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 05/01 , 2014, and ending 04/30, 2015

Name of foundation: JOHNSON FAMILY FOUNDATION 15-3645

A Employer identification number: 31-1542859

Number and street (or P.O box number if mail is not delivered to street address): P. O. BOX 1118, ML CN-OH-W10X

Room/suite:

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

City or town, state or province, country, and ZIP or foreign postal code: CINCINNATI, OH 45201-1118

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 14,531,512.

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	281,955.	279,271.	2,684.	STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,652,770.			
	b	Gross sales price for all assets on line 6a 5,492,351.				
	7	Capital gain net income (from Part IV, line 2)		1,652,770.		
	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)	27.		27.	STMT 5
	12	**Total.** Add lines 1 through 11	1,934,752.	1,932,041.	2,711.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 6	65,002.	58,502.		6,500.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 7	28,344.	3,554.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 8	2,873.	57.		2,816.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	96,219.	62,113.	NONE	9,316.
	25	Contributions, gifts, grants paid	647,020.			647,020.
	26	**Total expenses and disbursements** Add lines 24 and 25	743,239.	62,113.	NONE	656,336.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,191,513.			
	b	**Net investment income** (if negative, enter -0-)		1,869,928.		
	c	**Adjusted net income** (if negative, enter -0-)			2,711.	

SCANNED JAN 25 2016

RECEIVED JAN 21 2016 OGDEN, UT

JSA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2014)

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	367,254.	145,886.	145,886.
	3 Accounts receivable ▶ 4.			
	Less allowance for doubtful accounts ▶		4.	4.
	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 ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 9	9,515,773.	10,926,178.	14,385,622.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	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)	9,883,027.	11,072,068.	14,531,512.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶STOCK OPTIONS)	20,574.	21,716.	
	23 Total liabilities (add lines 17 through 22)	20,574.	21,716.	
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	9,862,453.	11,050,352.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	9,862,453.	11,050,352.	
	31 Total liabilities and net assets/fund balances (see instructions)	9,883,027.	11,072,068.	

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	9,862,453.
2 Enter amount from Part I, line 27a	2	1,191,513.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	11,053,966.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	3,614.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,050,352.

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	PUBLICLY TRADED SECURITIES			
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	5,492,351.		3,839,581.	1,652,770.
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				1,652,770.
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 1,652,770.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	374,011.	10,715,868.	0.034903
2012	300,204.	6,792,574.	0.044196
2011	311,371.	6,122,614.	0.050856
2010	287,099.	5,548,004.	0.051748
2009	246,815.	5,043,589.	0.048936

2	**Total** of line 1, column (d)	2	0.230639
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	0.046128
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	13,996,915.
5	Multiply line 4 by line 3	5	645,650.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,699.
7	Add lines 5 and 6	7	664,349.
8	Enter qualifying distributions from Part XII, line 4	8	656,336.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	37,399.
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	37,399.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	37,399.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 15,848.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 37,354.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	53,202.
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	15,803.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 15,803. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ U.S. BANK, N.A. Telephone no. ▶ (513)632-4633

Located at ▶ PO BOX 1118, ML CN-OH-W10X, CINCINNATI, OH ZIP+4 ▶ 45201-1118

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

		Line	Yes	No
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?	16		X
	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 ▶			

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.

		Line	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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ____, ____, ____, ____			
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		X
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? ☐ 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)*

			Yes	No
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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14				

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

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

Total number of other employees paid over $50,000 ▶ NONE

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
SEE STATEMENT 17		
Total number of others receiving over $50,000 for professional services ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	13,813,466.
b	Average of monthly cash balances	1b	396,600.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	14,210,066.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	14,210,066.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	213,151.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,996,915.
6	**Minimum investment return.** Enter 5% of line 5	6	699,846.

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	699,846.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	37,399.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	37,399.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	662,447.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	662,447.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	662,447.

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	656,336.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	656,336.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	656,336.

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.

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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				662,447.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			409,672.	
b Total for prior years 20 12 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009 NONE				
b From 2010 NONE				
c From 2011 NONE				
d From 2012 NONE				
e From 2013 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 656,336.				
a Applied to 2013, but not more than line 2a			409,672.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				246,664.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 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				415,783.
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)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010 NONE				
b Excess from 2011 NONE				
c Excess from 2012 NONE				
d Excess from 2013 NONE				
e Excess from 2014 NONE				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

ARLYN T JOHNSON

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

N/A

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

Check here ▶ [X] 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				
SEE STATEMENT 23				647,020.
Total ▶ 3a				647,020.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities			14	281,955.	
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			14	27.	
8 Gain or (loss) from sales of assets other than inventory			18	1,652,770.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,934,752.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,934,752.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Patricia L. Johnson Lipcon | 12/08/2015 | CO-TRUSTEE

Signature of officer or trustee | Date | Title

PATRICIA L JOHNSON LIPCON

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SCOTT MAIR, VICE PRESIDE		12/08/2015		P00365526

Firm's name ▶ US BANK N.A. — Firm's EIN ▶ 31-0841368

Firm's address ▶ PO BOX 1118, ML: CN-OH-W10X CINCINNATI, OH 45201-1118 — Phone no 513-632-4393

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
AFLAC INC	2,280.	2,280.	
AT&T INC	920.	920.	
ABBOTT LABORATORIES	572.	572.	
ABERDEEN FDS EMRGN	2,416.	2,416.	
ALLERGAN INC	60.	60.	
ALTRIA GROUP INC	7,140.	7,140.	
AMERICAN EXPRESS CO	490.	490.	
AMERICAN WATER WORKS CO INC	1,984.	1,984.	
AMERISOURCEBERGEN CORP COM	1,365.	1,365.	
AMGEN INC COM W/RTS ATTACHED EXP 03/21/2	2,358.	2,358.	
APACHE CORP COM RTS EXP 01/31/2006	525.	525.	
APPLE COMPUTER INC COM	5,264.	5,264.	
BANK OF AMERICA CORP	240.	240.	
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	3,120.	3,120.	
BECTON DICKINSON & CO COM	1,145.	1,145.	
BOSTON PPTYS INC	195.	195.	
CF INDUSTRIES HOLDINGS INC	1,000.	1,000.	
CSX CORP	1,920.	1,920.	
CATERPILLAR INC COM W/RTS EXP 12/11/2006	1,620.	1,620.	
CHEVRONTEXACO CORP COM	5,992.	5,992.	
CHURCH AND DWIGHT CO INC	3,150.	3,150.	
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	3,290.	3,290.	
CITIGROUP INC	17.	17.	
COSTCO WHSL CORP NEW	781.	781.	
CUMMINS INC.	1,748.	1,748.	
DIAGEO PLC SPONSORED ADR NEW	206.	206.	
DISNEY WALT CO	1,150.	1,150.	
DISCOVER FINL SVCS	1,440.	1,440.	
DUKE ENERGY HOLDING CORP	823.	823.	
E O G RES INC	628.	628.	
ECOLAB INC COM	1,210.	1,210.	
EMERSON ELEC CO COM W/RTS ATTACHED EXP 1	2,700.	2,700.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
EXXON MOBIL CORP	12,972.	12,972.	
FIRST AMERICAN PRIME OBLIG FUND CL Y	11.	11.	
FRONTIER COMMUNICATIONS CORP	12.		12.
GENERAL ELEC CO	5,400.	5,400.	
GENERAL MILLS INC COM W/RTS EXP 02/01/20	3,280.	3,280.	
GLENMEDE SC EQUITY PORT ADV	220.	220.	
GOLDMAN SACHS GROUP INC	330.	330.	
HARTFORD FINL SVCS GROUP INC	330.	330.	
HERSHEY FOODS CORP COM W/RTS ATTACHED EX	816.	816.	
ITT CORP	165.	165.	
ILLINOIS TOOL WKS INC	1,875.	1,875.	
INTEL CORP	3,180.	3,180.	
INTERNATIONAL BUSINESS MACHS CORP	1,540.	1,540.	
ISHARES MSCI EMERGING MARKETS ETF	3,834.	3,834.	
ISHARES MSCI EAFE ETF	10,042.	10,042.	
ISHARES MIDCAP INDEX FD	13,486.	13,486.	
ISHARES DOW JONES US REAL ESTATE ETF	26,559.	26,559.	
ISHARES CORE S P SMALL CAP ETF	2,106.	2,106.	
J P MORGAN CHASE & CO	1,040.	1,040.	
JOHNSON & JOHNSON	3,640.	3,640.	
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	792.	792.	
KIMBERLY CLARK CORP	5,440.	5,440.	
L BRANDS INC	2,448.	2,448.	
MACYS INC	1,625.	1,625.	
MASTERCARD INC	686.	686.	
MCDONALDS CORP COM	1,976.	1,976.	
MICROSOFT CORP	5,964.	5,964.	
MICROCHIP TECHNOLOGY INC COM W/RTS ATTAC	2,849.	179.	2,670.
MONDELEZ INTERNATIONAL W I	1,180.	1,180.	
FEDERATED OHIO MUNI CASH TRUST INSTL	2.		2.
NATIONAL OILWELL INC COM	2,576.	2,576.	
NEXTERA ENERGY INC	2,945.	2,945.	
NIKE INC CL B COM	936.	936.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
NOVARTIS AG SPONSORED ADR	2,335.	2,335.	
NUVEEN MID CAP GRWTH OPP FD CL I	4,911.	4,911.	
ORACLE CORP COM	3,015.	3,015.	
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	1,440.	1,440.	
PPG INDS INC	1,072.	1,072.	
PEPSICO INC COM	2,096.	2,096.	
PFIZER INC	1,196.	1,196.	
PRAXAIR INC	975.	975.	
PRECISION CASTPARTS CORP COM W/RIGHTS AT	24.	24.	
T ROWE PRICE GROUP INC	968.	968.	
PROCTER & GAMBLE CO	24,166.	24,166.	
PRUDENTIAL FINANCIAL INC	1,060.	1,060.	
QUALCOMM INC	2,520.	2,520.	
SCHLUMBERGER LTD COM	1,700.	1,700.	
LAUDUS INTERNATIONAL MARKETMASTERS	10,640.	10,640.	
SCOUT INTERNATIONAL FUND	3,902.	3,902.	
SEMPRA ENERGY	528.	528.	
SIMON PPTY GROUP INC NEW	2,650.	2,650.	
STRYKER CORP COM	1,560.	1,560.	
UNITED PARCEL SERVICE INC CL B	1,072.	1,072.	
UNITED TECHNOLOGIES CORP COM	1,770.	1,770.	
V F CORP COM W/RTS ATTACHED EXP 01/25/20	1,398.	1,398.	
VALERO ENERGY CORP	1,800.	1,800.	
VANGUARD STRATEGIC EQUITY	3,333.	3,333.	
VANGUARD TOTAL STOCK MKT IDX ADM	467.	467.	
VANGUARD SMALL CAP INDEX FUND	10,879.	10,879.	
VANGUARD TOTAL STOCK MKT INDEX FD	4,970.	4,970.	
VERIZON COMMUNICATIONS COM	1,080.	1,080.	
VISA INC	1,056.	1,056.	
WP GLIMCHER INC	28.	28.	
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	1,188.	1,188.	
WALGREENS BOOTS ALLIANCE INC	405.	405.	
WASHINGTON PRIME GROUP	155.	155.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
WELLS FARGO & CO NEW		2,870.	2,870.	
ACCENTURE PLC CL A		1,860.	1,860.	
ACE LTD		2,860.	2,860.	
	TOTAL	281,955.	279,271.	2,684.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
FEDERATED OHIO MUNI CASH TRUST INSTL	27.	27.
TOTALS	27.	27.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSES - 2%	65,002.	58,502.	6,500.
TOTALS	65,002.	58,502.	6,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	-82.	-82.
FEDERAL TAX PAYMENT - PRIOR YE	15,128.	
FEDERAL ESTIMATES - PRINCIPAL	9,662.	
FOREIGN TAXES ON QUALIFIED FOR	3,476.	3,476.
FOREIGN TAXES ON NONQUALIFIED	160.	160.
TOTALS	28,344.	3,554.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	2,816.		2,816.
OTHER NONALLOCABLE EXPENSES -	57.	57.	
TOTALS	2,873.	57.	2,816.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ABBOTT LABS	22,138.		
AMERICAN EXPRESS CO	43,851.		
AMGEN INC	53,496.	53,496.	142,119.
AT&T INC	26,402.		
BAXTER INTL INC	39,790.	39,790.	103,110.
BECTON DICKINSON & CO	34,956.	34,956.	70,435.
CHEVRON CORPORATION	52,845.	52,845.	155,484.
CHURCH AND DWIGHT INC	182,130.	121,420.	162,340.
CISCO SYS INC	46,859.	25,271.	86,490.
COSTCO WHSL CORP	94,513.		
CUMMINS INC	89,440.		
DUKE ENERGY CORP	9,928.	9,928.	20,168.
ECOLAB INC	33,684.	33,684.	111,980.
EMERSON ELEC CO	54,059.	54,059.	88,245.
EXXON MOBIL CORP	60,887.	10,304.	366,954.
GENERAL ELEC CO	6,353.		
GENERAL MILLS INC	45,835.	45,835.	110,680.
HARTFORD FINANCIAL SERVICES	19,853.		
ILLINOIS TOOL WKS INC	49,450.	49,450.	93,580.
INTEL CORP	79,423.	42,248.	65,100.
ITT CORP	5,568.		
JOHNSON & JOHNSON	70,482.	70,482.	128,960.
KIMBERLY CLARK CORP	116,236.	111,410.	175,504.
MCDONALDS CORP	44,500.		
MICROSOFT CORP	438.	292.	194,560.
OMNICOM GROUP INC	21,280.		
ORACLE CORP	37,125.	16,729.	196,290.
PEPSICO INC	52,876.	52,876.	76,096.
PRAXAIR INC	26,715.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PROCTER & GAMBLE CO	886,933.	497,483.	507,830.
T ROWE PRICE GROUP INC	80,365.		
UNITED TECHNOLOGIES CORP	64,305.		
V F CORP	58,419.	58,419.	86,916.
VERIZON COMMUNICATIONS	21,536.	21,536.	25,220.
WELLS FARGO & CO	43,470.	54,492.	121,220.
LAUDUS INTL MRKTMASTERS	503,327.	643,327.	666,734.
APACHE CORP	63,630.		
APPLE INC	105,299.	105,299.	350,420.
PHILIP MORRIS INTL	103,637.		
INTERNATIONAL BUSINESS MACHINE	78,270.		
J P MORGAN CHASE	54,353.		
IPATH DOW JONES UBS COMMODITY	74,868.		
ISHARES MSCI EMERGING	158,815.	180,405.	184,384.
QUALCOMM INC	101,879.	101,879.	102,000.
AFLAC INC	89,804.		
ALTRIA GROUP INC	110,055.	110,055.	175,175.
FRONTIER COMMUNICATIONS CORP	1,275.		
JOHNSON CONTROLS INC	78,167.		
NEXTERA ENERGY INC	28,365.	28,365.	100,930.
P P G INDS INC	33,073.	33,073.	88,624.
SIMON PROPERTY GROUP INC	61,373.	57,701.	90,745.
NUVEEN MID CAP GRWTH OPP FD	50,000.		
ALLERGAN INC	25,884.		
CATERPILLAR INC	55,292.		
DISNEY WALT CO	36,790.	36,790.	108,720.
EXPRESS SCRIPTS HLDGS	15,987.	15,987.	24,451.
SCOUT INTERNATIONAL FUND	210,000.	210,000.	216,500.
ISHARES DJ US REAL ESTATE E T	643,081.	643,081.	741,788.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ABERDEEN FDS EMERGN MKT INSTL	160,000.	160,000.	143,696.
ALNYLAM PHARMACEUTICALS INC	118,000.		
AMERICAN WATER WORKS CO INC	66,048.	66,048.	87,232.
AMERISOURCEBERGEN CORP	81,159.	81,159.	148,590.
BANK OF AMERICA CORP	62,979.		
BOSTON PPTYS INC	31,605.	31,605.	39,693.
CELGENE CORP	110,620.	110,620.	151,284.
CF INDUSTRIES HOLDING CORP	82,768.		
CITIGROUP INC	82,684.		
CSX CORP	81,858.	81,858.	108,270.
DIRECTV	78,195.	78,195.	117,917.
DISCOVER FINANCIAL SVCS	102,380.		
DREW INDUSTRIES INC	70,470.		
E O G RES INC	95,153.	95,153.	98,950.
ENTERPRISE PRODUCTS PARTNER LP	73,392.		
GILEAD SCIENCES INC	90,094.	90,094.	120,612.
GOLDMAN SACHS GROUP INC	99,927.		
INCYTE CORP	111,690.	111,690.	291,480.
L BRANDS INC	203,760.		
MACYS INC	69,815.	69,815.	84,019.
MAGELLAN MIDSTREAM PARTNERS LP	88,211.		
MASTERCARD INC	97,627.	97,627.	126,294.
MICROCHIP TECHNOLOGY INC	112,241.	21,002.	23,828.
MONDELEZ INTERNATIONAL W I	65,711.	65,711.	76,740.
NATIONAL OILWELL VARCO INC	105,815.		
NIKE INC	65,097.	65,099.	88,956.
P N C FINANCIAL SERVICES GROUP	80,534.		
PFIZER INC	66,171.		
PLAINS ALL AMER PIPELINE LP	59,484.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PRECISION CASTPARTS CORP	47,724.	47,724.	41,338.
PRUDENTIAL FINANCIAL INC	84,182.		
SEMPRA ENERGY	69,800.		
STRYKER CORP	94,106.	94,106.	110,688.
THE HERSHEY COMPANY	75,008.		
UNITED PARCEL SERVICE INC CL B	76,429.		
VALERO ENERGY CORP	72,847.	72,847.	85,350.
VISA INC	116,015.	116,015.	158,520.
WALGREENS CO	69,260.	69,260.	99,516.
YAHOO INC	101,610.		
ACCENTURE PLC CL A	54,180.		
ACE LTD	64,429.	87,735.	128,388.
DIAGEO PLC SPONSORED A D R	113,423.		
NOVARTIS AG A D R	48,736.	48,736.	89,177.
SCHLUMBERGER LTD	45,932.	45,932.	94,610.
VALEANT PHARMACEUTICALS INTE	220,000.	220,000.	433,860.
ISHARES RUSSELL MIDCAP INDEX E	152,980.	1,215,585.	1,320,473.
ISHARES MSCI EAFE ETF	136,260.	737,288.	731,610.
ACTAVIS PLC		33,550.	31,115.
VANGUARD STRATEGIC EQUITY		650,000.	674,409.
VANGUARD TOTAL STOCK MKT INDX		700,000.	713,345.
ISHARES MSCI EAFE VALUE INDEX		161,941.	166,140.
VANGUARD SMALL CAP INDEX FUND		1,000,000.	1,059,537.
GLENMEDE SC EQUITY PORT ADV		400,000.	408,179.
ISHARES CORE S P SMALL CAP ETF		376,816.	392,054.
TOTALS	9,515,773.	10,926,178.	14,385,622.

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

DESCRIPTION	AMOUNT
2014 RETURN OF CAPITAL ADJUSTMENT	2,684.
2013 RETURN OF CAPITAL ADJUSTMENT	930.
TOTAL	3,614.

STATEMENT 13

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

OFFICER NAME:
PATRICIA L JOHNSON LIPCON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
JESSE LIPCON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
GWENDOLYN KESS JOHNSON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
DAVID B HAMILTON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

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

OFFICER NAME:
CHARLOTTE JOHNSON LILLY
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
CROSLEY JOHNSON SIGMON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
JOHANNA JOHNSON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
ZACHARY JOHNSON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

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

OFFICER NAME:
LAUREN LIPCON DALE
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
SCOTT LIPCON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
TODD LIPCON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

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

NAME:
U.S. BANK, NA
ADDRESS:
425 WALNUT ST
CINCINNATI, OH 45202
TYPE OF SERVICE:
INVESTMENT MGMT
COMPENSATION .... 65,002.
COMPENSATION EXPLANATION:
INVESTMENT MANAGEMENT

TOTAL COMPENSATION: 65,002.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MISSIONSAFE A NEW BEGINNING
ADDRESS:
P.O. BOX 201060
ROXBURY, MA 02120
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
WELCOME PROJECT
ADDRESS:
530 MYSTIC AVE, #111
SOMERVILLE, MA 02145
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
YOUNG AUDIENCES OF MASSACHUSETTES
ADDRESS:
255 ELM ST, STE 302
SOMERVILLE, MA 02114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BREAK THROUGH CINCINNATI
C/O KEVIN KOLLER
ADDRESS:
6905 GIVEN RD
CINCINNATI, OH 45243
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HAMILTON LIVING WATER MINISTRY
ADDRESS:
734 SYCAMORE ST
CINCINNATI, OH 45011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,925.

RECIPIENT NAME:
CAMP STARFISH
C/O ANNE BEARDSLEY
ADDRESS:
440 TOTTEN POND ROAD
WALHAM, MA 02451
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CRAYONS FOR COMPUTERS
C/O HEATHER EGAN
ADDRESS:
1350 TENNESEE AVE
CINCINNATI, OH 45229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
BE CONCERNED
C/O SISTER MARY JENNINGS
ADDRESS:
714 WASHINGTON ST
COVINGTON, KY 41011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CRITICAL EXPOSURE
ADDRESS:
1816 12 STREET NORTHWEST
WASHINGTON, DC 20009
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNIVERSITY OF CINCINNATI FOUNDATION
ADDRESS:
P O BOX 19970
CINCINNATI, OH 45219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 21,600.

RECIPIENT NAME:
HELPING HANDS
ADDRESS:
541 CAMBRIDGE ST
BOSTON, MA 02134
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FAMILIES FIRST PARENTING PROGRAMS
ADDRESS:
99 BISHOP ALLEN DRIVE
CAMBRIDGE, MA 02139
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JOHNSON FAMILY FOUNDATION
C/O U.S. BANK - TERRY CRILLEY
ADDRESS:
425 WALNUT ST.
CINCINNATI, OH 45201
AMOUNT OF GRANT PAID .... 227,495.

RECIPIENT NAME:
MAYWEHELP ORG
ADDRESS:
7525 WOOSTER PIKE
CINCINNATI, OH 45227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SMILE MASS
ADDRESS:
66 DUDLEY ROAD
SUDBURY, MA 01776
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
INNER CITY YOUTH OPPORTUNITIES
ADDRESS:
1821 SUMMIT RD, STE 210
CINCINNATI, OH 45237
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
PARTNERS FOR YOUTH WITH
DISIBILITIES C/O LAELA VRONSKY
ADDRESS:
95 BERKELEY ST
BOSTON, MA 02116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

TOTAL GRANTS PAID: 647,020.