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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 05-01-2013 , and ending 04-30-2014

Name of foundation
JOHNSON FAMILY FOUNDATION 15-3645

A Employer identification number
31-1542859

Number and street (or P O box number if mail is not delivered to street address) P O BOX 1118 ML CN-OH-W10X | Room/suite

B Telephone number (see instructions)
(513) 632-4633

City or town, state or province, country, and ZIP or foreign postal code
CINCINNATI, OH 452011118

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)*▶$ 13,565,594

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	5,100,000			
	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.	229,806	228,779	1,027	
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	641,683			
	b	Gross sales price for all assets on line 6a 2,650,389				
	7	Capital gain net income (from Part IV, line 2) . . .		641,683		
	8	Net short-term capital gain			0	
	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)	-5,767	-5,767		
	12	**Total.** Add lines 1 through 11	5,965,722	864,695	1,027	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule).				0
	b	Accounting fees (attach schedule).				
	c	Other professional fees (attach schedule)	77,865	70,078		7,786
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	12,668	3,640		0
	19	Depreciation (attach schedule) and depletion . . .	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	4,704	279		4,425
	24	**Total operating and administrative expenses.** Add lines 13 through 23	95,237	73,997	0	12,211
	25	Contributions, gifts, grants paid	361,800			361,800
	26	**Total expenses and disbursements.** Add lines 24 and 25	457,037	73,997	0	374,011
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	5,508,685			
	b	**Net investment income** (if negative, enter -0-)		790,698		
	c	**Adjusted net income** (if negative, enter -0-) . . .			1,027	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	208,935	367,254	367,254
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	299	0	0
	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 ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,803,593	9,515,773	13,198,340
	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)	340,933		0
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,353,760	9,883,027	13,565,594
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 ▶)		20,574	
	23	**Total liabilities** (add lines 17 through 22)		20,574	
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	4,353,760	9,862,453	
	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 page 17 of the instructions)	4,353,760	9,862,453	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,353,760	9,883,027	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,353,760
2	Enter amount from Part I, line 27a	2	5,508,685
3	Other increases not included in line 2 (itemize) ▶	3	8
4	Add lines 1, 2, and 3	4	9,862,453
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	9,862,453

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	641,683
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 page 18 of 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	300,204	6,792,574	0 044196
2011	311,371	6,122,614	0 050856
2010	287,099	5,548,004	0 051748
2009	246,815	5,043,589	0 048936
2008	276,598	4,948,870	0 055891

2	**Total** of line 1, column (d)	2	0 251627
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 050325
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,715,868
5	Multiply line 4 by line 3	5	539,276
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,907
7	Add lines 5 and 6	7	547,183
8	Enter qualifying distributions from Part XII, line 4	8	374,011

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 page 18 of the 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	15,814
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	15,814
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	15,814
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 6,872		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 15,128		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	22,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
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	6,186
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 6,186 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶

14 The books are in care of ▶US BANK NA Telephone no ▶(513) 632-4633

Located at ▶PO BOX 1118 ML CN-OH-W10X CINCINNATI OH ZIP +4 ▶452011118

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(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 page 20 of the instructions)?	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	10,495,393
b	Average of monthly cash balances		1b	383,661
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	10,879,054
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	10,879,054
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	163,186
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	10,715,868
6	**Minimum investment return.** Enter 5% of line 5		6	535,793

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	535,793
2a	Tax on investment income for 2013 from Part VI, line 5	2a 15,814		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	15,814
3	Distributable amount before adjustments Subtract line 2c from line 1		3	519,979
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	519,979
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	519,979

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	374,011
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	374,011
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	374,011

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				519,979
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			263,704	
b Total for prior years 2011 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 0				
b From 2009. 0				
c From 2010. 0				
d From 2011. 0				
e From 2012. 0				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 374,011				
a Applied to 2012, but not more than line 2a			263,704	
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.				110,307
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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				409,672
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	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. . . . 0				
b Excess from 2010. . . . 0				
c Excess from 2011. . . . 0				
d Excess from 2012. . . . 0				
e Excess from 2013. . . . 0				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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

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

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

Part XV Supplementary Information (Complete this part only if the organization 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))

ARLYN T 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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				361,800
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	224,039	
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				0	
8 Gain or (loss) from sales of assets other than inventory			18	641,683	
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)				865,722	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 865,722

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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

****** 2015-03-23 ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
SCOTT MAIR VICE PRESIDENT		2015-03-23		P00365526
Firm's name ▶ US BANK NA			Firm's EIN ▶ 31-0841368	
Firm's address ▶ PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118			Phone no (513) 632-4393	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
59 V F CORP COM W/RTS ATTACHED EXP 01/25/2008			2013-05-07
84 SONOVA HOLDING UNSPON ADR		2011-03-29	2013-05-13
134 CACI INTERNATIONAL INC CL A		2012-02-13	2013-06-05
65 H S B C HLDGS P L C SPSD A D R			2013-06-06
1 ITAU UNIBANCO HOLDINGS SA A D R		2011-01-27	2013-06-12
123 ARM HLDGS PLC A D R		2011-01-27	2013-06-19
61 AIR LIQUIDE S A A D R		2011-01-27	2013-07-25
138 TERADATA CORP DEL		2011-05-06	2013-09-16
446 LONZA GROUP AG UNSPON A D R			2013-09-17
139 POTASH CORP SASK-COM			2013-09-23
87 XINYI GLASS HOLDINGS LTS A D R		2012-07-09	2013-09-23
152 LONZA GROUP AG UNSPON A D R			2013-10-02
168 LONZA GROUP AG UNSPON A D R		2011-08-15	2013-10-02
300 EXXON MOBIL CORP		1997-12-18	2013-10-07
200 PEPSICO INC COM		2007-12-10	2013-10-07
22 FRESENIUS MED AKTIENGESELLSCHAFT ADR		2011-05-24	2013-10-09
71 FRESENIUS MED AKTIENGESELLSCHAFT ADR		2013-05-20	2013-10-09
475 AIA GROUP LTD ADR			2013-12-10
376 AIR LIQUIDE S A A D R		2011-01-27	2013-12-10
52 ALLIANCE DATA SYSTEMS CORP		2013-06-05	2013-12-10
530 ALLIANZ SE A D R		2011-01-27	2013-12-10
111 ALLIANZ SE A D R			2013-12-10
72 ANHEUSER BUSCH INBEV NV A D R			2013-12-10
139 ANSYS INC			2013-12-10
156 ARM HLDGS PLC A D R			2013-12-10
201 ATLAS COPCO AB SPONS A D R		2011-01-27	2013-12-10
285 B G GROUP P L C A D R		2011-01-27	2013-12-10
50 BAIDU COM INC A D R			2013-12-10
517 BANCO BILBAO VIZCAYA ARGEN A D R			2013-12-10
208 BAYERISCHE MOTOREN WERKE UNSPN A D R			2013-12-10

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

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171 BUCKLE INC		2011-09-01	2013-12-10
184 CSL LIMITED A D R		2011-01-27	2013-12-10
103 CAMDEN PPTY TR SBI		2011-08-31	2013-12-10
118 CANADIAN NATL RY CO COM			2013-12-10
135 CARTERS INC		2013-09-16	2013-12-10
182 CHURCH AND DWIGHT CO INC			2013-12-10
194 CINTAS CORP COM		2013-02-21	2013-12-10
107 COCHLEAR LTD UNSPON A D R		2011-01-27	2013-12-10
85 COOPER COS INC		2013-03-15	2013-12-10
95 DBS GROUP HLDGS LTD			2013-12-10
95 DASSAULT SYSTEMES SA A D R		2011-01-27	2013-12-10
248 DONALDSON CO INC			2013-12-10
154 EQUIFAX INC		2013-04-03	2013-12-10
156 F E I CO		2012-10-02	2013-12-10
170 F M C CORPORATION			2013-12-10
119 FAMILY DOLLAR STORES		2012-10-08	2013-12-10
320 FANUC CORPORATION A D R		2011-01-27	2013-12-10
48 FANUC CORPORATION A D R		2013-10-17	2013-12-10
192 FRESENIUS MED AKTIENGESELLSCHAFT ADR			2013-12-10
146 OAO GAZPROM SPON A D R			2013-12-10
216 OAO GAZPROM SPON A D R		2011-01-27	2013-12-10
49 GRAINGER W W INC		2009-10-21	2013-12-10
118 HAIN CELESTIAL GROUP INC		2012-02-06	2013-12-10
222 HENRY JACK & ASSOC INC COM		2012-08-28	2013-12-10
297 HEXCEL CORP NEW		2011-09-30	2013-12-10
233 HONG KONG EXCHANGES A D R			2013-12-10
98 HUBBELL INC CL B		2012-10-08	2013-12-10
144 HUNT J B TRANS SVCS INC		2012-07-27	2013-12-10
159 ICICI BANK LTD A D R		2011-01-27	2013-12-10
92 IDEXX LABS INC			2013-12-10

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
109 IMPERIAL OIL LTD		2011-01-27	2013-12-10
118 INGREDION INC		2013-04-08	2013-12-10
215 ITAU UNIBANCO HOLDINGS SA A D R			2013-12-10
408 ITAU UNIBANCO HOLDINGS SA A D R			2013-12-10
33 JGC CORP UNSPONSORED A D R			2013-12-10
89 JGC CORP UNSPONSORED A D R			2013-12-10
223 JARDEN CORP		2012-10-12	2013-12-10
253 LOREAL UNSPONSORED A D R		2011-01-27	2013-12-10
110 LVMH MOET HENNESSY A D R			2013-12-10
145 MICROS SYS INC		2008-02-12	2013-12-10
175 MITSUBISHI ESTATE LTD A D R		2013-10-01	2013-12-10
72 MONOTARO CO LTD UNSP A D R		2013-11-19	2013-12-10
160 MTN GROUP LTD A D R		2011-01-27	2013-12-10
309 MYLAN INC			2013-12-10
174 NESTLE S A SPONSORED ADR REPSTG REG SH			2013-12-10
215 NOKIAN TYRES OYJ UNSPON A D R			2013-12-10
23 NOVO NORDISK AS A D R		2013-06-12	2013-12-10
78 O REILLY AUTOMOTIVE INC		2010-01-28	2013-12-10
151 OCEANEERING INTERNATIONAL INC		2012-08-28	2013-12-10
161 PETROLEO BRASILEIRO S A A D R		2012-10-04	2013-12-10
117 PETSMART INC		2012-06-07	2013-12-10
3500 PROCTER & GAMBLE CO		1988-10-04	2013-12-10
196 RAYMOND JAMES FINL INC		2013-04-19	2013-12-10
154 ROCHE HLDG LTD SPONSORED ADR			2013-12-10
125 ROSS STORES INC		2010-06-29	2013-12-10
164 SAP AKTIENGESELLSCHAFT SPONSORED ADR			2013-12-10
62 SASOL LTD SPONSORED A D R		2011-01-27	2013-12-10
100 SCHEIN HENRY INC COM W/RIGHTS ATTACHED EXPIRING 11/30/2008		2012-11-21	2013-12-10
82 SCHLUMBERGER LTD COM			2013-12-10
489 SCHNEIDER ELECT SE UNSP A D R		2011-01-27	2013-12-10

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
104 SIGMA ALDRICH CORP COM		2011-06-15	2013-12-10
130 SIGNATURE BK		2008-09-25	2013-12-10
270 SKYWORKS SOLUTIONS INC			2013-12-10
246 SMITH A O CORP		2013-02-21	2013-12-10
152 SONOVA HOLDING UNSPON ADR			2013-12-10
155 SVENSKA HANDELSBANKEN A UNSP A D R			2013-12-10
154 SWATCH GROUP AG A D R		2011-01-27	2013-12-10
218 SYSMEX CORP UNSPON A D R			2013-12-10
444 TAIWAN SEMICONDUCTOR MFG SPON ADR			2013-12-10
93 TAIWAN SEMICONDUCTOR MFG SPON ADR		2013-06-24	2013-12-10
228 TESCO PLC A D R			2013-12-10
377 TEXAS ROADHOUSE INC		2013-05-07	2013-12-10
362 TIBCO SOFTWARE INC		2013-01-25	2013-12-10
1312 TURKIYE GARANTI BANKASI A S A D R			2013-12-10
635 UNI CHARM CORPORATION A D R		2011-01-27	2013-12-10
90 UNILEVER PLC SPSD ADR		2009-03-12	2013-12-10
148 UNITED THERAPEUTICS CORP		2012-07-20	2013-12-10
105 WPP PLC SPONSORED A D R		2011-01-27	2013-12-10
220 WABTEC CORP		2012-04-10	2013-12-10
360 WOLVERINE WORLD WIDE INC		2013-05-07	2013-12-10
108 XINYI GLASS HOLDINGS LTS A D R			2013-12-10
43 BUNGE LIMITED		2013-02-15	2013-12-10
45 BUNGE LIMITED		2011-01-27	2013-12-10
60 CORE LABORATORIES N V		2008-01-11	2013-12-10
500 ORACLE CORP COM		1997-10-28	2014-01-16
1000 ANSYS INC		2013-10-10	2014-01-27
634 BANCO DE CHILE A D R		2013-10-10	2014-01-27
300 BEMIS COMPANY INC		2005-03-01	2014-01-27
400 BOSTON BEER INC CL A		2013-10-10	2014-01-27
400 COACH INC		2013-01-10	2014-01-27

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
700 EBAY INC COM		2013-10-10	2014-01-27
1500 EL PASO PIPELINE PARTNERS L		2013-10-10	2014-01-27
2500 NOVO NORDISK AS A D R		2013-10-10	2014-01-27
900 PETSMART INC		2013-10-10	2014-01-27
1113 PROCTER & GAMBLE CO		2013-10-10	2014-01-27
887 PROCTER & GAMBLE CO		1988-10-04	2014-01-27
600 ROCKWELL INTL CORP NEW		2013-10-10	2014-01-27
2400 TESSCO TECHNOLOGIES INC		2013-10-10	2014-01-27
500 TARGET CORPORATION		2013-01-10	2014-01-27
9191 176 PIMCO FDS TOTAL RETURN FD		2009-12-10	2014-02-04
20 ROYAL DUTCH SHELL PLC A D R		2013-03-28	2014-03-03
1592 ROYAL DUTCH SHELL PLC A D R			2014-03-03
1400 SUNOCO LOGISTICS PARTNERS L P		2013-10-10	2014-03-03
2000 PROCTER & GAMBLE CO		2013-10-10	2014-04-17
250 AMAZON COM INC			2014-04-23
1000 AMERICAN ELEC PWR INC		2010-12-17	2014-04-23
1211 CHUNGHWA TELECOM CO LTD A D R			2014-04-23
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
10,525		4,328	6,197
1,833		1,682	151
8,630		7,991	639
3,528		3,454	74
1		2	-1
4,645		3,173	1,472
1,580		1,425	155
8,273		7,468	805
3,553		3,245	308
4,474		5,928	-1,454
1,567		992	575
1,224		977	247
1,353		1,107	246
25,809		8,120	17,689
15,870		15,444	426
697		775	-78
2,251		2,413	-162
9,433		6,732	2,701
10,077		8,781	1,296
12,883		9,156	3,727
9,084		7,394	1,690
1,903		1,578	325
7,360		5,276	2,084
11,986		7,289	4,697
7,680		4,055	3,625
5,324		5,075	249
5,800		6,328	-528
8,996		4,765	4,231
5,935		5,087	848
7,721		6,908	813

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

(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)
8,522		6,773	1,749
5,623		3,467	2,156
6,123		6,846	-723
6,626		4,150	2,476
9,450		10,079	-629
12,001		5,473	6,528
10,683		8,528	2,155
2,759		4,182	-1,423
10,533		8,844	1,689
5,082		3,717	1,365
11,073		7,532	3,541
10,421		5,509	4,912
10,386		8,770	1,616
13,778		8,103	5,675
12,767		6,602	6,165
7,771		8,251	-480
8,768		8,637	131
1,315		1,387	-72
6,706		5,796	910
1,212		1,383	-171
1,793		2,952	-1,159
12,580		4,760	7,820
9,776		4,990	4,786
12,731		8,256	4,475
12,599		6,479	6,120
4,094		3,777	317
10,593		8,200	2,393
10,981		7,921	3,060
6,196		7,144	-948
9,532		5,569	3,963

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

(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)
4,776		4,655	121
8,068		8,661	-593
2,926		3,128	-202
5,553		7,005	-1,452
2,486		2,150	336
6,704		5,105	1,599
12,925		8,053	4,872
8,787		5,920	2,867
3,881		3,593	288
7,827		5,100	2,727
4,732		5,214	-482
1,421		1,674	-253
3,147		2,946	201
13,157		5,905	7,252
12,721		7,555	5,166
5,035		4,706	329
4,087		3,846	241
9,751		2,941	6,810
11,754		8,314	3,440
2,249		3,645	-1,396
8,550		7,753	797
292,913		15,461	277,452
9,645		8,625	1,020
10,370		6,664	3,706
8,937		3,368	5,569
13,354		9,519	3,835
3,004		3,083	-79
11,483		7,970	3,513
7,147		6,625	522
7,892		7,878	14

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

(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)
9,291		7,033	2,258
13,496		4,693	8,803
7,627		8,304	-677
13,013		8,542	4,471
4,125		2,618	1,507
3,477		2,556	921
5,017		3,208	1,809
6,900		4,436	2,464
7,694		6,425	1,269
1,612		1,558	54
3,712		4,439	-727
10,224		9,057	1,167
8,713		8,623	90
4,526		6,297	-1,771
8,160		4,845	3,315
3,645		1,633	2,012
13,605		7,789	5,816
11,359		6,581	4,778
14,672		8,044	6,628
11,768		9,087	2,681
2,001		1,231	770
3,490		3,223	267
3,653		3,078	575
11,254		3,602	7,652
19,245		2,750	16,495
78,611		85,630	-7,019
48,390		59,190	-10,800
11,310		9,108	2,202
85,608		93,268	-7,660
19,386		22,684	-3,298

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

(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)
37,190		37,394	-204
51,310		60,094	-8,784
94,134		84,055	10,079
56,943		65,628	-8,685
87,584		86,692	892
69,799		3,918	65,881
68,264		65,016	3,248
77,867		84,360	-6,493
28,919		30,035	-1,116
99,632		100,000	-368
1,440		1,320	120
114,590		87,200	27,390
114,774		89,464	25,310
161,696		155,780	5,916
81,047		76,294	4,753
51,871		35,690	16,181
37,692		38,147	-455
			12,302

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			6,197
			151
			639
			74
			-1
			1,472
			155
			805
			308
			-1,454
			575
			247
			246
			17,689
			426
			-78
			-162
			2,701
			1,296
			3,727
			1,690
			325
			2,084
			4,697
			3,625
			249
			-528
			4,231
			848
			813

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,749
			2,156
			-723
			2,476
			-629
			6,528
			2,155
			-1,423
			1,689
			1,365
			3,541
			4,912
			1,616
			5,675
			6,165
			-480
			131
			-72
			910
			-171
			-1,159
			7,820
			4,786
			4,475
			6,120
			317
			2,393
			3,060
			-948
			3,963

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			121
			-593
			-202
			-1,452
			336
			1,599
			4,872
			2,867
			288
			2,727
			-482
			-253
			201
			7,252
			5,166
			329
			241
			6,810
			3,440
			-1,396
			797
			277,452
			1,020
			3,706
			5,569
			3,835
			-79
			3,513
			522
			14

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,258
			8,803
			-677
			4,471
			1,507
			921
			1,809
			2,464
			1,269
			54
			-727
			1,167
			90
			-1,771
			3,315
			2,012
			5,816
			4,778
			6,628
			2,681
			770
			267
			575
			7,652
			16,495
			-7,019
			-10,800
			2,202
			-7,660
			-3,298

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-204
			-8,784
			10,079
			-8,685
			892
			65,881
			3,248
			-6,493
			-1,116
			-368
			120
			27,390
			25,310
			5,916
			4,753
			16,181
			-455

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PATRICIA L JOHNSON LIPCON PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		
JESSE LIPCON PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		
GWENDOLYN KESS JOHNSON PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		
DAVID B HAMILTON PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		
TERRY CRILLEY PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		
CHARLOTTE JOHNSON LILLY PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		
CROSLEY JOHNSON SIGMON PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		
JOHANNA JOHNSON PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		
ZACHARY JOHNSON PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		
LAUREN LIPCON DALE PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		
SCOTT LIPCON PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		
TODD LIPCON PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118	DIRECTOR 00	0		

Form 990PF Part XV Line 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*				
MISSIONSAFE A NEW BEGINNING PO BOX 201060 ROXBURY,MA 02120	NONE	PUBLIC	CHARITABLE PURPOSE	45,000
WELCOME PROJECT 530 MYSTIC AVE 111 SOMERVILLE,MA 02145	NONE	PUBLIC	CHARITABLE PURPOSE	23,000
YOUNG AUDIENCES OF MASSACHUSETTES 255 ELM ST STE 302 SOMERVILLE,MA 02114	NONE	PUBLIC	CHARITABLE PURPOSE	25,000
BREAK THROUGH CINCINNATI C/O KEVIN KOLLER 6905 GIVEN RD CINCINNATI,OH 45243	NONE	PUBLIC	CHARITABLE PURPOSE	25,000
HAMILTON LIVING WATER MINISTRY 734 SYCAMORE ST CINCINNATI,OH 45011	NONE	PUBLIC	CHARITABLE PURPOSES	8,700
CAMP STARFISH C/O ANNE BEARDSLEY 440 TOTTEN POND ROAD WALHAM,MA 02451	NONE	PUBLIC	CHARITABLE PURPOSE	25,000
CRAYONS FOR COMPUTERS C/O HEATHER EGAN 1350 TENNESEE AVE CINCINNATI,OH 45229	NONE	PUBLIC	CHARITABLE PURPOSE	7,500
BE CONCERNED C/O SISTER MARY JENNINGS 714 WASHINGTON ST COVINGTON,KY 41011	NONE	PUBLIC	CHARITABLE PURPOSE	14,000
CRITICAL EXPOSURE 1816 12 STREET NORTHWEST WASHINGTON,DC 20009	NONE	PUBLIC	CHARITABLE PURPOSES	30,000
UNIVERSITY OF CINCINNATI FOUNDATION P O BOX 19970 CINCINNATI,OH 45219	NONE	PUBLIC	CHARITABLE PURPOSE	21,600
HELPING HANDS 541 CAMBRIDGE ST BOSTON,MA 02134	NONE	PUBLIC	CHARITABLE PURPOSES	25,000
FAMILIES FIRST PARENTING PROGRAMS 99 BISHOP ALLEN DRIVE CAMBRIDGE,MA 02139	NONE	PUBLIC	CHARITABLE PURPOSE	10,000
CITIZENS CONSERVANCY OF HAMILTON COUNTY OHIO INC 312 WALNUT STREET CINCINNATI,OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	20,000
MAYWEHELP ORG 7525 WOOSTER PIKE CINCINNATI,OH 45227	NONE	PUBLIC	CHARITABLE PURPOSE	25,000
SMILE MASS 66 DUDLEY ROAD SUDBURY,MA 01776	NONE	PUBLIC	CHARITABLE PURPOSES	25,000
Total . . . . ▶ **3a**				361,800

Form 990PF Part XV Line 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*				
INNER CITY YOUTH OPPORTUNITIES 1821 SUMMIT RD STE 210 CINCINNATI, OH 45237	NONE	PUBLIC	CHARITABLE PURPOSE	12,000
PARTNERS FOR YOUTH WITH DISIBILITIES C/O LAELA VRONSKY 95 BERKELEY ST BOSTON, MA 02116	NONE	PUBLIC	CHARITABLE PURPOSE	20,000
Total . . . . ▶ **3a**				361,800

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization	Employer identification number
JOHNSON FAMILY FOUNDATION 15-3645	31-1542859

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ______________

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

Name of organization
JOHNSON FAMILY FOUNDATION 15-3645

Employer identification number
31-1542859

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ARLYN JOHNSON PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH452011118	$ 5,100,000	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
JOHNSON FAMILY FOUNDATION 15-3645

Employer identification number
31-1542859

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	COMMON STOCK (SEE ATTACHED LIST)	$ 4,492,812	2013-10-11

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

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

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

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

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

Name of organization
JOHNSON FAMILY FOUNDATION 15-3645

Employer identification number
31-1542859

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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TY 2013 Investments Corporate Stock Schedule

Name: JOHNSON FAMILY FOUNDATION 15-3645

EIN: 31-1542859

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS	22,138	50,362
CINTAS CORP		
AMERICAN EXPRESS CO	43,851	87,430
AMGEN INC	53,496	100,575
AT&T INC	26,402	35,700
BAXTER INTL INC	39,790	109,185
BECTON DICKINSON & CO	34,956	56,515
BEMIS COMPANY INC		
CHEVRON CORPORATION	52,845	175,728
CHURCH AND DWIGHT INC	182,130	207,030
CISCO SYS INC	46,859	127,105
HUNT J B TRANS SVCS INC		
COSTCO WHSL CORP	94,513	127,248
CUMMINS INC	89,440	120,680
DUKE ENERGY CORP	9,928	19,367
ECOLAB INC	33,684	104,640
EMERSON ELEC CO	54,059	102,270
EXXON MOBIL CORP	60,887	634,942
GENERAL ELEC CO	6,353	161,340
GENERAL MILLS INC	45,835	106,040
SCHEIN HENRY INC		
HARTFORD FINANCIAL SERVICES	19,853	35,870
HUBBELL INC CL B		
IDEXX LABS INC		
ILLINOIS TOOL WKS INC	49,450	85,230
INTEL CORP	79,423	106,760
ITT CORP	5,568	21,570
JOHNSON & JOHNSON	70,482	131,677
KIMBERLY CLARK CORP	116,236	179,600
MCDONALDS CORP	44,500	81,104

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED THERAPEUTICS CORP		
MICROS SYS INC		
MICROSOFT CORP	438	242,400
OMNICOM GROUP INC	21,280	33,840
ORACLE CORP	37,125	347,480
PEPSICO INC	52,876	68,712
PETSMART INC		
PRAXAIR INC	26,715	65,275
PROCTER & GAMBLE CO	886,933	939,997
SIGNATURE BK		
T ROWE PRICE GROUP INC	80,365	90,343
UNITED TECHNOLOGIES CORP	64,305	118,330
V F CORP	58,419	73,308
VERIZON COMMUNICATIONS	21,536	23,365
WELLS FARGO & CO	43,470	99,280
LAUDUS INTL MRKTMASTERS	503,327	534,758
EQUIFAX INC		
APACHE CORP	63,630	60,760
APPLE INC	105,299	236,036
COACH INC		
FAMILY DOLLAR STORES		
PHILLIP MORRIS INTL	103,637	102,516
GRAINGER W W		
INTERNATIONAL BUSINESS MACHINE	78,270	275,058
J P MORGAN CHASE	54,353	72,774
MYLAN		
OCEANEERING INTERNATIONAL INC		
O REILLY AUTOMOTIVE		
TARGET CORP		
IPATH DOW JONES UBS COMMODITY	74,868	72,936

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARE MSCI EMERGING	158,815	157,054
SMITH A O CORP		
PIMCO TOTAL RETURN FUND		
QUALCOMM INC	101,879	118,065
AFLAC INC	89,804	94,080
ALTRIA GROUP INC	110,055	140,385
AMERICAN ELECTRIC POWER CO INC		
ANSYS INC		
COOPER COS INC		
DONALDSON CO INC		
F M C CORPORATION		
FRONTIER COMMUNICATIONS CORP	1,275	714
INGREDION INC		
JACK HENRY & ASSOCIATES INC		
JOHNSON CONTROLS INC	78,167	81,252
JARDEN		
TIBCO SOFTWARE INC		
NEXTERA ENERGY INC	28,365	99,850
P P G INDS INC	33,073	77,448
ROSS STORES INC		
SIMON PROPERTY GROUP INC	61,373	86,600
SKYWORKS SOLUTIONS INC		
NUVEEN MID CAP GRWTH OPP FD	50,000	59,157
ALLERGAN INC	25,884	49,752
BUCKLE INC		
CACI INTERNATIONAL INC		
CAMDEN PPTY TR		
CATERPILLAR INC	55,292	63,240
DISNEY WALT CO	36,790	79,340
EXPRESS SCRIPTS HLDGS	15,987	18,842

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HAIN CELESTIAL GROUP INC		
HEXCEL CORP NEW		
SIGMA ALDRICH CORP		
TERADATA CORP DEL		
WABTEC CORP		
RAYMOND JAMES FINL INC		
F E I CO		
SCOUT INTERNATIONAL FUND	210,000	231,986
ISHARES DJ US REAL ESTATE E T	643,081	684,999
ABERDEEN FDS EMERGN MKT INSTL	160,000	148,999
ALNYLAM PHARMACEUTICALS INC	118,000	99,060
AMERICAN WATER WORKS CO INC	66,048	72,848
AMERISOURCEBERGEN CORP	81,159	84,734
BANK OF AMERICA CORP	62,979	60,560
BOSTON PPTYS INC	31,605	35,142
CELGENE CORP	110,620	102,907
CF INDUSTRIES HOLDING CORP	82,768	98,068
CITIGROUP INC	82,684	81,447
CSX CORP	81,858	84,660
DIRECTV	78,195	100,880
DISCOVER FINANCIAL SVCS	102,380	111,800
DREW INDUSTRIES INC	70,470	75,480
E O G RES INC	95,153	98,000
ENTERPRISE PRODUCTS PARTNER LP	73,392	95,069
GILEAD SCIENCES INC	90,094	94,188
GOLDMAN SACHS GROUP INC	99,927	95,892
INCYTE CORP	111,690	145,680
L BRANDS INC	203,760	195,120
MACYS INC	69,815	74,659
MAGELLAN MIDSTREAM PARTNERS LP	88,211	118,736

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MASTERCARD INC	97,627	102,970
MICROCHIP TECHNOLOGY INC	112,241	118,850
MONDELEZ INTERNATIONAL W I	65,711	71,300
NATIONAL OILWELL VARCO INC	105,815	109,942
NIKE INC	65,097	65,655
P N C FINANCIAL SERVICES GROUP	80,534	84,040
PFIZER INC	66,171	71,944
PLAINS ALL AMER PIPELINE LP	59,484	66,960
PRECISION CASTPARTS CORP	47,724	50,618
PRUDENTIAL FINANCIAL INC	84,182	80,680
SEMPRA ENERGY	69,800	78,888
STRYKER CORP	94,106	93,300
THE HERSHEY COMPANY	75,008	76,992
UNITED PARCEL SERVICE INC CL B	76,429	78,800
VALERO ENERGY CORP	72,847	85,755
VISA INC	116,015	121,566
WALGREENS CO	69,260	81,480
YAHOO INC	101,610	107,850
ACCENTURE PLC CL A	54,180	160,440
ACE LTD	64,429	102,320
DIAGEO PLC SPONSORED A D R	113,423	110,502
NOVARTIS AG A D R	48,736	76,159
SCHLUMBERGER LTD	45,932	101,550
VALEANT PHARMACEUTICALS INTE	220,000	267,420
ISHARE RUSSELL MIDCAP INDEX ET	152,980	153,890
ISHARE MSCI EAFE ETF	136,260	136,640

TY 2013 Investments - Other Schedule

Name: JOHNSON FAMILY FOUNDATION 15-3645

EIN: 31-1542859

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ATLAS COPCO AB ADR CL B			
CORE LABORATORIES			
DBS GROUP			
NESTLE			
PETROLEO BRASILEIRO			
ROCHE HLDG			
ROYAL DUTCH SHELL			
UNILEVER			
AIR LIQUIDE S A D R			
ALLIANZ SE ADR			
ARM HLDGS PLC ADR			
B G GROUP P L C ADR			
CSL LIMITED ADR			
CANADIAN NATL RY CO COM			
BANCO BILBAO VIZCAYA			
COCHLEAR LTD UNSPON ADR			
DASSAULT SYSTEMS SA ADR			
BAYERISCHE MOTOREN WERKE UNSP			
FANUC CORPORATION ADR			
OAO GAZPROM SPON ADR			
HSBC HOLDINGS PLC SPON ADR			
ICICI BANK LIMITED ADR			
IMPERIAL OIL LTD			
ITUA UNIBANCO HLDGS SA ADR			
LOREAL CO UNSPONS ADR			
LVMH MOET HENNESSY LOU VUITT			
LONZA GROUP AG UNSPONS ADR			
MTN GROUP LTD ADR			
SASOL LTD SPONS ADR			
SCHNEIDER ELECT SA UNSP ADR			

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SONOVA HOLDING UNSPON ADR			
SWATCH GROUP AG ADR			
TAIWAN SEMICONDUCTOR ADR			
TESCO PLC ADR			
SYSMEX CORP UNSPON			
TURKIYE GARANTI BANKASI AS ADR			
UNICHARM CORP ADR			
WPP PLC SPONSORED ADR			
BUNGE LIMITED			
POTASH CORP OF SASKATCHEWAN			
FRESENIUS MED CARE AKTIENGESEL			
SAP AG ADR REPSTG 1 ORD SHR			
JGC CORP UNSPONSORED			
NOKIAN TYRES OYJ UNSPON			
AIA GROUP LTD ADR			
ANHEUSER BUSCH INDEV NV A D R			
XINYI GLASS HOLDINGS LTS A D R			
SVENSKA HANDELSBANKEN			

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TY 2013 Other Expenses Schedule

Name: JOHNSON FAMILY FOUNDATION 15-3645

EIN: 31-1542859

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	4,425	0		4,425
OTHER NONALLOCABLE EXPENSES -	279	279		0

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TY 2013 Other Income Schedule

Name: JOHNSON FAMILY FOUNDATION 15-3645

EIN: 31-1542859

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASS THROUGH ENTITIES	-5,767	-5,767	

TY 2013 Other Increases Schedule

Name: JOHNSON FAMILY FOUNDATION 15-3645

EIN: 31-1542859

Description	Amount
ROUNDING	8

TY 2013 Other Liabilities Schedule

Name: JOHNSON FAMILY FOUNDATION 15-3645

EIN: 31-1542859

Description	Beginning of Year - Book Value	End of Year - Book Value
CALL OPTIONS ON STOCKS		20,574

TY 2013 Other Professional Fees Schedule

Name: JOHNSON FAMILY FOUNDATION 15-3645

EIN: 31-1542859

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	77,865	70,078		7,786

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TY 2013 Substantial Contributors Schedule

Name: JOHNSON FAMILY FOUNDATION 15-3645

EIN: 31-1542859

Name	Address
ARLYN JOHNSON	PO BOX 1118 ML CN-OH-W10X CINCINNATI, OH 452011118

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TY 2013 Taxes Schedule

Name: JOHNSON FAMILY FOUNDATION 15-3645

EIN: 31-1542859

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,670	1,670		0
FEDERAL TAX PAYMENT - PRIOR YE	2,156	0		0
FEDERAL ESTIMATES - PRINCIPAL	6,872	0		0
FOREIGN TAXES ON QUALIFIED FOR	1,843	1,843		0
FOREIGN TAXES ON NONQUALIFIED	127	127		0