



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2013

For calendar year 2013, or tax year beginning 10/01, 2013, and ending 9/30, 2014

Keith & Nancy Johnson Family Foundation
c/o L. Thompson, Merrill Lynch Agent
5121 Maryland Way
Brentwood, TN 37027

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
▶ \$ 10,071,369. (Part I, column (d) must be on cash basis.)

A Employer identification number
62-6369110

B Telephone number (see the instructions)
615-750-1054

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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 (att sch)
2 Ck ☒ if the foundn is not req to att Sch B
3 Interest on savings and temporary cash investments
4 Dividends and interest from securities
5a Gross rents
b Net rental income or (loss)
6a Net gain/(loss) from sale of assets not on line 10
b Gross sales price for all assets on line 6a
7 Capital gain net income (from Part IV, line 2)
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/(loss) (att sch)
11 Other income (attach schedule)
12 Total. Add lines 1 through 11

1,159,519.

1,159,519.

RECEIVED

DEC 17 2014

GARDEN, UT

IRS-OSC

ADMINISTRATIVE AND OPERATING EXPENSES

- 13 Compensation of officers, directors, trustees, etc.
14 Other employee salaries and wages
15 Pension plans, employee benefits
16a Legal fees (attach schedule)
b Accounting fees (attach sch) See St 1
c Other prof fees (attach sch) See St 2
17 Interest
18 Taxes (attach schedule)(see instrs) See Stm 3
19 Depreciation (attach sch) and depletion
20 Occupancy
21 Travel, conferences, and meetings
22 Printing and publications
23 Other expenses (attach schedule)

3,136.

1,882.

1,254.

88,180.

52,908.

35,272.

13,178.

1,638.

1,091.

24 Total operating and administrative expenses. Add lines 13 through 23.

104,494.

56,428.

37,617.

25 Contributions, gifts, grants paid Part XV

510,600.

510,600.

26 Total expenses and disbursements. Add lines 24 and 25

615,094.

56,428.

548,217.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

544,425.

b Net investment income (if negative, enter -0-)

1,103,091.

c Adjusted net income (if negative, enter -0-)

074

SCANNED DEC 29 2014

Part II Balance Sheets		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.	377,274.	141,697.	141,824.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	5,099,525.	5,938,447.	6,874,172.
	c Investments — corporate bonds (attach schedule)	1,540,356.	1,481,685.	1,498,327.
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	1,493,218.	1,496,104.	1,557,046.
	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.)	8,510,373.	9,057,933.	10,071,369.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
FUND ASSET 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. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	8,510,373.	9,057,933.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	8,510,373.	9,057,933.	
	31 Total liabilities and net assets/fund balances (see instructions)	8,510,373.	9,057,933.	

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	8,510,373.
2 Enter amount from Part I, line 27a	2	544,425.
3 Other increases not included in line 2 (itemize) <u>See Statement 4</u>	3	3,135.
4 Add lines 1, 2, and 3	4	9,057,933.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	9,057,933.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Various Merrill Lynch Accounts		P	Various	Various
b Various Bank of New York Mellon Accounts		P	Various	Various
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 4,508,725.		3,936,400.	572,325.
b 1,899,457.		1,629,751.	269,706.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			572,325.
b			269,706.
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	842,031.
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	842,031.

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 (column (b) divided by column (c))
2012	453,725.	9,552,351.	0.047499
2011	404,729.	7,718,184.	0.052438
2010	350,929.	7,351,966.	0.047733
2009	350,528.	6,672,062.	0.052537
2008	426,179.	6,134,329.	0.069474

2 Total of line 1, column (d)	2	0.269681
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	0.053936
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,369,589.
5 Multiply line 4 by line 3	5	559,294.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,031.
7 Add lines 5 and 6	7	570,325.
8 Enter qualifying distributions from Part XII, line 4	8	548,217.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	22,062.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	22,062.
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	22,062.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	7,600.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	7,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	14,462.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TN		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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>Merrill Lynch Office, Agent</u> Telephone no. <u>615-750-1054</u> Located at <u>5121 Maryland Way Brentwood TN</u> ZIP + 4 <u>37027</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</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?	16	Yes	No
	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>			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
1 a 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 <u></u>	1 b	N/A
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?	1 c	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? If 'Yes,' list the years <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	2 b	N/A
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>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors See Statement 5**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
H. Keith Johnson, M.D. 1315 Saxon Drive Nashville, TN 37215	Trustee 0	0.	0.	0.

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

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

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

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
Merril Lynch 5121 Maryland Way Brentwood, TN 37027	Investment advisory	62,986.
BONY Mellon Wealth Mgmt 200 Park Avenue 54th Floor New York, NY 10166	Investment advisory	25,194.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

BAA

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.	1 a	9,798,933.
b	Average of monthly cash balances	1 b	722,476.
c	Fair market value of all other assets (see instructions)	1 c	6,093.
d	Total (add lines 1a, b, and c)	1 d	10,527,502.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,527,502.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	157,913.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,369,589.
6	Minimum investment return. Enter 5% of line 5	6	518,479.

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	518,479.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	22,062.
b	Income tax for 2013. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	22,062.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	496,417.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	496,417.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	496,417.

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	1 a	548,217.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	548,217.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	548,217.

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				496,417.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			76,895.	
b Total for prior years. 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 548,217.				
a Applied to 2012, but not more than line 2a			76,895.	
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				471,322.
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				25,095.
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				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See attached listing See attached listing various, TN 37027	Not affiliated	exempt	Further the grantee's purpose	510,600.
Total			3 a	510,600.
b <i>Approved for future payment</i>				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	317,488.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	842,031.	
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)				1,159,519.	
13 Total. Add line 12, columns (b), (d), and (e)					13 1,159,519.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Kerith & Nancy Johnson Foundation
 FORM 990-PF RETURN OF PRIVATE FOUNDATION
 Fiscal year ended September 30, 2014

Part X Lines 1a,1b,and 1c
 MINIMUM INVESTMENT RETURN
 AVERAGE PORTFOLIO BALANCE

	CASH BALANCES				OTHER ASSETS	Check sum Total Assets
	SECURITIES	BEGINNING	ENDING	AVG CASH		
Oct-13	9,636,042	4,734,876	462,618	2,598,747	6,621	10,105,281
Nov-13	9,633,358	462,618	524,560	493,589	8,649	10,166,567
Dec-13	9,734,684	524,560	530,719	527,640	6,147	10,271,550
Jan-14	9,389,859	530,719	610,566	570,643	6,917	10,007,342
Feb-14	9,548,799	610,566	807,975	709,271	5,396	10,362,170
Mar-14	9,456,965	807,975	860,532	834,254	6,905	10,324,402
Apr-14	9,993,391	860,532	484,522	672,527	5,607	10,483,520
May-14	10,080,641	484,522	457,157	470,840	7,661	10,545,459
Jun-14	10,157,702	457,157	466,440	461,799	6,081	10,630,223
Jul-14	9,919,448	466,440	498,337	482,389	6,915	10,424,700
Aug-14	10,113,610	498,337	527,934	513,136	5,463	10,647,007
Sep-14	9,922,694	527,934	141,824	334,879	6,851	10,071,369
					-	-
Average amounts	\$ 9,798,933			\$ 722,476	6,093	
Total Assets	\$ 10,071,369					

Keith & Nancy Johnson Family Foundation
c/o L. Thompson, Merrill Lynch Agent

62-6369110

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting prep fees	\$ 3,136.	\$ 1,882.		\$ 1,254.
Total	<u>\$ 3,136.</u>	<u>\$ 1,882.</u>		<u>\$ 1,254.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment advisor fees - Mellon BONY	\$ 25,194.	\$ 15,116.		\$ 10,078.
Investment advisor fees - Merrill Lynch	62,986.	37,792.		25,194.
Total	<u>\$ 88,180.</u>	<u>\$ 52,908.</u>		<u>\$ 35,272.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal tax, net of refunds	\$ 10,449.			
Foreign taxes - BONY	193.	\$ 116.		\$ 77.
Foreign taxes - ML	2,536.	1,522.		1,014.
Total	<u>\$ 13,178.</u>	<u>\$ 1,638.</u>		<u>\$ 1,091.</u>

Statement 4
Form 990-PF, Part III, Line 3
Other Increases

Various non-taxable adjustments				\$ 3,135.
Total				<u>\$ 3,135.</u>

Statement 5
Form 990-PF, Part VIII
Compensation Explanation

Merril Lynch
Fees paid for investment advisory services

BONY Mellon Wealth Mgmt
Fees paid for investment advisory services

2013

Federal Statements

Page 2

**Keith & Nancy Johnson Family Foundation
c/o L. Thompson, Merrill Lynch Agent**

62-6369110

**Statement 5 (continued)
Form 990-PF, Part VIII
Compensation Explanation**

Keith & Nancy Johnson Family Foundation
c/o L. Thompson, Merrill Lynch Agent

62-6369110

Keith and Nancy Johnson Foundation
Part XV Supplemental Information - Grants and Contributions Paid During Year

AARCH	\$5,000.00
ADIRONDACK COUNCIL	\$1,000.00
ADIRONDACK MTN CLUB	\$2,000.00
ADVENTURE SCIENCE CENTER	\$5,000.00
ALIVE HOSPICE	\$5,000.00
AMERICAN MUSEUM OF NATURAL HISTORY	\$1,000.00
ARTS COUNCIL FOR NORTHERN ADIRONDACKS	\$5,000.00
CHIEF'S MEMORIAL CAMPAERSHIP FUND	\$5,000.00
CLARKSON UNIVERSITY	\$5,000.00
COLLEGE OF ST ROSE	\$5,000.00
CURREY INGRAM ACADEMY	\$5,000.00
DEER FIELD ACADEMY	\$5,000.00
DIALYSIS CLINIC INC	\$241,000.00
DOCTORS WITHOUT BORDERS	\$15,000.00
FRIST CENTER FOR VISUAL ARTS	\$5,000.00
GREEN MOUNTAIN VALLEY SCHOOL	\$5,000.00
GREENFIELD COMMUNITY COLLEGE	\$8,200.00
HABITAT FOR HUMANITY	\$5,000.00
JP DAVIS FUND	\$500.00
KEESEVILLE ELEMENTARY	\$10,000.00
KEESEVILLE FREE LIBRARY	\$3,000.00
LAKE CHAMPLAIN COMMITTEE	\$5,000.00
LEMOYNE COLLEGE	\$10,000.00
LOOMIS CHAFFEE SCHOOL	\$5,000.00
LP PENCIL BOX (LLPB)	\$5,000.00
MCPOLIN ELEMENTARY SCHOOL	\$5,000.00
METROPOLLITAN MUSEUM OF ART	\$1,500.00
MSKCC	\$1,000.00
NASHVILLE PUBLIC RADIO	\$1,000.00
NASHVILLE SYMPHONY	\$2,000.00
NPCA	\$1,000.00
PENCIL FOUNDATION	\$5,000.00
PLANNED PARENTHOOD	\$400.00
SAINT THOMAS HEALTH FOUNDATION	\$5,000.00
SECOND PRESBYTERIAN CHURCH	\$25,000.00
ST LAWRENCE UNIVERSITY	\$20,000.00
SUNY ALBANY	\$5,000.00
SUNY AT ALBANY	\$5,000.00
SUNY CANTON	\$5,000.00
SUNY FARMINGDALE	\$5,000.00
SUNY POTSDAM	\$5,000.00
TEMPLE UNIVERSITY	\$10,000.00
THE COLLEGE AT BROCKPORT	\$5,000.00
THE NATURE CONSERVANCY	\$5,000.00
THE WILD CENTER	\$5,000.00
TRINITY SCHOOL	\$5,000.00
TRUSTEES OF TUFTS COLLEGE	\$5,000.00
UNIVERSITY OF MAINE	\$5,000.00
UPPER CUMBERLAND PBS	\$1,000.00
VERMONT PBS	\$1,000.00
WHETSTONE ACADEMY	\$5,000.00
WOOLMAN SCHOOL	\$5,000.00
Totals	\$510,600.00

Other Income Producing Activities
Dividends/interest from securities.

BONY 76770	\$ 96,556.
Merril Lynch Accounts	149,216.
Other investment income - BONY Pass thru	14,888.
Other investment income - BONY	8,334.
Other investment income - BONY CG Dist	45,345.
Other investment income - ML	3,149.
Total	\$ <u>317,488.</u>

Balance Sheet
Savings and temporary cash investments

Cash equivalents	\$ 141,697.
Total	\$ <u>141,697.</u>

Balance Sheet
Corporate stock (Form 990-PF)[O]

Securities - publicly held ML & BONY	\$ 5,938,447.
Total	\$ <u>5,938,447.</u>

Balance Sheet
Other (Form 990-PF)[O]

REITS and Others	\$ 1,496,104.
Accrued interest	0.
Total	\$ <u>1,496,104.</u>

Balance Sheet
Capital stock, trust principal, or current funds

Capital stock, trust principal, or current funds	\$ 9,057,933.
Total	\$ <u>9,057,933.</u>

FMV of Assets (990-PF)
Savings and temporary cash investments

Cash equivalents - ML & BONY	\$ 141,824.
Total	\$ <u>141,824.</u>

2013

Federal Supporting Detail
Keith & Nancy Johnson Family Foundation
c/o L. Thompson, Merrill Lynch Agent

Page 2

62-6369110

FMV of Assets (990-PF)
Corporate stock [O]

Securities - publicly held ML & BONY

Total \$ 6,874,172.
\$ 6,874,172.

FMV of Assets (990-PF)
Corporate bonds [O]

Fixed Income - ML & BONY

Total \$ 1,498,327.
\$ 1,498,327.

FMV of Assets (990-PF)
Other [O]

REITS and Others
Accrued interest

\$ 1,550,195.
6,851.
Total \$ 1,557,046.