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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION
% ANDREW LANE

A Employer identification number
25-6357015

Number and street (or P O box number if mail is not delivered to street address)
55 exchange place suite 404

Room/suite

B Telephone number (see instructions)
(212) 343-1002

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 100052035

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 81,377,835

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,212	2,212		
	4	Dividends and interest from securities	806,293	806,293		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	787,285			
	b	Gross sales price for all assets on line 6a 22,311,788				
	7	Capital gain net income (from Part IV, line 2)		787,285		
	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)	309,952	305,351		
	12	**Total.** Add lines 1 through 11	1,905,742	1,901,141		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	212,000	10,600		201,400
	14	Other employee salaries and wages	80,000			80,000
	15	Pension plans, employee benefits	35,434	1,772		33,662
	16a	Legal fees (attach schedule)	1,899	95	0	1,804
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	546,477	330,721		215,756
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	121,469	50,978		28,113
	19	Depreciation (attach schedule) and depletion	9,654			
	20	Occupancy	105,472	5,274		100,198
	21	Travel, conferences, and meetings	76,117			76,117
	22	Printing and publications				
	23	Other expenses (attach schedule)	177,779	106,922		67,908
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,366,301	506,362	0	804,958
	25	Contributions, gifts, grants paid	3,336,050			3,336,050
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,702,351	506,362	0	4,141,008
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,796,609			
	b	**Net investment income** (if negative, enter -0-)		1,394,779		
	c	**Adjusted net income** (if negative, enter -0-)				

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	115,271	273,286	273,286
	2	Savings and temporary cash investments	4,626,775	2,289,082	2,289,082
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	18,984,554	18,999,209	20,647,390
	c	Investments—corporate bonds (attach schedule)	7,305,375	8,590,065	8,308,137
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	35,947,782	34,351,265	49,638,644
	14	Land, buildings, and equipment basis ▶ 67,577			
		Less accumulated depreciation (attach schedule) ▶ 31,920	45,311	35,657	35,657
	15	Other assets (describe ▶)	58,243	185,639	185,639
	16	**Total assets**(to be completed by all filers—see the instructions Also, see page 1, item I)	67,083,311	64,724,203	81,377,835
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 ▶)	0	79,796	
	23	**Total liabilities**(add lines 17 through 22)	0	79,796	
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	67,083,311	64,644,407	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**(see instructions)	67,083,311	64,644,407	
	31	**Total liabilities and net assets/fund balances**(see instructions)	67,083,311	64,724,203	

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	67,083,311
2	Enter amount from Part I, line 27a	2	-2,796,609
3	Other increases not included in line 2 (itemize) ▶	3	357,705
4	Add lines 1, 2, and 3	4	64,644,407
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	64,644,407

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	787,285
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 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))
2014	3,894,828	83,635,637	0 046569
2013	3,742,814	80,139,321	0 046704
2012	3,993,538	77,384,246	0 051607
2011	3,872,132	79,431,833	0 048748
2010	3,723,581	78,416,271	0 047485

2	**Total** of line 1, column (d)	2	0 241113
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 048223
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	82,269,818
5	Multiply line 4 by line 3	5	3,967,297
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,948
7	Add lines 5 and 6	7	3,981,245
8	Enter qualifying distributions from Part XII, line 4	8	4,141,008

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	13,948
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	13,948
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	13,948
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	58,146		
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	58,146
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	44,198
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 44,198 **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NY, PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶WWW JFFND ORG

14 The books are in care of ▶ANDREW LANE Telephone no ▶(212) 343-1002

Located at ▶55 EXCHANGE PLACE SUITE 404 NEW YORK NY ZIP +4 ▶100052035

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any**of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	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 2015?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all**years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

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**		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☑ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

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

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SAMANTHA E FRANKLIN 55 EXCHANGE PLACE SUITE 404 NEW YORK, NY 100052035	PROGRAM OFFICER 40 0	80,000	16,235	0

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
THE AYCO COMPANY LP po box 860 SARATOGA SPRINGS,NY 12866	ACCOUNTING	83,547
changing focus consulting inc 2540 hampshire hollow road POULTNEY,VT 05764	consulting	50,400
fidelity po box 673000 DALLAS,TX 752673000	INVESTMENT SERVICES	170,622
STATE STREET BANK PO BOX 5300 BOSTON,MA 022065300	INVESTMENT SERVICES	100,706

Total number of others receiving over $50,000 for professional services. . . . . ▶

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT	
2 UNDER INTERNAL REVENUE CODE SECTION 501(C)(3)	
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**	
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	28,888,277
b	Average of monthly cash balances	1b	4,715,191
c	Fair market value of all other assets (see instructions)	1c	49,919,190
d	**Total** (add lines 1a, b, and c)	1d	83,522,658
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	0
3	Subtract line 2 from line 1d	3	83,522,658
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,252,840
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	82,269,818
6	**Minimum investment return.** Enter 5% of line 5	6	4,113,491

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	4,113,491
2a	Tax on investment income for 2015 from Part VI, line 5	2a	13,948		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	195		
c	Add lines 2a and 2b			2c	14,143
3	Distributable amount before adjustments Subtract line 2c from line 1			3	4,099,348
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,099,348
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	4,099,348

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	4,141,008
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,141,008
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	13,948
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,127,060

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					4,099,348
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only.				4,031,916	
b Total for prior years 2013 , 2012 , 2011					
3 Excess distributions carryover, if any, to 2015					
a From 2010.					
b From 2011.					
c From 2012.					
d From 2013.					
e From 2014.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 4,141,008					
a Applied to 2014, but not more than line 2a				4,031,916	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2015 distributable amount.					109,092
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2015 *(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					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					3,990,256
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2011. . . .					
b Excess from 2012. . . .					
c Excess from 2013. . . .					
d Excess from 2014. . . .					
e Excess from 2015. . . .	0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

THOMAS PHILLIPS JOHNSON AND JANE MO

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

NA

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 email 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*				
VARIOUS - SEE ATTACHED various various, NY 10005	none	PC	general charitable purposes	3,336,050
Total . . . . ▶ **3a**				3,336,050
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			14	2,212	
4 Dividends and interest from securities. . .			14	806,293	
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.	900000	4,601	01	305,351	
8 Gain or (loss) from sales of assets other than inventory			18	787,285	
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). .		4,601		1,901,141	

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,905,742

(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)
n/a	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)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2016-11-08	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
John Sobieski III				P00642891

Firm's name ▶ The Ayco Company LP | Firm's EIN ▶

Firm's address ▶ PO Box 860 Saratoga Springs, NY 128660860 | Phone no (518) 886-4000

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PUBLICLY TRADED SECURITIES - STATE ST	P		
PUBLICLY TRADED SECURITIES - STATE ST	P		
K1 MALVERN HILLS APTS REDEMPTION	P		2015-01-29
K1 COLLEGE VIEW TOWERS REDEMPTION	P		2015-11-09
PUBLICLY TRADED SECURITIES - BERNSTEIN	P		
PUBLICLY TRADED SECURITIES - BERNSTEIN	P		
PUBLICLY TRADED SECURITIES - STATE ST 49	P		
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
360,772		356,062	4,710
2,170,480		1,752,059	418,421
2,780		0	2,780
130,064		185,522	-55,458
17,803,570		17,765,591	37,979
1,431,167		1,238,260	192,907
227,009		227,009	
			6,162

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,710
			418,421
			2,780
			-55,458
			37,979
			192,907

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES M JOHNSON 55 exchange place suite 404 NEW YORK, NY 100052035	CHAIRMAN - as needed 0	0	0	0
JESSE D JOHNSON 55 exchange place suite 404 NEW YORK, NY 100052035	TREASURER - as needed 0	0	0	0
ASA J JOHNSON 55 exchange place suite 404 NEW YORK, NY 100052035	SECRETARY - as needed 0	0	0	0
ANDREW LANE 55 exchange place suite 404 NEW YORK, NY 100052035	EXECUTIVE DIRECTOR 40 0	212,000	30,316	0
thomas p johnson jr 55 exchange place suite 404 NEW YORK, NY 100052035	president - as needed 0	0	0	0

TY 2015 All Other Program Related Investments Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNISHINGS	2012-06-30	50,454	18,020	SL	7	7,208			
OFFICE - PAINTING	2012-09-17	3,918	1,260	SL	7	560			
OFFICE IMPROVEMENT	2013-06-12	13,205	2,986	SL	7	1,886			

TY 2015 Investments Corporate Bonds Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERNSTEIN 557	8,590,065	8,308,137

TY 2015 Investments Corporate Stock Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STATE STREET 33.4 PUB TRD SEC	5,945,366	6,510,974
STATE STREET 33.3 PUB TRD SEC	13,053,843	14,136,416

TY 2015 Investments - Other Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GS DISTRESSED OPPS FUND II OFF		0	183,462
GS VINTAGE FUND III OFFSHORE		179,496	256,692
GS MEZZANINE PARTNERS 2006		142,396	202,334
WHITEHALL STREET INTL RE CORP		1,097,444	241,213
LONE CASCADE LP 293		2,014,205	2,106,570
SUMMIT ROCK FIXED INCOME		5,200,398	8,142,727
SUMMIT ROCK HEDGED EQUITY		6,472,361	7,417,905
SUMMIT ROCK DIVERSIFIED STRAT		8,275,607	10,808,846
SUMMIT ROCK SELECTED EQUITY		3,150,000	8,094,566
SUMMIT ROCK PRIVATE EQUITY		4,751,388	6,356,822
LONE CASCADE LP 515		1,810,003	1,907,088
LONE SAVIN LP		1,000,000	1,134,459
LONE PINON LP		0	2,533,201
SUMMIT ROCK PRIV EQ PORT II		257,967	252,759

TY 2015 Land, Etc. Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNISHINGS	50,454	25,228	25,226	
OFFICE - PAINTING	3,918	1,820	2,098	
OFFICE IMPROVEMENT	13,205	4,872	8,333	

TY 2015 Legal Fees Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,899	95		1,804

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TY 2015 Other Assets Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
COLLEGE VIEW TOWERS	-1,664	0	0
GIRARD TOWERS ASSOCIATES	33,981	36,962	36,962
DENNIS SCHILL MANOR ASSOCIATES	1,734	2,493	2,493
SECURITY DEPOSIT	24,192	24,192	24,192
ACCRUED INT PAID CARRYOVER	0	1,621	1,621
K1 DISTRIBUTION RECEIVABLE	0	120,371	120,371

TY 2015 Other Expenses Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	1,813	91		1,722
MEMBERSHIP FEES	11,350			11,350
STATE FILING FEES	2,185			
TELEPHONE/FAX/INTERNET	4,578	229		4,349
PROGRAM EXPENSES	14,594			14,594
TECHNOLOGY	17,876	894		16,982
INSURANCE	9,363	468		8,895
SUBSCRIPTIONS	450			450
UTILITIES	8,675	434		8,241
PORTFOLIO DEDUCTIONS FROM K1S	104,710	104,710		
INVESTMENT FEES	96	96		
OTHER BANK FEES	764			
REGISTRATION FEES	1,325			1,325

TY 2015 Other Income Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
college view towers ltd	187,065	187,065	
LONE CASCADE LP 515	9,656	9,656	
LONE CASCADE LP 293	8,742	8,742	
summit rock priv eq ii	845	845	
OTHER INCOME - HEDGE FUNDS	98,925	98,925	
COLLEGE VIEW TOWERS - RENTAL INCOME	118	118	
GIRARD TOWERS ASSOCIATES - RENTAL INCOME	3,860		
DENNIS SCHILL MANOR - RENTAL INCOME	741		

TY 2015 Other Increases Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Description	Amount
NONTAXABLE EQUITY ADJUSTMENT	357,705

TY 2015 Other Liabilities Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Description	Beginning of Year - Book Value	End of Year - Book Value
SALES PURCHASE PENDING	0	76,651
CREDIT CARD PAYABLE	0	3,145

TY 2015 Other Professional Fees Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHANGING FOCUS CONSULTING, INC	50,400			50,400
THE AYCO COMPANY, LP	83,547	20,887		62,660
JANE T JOHNSON	36,000			36,000
KATHLEEN STURGEON	36,000			36,000
OTHER CONSULTANTS	30,696			30,696
ACCOUNT MANAGEMENT FEES	302,181	302,181		
GS HEDGE FUND MANAGEMENT FEES	7,653	7,653		

TY 2015 Taxes Schedule

Name: THE THOMAS PHILLIPS AND jane moore JOHNSON FOUNDATION

EIN: 25-6357015

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	49,498	49,498		
FEDERAL TAXES	42,378			
PAYROLL TAXES	29,593	1,480		28,113

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION

Agreement of Trust

Between

Thomas Phillips Johnson and Jane Moore Johnson,

as Donors,

and

Thomas Phillips Johnson, Jane Moore Johnson, Thomas P. Johnson, Jr., James M. Johnson, Jesse D. Johnson, Winifred Johnson Clive,

as Trustees

AMENDMENT AND RESTATEMENT OF
AGREEMENT OF TRUST DATED DECEMBER 1, 1990

Dated: October 16, 2015

WHEREAS by an Agreement dated December 1, 1990, Thomas Phillips Johnson and Jane Moore Johnson (hereinafter referred to as the "Donors"), transferred certain property in trust to Thomas Phillips Johnson, Jane Moore Johnson, Thomas P Johnson, Jr., James M. Johnson, Jesse D Johnson, and Winifred Johnson Clive, as Trustees, to create The Thomas Phillips and Jane Moore Johnson Foundation; and

WHEREAS Asa J Johnson, James M. Johnson, Jesse D. Johnson and Thomas P. Johnson, Jr. are presently serving as Trustees of said trust (said Asa J. Johnson, James M Johnson, Jesse D. Johnson and Thomas P. Johnson, Jr. or their successors being hereinafter referred to as the "Trustees"); and

WHEREAS Article VIII of said Agreement, as amended to date, provides in relevant part as follows·

> "(1) Amendment of this Agreement. This Agreement may be amended with the approval of not less than two-thirds of the Trustees, but no amendment shall alter the general character of the Foundation as one organized and operated exclusively for religious, charitable, scientific, literary and educational purposes."

WHEREAS pursuant to Article VIII of said Agreement, the Trustees unanimously agreed to amend certain provisions of said Agreement, and amended said Agreement by acknowledged instruments in writing dated April 24, 1991 and February 22, 2001; and

WHEREAS the Trustees now wish to exercise the right reserved to them pursuant to said Article VIII, and to amend and restate said Agreement in its entirety.

NOW, THEREFORE, pursuant to the provisions of said Article VIII, the Trustees hereby amend said Agreement and restate the same, so that what were formerly Articles I through VIII thereof henceforth shall read as follows.

Article 1.
Creation of the Foundation

The Trustees hold property heretofore granted to them and their predecessors by the Donors and their descendants. The Trustees in their discretion are hereby empowered to accept additional gifts from any person or corporation whether by gift or Will. Such initial gift and any additions thereto including income, accumulation and all investments and reinvestments of any proceeds thereof shall constitute THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION, also known as THE JOHNSON FAMILY FOUNDATION (hereinafter called the "Foundation"). The Trustees hereby accept such Foundation, acknowledge receipt of the initial gift and declare that they hold the Foundation in trust upon the terms and conditions of this Agreement.

Article 2.
Purposes of the Foundation

A. The Foundation is created and shall be governed by the laws of the Commonwealth of Pennsylvania and is organized and shall be operated solely and exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code. The Donors request but do not direct the Trustees to consider especially those Section 501(c)(3) organizations to which they have contributed during their lifetime

B. Without limiting the total discretion of the Trustees, but for their thoughtful consideration, the Donors' primary charitable interests have been.

1. Academic and Educational institutions, such as Rollins College, Winter Park, Florida; Bethany College, Bethany, West Virginia; and Phillips University, Enid, Oklahoma;

2. Churches and Religious areas, such as the First Christian Church,

New Castle, Pennsylvania; Central Christian Church, Orlando, Florida, and East Liberty Presbyterian Church, Pittsburgh, Pennsylvania;

3. Various organizations promoting Conservation and Preservation of the Environment and Wildlife, such as the Western Pennsylvania Conservancy;

4. Various institutions to assist the poor and needy, such as the Pittsburgh Association for the Improvement of the Poor;

5. Various institutions to address the problem of the aging and the study of such problems;

6. Entities that are involved in Drug and Alcohol Rehabilitation, Substance Abuse Education, and Emotional Growth Education; and

7 Charitable organizations and Museums engaged in the preservation, display and acquisition of works of Literature, Arts and Culture.

C. In making distributions pursuant to this Agreement, the Donors recommend that the Trustees give priority consideration to the institutions described in Paragraph B of this Article and/or to institutions of comparable scope and purpose

Article 3.
Restrictions Regarding the Operation and Administration of the Foundation

A. No part of the net income or principal of the Foundation shall inure to the benefit of the Donors, the Trustees or their successors, or any of them, or any private shareholder or individual

B. No part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, or of otherwise engaging in activities which may characterize the Foundation as an "action" organization as defined in the regulations issued under Section 501(c)(3) of the Code.

C Any contribution or gift made to the Foundation by a corporation shall be used by the Trustees exclusively for the charitable purposes specified in Article 2 hereof only within the United States or any of its possessions.

D The Trustees shall not engage in any transaction which might be regarded as a "prohibited transaction" within the meaning of the Code, nor in any transaction under which any part of the income or principal of the Foundation would be --

1. loaned, without the receipt of adequate security and a reasonable rate of interest, to;

2. paid as compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;

3. used to make any part of the services of the Foundation available on a preferential basis, to

4. used to make any purchase of securities or any other property for more than adequate consideration in money or money's worth, to; or

5. used to engage in any transaction which results in any diversion of its income or principal to

(i) the Donors; (ii) any person who has made a contribution to the Foundation; (iii) a member of the family of any person who has made a contribution to the Foundation; or (iv) any corporation in which the Donors or any such person has any interest (including that of a stockholder, creditor, director or officer) whatsoever.

E. No accumulation of income during any year which is not paid out by the end of such year shall be permitted --

1. which would be unreasonable in amount or duration in light of the purposes of the Foundation (as defined in Article 2 hereof),

2 for use for purposes or functions other than the purposes of the Foundation (as defined in Article 2 hereof), or

3. for investment in such a manner as to jeopardize the carrying out of the purposes of the Foundation (as defined in Article 2 hereof).

F. In no event and under no circumstances shall the Trustees make any distribution, engage in any activity or enter into any transaction whatsoever the effect of which under applicable federal laws, then in force, shall cause the Foundation to lose its status as an organization exempt from federal income taxation or as an organization contributions to which are deductible in computing the net income of the contributor for purposes of federal income taxation, or which would cause for any reason the income of the Foundation to be attributable to the Donors of the Foundation for purposes of federal income taxation.

G Notwithstanding anything to the contrary contained herein, the Trustees shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, shall not make any payments or engage in any activities that would constitute taxable expenditures, as defined in Section 4945(d) of the Code, and shall make distributions at such time and in such manner as not to subject the trust to tax under Section 4942 of the Code. Except as set forth in the foregoing sentence, nothing in this Agreement shall be construed to restrict the Trustees from investing the trust assets in a manner that could result in the annual realization of income or gain from the sale or disposition of trust assets

H. The reference herein to specific sections of the Code shall include corresponding provisions of any subsequent federal tax laws.

Article 4.
Distributions

A The Trustees shall receive all gifts and donations and shall collect the gross income of the Foundation. After paying the expenses of the Foundation, the Trustees shall distribute from time to time such portions or the whole of the new income and/or principal in such manner within the purposes of the Foundation (as defined in Article 2 hereof) as the Trustees shall, in the exercise of discretion (except as provided in Paragraph G of Article 3 hereof), determine. At the end of each year any net income not paid out shall be added to the principal of the Foundation.

B. The Trustees may amend this Agreement so as to require the income from the Foundation to be distributed annually for the purposes of the Foundation (as defined in Article 2 hereof) Such amendment shall be by an instrument in writing signed by the Trustees, which shall be kept attached to the executed original of this Agreement held by the Trustees Such an amendment, if made, shall be irrevocable

Article 5.
Trustees

A. The Trustees hereinbefore named shall have the power, from time to time and at any time, to increase or decrease the number of Trustees, but at no point shall there be fewer than two (2) Trustees. To the extent possible, at least one descendant of Grace Phillips Johnson should be named to continue to serve as a Trustee hereunder. An individual, bank or trust company may be appointed as successor Trustee or an additional Trustee

B. The appointment of a successor Trustee or additional Trustee shall be by an Instrument of Appointment as Trustee and Acceptance of Trusteeship, signed by all of the Trustees making the appointment and signed and acknowledged by the successor or additional Trustee, and such Instrument shall be kept attached to the executed original of this Agreement held by the Trustees.

C. Each Trustee who is a descendant of Grace Phillips Johnson (a "Descendant Trustee") shall serve for life or until his or her earlier resignation or incapacity. Notwithstanding any provision of this Agreement to the contrary, a Descendant Trustee may be appointed only by two-thirds vote of the Descendant Trustees, if any.

D. If any Trustee is appointed who is not a descendant of Grace Phillips Johnson (a "Non-Descendant Trustee"), he, she or it shall serve until the first to occur of (1) December 31 of the calendar year in which he, she or it is appointed (unless he, she or it is appointed to an additional term) or (2) his, her or its resignation, incapacity, death or removal. Notwithstanding any provision of this Agreement to the contrary, each Non-Descendant Trustee may be appointed only by two-thirds vote of the Descendant Trustees, if any, and shall be subject to removal by two-thirds vote of the Descendant Trustees, if any

E. Every successor Trustee and every additional Trustee, upon his, her or its acceptance of appointment as hereinbefore provided and without the necessity of any act of transfer or action by any court, shall become vested with title to the Foundation assets jointly with the other Trustees or Trustee and become vested with and have all the same powers and obligations as if he or she were a party to this Agreement.

F. If at any time there shall be no Descendant Trustees to exercise the rights of appointment, election or removal specified in this Agreement, such rights may be exercised by two-thirds vote of the Trustees then in office.

G. No bond or other security shall be required of the Trustees named in this Agreement, or any successor Trustees, or of any additional Trustees

H The Trustees or Trustee for the time being in office shall have full authority to act even though a vacancy or vacancies exist

I Except as otherwise provided in this Agreement, (1) if the number of Trustees in office is less than three (3), the action of all Trustees shall be required in order to act upon any matter affecting the Foundation and (2) if the number of Trustees is three (3) or more, the action of a majority shall be sufficient in order to act with respect to any matter affecting the Foundation; provided, however, that (A) any Trustee in office may from time to time, by an instrument in writing, signed by him, her or it, delegate to any one or more of the other Trustees his, her or its authority to act either generally or specifically with respect to any matter or matters affecting the Foundation and may, by an instrument in writing signed by him, her or it, recall and revoke any such delegation and (B) no such delegation may be made by a Descendant Trustee to a Non-Descendant Trustee with respect to any matter over which only Descendant Trustees have authority under this Agreement The instruments referred to in the previous sentence shall be kept attached to the executed original of this Agreement held by the Trustees.

J. Any Trustee may resign at any time by an instrument in writing signed by him or her delivered to the remaining Trustees or Trustee, and such writing shall be kept attached to the executed original of this Agreement held by the Trustees.

K. The Trustees shall have the power to select the time and place for their meetings (which may be held by conference telephone); provided, however, that the Trustees should attempt to meet at least annually

L. The Descendant Trustees shall elect, annually, one of the Trustees as Chair to act as presiding officer, and one of the Trustees as Secretary who shall maintain and have custody of the records of the Foundation including minutes of each meeting of the Trustees. The Descendant Trustees shall elect such other officers as they in their discretion decide are desirable All officers shall be entitled to re-election

M. The Trustees, other than a corporate Trustee in the event one be appointed, shall serve without compensation, but can be reimbursed for necessary and reasonable expenses including travel and lodging to attend meetings or examine into the worthiness of prospective recipients In the event a corporate Trustee is appointed, the Trustees shall have the power to enter into an agreement with it concerning its compensation and the other terms and conditions of its service A corporate Trustee shall not be entitled to any commission for paying out trust principal to its successor.

Article 6.
Powers and Duties of Trustees

The Trustees shall be custodians of the assets of the Foundation, shall be responsible for the investment and reinvestment of the property constituting the Foundation, shall keep accounts and shall prepare annual statements showing all transactions, and in the performance of such duties they shall have, in extension and not in limitation of the powers given them by law or other provisions of this Agreement, the following rights and powers with respect to the Foundation and its property, in each case to be exercised from time to time in their discretion without order or license of court; provided that the powers and discretions herein given to the Trustees are exercisable by them only in a fiduciary capacity in furtherance of the purposes of the Foundation (as defined in Article 2 hereof) and not otherwise:

1. Retention or Disposition of Property The Trustees may retain any or all of the property transferred in trust to them, regardless of the character of such property or whether investment in such property is authorized by law for fiduciaries, and without any duty to diversify the character of investments, for such time as they may deem advisable and may dispose of such property by sale or exchange or otherwise as and when they may deem it advisable so to do

2. Investments. The Trustees may make such investments and reinvestments of principal and accumulated income and in such proportions as they may in their discretion consider proper without regard to whether such investments are authorized by law for fiduciaries, it being the intent of the Donors

to give the Trustees the broadest powers of investment without any duty to diversity any investments.

3. Exercising Rights of a Security Holder. The Trustees may, with respect to any stocks, bonds or other securities held by them hereunder, exercise voting rights; give general or special proxies or powers of attorney with or without power of substitution; exercise any conversion, purchase, subscription right or other option and make any payment incidental thereto; consent to and otherwise participate in corporate reorganizations and other changes affecting corporate securities; delegate discretionary powers; pay any assessments or charges; and generally exercise any of the powers of a holder with respect thereto.

4. Form of Securities. The Trustees may hold all or any of the stocks, bonds, notes, mortgages, or other property in bearer form, in the name of the Trustees of the Foundation, in the name of some other person or corporation, or in the name of a nominee, with or without disclosing the fiduciary relation and the liability of the Trustees shall be neither increased nor decreased thereby.

5 Adjustment of Claims. The Trustees may litigate, arbitrate, compromise, abandon or otherwise adjust claims in favor of or against the Foundation.

6. Real Estate. The Trustees may purchase, hold, lease, improve, develop and manage real estate; may construct, alter or repair building structures on real estate; may settle boundary lines and easements and other rights with respect to real estate; and may partition and join with co-owners and others in dealing with real estate in any way

7. Power of Sale The Trustees may sell any property, real or personal, publicly or privately, for such considerations and upon such terms and conditions as they shall deem advisable, without liability on the part of the purchaser to see to the application of the purchase money, and may grant options with respect thereto for such periods, upon such terms and conditions and for such considerations as they shall deem advisable.

8 Written Agreements. The Trustees may make, execute, acknowledge and deliver any and all documents of transfer and conveyance and any or all other instruments that may be necessary or appropriate in the administration of the Foundation

9 Depository and Checks The Trustees are authorized to select a depository for moneys belonging to the Foundation, and to designate the individual or individuals authorized to sign or endorse checks for deposit or withdrawal of such funds.

10 Principal and Income In determining what is the income and what is the principal, the Trustees shall, so far as possible, follow the law relating to this subject contained in the Commonwealth of Pennsylvania as the same may

exist from time to time. However, in the event of the absence of any applicable provision of the law, the Trustees shall have the absolute discretion to make such determination of what is income and what is principal of the Foundation in good faith, as the Trustees may deem proper and advisable under the circumstances, and such determination shall be conclusive.

11. Annual Account. The Trustees shall render a correct accounting at the end of each and every calendar year during the existence of the Foundation, which accounting shall show the correct amount of income and disbursements during such year, together with a description of the principal of the Foundation.

12. Liability. The Trustees, in carrying out the powers and performing the duties of this Agreement, shall act in their sole and uncontrolled discretion, and shall be liable only for actual fraud, bad faith or neglect of duty.

13 Inquiry. No one dealing with the Trustees need inquire concerning the validity of anything they purport to do. No one dealing with the Trustees need see to the application of anything paid or transferred to or upon the order of the Trustees.

14. Incorporation. The Trustees may cause a corporation to be organized solely for religious, charitable, scientific, literary and educational purposes, or any of them, all within the meaning of Section 501(c)(3) of the Code, which corporation shall qualify as an organization exempt from federal income taxation, and may transfer all or any part of the assets of the Foundation to such corporation subject to all of the provisions of this Agreement.

15 Agents The Trustees may in their discretion appoint or employ one or more agents or employees to obtain information and to guide and counsel them in the administration of the Foundation and such agents or employees may be reasonably compensated for their services from the assets of the Foundation

16 Character of Distributions. The Trustees may make distributions solely and exclusively for the purposes of the Foundation (as defined in Article 2 hereof) of income or principal in cash or in kind or partly in cash and partly in kind.

17. Terms of Gifts. The Trustees shall receive all gifts and donations made to them either by deed, Will or otherwise, upon such terms as shall be directed by any testator or donor; provided, however, that the Trustees shall reserve the right to decline any gift or any part thereof which, in the Trustees' discretion, shall not be properly available for, or not consistent with, the general purposes of the Foundation.

Article 7.
Amendment, Adaptation and Termination

A. Amendment of this Agreement by Descendant Trustees This Agreement may be amended with the approval of not less than two-thirds of the Descendant Trustees, if any, or if no Descendant Trustee shall then be serving, with the approval of not less than two-thirds of the Trustees, provided, however, that (A) no amendment shall alter the general character of the Foundation as one organized and operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) the Code and (B) that no amendment may be made when there are no Descendant Trustees in office unless there shall be either (i) no descendant of Grace Phillips Johnson who is then living and not incapacitated or (ii) written consent of those descendants of Grace Phillips Johnson who are then living and not incapacitated and who constitute at least two-thirds of the members of the senior generation of such descendants in which any member is then living and not incapacitated

B. <u>Amendment of this Agreement to Comply with Code</u>. Notwithstanding the foregoing, the Trustees are hereby specially empowered to amend this Agreement to comply with the requirements of the Code, if the same shall be necessary to maintain the Foundation's status as an organization exempt from taxation within the meaning of Section 501(a) of the Code and as an organization contributions to which are deductible by the contributor within the meaning of Section 170(c) of the Code.

C. <u>Changed Conditions</u>. In the event that changed conditions, laws or judicial decisions shall make it necessary or advisable in the future to abandon or change the plan or mode of administration of the Foundation, the Trustees shall, and they are hereby authorized and empowered to manage and use the property of the Foundation so as to carry out, as nearly as possible in conformity with law, the purposes expressed in Article 2 hereof Each and every provision hereof shall be regarded and construed as so far independent of any other provision that if it shall be determined that any provision shall be invalid, such determination shall not affect the validity of any of the remaining provisions, and the funds shall be administered to carry out as far as possible the purposes set forth herein, in accordance with the remaining valid provisions

D. Duration. The term of the Foundation shall be perpetual or for the longest period of time permitted by the laws of the Commonwealth of Pennsylvania, except as herein provided in Paragraph E of this Article 7.

E. Termination of the Foundation. The Foundation shall terminate if either (i) all of the income and principal hereof has been distributed by the Trustees, as authorized pursuant to Article 4 hereof, or (ii) the Descendant Trustees terminate the Foundation by a written instrument to that effect signed by not less than two-thirds of the Descendant Trustees then serving. Should any assets be remaining in the Foundation at such termination, the Trustees shall dispose thereof by distributing the same to any organization or organizations which the Trustees shall, in the exercise of discretion, select, and which shall be organized exclusively for religious, charitable, scientific, literary or educational purposes, and which shall have qualified as an organization exempt from taxation within the meaning of Section 501(a) of the Code, and as an organization contributions to which are deductible by the contributor within the meaning of Section 170(c) of the Code

F Execution in Counterparts. This Agreement may be executed in separate counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same document.

Article 8.
Miscellaneous

A. Article headings herein are for convenience of reference only and shall have no force or effect.

B. As used in this Agreement, the term "discretion" shall mean the widest discretion which it shall be legally permissible for a fiduciary to exercise

C. As used in this Agreement, the term "Code" shall mean the United States Internal Revenue Code of 1986, as amended from time to time, or any future Internal Revenue Code, and each reference to a chapter of the Internal Revenue Code shall be deemed to include future amendments to such chapter as well as comparable provisions of future Internal Revenue laws.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of Oct 16, 2015.

ASA J. JOHNSON	WITNESS
JAMES M. JOHNSON	WITNESS
JESSE D. JOHNSON	WITNESS
THOMAS P. JOHNSON, JR.	WITNESS

The Thomas Phillips and Jane Moore Johnson Foundation
Part XV - Additional information, Line 3a - Grants paid in 2015

Legal Name	City	State	Tax Status 1	Tax Status 2	Project Title	Amount
1% for the Planet	Waitsfield	VT	501c(3)	509a(1)	general operating support	$ 40,000
Ah Haa School for the Arts	Telluride	CO	501c(3)	509a(1)	scholarships	$ 15,000
American Civil Liberties Union Foundation	New York	NY	501c(3)	509a(1)	limiting religious exemptions	$ 25,000
American Foundation for Suicide Prevention	New York	NY	501c(3)	509a(1)	SOGI data collection	$ 50,000
Ayco Charitable Foundation	Albany	NY	501c(3)	509a(1)	donor-advised fund	$ 575,000
Bethany College	Bethany	WV	501c(3)	509a(1)	student recruitment strategies	$ 50,000
Blue Engine	New York	NY	501c(3)	509a(1)	Design Team	$ 28,000
Center for American Progress	Washington	DC	501c(3)	509a(1)	LGBT Progress project	$ 50,000
Center for Popular Democracy	New York	NY	501c(3)	509a(1)	parent engagement	$ 25,000
Center for Rural Affairs	Washington	DC	501c(3)	509a(1)	National Sustainable Agriculture Coalition	$ 25,000
CenterLink	Fort Lauderdale	FL	501c(3)	509a(2)	LGBT Mental Health Initiative	$ 200,000
College for Every Student	Essex	NY	501c(3)	509a(1)	general operating support	$ 25,000
Common Cause	Washington	DC	501c(3)	509a(1)	general operating support	$ 25,000
Consortium of Universities for the Advancement of Hydrologic Science	Medford	MA	501c(3)	509a(1)	Let's Talk About Water events	$ 13,050
Every Voice Center	Washington	DC	501c(3)	509a(1)	general operating support	$ 30,000
Funders for Lesbian and Gay Issues	New York	NY	501c(3)	509a(1)	general support and capacity building	$ 50,000
Gay & Lesbian Advocates & Defenders	Boston	MA	501c(3)	509a(1)	Our Tomorrow	$ 25,000
Gay & Lesbian Leadership Institute	Washington	DC	501c(3)	509a(1)	Congressional Internship program	$ 30,000
Gill Foundation	Denver	CO	501c(3)	private non-operating foundation	Movement Advancement Project	$ 50,000
Girls Educational and Mentoring Services	New York	NY	501c(3)	509a(1)	general operating support	$ 35,000
GLSEN	New York	NY	501c(3)	509a(1)	general operating support	$ 75,000
Infact	Boston	MA	501c(3)	509a(1)	"Stop the Other NRA" initiative	$ 25,000
International Film Seminars	New York	NY	501c(3)	509a(2)	general operating support	$ 25,000
Just Food	New York	NY	501c(3)	509a(1)	market planning	$ 25,000
Lambda Legal Defense and Education Fund	New York	NY	501c(3)	509a(1)	Law and Policy Project	$ 25,000
National Center for Lesbian Rights	San Francisco	CA	501c(3)	509a(1)	BornPerfect Campaign	$ 25,000
North Star Fund	New York	NY	501c(3)	509a(1)	Sustaining Activism's Impact	$ 150,000
Phillips Exeter Academy	Exeter	NH	501c(3)	509a(1)	A Johnson '98 Financial Aid Fund	$ 50,000
Pinhead Institute	Telluride	CO	501c(3)	509a(1)	general operating support	$ 25,000
Pirates Charities	Pittsburgh	PA	501c(3)	509a(1)	youth leadership development programs	$ 25,000
Practice Makes Perfect	New York	NY	501c(3)	509a(1)	general operating support	$ 25,000
Preservation Trust of Vermont	Burlington	VT	501c(3)	509a(1)	general support and Vermont Marble Museum	$ 30,000
Proteus Fund	Amherst	MA	501c(3)	509a(1)	Democracy Initiative and Piper Fund	$ 75,000
Public Citizen Foundation	Washington	DC	501c(3)	509a(1)	political spending disclosure campaign	$ 25,000
Research Foundation of CUNY	New York	NY	501c(3)	509a(1)	Better Food Jobs for a Healthier City project	$ 25,000

The Thomas Phillips and Jane Moore Johnson Foundation
Part XV - Additional information, Line 3a - Grants paid in 2015

Legal Name	City	State	Tax Status 1	Tax Status 2	Project Title	Amount
Riverlife	Pittsburgh	PA	501c(3)	509a(1)	general operating support	$ 25,000
Rollins College	Winter Park	FL	501c(3)	509a(1)	scholarships and LGBT leadership development	$ 50,000
Rutland Area Farm and Food Link	Rutland	VT	501c(3)	509a(1)	general operating support	$ 25,000
San Miguel Resource Center	Telluride	CO	501c(3)	509a(1)	general operating support	$ 25,000
Story of Stuff Project	Berkeley	CA	501c(3)	509a(1)	Citizen Muscle Boot Camp program	$ 25,000
Telluride Foundation	Telluride	CO	501c(3)	509a(1)	general support, donor-advised fund, Telluride Medical Center, Telluride Venture Accelerator	$ 480,000
Telluride Mountain School	Telluride	CO	501c(3)	509a(1)	general operating support and scholarships	$ 150,000
The Retreat	East Hampton	NY	501c(3)	509a(1)	general operating support	$ 25,000
Tides Center	San Francisco	CA	501c(3)	509a(1)	National Farm to School Network	$ 25,000
True Colors Fund	New York	NY	501c(3)	509a(2)	Forty to None Project	$ 25,000
U S Public Interest Research Group Education Fund	Washington	DC	501c(3)	509a(1)	small donor empowerment in DC	$ 25,000
UCLA Foundation	Los Angeles	CA	501c(3)	509a(1)	Williams Institute	$ 40,000
Underground Development Foundation	New York	NY	501c(3)	509a(1)	Lowline Lab	$ 20,000
Vermont Community Foundation	Middlebury	VT	501c(3)	509a(1)	donor-advised funds, Permanent Fund for Vermont's Children, Samara Fund	$ 335,000
Vermont Journalism Trust	Hinesburg	VT	501c(3)	509a(1)	VTDigger	$ 25,000
Vermont Law School	South Royalton	VT	501c(3)	509a(1)	law clinic and media fellowships	$ 40,000
TOTAL GRANT PAYMENTS						**$ 3,336,050**

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION
EIN 25-6357015

Attachment to the 2015 Form 990-PF
Return of Private Foundation
Calendar Year-End 12/31/2015

Statement Required by Reg. 53.4945-5(d)

Information with respect to Expenditure Responsibility Grants

Part VII-B, Line 5(a)(4)
Statement of Expenditure Responsibility

Name and Address of Grantee
Gill Foundation
2215 Market Street
Denver, CO 80205

Date of Grant
June 16, 2015

Amount of Grant
$50,000

Purpose of Grant
General support for the Movement Advancement Project, a think tank that produces and disseminates research aimed at increasing the productivity of investments in the Lesbian, Gay, Bisexual and Transgender movement.

Amount Expended by Grantee
$50,000 of the grant was spent during the calendar year 1/1/2015 through 12/31/2015.

Diversion of Funds
To the Foundation's knowledge, and based on the report furnished by the grantee, the grantee has not diverted any portion of the funds from the purpose of the grant.

Reports Received
On June 14, 2016, the grantee provided the Foundation with a final report with respect to all expenditures made from the grant funds and indicating the progress made toward the goals of the grant.