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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.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation THE JOSEPH AND CATHERINE JOHNSON

FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

REBECCA A. STEINER 1230 FOX LAKE DR

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

GODFREY, IL 62035

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, col (c), line

16) \$ 7,940,436.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

36-7228534

B Telephone number (see instructions)

(618) 467-0717

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)

1	Contributions, gifts, grants, etc., received (attach schedule)	160,028.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	25.	25.		
4	Dividends and interest from securities	122,299.	88,902.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	598,567.			
b	Gross sales price for all assets on line 6a	3,966,265.			
7	Capital gain net income (from Part IV, line 2)		597,900.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 1	-824.	4,157.		
12	Total Add lines 1 through 11	880,095.	690,984.		
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 2	7,287.			7,287.
b	Accounting fees (attach schedule) 1				
c	Other professional fees (attach schedule) [3]	69,545.	69,545.		
17	Interest				
18	Taxes (attach schedule) (see instructions) [4]	4,627.	47.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	48,750.	219.		48,481.
24	Total operating and administrative expenses. Add lines 13 through 23	130,209.	69,811.		55,768.
25	Contributions, gifts, grants paid	451,000.			451,000.
26	Total expenses and disbursements Add lines 24 and 25	581,209.	69,811.	0	506,768.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	298,886.			
b	Net investment income (if negative, enter -0-)		621,173.		
c	Adjusted net income (if negative, enter -0-)				

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ENVELOPE
POSTMARK DATE JUL 14 2015

SCANNED AUG 5 2015

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	150,745.	220,063.	220,063.
	3	Accounts receivable ▶ 1,203.			
		Less allowance for doubtful accounts ▶	1,163.	1,203.	1,203.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations (attach schedule) [6]	1,501,396.	1,797,559.	1,786,230.
	b	Investments - corporate stock (attach schedule) ATCH 7	3,391,002.	3,601,069.	5,189,047.
	c	Investments - corporate bonds (attach schedule) ATCH 8	913,410.	696,454.	669,847.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶		
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 9	124,298.	64,552.	74,046.
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)	6,082,014.	6,380,900.	7,940,436.
17		Accounts payable and accrued expenses			
18		Grants payable			
19		Deferred revenue			
20		Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,082,014.	6,380,900.	
	30	Total net assets or fund balances (see instructions)	6,082,014.	6,380,900.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,082,014.	6,380,900.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,082,014.
2	Enter amount from Part I, line 27a	2	298,886.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,380,900.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,380,900.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	597,900.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) - If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	484,557.	7,313,211.	0.066258
2012	436,609.	6,809,479.	0.064118
2011	419,015.	6,831,693.	0.061334
2010	421,199.	6,511,084.	0.064690
2009	343,640.	5,806,978.	0.059177
2 Total of line 1, column (d)			2 0.315577
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 0.063115
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 7,868,486.
5 Multiply line 4 by line 3			5 496,619.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,212.
7 Add lines 5 and 6			7 502,831.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 506,768.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	6,212.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	6,212.
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	6,212.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	3,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,612.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		6,212.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ► Refunded ►	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of REBECCA A. STEINER Telephone no 618-467-0717 Located at 1230 FOX LAKE DR GODFREY, IL ZIP+4 62035			
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			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country 16	Yes	No	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ 1b		
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 2014? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 2c		
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 2014 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 2014) 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? 4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		0	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 11		53,607.
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2014)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	7,709,492.
b	Average of monthly cash balances	1b	278,819.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,988,311.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,988,311.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	119,825.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,868,486.
6	Minimum investment return. Enter 5% of line 5	6	393,424.

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	393,424.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	6,212.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,212.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	387,212.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	387,212.
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	387,212.

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	506,768.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	506,768.
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	6,212.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	500,556.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				387,212.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12 , 20 11 , 20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009 55,017.				
b From 2010 99,663.				
c From 2011 84,280.				
d From 2012 101,323.				
e From 2013 126,068.				
f Total of lines 3a through e	466,351.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 506,768.				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				387,212.
e Remaining amount distributed out of corpus	119,556.			
5 Excess distributions carryover applied to 2014 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	585,907.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	55,017.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	530,890.			
10 Analysis of line 9				
a Excess from 2010 99,663.				
b Excess from 2011 84,280.				
c Excess from 2012 101,323.				
d Excess from 2013 126,068.				
e Excess from 2014 119,556.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

N/A

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

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

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

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

c Any submission deadlines

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

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

Recipient 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 ATCH 12				
Total			▶ 3a	451,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	25.		
4 Dividends and interest from securities			14	122,299.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory	525990	667.	18	597,900.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a <u>K-1 INC/LOSS</u>	525990	-4,981.	14	4,157.		
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		-4,314.		724,381.		
13 Total. Add line 12, columns (b), (d), and (e)					13	720,067.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

OMB No 1545-0047

2014▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**THE JOSEPH AND CATHERINE JOHNSON
FAMILY FOUNDATION**Employer identification number**

36-7228534

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$5,000 or more during the year. ▶ \$ _____

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

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

Employer identification number
36-7228534

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CLUT OF CATHERINE M. JOHNSON DTD 3/12/98 ONE SOUTH WACKER DRIVE CHICAGO, IL 60606	\$ 160,028.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE JOSEPH AND CATHERINE JOHNSON
FAMILY FOUNDATION

Employer identification number
36-7228534

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

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

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

Employer identification number
36-7228534

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** 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
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 3,966,265	\$ 3,372,599	\$ 593,666
						\$ 4,234
Total included in Part IV				\$ 3,966,265	\$ 3,372,599	\$ 597,900
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 667
Part I, Line 6a Total						\$ 598,567

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ENTERPRISE PRODUCTS	-5,096.	2.
K-1 INC/LOSS THE BLACKSTONE GROUP LP	4,272.	4,155.
TOTALS	-824.	4,157.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	7,287.			7,287.
TOTALS	<u>7,287.</u>			<u>7,287.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	69,545.	69,545.
TOTALS	<u>69,545.</u>	<u>69,545.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2014	3,600.	
990-PF EXCISE TAX FOR 2013	980.	47.
FOREIGN TAX PAID	47.	
TOTALS	<u>4,627.</u>	<u>47.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	48,466.		48,466.
BANK CHARGES	54.	54.	
K-1 EXP ENTERPRISE PRODUCTS	1.		
K-1 EXP THE BLACKSTONE GROUP	214.	165.	
STATE OR LOCAL FILING FEES	15.		15.
TOTALS	48,750.	219.	48,481.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALAMEDA COUNTY CALIF PENSION O	82,705.	89,109.
AMERICAN MUN PWR OHIO 3.965% 0	52,962.	50,170.
BROWNSVILLE TEX UTILSYS - 05.2	25,753.	25,664.
DALLAS TEX G O PENSION BDS SER	22,350.	22,725.
DULUTH MINN GO TOURISM - 03.00	52,237.	52,209.
MARYLAND ST CMNTY - 1.957% - 0	45,260.	45,048.
MIAMI FLA REV VAR TAXABLE REV	22,916.	20,378.
NORTHERN CALIF 05.370% 05/01/2	27,557.	25,406.
OAK CREEK WIS PROM NTS - 02.00	51,035.	50,738.
OAKLAND CALIF PENSION OBLIG -	91,110.	97,123.
OCONOMOWOC WIS AREA SCH - 02.5	20,425.	20,373.
OREGON SCH BRDS TAX PENS - 5.	56,470.	54,817.
PHILADELPHIA PA PENSION - 00.0	93,691.	98,426.
SAN DIEGO CNTY CALIFPENSION OB	59,165.	58,985.
ST CLAIR CNTY ILL LTD TAX DEBT	30,011.	30,744.
WESTERN ILL UNIV - 4.350% - 04	109,281.	104,132.
CLARK CNTY NEV BOND BK BDS SER	111,392.	108,268.
CLARK COUNTY IND 4.0% 01/15/17	25,630.	26,578.
FORT MYERS FLA UTIL REV REF UT	23,199.	24,146.
LAS VEGAS VALLEY NEVWTR DIST	37,196.	35,689.
MADISON & JERSEY CNTYS 0.000%	56,479.	58,339.
MAIN STR NAT GAS INCGA GAS 05%	28,258.	26,873.
MC HENRY CNTY ILL DEBT CTFS SE	52,208.	50,109.
MC HENRY & KANE CNTYS ILL - 0%	21,990.	23,349.
MC HENRY & KANE CNTYS ILL ESC	4,398.	4,841.
METROPOLITAN PIER & EXPOSITION	45,368.	47,783.
METROPOLITAN PIER 06-15-2017	45,708.	48,282.
MIAMI DADE 05-01-2016	28,252.	26,544.
MIAMI-DADE CNTY FLA PARTN 04.0	54,604.	53,097.
NORTHERN ILL MUN PWRAGY - 5.00	96,874.	94,198.
PEORIA ILL PUB BLDG 0.0% 12/01	13,265.	14,626.
RAVENSWOOD CALIF CITY SCH DIST	32,132.	30,684.
RHODE ISLAND ST & PROVIDENCE 5	113,673.	109,332.
SANTA ANA CALIF - 05.00% - 01/	44,315.	42,568.
VERO BEACH FLA ELEC REV 5% 12/	28,758.	28,347.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ATTACHMENT 6 (CONT'D)</u>	
		<u>ENDING FMV</u>	
VIRGINIA ST HSG 4.40% 07/01/15	90,932.	86,530.	
STATE OBLIGATIONS TOTAL	<u>1,797,559.</u>	<u>1,786,230.</u>	

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AFFILIATED MANAGERS GROUP	31,953.	106,120.
ALEXION PHARMACEUTICALS, INC.	119,975.	138,773.
APPLE INC.	44,906.	129,697.
BARON PARTNERS FUND	117,000.	125,543.
BARON SMALL CAP RETAIL FUND	30,477.	51,248.
BOEING CO	85,614.	123,481.
CAVIUM INC.	120,720.	151,458.
CBS CORP CL B	81,541.	83,010.
CELGENE CORP	38,255.	145,418.
CHAMPLAIN MID CAP FUND	12,124.	16,876.
CHAMPLAIN SML CO FD	36,838.	41,914.
DODGE & COX FNDIS INTERNATIONAL	45,000.	41,013.
DOW CHEMICAL PV	112,091.	115,165.
DREYFUS FDS GLOBAL EQ INCOME	10,000.	10,571.
DUNKIN' BRANDS GROUP INC	23,339.	31,988.
EBAY INC.	71,318.	120,658.
FACEBOOK INC	44,573.	138,486.
FIRST TRUST HEALTH CARE ALPH	61,257.	63,907.
FIRST TRUST NASDQ 100 TECH	29,900.	29,531.
GILEAD SCIENCES INC	105,311.	144,689.
GOOGLE INC CL A	26,906.	45,106.
GOOGLE INC CL C	26,824.	44,744.
INTERCONTINENTAL EXCHANGE INC	138,650.	184,203.
INTUITIVE SURGICAL, INC.	113,477.	148,103.
ISHARES FTSE CHINA 25 INDEX FD	6,358.	6,659.
ISHARES MSCI-JAPAN	22,168.	22,480.
ISHARES S&P ASIA 50 INDEX	13,540.	14,115.
KEURIG GREEN MOUNTAIN INC.	18,855.	46,340.
LAS VEGAS SANDS CORP	121,002.	113,412.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LENNAR CORP	120,872.	118,747.
MARATHON PETROLEUM CORP	74,289.	69,952.
MASTERCARD INC	37,118.	103,392.
MONSANTO CO	43,407.	77,656.
MORGAN STANLEY	116,871.	139,680.
NUANCE CONCENTRATED VALUE FUND	22,000.	20,022.
O'REILLY AUTOMOTIVE INC.	29,900.	144,465.
PENTAIR INC.	32,673.	66,420.
PORTFOLIO RECOVERY ASSOCIATES	64,551.	115,860.
POWERSHARES DYN BIOTECH & GEN	36,494.	40,662.
PRECISION CASTPARTS	100,432.	132,484.
PRICELINE.COM INCORPORATED	82,602.	142,526.
PRIMECAP ODYSSEY GROWTH FUND	98,000.	98,283.
REGENERON PHARMACEUTICALS, INC	92,730.	151,792.
RYDEX S&P SC 600 VAL	13,789.	22,243.
SOUTHWEST AIRLINES	24,209.	31,740.
SPDR DJ MID CAP GRWTH	43,895.	82,964.
SPDR DJ SMALLCAP GRW	31,792.	71,200.
ST SPDR SP EM MK ETF	31,399.	31,420.
STERICYCLE INC	41,922.	104,864.
TARGET CORPORATION	116,310.	149,921.
THERMO FISHER SCIENTIFIC INC	122,126.	119,026.
TIFFANY & CO	113,054.	141,590.
TWEEDY BROWNE WORLDWIDE HIGH	40,000.	36,522.
TYSON FOODS INC CL A	116,322.	112,252.
UNITED CONTINENTAL HOLDINGS	86,187.	200,669.
VANGUARD MID-CAP VALUE INDEX	10,822.	13,415.
WALGREEN BOOTS ALLIANCE INC	69,858.	114,300.
WEX, INC.	9,451.	19,784.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WISDOMTREE INDIA	9,634.	11,025.
WISDOMTREE INTL LC	21,928.	23,365.
WISDOMTREE SC DIV	36,460.	46,098.
TOTALS	<u>3,601,069.</u>	<u>5,189,047.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ATLANTIC RICHFIELD - 9.875% -	64,732.	54,905.
BAXTER INTL - 4.625% - 03/15/2	102,667.	100,812.
GE CAP CORP MTN - 5.000% - 01/	44,386.	52,232.
GE CAPITAL - 5.00% - 03/15/201	55,511.	53,805.
GE CORP - 5.625% - 05/01/2018	116,571.	112,466.
JOHNSON & JOHNSON NOTES - 5.15	29,156.	28,066.
LOWES COS INC - 5.4% - 10/15/2	52,548.	53,793.
N READING MA - 3.00% - 08/01/2	26,070.	25,877.
NATIONAL RURAL UTILS - 7.20% -	29,934.	25,974.
PUBLIC SVC ELEC & GAS CO - 6.7	59,329.	52,762.
ST PAUL TRAVELERS INC - 5.5% -	57,441.	52,048.
WALT DISNEY COMPANY - 5.50% -	58,109.	57,107.
TOTALS	<u>696,454.</u>	<u>669,847.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ENTERPRISE PRODUCTS PARTNERS	64,552.	74,046.
TOTALS	<u>64,552.</u>	<u>74,046.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,966,265.		PUBLICLY-TRADED SECURITIES					593,666.	
		3,372,599.						
		PASSTHROUGH K1 CAPITAL GAIN					4,234.	
TOTAL GAIN (LOSS)							<u>597,900.</u>	

THE JOSEPH AND CATHERINE JOHNSON

36-7228534

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

KAREN E GILLESPIE
REBECCA A. STEINER 1230 FOX LAKE DR
GODFREY, IL 62035

PRES / DIR
1.00

LINDA A JOHNSON
REBECCA A. STEINER 1230 FOX LAKE DR
GODFREY, IL 62035

DIR / ASSISTANT SEC / TREAS
1.00

RUTH A PIVAR
REBECCA A. STEINER 1230 FOX LAKE DR
GODFREY, IL 62035

DIR
1.00

THEODORE E RICHTER
REBECCA A. STEINER 1230 FOX LAKE DR
GODFREY, IL 62035

VP / DIR
1.00

REBECCA A STEINER
REBECCA A. STEINER 1230 FOX LAKE DR
GODFREY, IL 62035

DIR / SEC
1.00

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PREMIER ASSET MANAGEMENT LLC 4311 N RAVENSWOOD AVE STE 100 CHICAGO, IL 60613	INVESTMENT MGT	53,607.
TOTAL COMPENSATION		<u>53,607.</u>

THE JOSEPH AND CATHERINE JOHNSON

36-7228534

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AID FOR WOMEN OF NORTHERN LAKE COUNTY 4606 W OLD GRAND AVE, STE 4 GURNEE, IL 60031	N/A PC		BABY & CHILDREN'S CLOTHING AND SUPPLIES FUND	5,000.
ALTON EDUCATIONAL FOUNDATION PO BOX 514 ALTON, IL 62002	N/A PC		GENERAL & UNRESTRICTED	1,000.
AMYOTROPHIC LATERAL SCLEROSIS ASSN 1275 K ST NW STE 250 WASHINGTON, DC 20005	N/A PC		GENERAL & UNRESTRICTED	1,000
ANGEL FLIGHT-CENTRAL 10 NW RICHARDS RD KANSAS CITY, MO 64116	N/A PC		GENERAL & UNRESTRICTED	1,500
APPALACHIA HABITAT FOR HUMANITY INC PO BOX 36 ROBBINS, TN 37852	N/A PC		GENERAL & UNRESTRICTED	1,000
ARDEN SHORE CHILD AND FAMILY SERVICE 329 N GENESEE ST WAUKEGAN, IL 60085	N/A PC		PREVENTION PROGRAM	2,000

ATTACHMENT 12

THE JOSEPH AND CATHERINE JOHNSON

36-7228534

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUGUSTINIAN NUNS 440 N MARLEY RD NEW LENOX, IL 60451	N/A PC	GENERAL & UNRESTRICTED	1,000
AVERY COONLEY SCHOOL 1400 MAPLE AVE DOWNERS GROVE, IL 60515	N/A PC	GENERAL & UNRESTRICTED	2,750.
BATAVIA INTERFAITH FOOD PANTRY INC 100 FLINN ST BATAVIA, IL 60510	N/A PC	GENERAL & UNRESTRICTED	1,000
BERNARD P FLORIANI FOUNDATION INC 28101 N BALLARD DR UNIT A LAKE FOREST, IL 60045	N/A PC	COLLECTION AND DELIVERY OF BOOKS	1,500
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A PC	CARE AND TREATMENT OF THE ANIMALS	1,000
BETHESDA LUTHERAN COMMUNITIES INC 600 HOFFMANN DR WATERTOWN, WI 53094	N/A PC	BETHESDA CAMP PROGRAM	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CARMEL HIGH SCHOOL 1 CARMEL PKWY MUNDELEIN, IL 60060	N/A PC	SCHOLARSHIP FUND	1,000
CATHOLIC CHARITIES OF LAKE COUNTY 671 S. LEWIS AVE WAUKEGAN, IL 60085	N/A PC	FOOD PANTRY FUND	7,500
CATHOLIC RELIEF SERVICES INC 228 W. LEXINGTON ST BALTIMORE, MD 21201	N/A PC	GENERAL & UNRESTRICTED	1,000
CATHOLIC RELIEF SERVICES INC. 228 W. LEXINGTON ST BALTIMORE, MD 21201	N/A PC	HUMANITARIAN RELIEF TO FAMILIES IN SYRIA	3,000.
CATHOLIC RELIEF SERVICES INC 228 W LEXINGTON ST BALTIMORE, MD 21201	N/A PC	HUMANITARIAN RELIEF TO FAMILIES IN IRAQ	2,500
CHARITY GLOBAL INC - CHARITY WATER 200 VARICK ST STE 201 NEW YORK, NY 10014	N/A PC	GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHRISTIAN OUTREACH OF LUTHERANS 127 W WATER ST WAUKEGAN, IL 60085	N/A PC	FOOD PANTRY FUND	7,500
COMMUNITY HOPE CENTER PO BOX 124 COTTAGE HILLS, IL 62018	N/A PC	FOOD PANTRY FUND	2,000
CORPORATION OF NEW MELLERAY 5632 MELLERAY CIR PEOSTA, IA 52068	N/A PC	GENERAL & UNRESTRICTED	1,000
COVENANT HOUSE 460 W 41ST ST NEW YORK, NY 10036	N/A PC	BED AND BLANKET DRIVE	5,000
CRISIS FOOD CENTER INC 21 E 6TH ST ALTON, IL 62002	N/A PC	GENERAL & UNRESTRICTED	2,000.
CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY RD 148 CULVER, IN 46511	N/A PC	GENERAL & UNRESTRICTED	1,500

FORM 990PF, PART XIV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DANNY DID FOUNDATION PO BOX 46576 CHICAGO, IL 60646	N/A PC	RESEARCH FUND	10,000
DBA ENDANGERED WOLF CENTER 6750 TYSON VALLEY RD EUREKA, MO 63025	N/A PC	GENERAL & UNRESTRICTED	2,000
DIOCESE OF IKOT EXPENE OFFICE FOR THE MISSIONS USA 413 S RIVER LN GENEVA, IL 60134	N/A PC	GENERAL & UNRESTRICTED	40,000
DIVINE WORD COUNCIL 7331 CHARITABLE FOUNDATION INC PO BOX 161 TECHNY, IL 60082	N/A PC	GENERAL & UNRESTRICTED	10,000
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	5,000
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK, NY 10001	N/A PC	MEDICAL RESEARCH PROGRAM	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOUBLE H - HOLE IN THE WOODS RANCH INC 97 HIDDEN VALLEY RD LAKE LUZERNE, NY 12846	N/A PC		GENERAL & UNRESTRICTED	2,000
DR. MARTIN LUTHER KING JR BOYS AND GIRLS CLUB 2950 W WASHINGTON CHICAGO, IL 60612	N/A PC		YOUTH EMPLOYMENT PROGRAM	5,000.
DRAVET SYNDROME FOUNDATION INC PO BOX 16536 WEST HAVEN, CT 06516	N/A PC		RESEARCH FUND	2,500
DRAVET SYNDROME FOUNDATION INC PO BOX 16536 WEST HAVEN, CT 06516	N/A PC		CHARITABLE EVENT	5,000
ENGINEERS WITHOUT BORDERS USA INC 1031 33RD ST, STE 210 DENVER, CO 80205	N/A PC		GENERAL & UNRESTRICTED	1,000.
FEED MY STARVING CHILDREN 401 93RD AVE NW COON RAPIDS, MN 55433	N/A PC		FOOD SUPPLIES FUND	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FRANCISCAN OUTREACH 1645 W LE MOYNE ST CHICAGO, IL 60622	N/A PC	GENERAL & UNRESTRICTED	2,500
FRANCISCAN OUTREACH 1645 W LE MOYNE ST CHICAGO, IL 60622	N/A PC	FOOD PANTRY FUND	2,500
FRANCISCAN OUTREACH 1645 W LE MOYNE ST CHICAGO, IL 60622	N/A PC	SOUP KITCHEN	10,000.
FRATERNITE NOTRE DAME INC 502 N CENTRAL AVE CHICAGO, IL 60644	N/A PC	FOOD PANTRY FUND	2,500.
FRATERNITE NOTRE DAME INC 502 N CENTRAL AVE CHICAGO, IL 60644	N/A PC	SOUP KITCHEN FUND	5,000
FRATERNITE NOTRE DAME INC 502 N CENTRAL AVE CHICAGO, IL 60644	N/A PC	HELP FEED THE HUNGRY PROGRAM	5,000.

FORM 990PF, PART VII - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FRATERNITE NOTRE DAME INC 502 N CENTRAL AVE CHICAGO, IL 60644	N/A PC	THANKSGIVING FOOD PANTRY	1,000
FRIENDS OF THE WORLD FOOD PROGRAM INC 1725 EYE ST NW STE 510 WASHINGTON, DC 20006	N/A PC	SYRIAN CRISIS FUND	6,000
GREAT RIVERS LAND PRESERVATION ASSOCIATION INC PO BOX 821 ALTON, IL 62002	N/A PC	GENERAL & UNRESTRICTED	1,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PL CHICAGO, IL 60632	N/A PC	FOOD PANTRY FUND	7,500.
GULF RESTORATION NETWORK PO BOX 2245 NEW ORLEANS, LA 70176	N/A PC	GENERAL & UNRESTRICTED	1,000
HEALTHREACH INC PO BOX 6553 LIBERTYVILLE, IL 60048	N/A PC	MEDICAL CARE	3,000

THE JOSEPH AND CATHERINE JOHNSON

36-7228534

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEIFER PROJECT INTERNATIONAL 1 WORLD AVE LITTLE ROCK, AR 72202	N/A PC	GENERAL & UNRESTRICTED	5,000
ILLINOIS FIRE SAFETY ALLIANCE PO BOX 911 MT PROSPECT, IL 60056	N/A PC	"I AM ME" PROGRAM	5,000
JACOBY ARTS CENTER 627 E BROADWAY ALTON, IL 62002	N/A PC	GENERAL & UNRESTRICTED	500
LAKE COUNTY CRISIS CENTER FOR THE PREVENTION & TRE 2710 17TH ST ZION, IL 60099	N/A PC	WOMEN AND CHILDREN'S SHELTER AND COUNSELING	3,000
LAKE COUNTY HAVEN PO BOX 127 LIBERTYVILLE, IL 60048	N/A PC	WISH LIST PROGRAM	2,500
LAMBS FARM INC PO BOX 520 LIBERTYVILLE, IL 60048	N/A PC	RESIDENT PARTICIPANT PROGRAM	1,000

ATTACHMENT 12

THE JOSEPH AND CATHERINE JOHNSON

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAZARUS HOUSE 214 WALNUT ST ST CHARLES, IL 60174	N/A PC	GENERAL & UNRESTRICTED	1,000
LEUKEMIA & LYMPHOMA SOCIETY INC 8111 LBJ FREEWAY STE 425 DALLAS, TX 75251	N/A PC	TEAM IN TRAINING PROGRAM	2,750
LEUKEMIA & LYMPHOMA SOCIETY INC 8111 LBJ FREEWAY STE 425 DALLAS, TX 75251	N/A PC	TEAM IN TRAINING PROGRAM	1,000
LITTLE SISTERS OF THE POOR CHICAGO INC 2325 N LAKEWOOD AVE CHICAGO, IL 60614	N/A PC	GENERAL & UNRESTRICTED	1,000
LOYOLA ACADEMY 1100 LARAMIE AVE WILMETTE, IL 60091	N/A PC	SCHOLARSHIP FUND	1,000
MARISTELLA 745 N MILWAUKEE AVE LIBERTYVILLE, IL 60048	N/A PC	CLOTHING NEEDS	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAX MCGRAW WILDLIFE FOUNDATION 14 N 322 STATE RT 25 EAST DUNDEE, IL 60118	N/A HOF	DOGS AND KENNEL FUND	5,000.
MICHIGAN LAKE AND STREAM ASSOCIATIONS INC 300 N STATE ST STANTON, MI 48888	N/A PC	GENERAL & UNRESTRICTED	1,000
MISERICORDIA HOME 2001 W DEVON AVE CHICAGO, IL 60659	N/A PC	OUTREACH PROGRAM	2,500.
MISSION OF OUR LADY OF MERCY 1140 W JACKSON BLVD CHICAGO, IL 60607	N/A PC	MENTORING PROGRAM	10,000
MOTE MARINE LABORATORY 1600 KEN THOMPSON PKWY SARASOTA, FL 34236	N/A PC	GENERAL & UNRESTRICTED	1,000
MUSTARD SEED PEACE PROJECT 856 CHOUTEAU AVE GODFREY, IL 62035	N/A PC	GENERAL & UNRESTRICTED	1,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIVE FISH SOCIETY INC 221 MOLALLA AVE STE 100 OREGON CITY, OR 97045	N/A PC		GENERAL & UNRESTRICTED 0	3,000.
NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO, IL 60640	N/A PC		GENERAL & UNRESTRICTED	1,500
NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO, IL 60640	N/A PC		YOUTH SHELTER	3,000.
NORTH AMERICAN PROVINCE OF THE CONGREGATION OF OUR 513 W FULLERTON PKWY CHICAGO, IL 60614	N/A PC		GENERAL & UNRESTRICTED	1,000
NORTHERN ILLINOIS FOOD BANK 273 DEARBORN CT GENEVA, IL 60134	N/A PC		GENERAL & UNRESTRICTED	1,000
NORTHERN ILLINOIS FOOD BANK 273 DEARBORN CT GENEVA, IL 60134	N/A PC		FOOD PANTRY FUND	7,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OMNI YOUTH SERVICES INC 1111 W LAKE COOK RD BUFFALO GROVE, IL 60089	N/A PC	JOURNEY PROGRAM	10,000
ONE HOPE UNITED-NORTHERN REGION PO BOX 1128 LAKE VILLA, IL 60046	N/A PC	YOUTH SERVICES	2,500
PADS LAKE COUNTY INC 1800 GRAND AVE WAUKEGAN, IL 60085	N/A PC	VETERAN'S SERVICES	5,000.
PEDIATRIC BRAIN TUMOR FOUNDATION OF THE US 302 RIDGEFIELD CT ASHEVILLE, NC 28806	N/A PC	RESEARCH FUND	5,000.
PONGO FUND PO BOX 8244 PORTLAND, OR 97207	N/A PC	GENERAL & UNRESTRICTED	2,500
PREVENTION FIRST INC 2800 MONTVALE DR SPRINGFIELD, IL 62704	N/A PC	SUBSTANCE ABUSE PREVENTION PROGRAM	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RIVERBENDER COM COMMUNITY CENTER 200 W 3RD ST ALTON, IL 62002	N/A PC	GENERAL & UNRESTRICTED	2,500
ROBERT R MCCORMICK FOUNDATION 25540 NETWORK PL CHICAGO, IL 60673	N/A PC	WGN NEEDIEST KIDS FUND	7,500
SHARE OUR STRENGTH INC 1030 15TH ST NW STE 1100W WASHINGTON, DC 20005	N/A PC	NO KID HUNGRY PROGRAM	5,000
SOCIAL APOSTOLATE OF SAVANNAH PO BOX 8703 SAVANNAH, GA 31412	N/A PC	GENERAL & UNRESTRICTED	2,000.
SOUTH CAROLINA COASTAL CONSERVATION LEAGUE INC PO BOX 1765 CHARLESTON, SC 29402	N/A PC	GENERAL & UNRESTRICTED	2,000
SOUTH SHORE DRILL TEAM & PERFORMING ARTS ENSEMBLE 7218 S S CHICAGO AVE CHICAGO, IL 60619	N/A PC	EDUCATIONAL SUPPORT FUND	2,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SPECIAL OLYMPICS ILLINOIS, NORTHERN OFFICE 500 WATERS EDGE, STE 100 LOMBARD, IL 60148	N/A PC	AREA 2 DIVISION	1,000.
ST BALDRICKS FOUNDATION INC 1333 S MAYFLOWER AVE STE 400 MONROVIA, CA 91016	N/A PC	GENERAL & UNRESTRICTED	2,000
ST FRANCIS XAVIER PARISH 3628 LINDELL BLVD SAINT LOUIS, MO 63108	N/A PC	GENERAL & UNRESTRICTED	2,000
ST JOSEPH CATHOLIC ACADEMY 2401 69TH ST KENOSHA, WI 53143	N/A PC	SCHOLARSHIP FUND	15,000
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 262 DANNY THOMAS PL MSC 509 MEMPHIS, TN 38105	N/A PC	PEDIATRIC CANCER RESEARCH FUND	5,000
ST LOUIS CARDINALS COMMUNITY FUND 700 CLARK AVE SAINT LOUIS, MO 63102	N/A PC	GENERAL & UNRESTRICTED	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ST LOUIS SCOTT GALLAGHER FOUNDATION 1 SOCCER PARK RD FENTON, MO 63026	N/A PC		LEGACY FUND - IL SCHOLARSHIP FUND	6,000
ST PATRICK CATHOLIC CHURCH 134 ST PHILLIP ST CHARLESTON, SC 29403	N/A PC		GENERAL & UNRESTRICTED	2,000
ST AMBROSE PARISH 820 W HOMER M. ADAMS PKWY GODFREY, IL 62035	N/A PC		GENERAL & UNRESTRICTED	3,000
ST. MARY MAGDALENE CHURCH 3123 N E. 24TH AVE PORTLAND, OR 97212	N/A PC		GENERAL & UNRESTRICTED	52,000.
THE SALVATION ARMY - METROPOLITAN DIVISION 5040 N PULASKI RD CHICAGO, IL 60630	N/A PC		WBEM GOOD NEIGHBOR RADIOTHON FUND	3,000.
THE SALVATION ARMY - TRI CITY CORPS COMMUNITY CTR 1710 S 7TH AVE ST CHARLES, IL 60174	N/A PC		GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TILLAMOOK BAY WATERSHED COUNCIL PO BOX 509 GARIBALDI, OR 97118	N/A PC	MILL CREEK PROJECT	7,000
TREEHOUSE WILDLIFE CENTER INC 23956 GREEN ACRES RD DOW, IL 62022	N/A PC	GENERAL & UNRESTRICTED	1,000
TROUT UNLIMITED INC 1300 N 17TH ST STE 500 ARLINGTON, VA 22209	N/A PC	COLDWATER CONSERVATION FUND	5,000
UNITED STATES FUND FOR U N I C E F 500 N MICHIGAN AVE STE 1000 CHICAGO, IL 60611	N/A PC	OUT-OF-SCHOOL CHILDREN INITIATIVE	7,500
UPTOWN PEOPLES LAW CENTER 4413 N SHERIDAN RD CHICAGO, IL 60640	N/A PC	GENERAL & UNRESTRICTED	2,500
VILLAGE OF LIBERTYVILLE 1551 N MILWAUKEE AVE LIBERTYVILLE, IL 60048	N/A PC	MOBILE INTENSIVE CARE FUND	1,500

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VINCE LOMBARDI CANCER FOUNDATION INC PO BOX 341880 MILWAUKEE, WI 53234	N/A PC		CANCER RESEARCH FUND	6,000.
WILD SALMON CENTER 721 NW NINTH AVE, SUITE 300 PORTLAND, OR 97209	N/A PC		GENERAL & UNRESTRICTED	4,000.
WINGS PROGRAM INC P O BOX 95615 PALATINE, IL 60095	N/A PC		SAFE HOUSE PROGRAM	2,500.
YELLOWSTONE PARK FOUNDATION INC 222 E MAIN ST STE 301 BOZEMAN, MT 59715	N/A PC		GENERAL & UNRESTRICTED	2,000
YMCA OF METROPOLITAN CHICAGO - CAMP INDEPENDENCE 32405 N HWY 12 INGLESIDE, IL 60041	N/A PC		SPONSOR A CAMPER FUND	2,500.
TOTAL CONTRIBUTIONS PAID				<u>451,000.</u>