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	542
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	542.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	450.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	450.
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	92.
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. NONE 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)?		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?		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) <u>NY</u>		
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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no <u>(888) 866-3275</u> Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901-1802</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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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

Form 990-PF (2013)

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)? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions)**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 1 EAST AVE, ROCHESTER, NY 14638	TRUSTEE 40	5,657	-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		NONE	NONE	NONE

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

NONE

Form 990-PF (2013)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions) If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
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	

Form 990-PF (2013)

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	579,087.
b	Average of monthly cash balances	1b	18,857.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	597,944
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	NONE
3	Subtract line 2 from line 1d	3	597,944
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	8,969.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	588,975.
6	Minimum investment return. Enter 5% of line 5	6	29,449.

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	29,449.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	542
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	542
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	28,907.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	28,907.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	28,907

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	40,313.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	40,313
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	542.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	39,771.

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				28,907.
2 Undistributed income, if any as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	4,544.			
e From 2012	18,907			
f Total of lines 3a through e	23,451.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 40,313.				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				28,907
e Remaining amount distributed out of corpus	11,406.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,857.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	34,857.			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	4,544.			
d Excess from 2012	18,907.			
e Excess from 2013	11,406.			

NOT APPLICABLE

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(5)

[illegible]

1 Information Regarding Foundation Managers

N/A

N/A

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.

SEE STATEMENT 12

SEE ATTACHED STATEMENT FOR LINE 2

SEE ATTACHED STATEMENT FOR LINE 2

SEE ATTACHED STATEMENT FOR LINE 2

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 SEE ATTACHED SCHEDULE	N/A	SEE ATTACH	SEE ATTACHED SCHEDULE	37,500.
Total			3a	37,500.
b Approved for future payment				
Total			3b	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	165.	165.
FOREIGN DIVIDENDS	2,973.	2,973.
NONDIVIDEND DISTRIBUTIONS	423.	
DOMESTIC DIVIDENDS	3,985.	3,985.
OTHER INTEREST	1,894.	1,894.
FOREIGN INTEREST	73.	73.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	173.	173.
US GOVERNMENT INTEREST REPORTED AS QUALI	81.	81.
NONQUALIFIED FOREIGN DIVIDENDS	757.	757.
NONQUALIFIED DOMESTIC DIVIDENDS	3,710.	3,710.
	-----	-----
TOTAL	14,234.	13,811.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	-166.	10.
PARTNERSHIP INCOME		
TOTALS	-166.	10.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	450.			450.
TOTALS	450.	NONE	NONE	450.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	339.	339.
EXCISE TAX - PRIOR YEAR	57.	
EXCISE TAX ESTIMATES	450.	
FOREIGN TAXES ON QUALIFIED FOR	65.	65.
FOREIGN TAXES ON NONQUALIFIED	39.	39.
	-----	-----
TOTALS	950.	443.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	100.		100.
PARTNERSHIP EXPENSES		213.	
TOTALS	100.	213.	100.
	=====	=====	=====

ALFRED N JOHNSON MEMORIAL FUND

14-6099201

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
202671913 AGGREGATE BOND CTF	209,313.	48,696.	48,172.
1261291H8 LARGE CAP CORE CTF	199,863.		
1261291Q8 SMALL CAP CTF	19,131.		
1261292H7 INTERNATIONAL EQUITY	56,754.	20,022.	20,449.
29099J109 EMERGING MARKETS STO	26,485.	20,090.	24,471.
302993993 MID CAP VALUE CTF	14,028.	20,493.	24,225.
323991307 MID CAP GROWTH CTF	13,469.	16,582.	18,454.
464287507 ISHARES CORE S&P MID		11,743.	13,908.
464287655 ISHARES RUSSELL 2000		19,259.	20,308.
921943858 VANGUARD FTSE DEVELO		21,539.	19,212.
922042858 VANGUARD FTSE EMERGI		44,153.	42,816.
922908553 VANGUARD REIT ETF		17,847.	20,477.
466001864 IVY ASSET STRATEGY F		6,020.	6,002.
693390841 PIMCO HIGH YIELD FD		15,385.	13,840.
714199106 PERMANENT PORTFOLIO		43,794.	39,741.
72200Q182 PIMCO ALL ASSET ALL		11,971.	14,183.
207543877 SMALL CAP GROWTH LEA		12,569.	13,741.
303995997 SMALL CAP VALUE CTF		60,121.	63,939.
45399C107 DIVIDEND INCOME COMM		27,941.	29,626.
99Z466163 HIGH QUALITY CORE CO		57,741.	61,865.
99Z466197 INTERNATIONAL FOCUSE		50,514.	56,836.
99Z501647 STRATEGIC GROWTH COM			
TOTALS	539,043.	526,480.	552,265.
	=====	=====	=====

ALFRED N JOHNSON MEMORIAL FUND

14-6099201

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
73935S105 POWERSHARES DB COMMO	C	24,154.	22,566.
		-----	-----
TOTALS		24,154.	22,566.
		=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

CTF ADJU

1,703.

SECURITY ADJU

1,187.

TOTAL

2,890.
=====

14-6099201

[illegible]

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ALFRED N JOHNSON MEMORIAL FUND
Schedule D Detail of Long-term Capital Gains and Losses

14-6099201

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
1380 788 LARGE CAP CORE CTF	07/31/2010	02/28/2013	101,825.00	97,637.00	4,188.00
1286.328 LARGE CAP CORE CTF	07/31/2010	05/31/2013	101,409.00	98,127.00	3,282.00
33.596 LARGE CAP CORE CTF	12/31/2011	05/31/2013	2,649.00	2,552.00	97.00
552.878 SMALL CAP CTF	07/31/2010	02/28/2013	12,044.00	10,729.00	1,315.00
306.987 SMALL CAP CTF	07/31/2010	05/31/2013	7,219.00	6,157.00	1,062.00
2.9 SMALL CAP CTF	01/31/2011	05/31/2013	68.00	66.00	2.00
25.552 SMALL CAP CTF	12/31/2011	05/31/2013	601.00	532.00	69.00
395.377 INTERNATIONAL EQUITY CTF	05/14/2004	02/28/2013	8,064.00	9,041.00	-977.00
832.841 INTERNATIONAL EQUITY CTF	12/31/2008	02/28/2013	16,986.00	12,552.00	4,434.00
314.953 INTERNATIONAL EQUITY CTF	07/09/2010	02/28/2013	6,423.00	5,978.00	445.00
84.73 INTERNATIONAL EQUITY CTF	07/31/2010	02/28/2013	1,728.00	1,661.00	67.00
843.585 INTERNATIONAL EQUITY CTF	07/31/2010	05/31/2013	17,652.00	17,043.00	609.00
365.942 INTERNATIONAL EQUITY CTF	12/31/2011	05/31/2013	7,657.00	7,025.00	632.00
3872.524 AGGREGATE BOND CTF	07/31/2010	02/28/2013	65,923.00	65,371.00	552.00
4206.936 AGGREGATE BOND CTF	07/31/2010	05/31/2013	70,777.00	71,203.00	-426.00
1025.326 AGGREGATE BOND CTF	07/31/2010	09/30/2013	16,948.00	17,146.00	-198.00
446.514 AGGREGATE BOND CTF	09/30/2010	09/30/2013	7,381.00	7,482.00	-101.00
670.943 AGGREGATE BOND CTF	12/31/2010	09/30/2013	11,090.00	11,033.00	57.00
67.486 EMERGING MARKETS STOCK COMMON	01/31/2011	02/28/2013	3,340.00	3,214.00	126.00
11.896 EMERGING MARKETS STOCK COMMON	01/31/2011	05/31/2013	579.00	567.00	12.00
179.53 EMERGING MARKETS STOCK COMMON	01/31/2011	11/30/2013	8,553.00	8,213.00	340.00
80.711 MID CAP VALUE CTF	05/14/2004	02/28/2013	1,741.00	1,630.00	111.00
56.32 MID CAP VALUE CTF	05/14/2004	05/31/2013	1,303.00	1,176.00	127.00
56.108 MID CAP GROWTH CTF	06/30/2007	02/28/2013	1,138.00	1,187.00	-49.00
15.563 MID CAP GROWTH CTF	06/30/2007	05/31/2013	336.00	334.00	2.00
41.549 MID CAP GROWTH CTF	12/31/2008	05/31/2013	897.00	654.00	243.00
TOTAL OTHER GAINS AND LOSSES			474,331.00	458,310.00	16,021.00
Totals			474,331.00	458,310.00	16,021.00

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GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	2,649.00
--------------------	----------

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

2,649.00

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	21,624.00
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PARTNERSHIPS, TRUSTS, S CORPORATIONS

-1,565.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)
--

20,059.00

=====

RECIPIENT NAME:
GLOVERSVILLE HIGH SCHOOL
ADDRESS:
199 LINCOLN ST
GLOVERSVILLE, NY 12708
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED APPLICATION
SUBMISSION DEADLINES:
MAY 15
RESTRICTIONS OR LIMITATIONS ON AWARDS:
GRADUATES OF GLOVERSVILLE HIGH SCHOOL,
GLOVERSVILLE, NY

FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

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

FEDERAL ID # 14-6099201

Posting Date	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
7/1/2013	SUNY GENESE0	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	UNION COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	SUNY BINGHAMTON	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	NAZARETH COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	UNIVERSITY OF ALBANY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	FULTON MONTGOMERY COMMUNITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	ROCHESTER INSTITUTE OF TECH	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	SUNY COLLEGE OF ONEONTA	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	THE COLLEGE OF ST ROSE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	UNIV OF ALBANY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	MONMOUTH UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	NAZARETH COLLEGE OF ROCHESTER	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	HARTWICK COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	LEMOYNE COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	SKIDMORE COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	SKIDMORE COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	TRINITY COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	CLARKSON UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	NAZARETH COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/1/2013	ST JOHN FISHER COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
7/31/2013	NAZARETH COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
8/1/2013	PENNSYLVANIA UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
8/12/2013	FULTON MONTGOMERY COMM COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
8/12/2013	SCHNECTADY COUNTY COMM COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
8/26/2013	LEMOYNE COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
8/29/2013	FULTON MONTGOMERY COMM COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
10/1/2013	CORNELL UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
10/30/2013	SUNY POTSDAM	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
10/31/2013	UNIVERSITY OF ALBANY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
11/6/2013	UNIVERSITY OF BUFFALO	N/A	UNRESTRICTED GENERAL SUPPORT	PC	\$ (1,250 00)
			TOTAL		\$ (37,500 00)