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Return of Private Foundation

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

OMB No. 1545-0052

2014

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation

ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION

A Employer identification number

81-0505703

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

2915 ILLINOIS

Room/suite

B Telephone number

406-259-7531

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

BILLINGS, MT 59102

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 865,368. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(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	25,148.		N/A		
	2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities	16,793.	16,793.		STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	6,854.				
	b Gross sales price for all assets on line 6a	17,841.				
	7 Capital gain net income (from Part IV, line 2)		6,854.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income						
12 Total. Add lines 1 through 11	48,795.	23,647.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 2	1,450.	0.	1,000.	
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 3	292.	88.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 4	49.	0.		49.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,791.	88.		1,049.	
	25 Contributions, gifts, grants paid	31,525.			31,525.	
26 Total expenses and disbursements. Add lines 24 and 25	33,316.	88.		32,574.		
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements	15,479.					
b Net investment income (if negative, enter -0-)		23,559.				
c Adjusted net income (if negative, enter -0-)			N/A			

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	70,574.	71,625.	71,625.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	473,961.	490,347.	793,743.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	544,535.	561,972.	865,368.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 6)	10,333.	11,683.	
23 Total liabilities (add lines 17 through 22)	10,333.	11,683.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	534,202.	550,289.	
30 Total net assets or fund balances	534,202.	550,289.		
31 Total liabilities and net assets/fund balances	544,535.	561,972.		

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	534,202.
2 Enter amount from Part I, line 27a	2	15,479.
3 Other increases not included in line 2 (itemize) ▶ MARKET ADJUSTMENT ANNUITIES	3	608.
4 Add lines 1, 2, and 3	4	550,289.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	550,289.

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 NEW WORLD FUND LTCG			
b PUBLICLY TRADED SECURITIES			
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 1,141.			1,141.
b 16,700.		10,987.	5,713.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,141.
b			5,713.
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	6,854.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	26,798.	662,136.	.040472
2012	25,256.	548,571.	.046040
2011	23,378.	496,786.	.047058
2010	18,900.	467,680.	.040412
2009	25,149.	397,531.	.063263

2 Total of line 1, column (d)	2	.237245
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	.047449
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	799,381.
5 Multiply line 4 by line 3	5	37,930.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	236.
7 Add lines 5 and 6	7	38,166.
8 Enter qualifying distributions from Part XII, line 4	8	32,574.

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.

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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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	471.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	471.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	471.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input 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		471.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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
1b 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
1c 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MT		
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

N/A

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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 ► ROYAL C. JOHNSON Telephone no. ► 406-259-7531 Located at ► 2915 ILLINOIS, BILLINGS, MT ZIP+4 ► 59102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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?	<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	N/A ► <input type="checkbox"/>	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
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? If "Yes," list the years ►	<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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors
1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROYAL C. JOHNSON 2915 ILLINOIS BILLINGS, MT 59102	PRESIDENT 2.00	0.	0.	0.
SCOTT R. JOHNSON 3137 AVIEMORE COURT BILLINGS, MT 59101	SECRETARY/TREASURER 2.00	0.	0.	0.
CLARK V. JOHNSON 2909 SALES ROAD BELGRADE, MT 59741	VICE-PRESIDENT 2.00	0.	0.	0.

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

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

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

0

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

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

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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**ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION**
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	727,451.
b Average of monthly cash balances	1b	84,103.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	811,554.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	811,554.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,173.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	799,381.
6 Minimum investment return. Enter 5% of line 5	6	39,969.

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	39,969.
2a Tax on investment income for 2014 from Part VI, line 5	2a	471.
b Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	471.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	39,498.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	39,498.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	39,498.

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	32,574.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	32,574.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	32,574.

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				39,498.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			32,225.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 32,574.				
a Applied to 2013, but not more than line 2a			32,225.	
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 2014 distributable amount				349.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				39,149.
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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

N/A

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

- 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

[illegible]

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).)

ROYAL C. JOHNSON

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

NONE

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

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

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

ROYAL JOHNSON, 406-259-7531
2915 ILLINOIS, BILLINGS, MT 59102

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

CONTACT FOUNDATION

c Any submission deadlines:

CONTACT FOUNDATION

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

CONTACT FOUNDATION

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 Paid during the year				
ADULT RESOURCE ALLIANCE 1505 AVENUE D BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
AL BEDOO TRANSPORTATION FUND 1125 BROADWATER AVE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
ALBERTA BAIR THEATER ENDOWMENT PO BOX 1556 BILLINGS, MT 59103	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
BIG BROTHERS & SISTERS FOUNDATION 2624 MINNESOTA AVENUE BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
BILLINGS CLINIC FOUNDATION 2800 10TH AVE. N. BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				31,525.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

**ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION**

81-0505703

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BILLINGS FOOD BANK 2112 4TH AVE N. BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
BILLINGS MASONIC CENTER ENDOWMENT 1101 BROADWATER AVE. BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
BILLINGS PRESERVATION SOCIETY 914 DIVISION STREET BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	600.
BILLINGS SYMPHONY SOCIETY FOUNDATION 2721 2ND AVE N. #350 BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
BOYS & GIRLS CLUB OF BILLINGS 505 ORCHARD LANE BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
EAGLE MOUNT FOUNDATION 2822 3RD AVE NORTH, STE NO. 203 BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
FAMILY SERVICE INC 1824 1ST AVE N BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	400.
FAMILY TREE CENTER 2520 5TH AVE S BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
FIRST PRESBYTERIAN CHURCH 2420 13 STREET WEST BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	2,025.
FRIENDSHIP HOUSE OF CHRISTIAN 3128 8TH AVE. S. BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	600.
Total from continuation sheets				28,725.

**ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION**

81-0505703

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INSTITUTE OF PEACE STUDIES 1511 POLY DRIVE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	400.
MENTAL HEALTH FOUNDATION 1245 N 29TH STREET BILLINGS, MT 59103	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
MONTANA RESCUE MISSION 2902 MINNESOTA AVE. BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	400.
MONTANA STATE UNIVERSITY FOUNDATION 1501 S 11TH AVE BOZEMAN, MT 59717	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,000.
MSU-B FOUNDATION 1500 UNIVERSITY DRIVE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,000.
MUSEUM OF THE ROCKIES FOUNDATION 600 W KAGY BLVD BOZEMAN, MT 59717	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
PARMLY BILLINGS LIBRARY FOUNDATION 510 N BROADWAY BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	2,000.
ROCKY MOUNTAIN COLLEGE FOUNDATION 1511 POLY DRIVE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,000.
SAINT VINCENT HEALTH CARE FOUNDATION 1106 N. 30TH BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
SALVATION ARMY PO BOX 1903 BILLINGS, MT 59103	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	400.
Total from continuation sheets				

**ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SMILE NETWORK INTERNATIONAL 211 N 1ST ST #150 MINNEAPOLIS, MN 55401	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
SPECIAL K RANCH 34 SPECIAL K LANE COLUMBUS, MT 59019	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	400.
STUDENT ASSISTANCE FOUNDATION 2500 BROADWAY HELENA, MT 59601	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
UNITED WAY OF YELLOWSTONE COUNTY 2920 2ND AVENUE NORTH BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,000.
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 59807	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,000.
YELLOWSTONE ART MUSEUM FOUNDATION 401 N 27TH ST BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
YELLOWSTONE BOYS & GIRLS FOUNDATION 2050 OVERLAND AVE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	1,000.
YELLOWSTONE CASA 3203 3RD AVE N STE 203 BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
YELLOWSTONE RIVER PARKS ASSOCIATION 2409 2ND AVE N BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
ALL STATE UNIVERSITY BILLINGS 1500 UNIVERSITY DRIVE BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	2,000.
Total from continuation sheets				

**ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MT SCHOOL FOR DEAF AND BLIND 3911 CENTRAL AVE GREAT FALLS, MT 59406	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
BETTER BILLINGS FOUNDATION 1235 WEST WICKS LANE BILLINGS, MT 59105	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	300.
BIG SKY HOSPICE 123 S 27TH STREET BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
BILLINGS HEAD START 615 N 19TH ST BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
BILLINGS PUBLIC HIGH SCHOOL NEED FUND 415 N 30TH ST BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
BILLINGS STUDIO THEATRE 1500 RIMROCK ROAD BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
CHAPTER BL PEO 19 HEATHERWOOD LANE BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
RONALD MCDONALD HOUSE BILLINGS 1144 N 30TH ST BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
SCOTTISH RITE CHILDREN CLINIC 50 27TH ST WEST BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
SHRINERS HOSPITAL FOR CHILDREN 911 W 5TH AVE SPOKANE, WA 99204	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	400.
Total from continuation sheets				

**ROYAL & NORMA JOHNSON
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED CAMPUS MINISTRY 1327 ARTHUR AVENUE MISSOULA, MT 59801	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
YOUNG LIFE OF BILLINGS 2590 HOLMAN AVE STE B2 BILLINGS, MT 59102	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
YWCA 909 WYOMING AVE BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
YMCA 402 NORTH 32ND BILLINGS, MT 59101	NONE	PUBLIC CHARITY	PHILANTHROPIC PURPOSES	500.
Total from continuation sheets				

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

▶ Attach to Form 990, 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.

OMB No 1545-0047

2014

Name of the organization

ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION

Employer identification number

81-0505703

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 for 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)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization ROYAL & NORMA JOHNSON CHARITABLE FOUNDATION	Employer identification number 81-0505703
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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
<u>1</u>	<u>ROYAL C JOHNSON TRUST</u> <u>2915 ILLINOIS</u> <u>BILLINGS, MT 59102</u>	\$ <u>25,148.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization ROYAL & NORMA JOHNSON CHARITABLE FOUNDATION	Employer identification number 81-0505703
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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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

ROYAL & NORMA JOHNSON
CHARITABLE FOUNDATION

81-0505703

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 info once) ▶ \$
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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RBC CAPITAL MARKETS CORPORATION	16,793.	0.	16,793.	16,793.	
TO PART I, LINE 4	16,793.	0.	16,793.	16,793.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,450.	0.		1,000.
TO FORM 990-PF, PG 1, LN 16B	1,450.	0.		1,000.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	292.	88.		0.
TO FORM 990-PF, PG 1, LN 18	292.	88.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	49.	0.		49.
TO FORM 990-PF, PG 1, LN 23	49.	0.		49.

FORM 990-PF

CORPORATE STOCK

STATEMENT

5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M CO.200 SHS 200 SHS	16,225.	32,864.
ALLSTATE CORP 200SHS	10,625.	14,050.
AUTOMATIC DATA PROCESSING 300 SHS	10,576.	25,011.
BANK AMERICA CORP 800 SHS	21,370.	14,312.
BAXTER INTERNATIONAL INC 300 SHS	13,864.	21,987.
BROADRIDGE FINANCIAL SOL 400 SHS	7,528.	18,472.
BUNGE LTD 200 SHS	19,516.	18,182.
CONOCOPHILLIPS 200 SHS	8,553.	13,812.
DOW CHEMICAL 300 SHS	13,823.	13,683.
DUKE ENERGY CORP 900 SHS	16,264.	25,062.
ELI LILLY & CO. 200 SHS	11,019.	13,798.
EURO PACIFIC GROWTH FUND CLASS A	25,716.	25,594.
FORTUNE BRANDS INC. 200 SHS	3,092.	9,054.
GENERAL ELECTRIC 500 SHS	18,561.	12,635.
HOME DEPOT 300 SHS	12,170.	31,491.
INTEL CORP 1000 SHS	23,357.	36,290.
JOHNSON & JOHNSON 200 SHS	12,246.	20,914.
MDU RESOURCES STOCK 900 SHS	11,554.	21,150.
MEAD JOHNSON NUTRITION	8,588.	20,108.
MEDTRONIC, INC. 500 SHS	20,782.	36,100.
MICROSOFT 800 SHS	19,009.	37,160.
MOLSON COORS BREWING 400 SHS	12,930.	29,808.
NEW WORLD FUND INC NEW	26,405.	24,317.
QUALCOMM, INC. STOCK 400 SHS	13,234.	29,732.
SPECTRA ENERGY INC 150 SHS	3,840.	5,445.
TIME WARNER CABLE INC	6,383.	12,621.
TIME WARNER INC NEW	17,661.	28,445.
UNITED PARCEL SERVICE 300 SHS	17,243.	33,351.
UNITED TECHNOLOGIES CORP 200 SHS	13,568.	23,000.
VERIZON COMMUNICATIONS 400 SHS	12,507.	18,712.
WELLS FARGO & CO 1000 SHS	20,384.	54,820.
ZIMMER HOLDINGS, INC. 300 SHS	10,576.	34,026.
PHILLIPS 66 COM	2,542.	7,170.
APPLE INC	27,106.	26,491.
CDK GLOBAL INC	1,530.	4,076.
TOTAL TO FORM 990-PF, PART II, LINE 10B	490,347.	793,743.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	6
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ANNUITY LIABILITIES	10,333.	11,683.
TOTAL TO FORM 990-PF, PART II, LINE 22	10,333.	11,683.