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 **2015** Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation
THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

A Employer identification number 36-7228534

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
REBECCA A STEINER 1230 FOX LAKE DRIVE

B Telephone number 618 467-0717

City or town, state or province, country, and ZIP or foreign postal code
GODFREY, IL 62035

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)* ▶$ 3,911,860.
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))

		(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	123,969.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	70,361.	43,804.	70,361.	STATEMENT 1
	4 Dividends and interest from securities	33,813.	33,813.	33,813.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-10,829.			
	b Gross sales price for all assets on line 6a 1,819,323.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	217,314.	77,617.	104,174.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	2,663.	0.	0.	0.
	b Accounting fees				
	c Other professional fees STMT 4		61,816.		
	17 Interest				
	18 Taxes STMT 5		1,086.		
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,663.	62,902.	0.	0.
	25 Contributions, gifts, grants paid	3,338,485.			3,338,485.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,341,148.	62,902.	0.	3,338,485.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-3,123,834.			
	b **Net investment income** (if negative, enter -0-)		14,715.		
	c **Adjusted net income** (if negative, enter -0-)			104,174.	

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523501 11-24-15 LHA **For Paperwork Reduction Act Notice, see instructions.** G77 Form **990-PF** (2015)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	220,063.	153,631.	153,631.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	1,203.		
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 6	1,797,559.	878,788.	861,765.
	b	Investments - corporate stock STMT 7	3,601,069.	1,844,790.	2,523,714.
	c	Investments - corporate bonds STMT 8	696,454.	379,857.	372,750.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	64,552.	0.	0.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,380,900.	3,257,066.	3,911,860.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	6,380,900.	3,257,066.	
	30	**Total net assets or fund balances**	6,380,900.	3,257,066.	
	31	**Total liabilities and net assets/fund balances**	6,380,900.	3,257,066.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,380,900.
2	Enter amount from Part I, line 27a	2	-3,123,834.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,257,066.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,257,066.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,819,323.		1,830,152.	-10,829.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-10,829.

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	-10,829.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	-82,286.

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))
2014	506,768.	7,868,486.	.064405
2013	484,557.	7,313,211.	.066258
2012	436,609.	6,809,479.	.064118
2011	419,015.	6,831,693.	.061334
2010	421,199.	6,511,084.	.064690

2	**Total** of line 1, column (d)	2	.320805
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	.064161
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	0.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	147.
7	Add lines 5 and 6	7	147.
8	Enter qualifying distributions from Part XII, line 4	8	3,338,485.

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	147.
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	0.
3 Add lines 1 and 2			3	147.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	147.
6 Credits/Payments:				
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a			
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	6,000.
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	5,853.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 0. **Refunded** ▶			11	5,853.

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		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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	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) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2015 or the taxable year beginning in 2015 (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

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

			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 ▶ REBECCA A. STEINER Telephone no. ▶ 618-467-0717

Located at ▶ 1230 FOX LAKE DRIVE, GODFREY, IL ZIP+4 ▶ 62035

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. 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)? N/A	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 2015?	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 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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	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 2015?	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)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

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
REBECCA A. STEINER 1230 FOX LAKE DRIVE GODFREY, IL 62035	DIRECTOR/SEC/TREASURER 5.00	0.	0.	0.
CATHERINE E. JOHNSON 3122 N. E. 13TH AVENUE PORTLAND, OR 97212	DIRECTOR/PRESIDENT 1.00	0.	0.	0.
RUTH PIVAR 5506 WEST LAKE DRIVE WEST BEND, WI 53095	DIRECTOR 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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	0.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 147.		
b	Income tax for 2015. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	147.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	0.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	0.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	0.

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	3,338,485.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,338,485.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	147.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,338,338.

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				0.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 99,663.				
b From 2011 84,280.				
c From 2012 101,323.				
d From 2013 126,068.				
e From 2014 119,556.				
f **Total** of lines 3a through e	530,890.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 3,338,485.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				0.
e Remaining amount distributed out of corpus	3,338,485.			
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	3,869,375.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	99,663.			
9 **Excess distributions carryover to 2016** Subtract lines 7 and 8 from line 6a	3,769,712.			
10 Analysis of line 9:				
a Excess from 2011 84,280.				
b Excess from 2012 101,323.				
c Excess from 2013 126,068.				
d Excess from 2014 119,556.				
e Excess from 2015 3,338,485.				

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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				
ALTON EDUCATIONAL FOUNDATION PO BOX 514 ALTON, IL 62002		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	1,500.
ANGEL FLIGHT 12345 E. SKELLY DRIVE TULSA , OK 74128		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	1,500.
APPALACIAN HABITAT FOR HUMANITY P.O.BOX 36 ROBBINS, TN 37852		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	5,000.
AUGUSTIAN NUNS 440 NORTH MARLEY NEW LENOX, IL 60451		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	3,000.
CATHOLIC RELIEF SERVICES 228 WEST LEXINGTON STREET BALTIMORE, MD 21201		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	2,750.
Total SEE CONTINUATION SHEET(S)			▶ 3a	3,338,485.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

523611 11-24-15

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					70,361.
4 Dividends and interest from securities					33,813.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-10,829.
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)		0.		0.	93,345.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 93,345.

(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).

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
		N/A	

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
N/A		

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

Signature of officer or trustee | Date: 8/10/16 | Title: Secretary/Treasurer

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
KIRK A HOOPINGARNER		8/8/16		P01433747
Firm's name ▶ QUARLES & BRADY, LLP			Firm's EIN ▶ 39-0432630	
Firm's address ▶ 300 N LASALLE STREET, SUITE 4000 CHICAGO, IL 60654			Phone no. 312-715-5000	

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11-24-15

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	CARMEL INDIANA 7.375% BOND	P	06/15/15	09/23/15
b	CITY OF BROWNSVILLE 5.204%BOND	P	12/12/14	09/01/15
c	COOK COUNTY ILLINOIS 4% BOND DUE 12/1/24	P	06/12/15	10/02/15
d	OAK CREEK WISCONSIN 2.25% BOND DUE 5/1/18	P	05/06/15	12/18/15
e	AMERN MUNI PWR 3.965%BOND	P	05/15/12	02/15/15
f	BAXTER INTERNATIONAL4.65% BOND	P	04/02/09	03/15/15
g	LAS VEGAS NV 5% BOND	P	01/06/14	06/01/15
h	MCHENRY COUNTY 4.5% BOND	P	10/17/13	06/01/15
i	MET PIER IL BOND	P	12/04/12	06/10/15
j	MIAMI FLORIDA BOND	P	10/23/07	12/01/15
k	NORTHERN CALIFORNIA TRANS 5.37%BOND	P	03/08/12	05/01/15
l	NORTHERN ILLINOIS POWER 5%BOND	P	01/30/13	05/19/15
m	PHIL PA AUTHORITY 0%BOND	P	03/21/13	11/05/15
n	TRAVELERS COMPANY 5.5% BOND	P	08/09/11	12/01/15
o	ATMEL CORP 550 SHARES	P	05/18/15	10/26/15

	(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	26,604.		27,015.	-411.
b	25,000.		25,753.	-753.
c	52,719.		52,715.	4.
d	20,189.		20,337.	-148.
e	50,000.		52,962.	-2,962.
f	100,000.		102,385.	-2,385.
g	35,000.		37,196.	-2,196.
h	50,000.		52,208.	-2,208.
i	50,000.		47,708.	2,292.
j	20,000.		22,352.	-2,352.
k	25,000.		27,557.	-2,557.
l	90,809.		96,874.	-6,065.
m	99,560.		93,691.	5,869.
n	50,000.		57,441.	-7,441.
o	4,270.		4,831.	-561.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** -411.
b				** -753.
c				** 4.
d				** -148.
e				-2,962.
f				-2,385.
g				-2,196.
h				-2,208.
i				2,292.
j				-2,352.
k				-2,557.
l				-6,065.
m				5,869.
n				-7,441.
o				** -561.

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

523591
04-01-15

** (SHORT-TERM)

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	DEUTSCHE MSCI EUROPE FUND 250 SHRS	P	03/10/15	12/21/15
b	DEUTSCHE CHINA FUND 225 SHRS	P	03/16/15	08/26/15
c	DODGE & COX FUNDS 214.422 SHRS		01/08/15	11/04/15
d	MGD PORTFOLIO 1,541.374 SHRS		06/18/14	03/11/15
e	PJT PARTNERS .125 SHRS		10/01/15	10/07/15
f	TWEEDY BROWNE WORLDWIDE 2,410.203 SHRS	P	01/01/15	02/19/15
g	ADVISORS INNER CIRCLE 962.459 SHRS	P	01/01/15	07/21/15
h	BARON SMALL CAP 117.508 SHRS.	P	11/27/13	11/25/15
i	DODGE & COX FUNDS INTL379.761 SHRS	P	11/04/14	11/04/15
j	DREYFUS FDS GLOBAL 865.801 SHRS	P	02/01/13	03/10/15
k	ISHARES CHINA LARGE CAP 160 SHRS	P	11/21/13	03/11/15
l	ISHARES ASIA 50 ETF 150 SHRS	P	04/10/13	08/26/15
m	GUGGENHEIM S 7 P SMALL CAP 100 SHRS	P	02/01/13	07/20/15
n	TWEEDY BRWON WORLDWIDE HIGH YIELD 965.184 SHRS	P	01/10/13	02/19/15
o	WISDOMTREE INTL 500 SHRS	P	03/10/14	03/10/15

	(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	6,326.		7,146.	-820.
b	6,588.		8,590.	-2,002.
c				0.
d				0.
e				0.
f	26,498.		30,000.	-3,502.
g	16,497.		14,222.	2,275.
h	3,832.		3,935.	-103.
i	15,208.		17,037.	-1,829.
j	10,537.		10,000.	537.
k	6,538.		6,358.	180.
l	6,169.		6,841.	-672.
m	6,124.		4,622.	1,502.
n	10,611.		10,000.	611.
o	23,827.		21,928.	1,899.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** -820.
b				** -2,002.
c				** 0.
d				** 0.
e				** 0.
f				** -3,502.
g				** 2,275.
h				** -103.
i				-1,829.
j				537.
k				180.
l				-672.
m				1,502.
n				611.
o				1,899.

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

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04-01-15

** (SHORT-TERM)

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	ALIBABA GROUP HOLDG 700 SHRS	P	03/04/15	09/24/15
b	CBS CORP 950 SHRS	P	11/25/14	11/17/15
c	CBS CORP 125 SHRS	P	07/10/15	11/17/15
d	CHEVRON CORPORATION 200 SHRS	P	03/04/15	05/21/15
e	CHEVRON CORPORATION 925 SHRS	P	03/04/05	05/21/15
f	JOHNSON & JOHNSON 400 SHRS	P	05/26/15	09/02/15
g	KINDER MORGAN INC. 1550 SHRS	P	06/26/15	08/24/15
h	LAS VEGAS SANDS CORP 1950 SHRS	P	09/17/14	05/26/15
i	SANOFISPOND 1,125 SHRS	P	04/21/15	11/12/15
j	TYSON FOODS INC. 2800 SHRS	P	10/03/14	04/09/15
k	CAVIUM INC. 375 SHRS	P	06/27/14	08/14/15
l	DOW CHEMICAL COMPANY 1,275 SHRS	P	01/24/14	09/28/15
m	GOOGLE INC. .2333 SHRS	P	01/05/12	05/04/15
n	MARATHON PETE CORP. 775 SHRS	P	05/08/14	08/14/15
o	MONSTANTO CO 650 SHRS.	P	12/23/10	03/19/15

	(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	41,856.		58,455.	-16,599.
b	48,525.		51,642.	-3,117.
c	6,385.		6,821.	-436.
d	21,142.		20,939.	203.
e	97,781.		96,845.	936.
f	37,089.		40,471.	-3,382.
g	47,065.		60,105.	-13,040.
h	97,761.		121,002.	-23,241.
i	49,292.		58,075.	-8,783.
j	107,516.		116,322.	-8,806.
k	26,538.		18,478.	8,060.
l	51,291.		56,218.	-4,927.
m	130.		77.	53.
n	43,128.		37,145.	5,983.
o	74,974.		43,407.	31,567.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				** -16,599.
b				** -3,117.
c				** -436.
d				** 203.
e				** 936.
f				** -3,382.
g				** -13,040.
h				** -23,241.
i				** -8,783.
j				** -8,806.
k				8,060.
l				-4,927.
m				53.
n				5,983.
o				31,567.

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

523591
04-01-15

** (SHORT-TERM)

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	PRECISION CASTPARTS CORP 550 SHRS	P	12/03/12	03/04/15
b	TIFFANY & CO. 675 SHRS	P	02/05/14	09/24/15
c	UNITED CONTL HLDGS INC. 850 SHRS	P	04/03/15	02/02/15
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	117,108.		100,432.	16,676.
b	52,246.		57,594.	-5,348.
c	57,904.		24,420.	33,484.
d	3,686.			3,686.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				16,676.
b				-5,348.
c				33,484.
d				3,686.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	-10,829.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	-82,286.

523591
04-01-15

** (SHORT-TERM)

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHARITY WATER 40 WORTH STREET, STE. 330 NEW YORK, NY 10013		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	2,500.
COLLEGE OF CHARLESTON ATHLETIC FUND 66 GEORGE STREET CHARLESTON, SC 29424		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	8,000.
COMMUNITY HOPE CENTER PO BOX 124 COTTAGE HILLS, IL 62018		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	500.
CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY ROAD CULVER, IN 45411		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	5,000.
DIOCESE OF IKOT EKPENE OFFICE FOR THE MISSIONS USA 413 SOUTH RIVER LNE GENEVA, IL 60134		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	30,000.
DOUBLE H HOLE IN THE WOODS RANCH 97 HIDDEN VALLEY ROAD LAKE LUZERNE, NY 12846		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	1,000.
DRAVET SYNDROME FOUNDATION P.O. BOX 16536 WEST HAVEN, CT 06516		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	5,000.
ENDANGERED WOLF CENTER PO BOX 760 EUREKA, MO 63025		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	1,500.
FRATERNITE NOTRE DAME 502 NORTH CENTRAL AVENUE CHICAGO, IL 60644		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	5,000.
GREAT RIVERS LAND PRESERVATION PO BOX 821 ALTON, IL 62002		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	1,000.
Total from continuation sheets				3,324,735.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTERNATIONAL CRANE FOUNDATION E-11376 SHADY LANE ROAD BARABOO, WI 53913		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	5,000.
JACOBY ARTS CENTER 627 E BROADWAY ALTON, IL 62002		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	500.
MAX MCGRAW WILDLIFE 14 NORTH 322 STATE RT 25 EAST DUNDEE, IL 60118		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	3,000.
MISSOURI BOTANICAL GARDENS P.O. BOX 299 ST. LOUIS, MO 63116		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	500.
MOTE MARINE LABORATORY 1600 KEN THOMPSON PKWY SARASOTA, FL 34236		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	8,000.
MUSTARD SEED PEACE PROJECT 856 CHOUTEAU GODFREY, IL 62035		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	5,000.
RIVERBENDER COMMUNITY CENTER 200 WEST THIRD ALTON, IL 62002		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	1,500.
SAINT LOUIS ZOO FOUNDATION 1 GOVERNMENT DRIVE ST. LOUIS, MO 63110		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	750.
SALVATION ARMY TRI-CITY CORPS 1710 SOUTH 7TH AVENUE ST. CHARLES, IL 60174		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	2,000.
SC COASTAL CONSERVATION LEAGUE 328 EAST BAY STREET, PO BOX 1765 CHARLESTON, SC 29402		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHARE OUR STRENGTH 1030 15TH ST., NW SUITE 1100W WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	5,000.
SISTERS OF THE HOLY NAMES PO.BOX 398 MARYLHURST, OR 97036		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	3,000.
SOCIETY OF ST. VINCENT DEPAUL, PORTLAND COUNCIL PO BOX 42157 PORTLAND, OR 97202		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	750.
SOCIETY OF THE DIVINE WORD P.O.BOX 6038 TECHNY, IL 60082		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	5,000.
SOUTH CAROLINA HISTORICAL SOCIETY 100 MEETING STREET CHARLESTON, SC 29401		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	1,000.
ST. AMBROSE PARISH 1012 EAST 47TH STREET CHICAGO, IL 60653		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	2,000.
ST. BALDRICKS FOUNDATION 1333 SOUTH MAYFLOWER, STE.400 MONROVIA, CA 92016		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	2,000.
ST. FRANCIS XAVIER PARISH 3628 LINDELL BLVD, ST. LOUIS, MO 63108		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	2,000.
ST. LOUIS CARDINALS COMMUNITY FUND 700 CLARK AVENUE ST. LOUIS, MO 63102		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	1,000.
ST. LOUIS UNIVERSITY DUBOURG HALL, RM. 319, ONE GRAND BLVD, ST. LOUIS, MO 63103		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	1,000.
Total from continuation sheets				

523631
04-01-15

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. MARY MAGDALENE CHURCH 8426 S. MARQUETTE AVENUE CHICAGO, IL 60617		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	45,000.
ST. PATRICK CATHOLIC CHURCH 134 ST. PHILIP STREET CHARLESTON, SC 29403		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	1,000.
THE LEUKEMIA LYMPHONY SOCIETY 3 INTERNATIONAL DRIVE, STE. 200 RYE BROOK, NY 10573		PUBLIC CHARITY	GRANT MADE TO SEGREGATE FAMILY FOUNDATION GIVING BETWEEN TWO FAMILY BRANCHES WITH ONE	3,162,235.
TREEHOUSE WILDLIFE CENTER 23956 GREEN ACRES ROAD DOW, IL 62022		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	1,000.
UPTOWN PEOPLES LAW CENTER 4413 NORTH SHERIDAN CHICAGO, IL 60640		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	2,000.
WILLIAM R. JOHNSON FAMILY FOUNDATION 29402 NORTH VICTORIA LANE LIBERTYVILLE, IL 60048		PRIVATE FOUNDATION		
YELLOWSTONE PARK FOUNDATION 222 EAST MAIN STREET, STE.301 BOZEMAN, MT 59715		PUBLIC CHARITY	GENERAL AND UNRESTRICTED	3,000.
Total from continuation sheets				

523631
04-01-15

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - THE LEUKEMIA LYMPHONY SOCIETY

GRANT MADE TO SEGREGATE FAMILY FOUNDATION GIVING BETWEEN TWO FAMILY BRANCHES WITH ONE FAMILY MANAGIN THE WILLIAM R. JOHNSON FAMILY FOUNDATION. SUBJECT TO EXPENDITURE RESPONSIBILITY AGREEMENT. SEE EXHIBIT ATTACHED. NOTE THAT TOTAL DISTRIBUTED OF $3,934,626 INCLUDED SEVERAL SECURITIES IN KIND AND AMOUNT LISTED BELOW IS BOOK VALUE OF DISTRIBUTION

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .	OMB No 1545-0047 **2015**

Name of the organization	Employer identification number
THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION	36-7228534

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ________

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

Name of organization	Employer identification number
THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION	36-7228534

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CLUT OF CATHERINE M. JOHNSON DTD 3/12/98 ONE SOUTH WACKER DRIVE CHICAGO, IL 60606	$ 123,969.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION	36-7228534

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

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

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

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

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

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

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

Name of organization: THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

Employer identification number: 36-7228534

Part III *Exclusively* religious, charitable, etc , contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMERITRADE ACCOUNT NO. 920041994	2.	2.	2.
CHARLES SCHWAB ACT. NO. 1168-6212	70,359.	43,802.	70,359.
TOTAL TO PART I, LINE 3	70,361.	43,804.	70,361.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
AMERITRADE ACT 920041994	7,025.	3,686.	3,339.	3,339.	3,339.
CHARLES SCWHAB ACT. NO. 6239-5101	30,474.	0.	30,474.	30,474.	30,474.
TO PART I, LINE 4	37,499.	3,686.	33,813.	33,813.	33,813.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY	2,663.	0.	0.	0.
TO FM 990-PF, PG 1, LN 16A	2,663.	0.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OPTIMUM INVESTMENT ADVISORS	0.	14,645.	0.	0.
PREMIER ASSET MANAGEMENT	0.	47,171.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	0.	61,816.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ASSESSED ON SANOFI SAND INVESTMENT	0.	1,086.	0.	0.
TO FORM 990-PF, PG 1, LN 18	0.	1,086.	0.	0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
ALAMEDA COUNTY CALIFORNIA PENSION	X		82,705.	93,010.
AMERICAN MUN PWR OHIO 3.965%	X		0.	0.
BROWNSVILLE TEX UTILSYS - 5.2%	X		0.	0.
DALLAS TEX G O PENSION BDS SER	X		22,350.	23,582.
DULUTH MINN G O TOURISM 3.00%	X		52,237.	51,994.
MARYLAND ST CMNTY - 1.957%	X		0.	0.
MIAMI FLA REV VAR TAXABLE REV	X		0.	0.
NORTHERN CALIFORNIA 5.37% 5/1/2	X		0.	0.
OAK CREEK WIS PROM NTS 2.00%	X		0.	0.
OAKLAND CALIFORNIA PENSION OBLIG	X		91,110.	84,844.
OCONOMIOWOC WIS AREA SCH 2.5%	X		20,425.	20,542.
OREGON SCH BRDS TAX PENSION 5%	X		56,470.	52,885.
PHILADELPHIA PA PENSION	X		0.	0.

SAN DIEGO CNTY CALIF PENSION OBLIG	X	0.	0.
ST CLAIR CNTY IL LTD TAX DEBT	X	0.	0.
WESTERN ILL UNIV 4.35%	X	0.	0.
CLARK CNTY NEV BOND BK BDS SER	X	111,392.	103,822.
CLARK CNTY IND 4% 1/15/17	X	0.	0.
FORT MYERS FLA UTIL REV REF UT	X	23,199.	24,579.
LAS VEGAS VALLEY NEV WTR DIST	X	0.	0.
MADISON & JERSEY CNTYS 0.0000%	X	0.	0.
MAIN STR NAT GAS INC GA GAS 05%	X	28,258.	26,133.
MC HENRY CNTY ILL DEBT CTFS SE	X	0.	0.
MC HENRY & KANE CNTYS ILL	X	0.	0.
MC HENRY & KANE CNTYS ILL ESC	X	4,398.	4,882.
METROPOLITAN PIER & EXPOSITION	X	0.	0.
METROPOLITAN PIER 6/15/17	X	0.	0.
MIAMI DADE 5% 5/1/16	X	28,252.	25,390.
MIAMI-DADE CNTY FLA PARTN 4.%	X	54,604.	51,444.
NORTHERN ILL MUN PWRAGY 5%	X	0.	0.
PEORIA ILL PUB BLDG 0.0% 12/1	X	13,265.	14,862.
RAVENSWOOD CALIFORNIA CITY SCH DIST	X	0.	0.
RHODE ISLAND ST & PROVIDENCE	X	0.	0.
SANTA ANA CALIFORNIA 5%	X	44,315.	41,617.
VERO BEACH FLA ELEC REV 5%	X	0.	0.
VIRGINIA ST HSG 4.4% 7/1/15	X	0.	0.
FORT WAYNE IND BOND 5.54%	X	28,175.	27,096.
MICHIGAN STATE 7.625%	X	117,520.	115,071.
LACROSSE CNTY WI 1% BOND	X	50,102.	49,992.
GEORGIA STATE HSG 1.4% BOND	X	50,011.	50,020.
TOTAL U.S. GOVERNMENT OBLIGATIONS		878,788.	861,765.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			
TOTAL TO FORM 990-PF, PART II, LINE 10A		878,788.	861,765.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AFFILIATED MANAGERS GROUP	0.	0.
ALEXION PHARMACEUTICALS INC.	59,988.	71,531.
APPLE INC.	21,975.	60,525.
BARON PARTNERS FUND	58,500.	60,858.
BARON SMALL CAP RETAIL FUND	0.	0.
BOEING CO	42,807.	68,680.
CAVIUM INC.	41,882.	55,854.
CBS CORP CL B	0.	0.
CELEGENE CORP	19,128.	77,844.
CHAMPLAIN MID CAP FUND	6,062.	7,868.
CHAMPLAIN SML CO FD	0.	0.
DODGE & COX FNDS INTERNATIONAL	0.	0.

DOW CHEMICAL PV	0.	0.
DREYFUS FDS GLOBAL EQ INCOME	0.	0.
DUNKIN BRANDS GROUP INC.	11,670.	15,971.
EBAY INC.	35,659.	29,541.
FACEBOOK INC.	22,600.	94,194.
FIRST TRUST HEALTH CARE ALPH	30,629.	32,039.
FIRST TRUST NASDQ 100 TECH	14,950.	14,394.
GILEAD SCIENCES INC.	52,656.	60,714.
GOOGLE INC CL A	14,244.	35,010.
GOOGLE INC CL C	12,623.	30,355.
INTERCONTINENTAL EXCHANGE INC.	69,325.	75,597.
INTUITIVE SURGICAL, INC	56,739.	76,463.
ISHARES FTSE CHINA 25 INDEX FD	0.	0.
ISHARES MSCI-JAPAN	11,084.	12,120.
ISHARES S&P ASIA 50 INDEX	0.	0.
KEURIG GREEN MOUNTAIN INC.	0.	0.
LAS VEGAS SANDS CORP	0.	0.
LENNAR CORP	60,936.	64,806.
MARATHON PETROLEUM CORP	0.	0.
MASTERCARD INC.	18,559.	58,416.
MONSANTO CO	0.	0.
MORGAN STANLEY	58,436.	57,258.
NUANCE CONCENTRATED VALUE FUND	0.	0.
O'REILLY AUTOMOTIVE INC.	14,950.	69,691.
PENTAIR INC.	16,337.	24,765.
PORTFOLIO RECOVERY ASSOCIATES	32,276.	34,690.
POWERSSHARES DYN BIOTECH & GEN	18,247.	20,461.
PRECISION CASTPARTS	0.	0.
PRICELINE.COM INCORPRATED	42,953.	82,871.
PRIMECAP ODYSSEY GROWTH FUND	49,000.	51,517.
REGENERON PHARMACEUTICALS, INC.	46,365.	100,431.
RYDEX S&P SC 600 VAL	0.	0.
SOUTHWEST AIRLINE	12,105.	16,148.
SPDR DJ MID CAP GROWTH	21,948.	41,223.
SPDR DJ SMALLCAP GROWTH	0.	0.
ST SPDR SP EM MK ETF	0.	0.
STERICYCLE INC.	20,961.	48,240.
TARGET CORPORATION	57,419.	70,795.
THERMO FISHER SCHIENTIFIC INC.	61,063.	67,379.
TIFFANY & CO	0.	0.
TWEEDY BROWNE WORLDWIDE HIGH	0.	0.
TYSON FOODS INC. CL A	0.	0.
UNITED CONTINENTAL HOLDINGS	30,884.	61,598.
VANGUARD MID-CAP VALUE INDEX	5,411.	6,446.
WALGREEN BOOTS ALLIANCE INC.	34,929.	63,866.
WEX, INC.	4,726.	8,840.
WISDOMTREE INDIA	4,817.	4,965.
WISDOMTREE INTL LC	0.	0.
WISDOMTREE SC DIV	18,320.	21,102.
AMBARELLA INC. 600 SHRS.	36,563.	33,444.
FORTUNE BRANDS 1300 SHRS.	60,019.	72,150.
MOBILEYE NV 1300 SHRS.	54,556.	54,964.
NXP SEMICONDUCTORS 450 SHRS	38,114.	37,912.
PAYPAL HOLDINGS INC.1657 SHRS	58,106.	60,635.

STARBUCKS CORP 1,100 SHRS	55,887.	66,033.
UNITED HEALTH CARE GRP 325 SHRS	36,947.	38,233.
WALT DISNEY COMPANY 575 SHRS	57,665.	60,421.
DEUTSCH X TRACKERS 325 SHRS	9,538.	8,827.
ISHARES TRUST MSCI GERMANY	14,528.	12,185.
POWERSHARES US DOLLAR INDEX BULLISH	6,395.	6,413.
WISDOMTREE TRUST EUROPE EDGED EQUITY	41,650.	36,053.
VANGUARD CONSUMER DISC.INDEX	26,954.	27,574.
HARBOR FUND CAP APPRECIATION	31,000.	28,017.
CARNIVAL CORPORATION	18,239.	20,430.
COGNIZANT TECH SOLUTIONS	22,024.	19,807.
ELLINGTON FINANCIAL LLC	5,209.	5,034.
GENERAL ELECTRIC 400 SHRS	12,193.	12,460.
GILEAD SCIENCES, INC. 167.5 SHRS	16,310.	16,949.
INTERCONTINENTAL EXCHANGE INC.125 SHRS	10,846.	32,033.
LAMAR ADVERTISING CO	4,967.	5,098.
PTP PARTNERS INC. 8 SHRS.	30.	226.
VCA INC. 250 SHRS	13,887.	13,750.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,844,790.	2,523,714.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ATLANTIC RICHFIELD 9.875%	0.	0.
BAXTER INTL 4.625% 3/15/2	0.	0.
GE CAP CORP MTN 5%	44,386.	50,012.
GE CAPITAL 5% 3/15/18	55,511.	53,082.
GE CORP 5.625% 5/1/18	0.	0.
JOHNSON & JOHNSON NOTES 5.15%	29,156.	27,396.
LOWES COS INC. 5.4% 10/15/	52,548.	51,708.
~~N READING MA 3% 8/1~~	~~0.~~	~~0.~~
NATIONAL RURAL UTILS 7.2%	0.	0.
PUBLIC SVC ELEC & GAS CO 6.7%	0.	0.
ST PAUL TRAVELERS INC. 5.5%	0.	0.
WALT DISNEY COMPANY 5.5%	0.	0.
BERKSHIRE HATHAWAY 5.4% BOND	28,026.	27,125.
DUPONT EI 5.75% BOND	115,356.	110,203.
JPMORGAN CHASE 4.35% BOND	54,874.	53,224.
TOTAL TO FORM 990-PF, PART II, LINE 10C	379,857.	372,750.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ENTERPRISE PRODUCTS PARTNERS	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

Exhibits to The Joseph and Catherine Johnson Family Foundation
Form 990PF
Calendar year 2015

1 Application of extension to file for 990PF for year 2015

2. Amendment and Restatement of Bylaws of The Joseph and Catherine Johnson Family Foundation.

3. Corporate Resolution of Foundation regarding partial liquidation and distribution of 1/2 of said foundation to new private foundation, known as the William R. Johnson Family Foundation

4. Corporate Resolution agreement to terms of distribution from The Joseph and Catherine Johnson Family Foundation, including obligations owed The Joseph and Catherine Johnson Family Foundation in carrying out its expenditure responsibility relating to said distribution.

5. Expenditure Responsibility agreement between William R. Johnson Family Foundation and The Joseph and Catherine Johnson Family Foundation.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

The undersigned, being all of the directors of The Joseph and Catherine Johnson Family Foundation, an Illinois not-for-profit corporation (the "Corporation"), do hereby consent pursuant to Section 108.45 of the Illinois General Not For Profit Corporation Act of 1986, as amended, to the adoption of the following resolutions:

WHEREAS, it has been determined to be advisable and in the best interests of the Corporation to amend and restate the Bylaws of the Corporation substantially in the form attached hereto (the "Bylaws").

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws, in the form presented to the Board of Directors for review, are hereby approved and adopted on behalf of the Corporation;

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized to place a copy of the Bylaws in the minute book of the Corporation;

FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to take any and all further actions, and prepare and execute any and all additional documents as such officers deem necessary or advisable in order to implement the purposes of the foregoing resolution; and

FURTHER RESOLVED, that a copy of this consent be placed in the corporate record book of the Corporation and made a permanent part of the Corporation's records.

Dated as of the 1st day of July, 2015

DocuSigned by:
272772D9D9BB484
Linda Ann Johnson

DocuSigned by:
4075828E0D5B42A
Karen Johnson Gillespie

Rebecca Steiner

Ruth Pivar

Being all of the Directors of the Corporation

WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

The undersigned, being all of the directors of The Joseph and Catherine Johnson Family Foundation, an Illinois not-for-profit corporation (the "Corporation"), do hereby consent pursuant to Section 108.45 of the Illinois General Not For Profit Corporation Act of 1986, as amended, to the adoption of the following resolutions:

> **WHEREAS,** it has been determined to be advisable and in the best interests of the Corporation to amend and restate the Bylaws of the Corporation substantially in the form attached hereto (the "Bylaws").
>
> **NOW, THEREFORE, BE IT RESOLVED,** that the Bylaws, in the form presented to the Board of Directors for review, are hereby approved and adopted on behalf of the Corporation;
>
> **FURTHER RESOLVED,** that any officer of the Corporation is hereby authorized to place a copy of the Bylaws in the minute book of the Corporation;
>
> **FURTHER RESOLVED,** that the appropriate officers of the Corporation are hereby authorized and directed to take any and all further actions, and prepare and execute any and all additional documents as such officers deem necessary or advisable in order to implement the purposes of the foregoing resolution; and
>
> **FURTHER RESOLVED,** that a copy of this consent be placed in the corporate record book of the Corporation and made a permanent part of the Corporation's records.

Dated as of the 1st day of July, 2015

Linda Ann Johnson	Karen Johnson Gillespie
Rebecca Steiner	Ruth Pivar

Being all of the Directors of the Corporation

WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

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> **FURTHER RESOLVED,** that any officer of the Corporation is hereby authorized to place a copy of the Bylaws in the minute book of the Corporation;
>
> **FURTHER RESOLVED,** that the appropriate officers of the Corporation are hereby authorized and directed to take any and all further actions, and prepare and execute any and all additional documents as such officers deem necessary or advisable in order to implement the purposes of the foregoing resolution; and
>
> **FURTHER RESOLVED,** that a copy of this consent be placed in the corporate record book of the Corporation and made a permanent part of the Corporation's records.

Dated as of the 1st day of July, 2015

Linda Ann Johnson	Karen Johnson Gillespie
Rebecca Steiner	Ruth Pivar

Being all of the Directors of the Corporation

QB\35581578.1

AMENDED AND RESTATED

BYLAWS

OF

THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

(An Illinois Not-for-Profit Corporation)

As Adopted July 1, 2015

ARTICLE I

PURPOSES

SECTION 1.01. ***Purposes***. The purposes of The Joseph and Catherine Johnson Family Foundation (the "**Corporation**"), as stated in its Articles of Incorporation, are: Exclusively for charitable, religious, scientific, literary, and educational purposes, such described operations to be undertaken by the corporation directly and/or by receiving contributions and paying them over to organizations that are exempt from taxation under Section 501(a) and are described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter the Code").

SECTION 1.02. ***Limitations on Operations***. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporation's Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Code Section 501(c)(3) or (b) by a corporation, contributions to which are deductible for federal income, estate, and gift tax purposes under Code Sections 170(c)(2), 2055(a)(2), and 2522(a)(2).

SECTION 1.03. ***Private Foundation Requirements***. Notwithstanding any other provision of these Bylaws, at any time when the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942. Further, the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), nor retain any excess business holdings as defined in Code Section 4943(c), nor make any investments in such manner as to incur tax liability under Code Section 4944, nor make any taxable expenditure as defined in Code Section 4945(d).

SECTION 1.04. ***Dissolution.*** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the Corporation's assets in such manner as the Board of Directors shall determine, provided that the assets shall be disposed of exclusively for the Corporation's tax-exempt purposes or to such other organization or organizations that at the time qualify as an organization or organizations exempt from federal income taxation under Code Section 501(c)(3). Any assets not so disposed of shall be disposed of by the circuit court of the county in which the Corporation's principal office is then located, provided that the assets shall be disposed of exclusively for such charitable, religious, literary, scientific, or educational purposes as the court so determines, or to such organization or organizations that at the time qualify as an organization or organizations exempt from federal income taxation under Code Section 501(c)(3).

SECTION 1.05. ***Powers***. The Corporation shall have such powers as are now or may hereafter be granted by the Not for Profit Corporation Act.

ARTICLE II

OFFICES

SECTION 2.01. ***Principal and Other Offices.*** The principal office of the Corporation shall be located in the State of Illinois. The Corporation may have such other offices, either within or without the State of Illinois, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

SECTION 2.02. ***Registered Agent and Office.*** The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, as required by the Not for Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Illinois. The registered agent of the Corporation may be changed from time to time by the Board of Directors.

ARTICLE III

MEMBERS

SECTION 3.01. ***Membership.*** The Corporation shall have one class of members (each, a "**Member,**" and together, the "**Members**").

SECTION 3.02. ***Eligibility and Terms of Members.***

(a) The Member of the Corporation shall be Catherine J. Richter (the "Initial Member").

(b) The Initial Member may from time to time designate one or more individuals as his or her successors, or may designate a series of successors, to serve after the Initial Member ceases to be a Member, and the Initial Member may specify the length of time that each successor shall serve. Each designation of a successor or successors by the Initial Member shall be made by an instrument in writing delivered to the Secretary, and if more than one instrument has been so delivered, then the last one received from the Initial Member shall be controlling.

(c) The Initial Member shall be a Member until the earlier of his or her death, resignation, or adjudicated incapacity. Any other Member, including a Member designated as a successor of the Initial Member, shall be a Member for such period as is, at the time of the designation or election of such Member, prescribed or otherwise applicable to such Member or, if no period is provided, any individual shall be a Member until his or her resignation, incapacity, or death.

(d) Additional Members may be elected by the vote of all of the Members then serving.

SECTION 3.03. ***Voting Rights.*** The Members shall:

(a) have the exclusive right to elect Directors;

(b) have the right, together with the affirmative vote of a majority of the then acting Directors of the Corporation, to approve an amendment to the purposes of the Corporation as stated in the Articles of Incorporation or these Bylaws; provided, however, that no such amendment to the purposes of the Articles of Incorporation or these Bylaws shall cause the Corporation to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3);

(c) have the right to approve (i) any voluntary dissolution of the Corporation; (ii) any merger or consolidation of the Corporation; or (iii) any sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Corporation if not made in the usual and regular course of the conduct of the affairs of the Corporation; and

(d) have the right to approve all matters pertaining to the affairs of the Corporation on which a vote of the Members is required by the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, or is otherwise deemed desirable by the Board of Directors.

Each Member shall be entitled to one vote on all matters submitted to a vote of the Members.

SECTION 3.04. ***Transfer of Membership.*** Except as provided in Section 3.02 of this Article III, Membership in the Corporation may not be transferred or assigned.

SECTION 3.05. ***Resignation.*** Any Member may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when the notice is delivered, unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3.06. ***Dues of Members.*** There shall be no membership dues payable to the Corporation.

SECTION 3.07. ***Certificates of Membership.*** No certificates of membership in the Corporation shall be required.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 4.01. ***Manner of Acting.*** Unless otherwise required by the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, the act of a majority of the Members present, in person or by proxy, at an Annual, Regular, or Special Member Meeting at which a quorum is present shall be the act of the Members. If, at any time, there is only one Member of the Corporation, any action required by the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws to be taken by the Members shall be taken by written notice from the Member to the Board of Directors. Such notice may be given at any meeting of the Board of Directors.

SECTION 4.02. ***Annual and Regular Member Meetings.*** A regular annual meeting of the Members (each, an "**Annual Member Meeting**") shall be held at such time and place as shall be fixed by the Board of Directors, for the purpose of electing the Directors and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Members (each, a "**Regular Member Meeting**"); provided, however, that if all the Members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. If the election of the Directors shall not be held at the Annual Member Meeting, the Members shall cause such elections to be held at a Regular Member Meeting or at a special meeting of the Members (each, a "**Special Member Meeting**") as soon thereafter as may be convenient. At any time when there is only one Member of the Corporation, the Annual Member Meeting will be held, for the purpose of electing the Directors and for the transaction of such other business as may come before the meeting, immediately before and at the same place as, the Annual Director Meeting.

SECTION 4.03. ***Special Member Meetings.*** Special Member Meetings may be called at any time by the Board of Directors, the President, or the Secretary. In addition, the Secretary shall call a Special Member Meeting upon written request (stating the purpose of the proposed meeting) signed by the Members or by one-third of the Directors then in office. Special Member Meetings shall be held at such place as may be designated in the notice or waiver of notice of such meeting.

SECTION 4.04. ***Notice of Meetings.*** Unless otherwise provided by the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, notice of Annual, Regular, and

Special Member Meetings shall be delivered not less than five (5) days nor more than sixty (60) days before the date of such meeting (or in the case of a removal of one or more Directors, or a merger, consolidation, dissolution, or sale, lease, or exchange of assets of the Corporation, not less than twenty (20) days nor more than sixty (60) days before the date of such meeting) to each Member entitled to vote thereat, at his or her address as it appears on the records of the Corporation. Such notice shall state the place, date, hour, and, in the case of a Special Member Meeting, the purpose(s) of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with first-class postage thereon prepaid. If notice is given by facsimile transmission, such notice shall be deemed to be given upon direction to the facsimile number of record of the Member. If notice is given by electronic mail or other means of electronic transmission, such notice shall be deemed to be given upon direction to the electronic mail address or other electronic address of record of the Member. If sent by any other means (including telegram, cablegram, courier, or express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the Member.

SECTION 4.05. ***Quorum.*** The presence, in person or by proxy, of a majority of the Members entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Members. If fewer than a majority of the Members are present at a meeting of the Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

SECTION 4.06. ***Use of Conference Telephone or Other Interactive Technology.*** Members may participate in and act at any meeting of the Members by means of a conference telephone or other similar interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting.

SECTION 4.07. ***Proxies.*** Any Member entitled to vote at any Annual, Regular, or Special Member Meeting may vote by proxy. Such proxy shall be in writing and shall be revocable at the will of the Member executing the same. A proxy shall be invalid upon the expiration of eleven months from the date of its execution, unless a longer period is specifically provided for therein.

SECTION 4.08. ***Informal Action by Members.***

(a) Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by either (i) all the Members entitled to vote with respect to the subject matter thereof or (ii) by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voting. If such consent is signed by fewer than all of the Members entitled to vote, then such consent shall become effective only if: (i) at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the Members entitled to vote with respect to the subject matter thereof, and (ii) after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those Members entitled to vote who have not consented in writing.

(b) A Member may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory (i) to serve as his or her signature and (ii) to authenticate the consent. Each electronic signature should be affixed to an e-mail message or other electronic communication that (a) contains or attaches the written consent action; (b) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (c) contains a clear reference to the written consent action in the subject line. Any such consent signed by all the Members shall have the same effect as a unanimous vote of the Members and may be stated as such in any document filed with the Secretary of State of the State of Illinois under the Not for Profit Corporation Act.

ARTICLE V

BOARD OF DIRECTORS

SECTION 5.01. ***General Powers of Directors.*** The property and affairs of the Corporation shall be managed by the Board of Directors.

SECTION 5.02. ***Number, Tenure and Qualifications of Directors.*** The number of Directors shall be not less than three (3) nor more than eight (8), as shall be fixed from time to time by resolution of the Board of Directors. Each Director shall be elected annually at the Annual Meeting, and shall hold office until the next Annual Meeting of the Board of Directors and until the Director's successor shall have been elected and qualified.

SECTION 5.03. ***Annual and Regular Meetings.*** A regular annual meeting of the Board of Directors (each, an "**Annual Meeting**") shall be held at such time and place as may be fixed by the Board of Directors for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors (each, a "**Regular Meeting**") without other notice than such resolution. If the election of Directors and Officers shall not be held at any Annual Meeting, the Board of Directors shall cause the election to be held at a Regular Meeting or at a special meeting of the Board of Directors (each, a "**Special Meeting**") as soon thereafter as may be convenient.

SECTION 5.04. ***Special Meetings.*** Special Meetings may be called by or at the request of the President or any two Directors. The person or persons authorized to call Special Meetings may fix any place as the place for holding any Special Meeting called by such person or persons.

SECTION 5.05. ***Notice of Meetings.*** Unless otherwise required by the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, notice of Annual, Regular, or Special Meetings shall be delivered not less than five (5) days nor more than sixty (60) days before the date of such meeting to each Director at his or her address as it appears on the records of the Corporation, stating the place, date, and hour of the meeting. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board of Directors need be specified in the notice of such meeting, except that no Special Meeting may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with first-class postage thereon prepaid. If notice is given by facsimile transmission, such notice shall be deemed to be given upon direction to the facsimile number of record of the Director. If notice is given by electronic mail or other means of electronic transmission, such notice shall be deemed to be given upon direction to the electronic mail address or other electronic address of record of the Director. If sent by any other means (including telegram, cablegram, courier, or express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the Director.

SECTION 5.06. ***Quorum.*** A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If fewer than a majority of the Directors are present at a meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 5.07. ***Use of Conference Telephone or Other Interactive Technology.*** Members of the Board of Directors, or any committee, may participate in and act at any meeting of the Board of Directors, or committee, by means of a conference telephone or other similar interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting.

SECTION 5.08. ***Manner of Acting.*** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws.

SECTION 5.09. ***Informal Action by Directors.*** Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors or by all of the members of such committee, as the case may be, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or committee. Such filings shall be in paper form if the minutes are maintained in paper form or in electronic form if the minutes are maintained in electronic form. A Director or Committee Member, as the case may be, may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory (a) to serve as his or her signature and (b) to authenticate the consent. Each electronic signature should be affixed to an e-mail message or other electronic communication that (i) contains or attaches the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iii) contains a clear reference to the written consent action in the subject line. Any such consent signed by all the Directors or all Committee Members, as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State of the State of Illinois under the Not for Profit Corporation Act.

SECTION 5.10. ***Resignation.*** Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.11. ***Removal.*** A Director may be removed, with or without cause, by the affirmative vote of a majority of the Members present and voting at a meeting at which a quorum is present. Such action shall be taken at a Regular or Special Meeting, and the proposed removal shall be set forth in the notice of any such meeting, given at least twenty (20) days and not more than sixty (60) days prior to the meeting.

SECTION 5.12. ***Vacancies.*** Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or otherwise, or any directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board of Directors at any meeting thereof. A Director elected to fill a vacancy shall be elected to serve until the next Annual Meeting.

SECTION 5.13. ***Compensation.*** Directors shall not receive compensation for their services as Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services rendered to the Corporation that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the Corporation, so long as the Directors comply with the conflict of interest procedures of Article XIII hereof and any other policies adopted by the Board of Directors. Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE VI

OFFICERS

SECTION 6.01. ***Officers.*** The Board of Directors shall elect a President, a Secretary, and a Treasurer of the Corporation (each, an "**Officer**," and taken together with all other officers of the Corporation elected by the Board of Directors, the "**Officers**"). The Board of Directors also may elect one or more Vice Presidents, one or more Assistant Secretaries and Assistant Treasurers, and such additional Officers as the Board of Directors may deem necessary or appropriate from time to time. Any two or more offices, except the offices of President and Secretary, may be held by the same person. The Officers elected by the Board of Directors shall have such duties as are hereafter described and such additional duties as the Board of Directors may from time to time prescribe.

SECTION 6.02. ***Election and Term of Office.*** The Officers shall be elected by the Board of Directors at the Annual Meeting, each to serve for a one-year term. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices of the Corporation may be created and filled, and vacancies in offices may be filled, at any meeting of the Board of Directors. Each Officer shall hold office until the Officer's successor has been duly elected and qualified, or until the Officer's death, or until the Officer has resigned or been removed in the manner hereinafter provided. Election or appointment of an Officer shall not of itself create contract rights.

SECTION 6.03. ***Resignation.*** Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.04. ***Removal.*** Any Officer elected or appointed by the Board of Directors may be removed, with or without cause, by the vote of a majority of all Directors then in office whenever, in the judgment of the Board of Directors, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person or persons so removed.

SECTION 6.05. ***Vacancies.*** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any meeting thereof. An Officer elected to fill a vacancy shall be elected to serve until the next Annual Meeting.

SECTION 6.06. ***President.*** The President shall be the principal executive officer of the Corporation and as such shall in general supervise and control all the business and affairs of the Corporation, unless otherwise provided by the Board of Directors. The President shall preside at all meetings of the Board of Directors and shall see that the orders and resolutions of the Board of Directors are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board of Directors. The President may sign bonds, mortgages, and all other contracts and documents, whether or not under the seal of the Corporation (if any), except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors, or by these Bylaws to some other Officer or agent of the Corporation.

SECTION 6.07. ***Vice President or Vice Presidents.*** One or more Vice Presidents may be elected from time to time by the Board of Directors. The Vice President (or, in the event there is more than one Vice President, each of the Vice Presidents) shall perform such duties as shall be assigned to the Vice President(s) by the President or the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President, or each of the Vice Presidents (in the order designated by the Board of Directors, or by the President if the Board of Directors has not made such a designation, or in the absence of any such designation, then in the order of their seniority of tenure), as the case may be, shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions of the President.

SECTION 6.08. ***Secretary.*** The Secretary shall perform or shall supervise the performance of the following: (a) attending all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors in one or more books provided for that purpose; (b) being custodian of the Corporate records and of the seal of the Corporation, if any; (c) keeping a register of the post office address and electronic mail address of each Director, which shall be furnished to the Secretary by such Director; (d) seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (e) in general performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

SECTION 6.09. ***Treasurer.*** The Treasurer shall be the principal financial officer of the Corporation. The Treasurer shall perform or shall supervise the performance of the following: (a) having charge of and be responsible for overseeing the maintenance of adequate books of account for the Corporation; (b) having charge of all funds and securities of the Corporation, and being responsible for overseeing the management thereof, and for the receipt and disbursement thereof; and (c) in general performing all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 6.10. ***Assistant Treasurers and Assistant Secretaries.*** Any Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

SECTION 6.11. ***Other Officers and Agents.*** Officers and agents of the Corporation, if any, other than those whose duties are provided for in these Bylaws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the Board of Directors.

SECTION 6.12. ***Absence of Officers.*** In the absence of any Officer, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties, or any such powers or duties, of any Officer to any other Officer or to any Director.

SECTION 6.13. ***Compensation.*** Unless otherwise determined by the Board of Directors, the Officers shall not receive compensation for their services as Officers, provided that nothing herein contained shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving reasonable compensation for personal services rendered to the Corporation that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the Corporation, so long as the Officers comply with any policies adopted by the Board of Directors. Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE VII

COMMITTEES

SECTION 7.01. ***Board Committees.*** The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate one or more committees, each committee to consist of two or more Directors and a majority of each committee's membership to be Directors; provided, however, that committees appointed by the Board of Directors or otherwise authorized pursuant to these Bylaws relating to the election, nomination, qualification, or credentials of the Directors or other committees involved in the process of electing Directors may be composed entirely of non-Directors. Any committee, to the extent provided in the resolution of the Board of Directors and allowed by law, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation; provided, however, that no such committee shall have the power or authority of the Board of Directors in reference to (a) amending or repealing these Bylaws or the Articles of Incorporation; (b) electing, appointing, or removing any Officer, Director, or member of any committee, or fixing the compensation of any member of a committee; (c) adopting a plan of merger or adopting a plan of consolidation with another corporation; (d) authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Corporation; (e) filling vacancies on the Board of Directors or any of its committees; (f) adopting a plan for the distribution of the assets of the Corporation or for dissolution; or (g) amending, altering, repealing, or taking any action inconsistent with any resolution or action of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by any such committee.

SECTION 7.02. ***Advisory Committees.*** By resolution, the Board of Directors may designate other advisory committees not having and exercising the authority of the Board of Directors in the management of the Corporation. Members of any such advisory committee may, but need not, be Directors, and the Board of Directors shall appoint the members thereof, except as and to the extent such authority shall be vested in an Officer or agent of the Corporation by the Board of Directors.

SECTION 7.03. ***Term of Office.*** Each member of a committee of the Board of Directors or an advisory committee (each, a "**Committee Member**") shall continue as such until the next Annual Meeting and until such Committee Member's successor is appointed, unless the committee shall be sooner terminated by resolution of the Board of Directors, or unless such Committee Member resigns or is removed from such committee. Any Committee Member may be removed, with or without cause, by the person or persons authorized to appoint such Committee Member whenever in such person's or persons' judgment the best interests of the Corporation shall be served by such removal.

SECTION 7.04. ***Chair.*** One member of each committee shall be appointed as chair by the person or persons authorized to appoint the Committee Members thereof.

SECTION 7.05. ***Vacancies.*** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the original appointments.

SECTION 7.06. ***Quorum and Manner of Acting***. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the Committee Members shall constitute a quorum and the act of a majority of the Committee Members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7.07. ***Rules***. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII

GRANTS, CONTRACTS, CHECKS, DEPOSITS, GIFTS AND INVESTMENTS

SECTION 8.01. ***Grants***. The Board of Directors shall have the power to make grants and contributions, in cash or in kind, and otherwise render financial assistance in furtherance of the purposes of the Corporation. The Board of Directors may authorize any Board committee, Officer or Officers, or agent or agents of the Corporation, in the name and on behalf of the Corporation to make any such grants, contributions, or assistance.

SECTION 8.02. ***Contracts***. The Board of Directors may authorize any Officer or Officers or agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 8.03. ***Checks, Drafts, Etc.*** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 8.04. ***Deposits.*** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate by resolution.

SECTION 8.05. ***Gifts.*** The Board of Directors may accept or reject, or by resolution may authorize any Officer or Officers or agent or agents of the Corporation to accept or reject, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

SECTION 8.06. ***Investments.*** The Board of Directors shall manage, invest, operate, deal in and with, and conserve the property of the Corporation, and may retain any or all of the assets transferred to the Corporation by gift or bequest; provided, however, that the exercise of any of such powers shall not in any way conflict with the purposes of the Corporation as stated in its Articles of Incorporation, and such powers shall not be exercised so as to cause the

Corporation to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3).

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and each committee thereof.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XI

WAIVER OF NOTICE

SECTION 11.01. ***Written Waiver of Notice.*** A written waiver of any required notice, signed by the person entitled to notice, or a waiver given by electronic transmission by the person entitled to notice, whether before or after the date stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors or committee thereof need be specified in any written waiver of notice.

SECTION 11.02. ***Attendance as Waiver of Notice.*** Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, and objects at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XII

INDEMNIFICATION AND INSURANCE

SECTION 12.01. ***Indemnification.*** The Corporation shall indemnify each person who is or was a Director or Officer, or who is serving or has served at the request of the Corporation as a director, trustee, or officer of another corporation, partnership, joint venture, trust, or other enterprise, and may indemnify any person who is or was an employee or agent of the Corporation and any person who is serving or has served at its request as an employee or agent of any other enterprise, to the fullest extent from time to time permitted by the laws of the State of Illinois and by Code Section 4941, in the event any of such persons was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative.

SECTION 12.02. ***Authorization of Indemnification.*** Any indemnification under this Article XII (unless the indemnification is ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee, or agent of the Corporation is proper in the circumstances. In the case of indemnification that is mandatory under Section 12.01 hereof, the determination shall be limited to (a) whether the person to be indemnified has met the standards specified in Section 12.01 and (b) the amount of the indemnification permitted by law. Any determination under this Section 12.02 shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

SECTION 12.03. ***Advance Payments.*** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent of the Corporation to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article XII, unless such payment would constitute an act of self-dealing under Code Section 4941.

SECTION 12.04. ***Non-Exclusivity and Continuation.*** The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent of the Corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 12.05. ***Insurance.*** The Corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article XII, and (b) on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to insure against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article XII.

ARTICLE XIII

CONFLICTS OF INTEREST

SECTION 13.01. ***Conflict of Interest.*** A Director shall disclose to the Board of Directors any material interest which such Director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board of Directors, or which to the Director's knowledge might otherwise cause a conflict with a fiduciary duty owed by the Director to another organization. Such interested Director shall abstain from voting on such transaction or other action, but such interested Director's presence may be counted in determining whether a quorum is present.

SECTION 13.02. ***Material Interest.*** A Director shall be considered to have a material interest in an entity if the Director is a director, officer, or employee of the entity or if the Director has a material financial interest in the entity.

SECTION 13.03. ***Comprehensive Policy.*** The Board of Directors shall have the power and authority to adopt a more comprehensive policy regarding conflicts of interest, which may supplement, amend, or supersede this Article XIII, as so directed by the Board of Directors.

ARTICLE XIV

AMENDMENTS TO BYLAWS

SECTION 14.01. ***Amendments by the Board of Directors.*** These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the Board of Directors. Such action may be taken at any Annual, Regular, or Special Meeting, provided that notice of the proposed alteration, amendment, repeal, or adoption be contained in the notice of any Special Meeting at which such action is taken, and provided further that no such alteration, amendment, repeal, or adoption shall in any way conflict with the purposes of the Corporation as stated in its Articles of Incorporation or otherwise cause the Corporation to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3).

SECTION 14.02. ***Implied Amendments.*** Any action taken or authorized by the Board of Directors that would be inconsistent with the Bylaws then in effect but that is taken or authorized by the affirmative vote of a majority of all Directors in office shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE XV

MISCELLANEOUS

SECTION 15.01. ***Definitions***. In addition to the terms defined elsewhere in these Bylaws, the following terms shall have the following meanings when used herein:

(a) "**Articles of Incorporation**" means the Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Illinois on December 13, 1991, and any amendments thereto.

(b) "**Code Section**" or "**Code Sections**" means a section or sections of the Internal Revenue Code of 1986, as amended, and shall include corresponding provisions of future federal tax laws, all as from time to time in effect.

(c) "**Director**" means a member of the Board of Directors.

(d) "**Not for Profit Corporation Act**" means the Illinois General Not for Profit Corporation Act of 1986, as amended.

SECTION 15.02. ***Writings***. Any action required in these Bylaws to be "written," to be "in writing," to have "written consent," to have "written approval," and the like by or of Directors or Committee Members shall include any communication transmitted or received by facsimile, electronic mail, or other means of electronic transmission.

SECTION 15.03. ***Electronic Signatures***. Any action required in these Bylaws to be "signed" or to have a "signature by or of a Director or Committee Member" shall include an action signed with an electronic signature that is any symbol executed or adopted, or any security procedure employed or adopted, by or on behalf of a person with intent to authenticate a record and which is attached to or logically associated with the action in electronic form.

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

The undersigned, being all of the Directors of The Joseph and Catherine Johnson Family Foundation, an Illinois not-for-profit corporation, do hereby unanimously consent and agree to the adoption of the following resolutions pursuant to Section 108.45 of the General Not for Profit Corporation Act of 1986 of the State of Illinois, as amended (the "Act"), in lieu of holding a special meeting of the Board of Directors:

WHEREAS, the Board of Directors of The Joseph and Catherine Johnson Family Foundation (the "Board") has determined it to be in the best interests of The Joseph and Catherine Johnson Family Foundation to partially liquidate The Joseph and Catherine Johnson Family Foundation by distributing certain assets to the William R. Johnson Family Foundation; and

WHEREAS, the William R. Johnson Family Foundation has agreed to pay legal fees and costs incurred in connection with the formation of the William R. Johnson Family Foundation and the distribution of one-half of the assets of The Joseph and Catherine Johnson Family Foundation to the William R. Johnson Family Foundation and has further agreed to have the payment of such fees and costs in the amount of Thirteen Thousand Two Hundred Eighty One and 90/100 Dollars ($13,281.90) come from the one-half share distributable to the William R. Johnson Family Foundation and be paid to the firm of Quarles & Brady LLP; and

WHEREAS, the Board has determined it to be in the best interests of The Joseph and Catherine Johnson Family Foundation to distribute one-half (1/2) of The Joseph and Catherine Johnson Family Foundation's remaining assets to the William R. Johnson Family Foundation (the "Distribution") less the $13,281.90 legal fees and costs being paid pursuant to the next preceding paragraph; and

WHEREAS, the William R. Johnson Family Foundation is an Illinois not-for-profit corporation that has been determined by the Internal Revenue Service to be an organization that is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and a private foundation that is described in Code Section 509(a); and

WHEREAS, the current directors of the William R Johnson Family Foundation include The Joseph and Catherine Johnson Family Foundation Director, Karen Gillespie; and

WHEREAS, Karen Gillespie is abstaining from participation in the vote on the Distribution but is executing this Consent solely for the purposes of satisfying the unanimity requirement set forth in Section 108 45 of the Act: and

WHEREAS, participation of the other Directors of The Joseph and Catherine Johnson Family Foundation in the vote on the Distribution would be sufficient to constitute a quorum and to constitute a valid action of the Board; and

WHEREAS, the Board has determined it to be in the best interests of The Joseph and Catherine Johnson Family Foundation to enter into a grant agreement with the William R. Johnson Family Foundation prior to the distribution of any of The Joseph and Catherine Johnson Family Foundation's assets setting forth certain terms and conditions, including, but not limited to, the amount of the grant and the purposes for which the grant is to be used; and

WHEREAS, pursuant to Code Section 4945, The Joseph and Catherine Johnson Family Foundation is prohibited from making grants to organizations other than public charities described in Code Section 509(a)(1) or (a)(2), certain supporting organizations described in Code Section 4945(d)(4)(A)(ii), and exempt operating foundations described in Code Section 4940(d)(2), unless The Joseph and Catherine Johnson Family Foundation exercises expenditure responsibility within the meaning of Code Section 4945(h) and the Treasury Regulations thereunder, including, but not limited to, entering into a grant agreement that includes additional provisions in accordance with Treasury Regulations Section 53.4945-5(b)(3);

NOW, THEREFORE, BE IT RESOLVED, that the Board of The Joseph and Catherine Johnson Family Foundation hereby approves the Distribution.

FURTHER RESOLVED, that, for purposes of the Distribution, the assets of The Joseph and Catherine Johnson Family Foundation shall be valued as of the close of business on June 30, 2015, and assets distributable to the William R. Johnson Family Foundation shall be distributed, in one or more disbursements, on or before July 7, 2015.

FURTHER RESOLVED, that, in furtherance of the Distribution, the Board of The Joseph and Catherine Johnson Family Foundation hereby authorizes, empowers, and directs the President of The Joseph and Catherine Johnson Family Foundation to execute a grant agreement with the William R. Johnson Family Foundation, substantially in the form attached hereto as Exhibit I, pursuant to which The Joseph and Catherine Johnson Family Foundation shall exercise expenditure responsibility (within the meaning of Code Section 4945(h) and the Treasury Regulations thereunder) with respect to the Distribution and pursuant to which certain terms and conditions will be set forth, including, but not limited to, the amount of the grant and the purposes for which the grant is to be used (the "Expenditure Responsibility Agreement").

FURTHER RESOLVED, that, in furtherance of the Distribution, the Officers of The Joseph and Catherine Johnson Family Foundation are, and each of

them hereby is, authorized to execute any other agreements, instruments, and documents they deem necessary or desirable in connection with the Distribution to the William R. Johnson Family Foundation, including, but not limited to, any documents requested or required by The Joseph and Catherine Johnson Family Foundation's investment advisors in order to effectuate the Distribution on behalf of The Joseph and Catherine Johnson Family Foundation.

This Consent may be signed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which, when taken together, shall constitute but one and the same instrument. To the extent signed and delivered by means of a facsimile machine or other electronic transmission, this Consent shall be treated in all manners and respects and for all purposes as an original and shall have the same binding legal effect as if it were the original signed version thereof delivered in person. This Consent shall be filed with the minutes of The Joseph and Catherine Johnson Family Foundation. This Consent shall be effective as of the 30th day of June, 2015.

DocuSigned by:

4075826E0D5B42A

Karen Gillespie

DocuSigned by:

Linda Johnson

____

Rebecca Steiner

____

Ruth Pivar

Being all of the Directors of The Joseph and Catherine Johnson Family Foundation

them hereby is, authorized to execute any other agreements, instruments, and documents they deem necessary or desirable in connection with the Distribution to the William R. Johnson Family Foundation, including, but not limited to, any documents requested or required by The Joseph and Catherine Johnson Family Foundation's investment advisors in order to effectuate the Distribution on behalf of The Joseph and Catherine Johnson Family Foundation.

This Consent may be signed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which, when taken together, shall constitute but one and the same instrument. To the extent signed and delivered by means of a facsimile machine or other electronic transmission, this Consent shall be treated in all manners and respects and for all purposes as an original and shall have the same binding legal effect as if it were the original signed version thereof delivered in person. This Consent shall be filed with the minutes of The Joseph and Catherine Johnson Family Foundation. This Consent shall be effective as of the 30th day of June, 2015.

Karen Gillespie

Linda Johnson

Rebecca Steiner

Ruth Pivar

Being all of the Directors of The Joseph and Catherine Johnson Family Foundation

them hereby is, authorized to execute any other agreements, instruments, and documents they deem necessary or desirable in connection with the Distribution to the William R. Johnson Family Foundation, including, but not limited to, any documents requested or required by The Joseph and Catherine Johnson Family Foundation's investment advisors in order to effectuate the Distribution on behalf of The Joseph and Catherine Johnson Family Foundation.

This Consent may be signed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which, when taken together, shall constitute but one and the same instrument. To the extent signed and delivered by means of a facsimile machine or other electronic transmission, this Consent shall be treated in all manners and respects and for all purposes as an original and shall have the same binding legal effect as if it were the original signed version thereof delivered in person. This Consent shall be filed with the minutes of The Joseph and Catherine Johnson Family Foundation. This Consent shall be effective as of the 30th day of June, 2015.

Karen Gillespie

Linda Johnson

Rebecca Steiner

Ruth Pivar

Being all of the Directors of The Joseph and Catherine Johnson Family Foundation

EXHIBIT I

THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

June 30, 2015

William R. Johnson Family Foundation
Attn: Karen Gillespie, President
29402 North Victoria Lane
Libertyville, Illinois 60048

Dear Karen:

The Board of Directors of The Joseph and Catherine Johnson Family Foundation has approved a distribution in the amount of [____________ Dollars ($__________] (the "Funds") to the William R. Johnson Family Foundation as specified below. The Funds are to be used to create an endowment at the William R. Johnson Family Foundation, which shall be used exclusively in support of furthering the William R. Johnson Family Foundation's tax-exempt charitable, religious, scientific, literary, and educational purposes. Following receipt by the Joseph and Catherine Johnson Family Foundation of a copy of this agreement (this "Agreement") signed by an appropriate officer of the William R. Johnson Family Foundation, payment of the Funds will be made in one or more installments on or before July 7, 2015.

The distribution of the Funds is intended to partially liquidate the Joseph and Catherine Johnson Family Foundation. All Funds distributed by the Joseph and Catherine Johnson Family Foundation to the William R. Johnson Family Foundation are required to be used in accordance with the purposes described above and subject to the terms and conditions of this Agreement.

These terms and conditions apply to the William R. Johnson Family Foundation's use of the Funds:

1. Use of Funds. The Funds, and income earned thereon, may be expended only for charitable, religious, scientific, literary, or educational purposes. The Funds are distributed only for the purposes stated in this Agreement, and it is understood that these Funds will be used for such purposes.

2. Return of Funds. The William R. Johnson Family Foundation agrees to repay any portion of the Funds which is not used for the purposes specified in this Agreement.

3. Reporting Requirements. A written report, signed by the President of the William R. Johnson Family Foundation, is required to be furnished to the Joseph and Catherine Johnson Family Foundation within two months after the close of the William R. Johnson Family Foundation's fiscal year in which it receives the Funds and within two months after the close of each of its two succeeding fiscal years. We understand that the William R. Johnson Family Foundation's fiscal year ends December 31. Only if it is reasonably apparent to the Joseph and Catherine Johnson Family Foundation that, before the end of the second succeeding taxable year (*i e.*, before December 31, 2017), neither the principal of the Funds, the income from the Funds, nor any equipment purchased with the Funds has been used for any purpose which would result in liability

EXHIBIT I

THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

for tax under Section 4945(d) of the Internal Revenue Code of 1986, as amended (the "Code"), the Joseph and Catherine Johnson Family Foundation will then allow such reports to be discontinued. If required reports are not submitted, the law requires that further payments, if any, under this Agreement or under any other transfer by the Joseph and Catherine Johnson Family Foundation to the William R. Johnson Family Foundation must be withheld. Each report must follow the format attached as Exhibit A to this Agreement and must contain a financial statement describing the use of the principal and income from the Funds, a narrative account of what was accomplished by the expenditure of the Funds, and a confirmation of the William R. Johnson Family Foundation's compliance with the terms of this Agreement.

Each financial statement shall reflect expenditures as of the end of the William R. Johnson Family Foundation's fiscal year, and shall include only the Funds received or expended during the period covered by the report. Expenditures made in furtherance of the purposes set forth herein should be charged against the Funds, and records of such expenditures adequate to enable the use of such Funds to be checked readily should be kept.

4. Accounting Records. The law requires that the William R. Johnson Family Foundation's accounting records, as well as copies of the reports submitted to the Joseph and Catherine Johnson Family Foundation , be kept by the William R. Johnson Family Foundation for at least four (4) years after the year in which the Joseph and Catherine Johnson Family Foundation determines that written reports from the William R. Johnson Family Foundation to the Joseph and Catherine Johnson Family Foundation are no longer required, and such records and reports must be made available to the Joseph and Catherine Johnson Family Foundation for examination upon request.

5. Prohibitions on Use of Funds. Under the Code, the Funds may not be used by the William R. Johnson Family Foundation:

(a) to carry on propaganda, or otherwise to attempt, to influence legislation (within the meaning of Section 4945(d)(1) of the Code);

(b) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of Section 4945(d)(2) of the Code);

(c) to make any grant which does not comply with the requirements of Section 4945(d)(3) or (4) of the Code; or

(d) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(B) of the Code.

6. Confirmation of Tax Status. By countersigning this Agreement, the William R. Johnson Family Foundation confirms that it has been determined by the Internal Revenue Service to be an organization described in Section 501(c)(3) of the Code that is a private foundation as described in Section 509(a) of the Code, and that its Internal Revenue Service determination letter dated September 23, 2014, has not been revoked or modified and continues in full force and effect. If the determination is revoked or modified, please notify the Joseph and Catherine Johnson Family

EXHIBIT I

THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

Foundation immediately. No payment or transfer hereunder shall be required to be made at any time after the William R. Johnson Family Foundation ceases to be an organization described in Section 501(c)(3) of the Code and a private foundation as described in Section 509(a) of the Code.

If this Agreement correctly sets forth your understanding of the terms of this distribution, please indicate the William R. Johnson Family Foundation's agreement to such terms by having the enclosed copy of this Agreement countersigned by the President of the William R. Johnson Family Foundation and returned to the Joseph and Catherine Johnson Family Foundation .

Sincerely,

By:______________________________
Rebecca Steiner
Title: As Secretary of the Joseph and Catherine Johnson Family Foundation

ACCEPTED AND AGREED:

By:______________________________ Date:________________________
Karen Gillespie
Title: As President of the William R. Johnson Family Foundation

EXHIBIT A

[TO BE SUBMITTED TO THE JOSEPH FOUNDATION ON OR BEFORE JANUARY 31, 2016, 2017, and 2018]

The Joseph and Catherine Johnson Family Foundation
Attn: Rebecca Steiner, Secretary
1230 Fox Lake Drive
Godfrey, Illinois 62035

Re: **[2016, 2017, 2018]** Expenditure Responsibility Report

Dear Directors:

On July 7, 2015, The Joseph and Catherine Johnson Family Foundation (the "Joseph Foundation") made a distribution to the William R. Johnson Family Foundation (the "William Foundation") pursuant to the terms of the June 30, 2015, expenditure responsibility letter agreement (the "Agreement"). The Agreement requires in part that the William Foundation shall make annual reports to the Joseph Foundation with respect to (1) the William Foundation's use of the funds distributed (the "Funds"), (2) progress toward achieving the purposes set forth in the Agreement, and (3) compliance with the terms of the Agreement. This letter is the annual report required under the Agreement.

1. Use of the Funds. During its year ended December 31, **[2015, 2016, 2017]**, the William Foundation used the Funds and the income (if any) from the Funds for the expenditures identified on the attached Exhibit 1. No portion of the Funds (or income earned on the Funds) was diverted from the purposes set forth in the Agreement.

2. Progress Toward the Purposes Set Forth in the Agreement. The William Foundation's use of the Funds and the income (if any) from the Funds during **[2015, 2016, 2017]** furthered the purposes set forth in the Agreement by supporting charitable, religious, scientific, literary, and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

3. Compliance with the Terms of the Agreement. The William Foundation certifies that it has complied with all of the terms of the Agreement.

Please contact us if additional information is needed by the Joseph Foundation.

Sincerely,

By: ____________________

Title:

Exhibit 1

[NOTE: ALL AMOUNTS SHOULD BE DETERMINED ON A CASH BASIS OF ACCOUNTING AND SHOULD INCLUDE ONLY AMOUNTS PAID FROM THE FUNDS AND THE INCOME (IF ANY) EARNED ON THE FUNDS.]

<u>Grants</u>

[LIST OR DUPLICATE <u>ONLY</u> THE GRANTS IDENTIFIED ON PART XV, LINE 3(a)* OF THE FOUNDATION'S FORM 990-PF FOR THE YEAR. INCLUDE A SUBTOTAL FOR THE GRANTS.]

<u>Operating and Administrative Expenses</u>

[LIST OR DUPLICATE <u>ONLY</u> THE PAYMENTS MADE DURING THE YEAR FROM PART I, LINES 13—23* OF THE FOUNDATION'S FORM 990-PF FOR THE YEAR. INCLUDE A SUBTOTAL FOR THE OPERATING AND ADMINISTRATIVE EXPENSES.]

<u>Total Distributions</u>

[IDENTIFY THE TOTAL DISTRIBUTIONS FOR THE YEAR FROM THE FUNDS AND THE INCOME (IF ANY) FROM THE FUNDS. THIS AMOUNT SHOULD EQUAL THE AGGREGATE AMOUNT OF GRANTS AND ADMINISTRATIVE EXPENSES ACTUALLY PAID DURING THE YEAR. IT SHOULD ALSO EQUAL THE AMOUNT LISTED ON PART I, LINE 26, COLUMN (a)* (ADJUSTED TO CASH BASIS IF NECESSARY) OF THE FOUNDATION'S FORM 990-PF FOR THE YEAR.]

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* Line numbers are accurate as of the 2014 Form 990-PF. Future versions of the Form 990-PF should be reviewed to determine whether the line numbers on this Exhibit must be updated.

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF THE WILLIAM R. JOHNSON FAMILY FOUNDATION

The undersigned, being all of the Directors of the William R. Johnson Family Foundation, an Illinois not-for-profit corporation (the "William Foundation"), do hereby unanimously consent and agree to the adoption of the following resolutions pursuant to Section 108.45 of the General Not for Profit Corporation Act of 1986 of the State of Illinois, as amended (the "Act"), in lieu of holding a special meeting of the Board of Directors:

WHEREAS, the Board of Directors of the Joseph and Catherine Johnson Family Foundation (the "Joseph Foundation") has approved a partial liquidation of one-half (1/2) Joseph Foundation's assets to the William Foundation (the "Distribution"); and

WHEREAS, the Board of Directors of the William Foundation has determined it to be desirable and in the best interests of the William Foundation to accept and assume the Distribution; and

WHEREAS, in connection with the Distribution, the Board of Directors of the William Foundation has determined it to be desirable and in the best interests of the William Foundation to enter into a grant agreement with the Joseph Foundation, substantially in the form attached hereto as Exhibit I, prior to the distribution of any of the Joseph Foundation's assets, pursuant to which the Joseph Foundation shall exercise expenditure responsibility (within the meaning of Code Section 4945(h) and the Treasury Regulations thereunder) with respect to the Distribution and pursuant to which certain terms and conditions will be set forth, including, but not limited to, the amount of the grant and the purposes for which the grant is to be used (the "Expenditure Responsibility Agreement");

NOW, THEREFORE, BE IT RESOLVED, that the William Foundation be, and hereby is, authorized and empowered to assume and accept the Distribution.

FURTHER RESOLVED, that, in connection with the Distribution, the Board hereby authorizes, empowers, and directs Karen Gillespie, as President of the William Foundation to execute the Expenditure Responsibility Agreement on behalf of the William Foundation.

FURTHER RESOLVED, that, in connection with the Distribution, the Officers of the William Foundation are, and each of them hereby is, authorized to execute any other agreements, instruments, and documents they deem necessary or desirable in connection with the William Foundation's acceptance of the Distribution, including, but not limited to, any documents requested or required by the William Foundation's investment advisors in order to effectuate the Distribution on behalf of the William Foundation.

This Consent may be signed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which, when taken together, shall constitute but one and the same instrument. To the extent signed and delivered by means of a facsimile machine or other electronic transmission, this Consent shall be treated in all manners and respects and for all purposes as an original and shall have the same binding legal effect as if it were the original signed version thereof delivered in person. This Consent shall be filed with the minutes of the William Foundation. This Consent shall be effective as of the 30th day of June, 2015.

DocuSigned by
4675826E0D5B42A...

Karen Gillespie

DocuSigned by:

Linda Johnson

Linda Johnson

DocuSigned by:

Alan Rosenson

Alan Rosenson

Being all of the Directors of the William Foundation

EXHIBIT I

THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

June 30, 2015

William R. Johnson Family Foundation
Attn: Karen Gillespie, President
29402 North Victoria Lane
Libertyville, Illinois 60048

Dear Karen:

The Board of Directors of The Joseph and Catherine Johnson Family Foundation has approved a distribution in the amount of [_____________ Dollars ($__________] (the "Funds") to the William R. Johnson Family Foundation as specified below. The Funds are to be used to create an endowment at the William R. Johnson Family Foundation, which shall be used exclusively in support of furthering the William R. Johnson Family Foundation's tax-exempt charitable, religious, scientific, literary, and educational purposes. Following receipt by the Joseph and Catherine Johnson Family Foundation of a copy of this agreement (this "Agreement") signed by an appropriate officer of the William R. Johnson Family Foundation, payment of the Funds will be made in one or more installments on or before July 7, 2015.

The distribution of the Funds is intended to partially liquidate the Joseph and Catherine Johnson Family Foundation. All Funds distributed by the Joseph and Catherine Johnson Family Foundation to the William R. Johnson Family Foundation are required to be used in accordance with the purposes described above and subject to the terms and conditions of this Agreement.

These terms and conditions apply to the William R. Johnson Family Foundation's use of the Funds:

1. <u>Use of Funds</u>. The Funds, and income earned thereon, may be expended only for charitable, religious, scientific, literary, or educational purposes. The Funds are distributed only for the purposes stated in this Agreement, and it is understood that these Funds will be used for such purposes.

2. <u>Return of Funds</u>. The William R. Johnson Family Foundation agrees to repay any portion of the Funds which is not used for the purposes specified in this Agreement.

3. <u>Reporting Requirements</u>. A written report, signed by the President of the William R. Johnson Family Foundation, is required to be furnished to the Joseph and Catherine Johnson Family Foundation within two months after the close of the William R. Johnson Family Foundation's fiscal year in which it receives the Funds and within two months after the close of each of its two succeeding fiscal years. We understand that the William R. Johnson Family Foundation's fiscal year ends December 31. Only if it is reasonably apparent to the Joseph and Catherine Johnson Family Foundation that, before the end of the second succeeding taxable year (*i.e.*, before December 31, 2017), neither the principal of the Funds, the income from the Funds, nor any equipment purchased with the Funds has been used for any purpose which would result in liability

EXHIBIT I

THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

June 30, 2015

William R. Johnson Family Foundation
Attn: Karen Gillespie, President
29402 North Victoria Lane
Libertyville, Illinois 60048

Dear Karen:

The Board of Directors of The Joseph and Catherine Johnson Family Foundation has approved a distribution in the amount of approximately Four Million Dollars ($4,000,000) (the "Funds") to the William R. Johnson Family Foundation as specified below. The Funds are to be used to create an endowment at the William R. Johnson Family Foundation, which shall be used exclusively in support of furthering the William R. Johnson Family Foundation's tax-exempt charitable, religious, scientific, literary, and educational purposes. Following receipt by the Joseph and Catherine Johnson Family Foundation of a copy of this agreement (this "Agreement") signed by an appropriate officer of the William R. Johnson Family Foundation, payment of the Funds will be made in one or more installments on or before July 7, 2015.

The distribution of the Funds is intended to partially liquidate the Joseph and Catherine Johnson Family Foundation. All Funds distributed by the Joseph and Catherine Johnson Family Foundation to the William R. Johnson Family Foundation are required to be used in accordance with the purposes described above and subject to the terms and conditions of this Agreement.

These terms and conditions apply to the William R. Johnson Family Foundation's use of the Funds:

1. Use of Funds. The Funds, and income earned thereon, may be expended only for charitable, religious, scientific, literary, or educational purposes. The Funds are distributed only for the purposes stated in this Agreement, and it is understood that these Funds will be used for such purposes.

2. Return of Funds. The William R. Johnson Family Foundation agrees to repay any portion of the Funds which is not used for the purposes specified in this Agreement.

3. Reporting Requirements. A written report, signed by the President of the William R. Johnson Family Foundation, is required to be furnished to the Joseph and Catherine Johnson Family Foundation within two months after the close of the William R. Johnson Family Foundation's fiscal year in which it receives the Funds and within two months after the close of each of its two succeeding fiscal years. We understand that the William R. Johnson Family Foundation's fiscal year ends December 31. Only if it is reasonably apparent to the Joseph and Catherine Johnson Family Foundation that, before the end of the second succeeding taxable year (*i.e.*, before December 31, 2017), neither the principal of the Funds, the income from the Funds, nor any equipment purchased with the Funds has been used for any purpose which would result in liability

EXHIBIT I

THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

for tax under Section 4945(d) of the Internal Revenue Code of 1986, as amended (the "Code"), the Joseph and Catherine Johnson Family Foundation will then allow such reports to be discontinued. If required reports are not submitted, the law requires that further payments, if any, under this Agreement or under any other transfer by the Joseph and Catherine Johnson Family Foundation to the William R. Johnson Family Foundation must be withheld. Each report must follow the format attached as Exhibit A to this Agreement and must contain a financial statement describing the use of the principal and income from the Funds, a narrative account of what was accomplished by the expenditure of the Funds, and a confirmation of the William R. Johnson Family Foundation's compliance with the terms of this Agreement.

Each financial statement shall reflect expenditures as of the end of the William R. Johnson Family Foundation's fiscal year, and shall include only the Funds received or expended during the period covered by the report. Expenditures made in furtherance of the purposes set forth herein should be charged against the Funds, and records of such expenditures adequate to enable the use of such Funds to be checked readily should be kept.

4. Accounting Records. The law requires that the William R. Johnson Family Foundation's accounting records, as well as copies of the reports submitted to the Joseph and Catherine Johnson Family Foundation , be kept by the William R. Johnson Family Foundation for at least four (4) years after the year in which the Joseph and Catherine Johnson Family Foundation determines that written reports from the William R. Johnson Family Foundation to the Joseph and Catherine Johnson Family Foundation are no longer required, and such records and reports must be made available to the Joseph and Catherine Johnson Family Foundation for examination upon request.

5. Prohibitions on Use of Funds. Under the Code, the Funds may not be used by the William R. Johnson Family Foundation:

(a) to carry on propaganda, or otherwise to attempt, to influence legislation (within the meaning of Section 4945(d)(1) of the Code);

(b) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of Section 4945(d)(2) of the Code);

(c) to make any grant which does not comply with the requirements of Section 4945(d)(3) or (4) of the Code; or

(d) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(B) of the Code.

6. Confirmation of Tax Status. By countersigning this Agreement, the William R. Johnson Family Foundation confirms that it has been determined by the Internal Revenue Service to be an organization described in Section 501(c)(3) of the Code that is a private foundation as described in Section 509(a) of the Code, and that its Internal Revenue Service determination letter dated September 23, 2014, has not been revoked or modified and continues in full force and effect. If the determination is revoked or modified, please notify the Joseph and Catherine Johnson Family

EXHIBIT I

THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

Foundation immediately. No payment or transfer hereunder shall be required to be made at any time after the William R. Johnson Family Foundation ceases to be an organization described in Section 501(c)(3) of the Code and a private foundation as described in Section 509(a) of the Code.

If this Agreement correctly sets forth your understanding of the terms of this distribution, please indicate the William R. Johnson Family Foundation's agreement to such terms by having the enclosed copy of this Agreement countersigned by the President of the William R. Johnson Family Foundation and returned to the Joseph and Catherine Johnson Family Foundation .

Sincerely,

By:______________________________
Rebecca Steiner
Title: As Secretary of the Joseph and Catherine Johnson Family Foundation

ACCEPTED AND AGREED:

DocuSigned by
By: Karen Gillespie
4675826E0D5B42A
Karen Gillespie
Title: As President of the William R. Johnson Family Foundation

Date: 6/25/2015

EXHIBIT A

[TO BE SUBMITTED TO THE JOSEPH FOUNDATION ON OR BEFORE JANUARY 31, 2016, 2017, and 2018]

The Joseph and Catherine Johnson Family Foundation
Attn: Rebecca Steiner, Secretary
1230 Fox Lake Drive
Godfrey, Illinois 62035

Re: **[2016, 2017, 2018]** Expenditure Responsibility Report

Dear Directors:

On July 7, 2015, The Joseph and Catherine Johnson Family Foundation (the "Joseph Foundation") made a distribution to the William R. Johnson Family Foundation (the "William Foundation") pursuant to the terms of the June 30, 2015, expenditure responsibility letter agreement (the "Agreement"). The Agreement requires in part that the William Foundation shall make annual reports to the Joseph Foundation with respect to (1) the William Foundation's use of the funds distributed (the "Funds"), (2) progress toward achieving the purposes set forth in the Agreement, and (3) compliance with the terms of the Agreement. This letter is the annual report required under the Agreement.

1. Use of the Funds. During its year ended December 31, **[2015, 2016, 2017]**, the William Foundation used the Funds and the income (if any) from the Funds for the expenditures identified on the attached Exhibit 1. No portion of the Funds (or income earned on the Funds) was diverted from the purposes set forth in the Agreement.

2. Progress Toward the Purposes Set Forth in the Agreement. The William Foundation's use of the Funds and the income (if any) from the Funds during **[2015, 2016, 2017]** furthered the purposes set forth in the Agreement by supporting charitable, religious, scientific, literary, and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

3. Compliance with the Terms of the Agreement. The William Foundation certifies that it has complied with all of the terms of the Agreement.

Please contact us if additional information is needed by the Joseph Foundation.

Sincerely,

By: ____________________

Title:

Exhibit 1

[NOTE: ALL AMOUNTS SHOULD BE DETERMINED ON A CASH BASIS OF ACCOUNTING AND SHOULD INCLUDE ONLY AMOUNTS PAID FROM THE FUNDS AND THE INCOME (IF ANY) EARNED ON THE FUNDS.]

Grants

[LIST OR DUPLICATE ONLY THE GRANTS IDENTIFIED ON PART XV, LINE 3(a)* OF THE FOUNDATION'S FORM 990-PF FOR THE YEAR. INCLUDE A SUBTOTAL FOR THE GRANTS.]

Operating and Administrative Expenses

[LIST OR DUPLICATE ONLY THE PAYMENTS MADE DURING THE YEAR FROM PART I, LINES 13—23* OF THE FOUNDATION'S FORM 990-PF FOR THE YEAR. INCLUDE A SUBTOTAL FOR THE OPERATING AND ADMINISTRATIVE EXPENSES.]

Total Distributions

[IDENTIFY THE TOTAL DISTRIBUTIONS FOR THE YEAR FROM THE FUNDS AND THE INCOME (IF ANY) FROM THE FUNDS. THIS AMOUNT SHOULD EQUAL THE AGGREGATE AMOUNT OF GRANTS AND ADMINISTRATIVE EXPENSES ACTUALLY PAID DURING THE YEAR. IT SHOULD ALSO EQUAL THE AMOUNT LISTED ON PART I, LINE 26, COLUMN (a)* (ADJUSTED TO CASH BASIS IF NECESSARY) OF THE FOUNDATION'S FORM 990-PF FOR THE YEAR.]

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* Line numbers are accurate as of the 2014 Form 990-PF. Future versions of the Form 990-PF should be reviewed to determine whether the line numbers on this Exhibit must be updated.

EXHIBIT I

THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

June 30, 2015

William R. Johnson Family Foundation
Attn: Karen Gillespie, President
29402 North Victoria Lane
Libertyville, Illinois 60048

Dear Karen:

The Board of Directors of The Joseph and Catherine Johnson Family Foundation has approved a distribution in the amount of approximately Four Million Dollars ($4,000,000) (the "Funds") to the William R. Johnson Family Foundation as specified below. The Funds are to be used to create an endowment at the William R. Johnson Family Foundation, which shall be used exclusively in support of furthering the William R. Johnson Family Foundation's tax-exempt charitable, religious, scientific, literary, and educational purposes. Following receipt by the Joseph and Catherine Johnson Family Foundation of a copy of this agreement (this "Agreement") signed by an appropriate officer of the William R. Johnson Family Foundation, payment of the Funds will be made in one or more installments on or before July 7, 2015.

The distribution of the Funds is intended to partially liquidate the Joseph and Catherine Johnson Family Foundation. All Funds distributed by the Joseph and Catherine Johnson Family Foundation to the William R. Johnson Family Foundation are required to be used in accordance with the purposes described above and subject to the terms and conditions of this Agreement.

These terms and conditions apply to the William R. Johnson Family Foundation's use of the Funds:

1. Use of Funds. The Funds, and income earned thereon, may be expended only for charitable, religious, scientific, literary, or educational purposes. The Funds are distributed only for the purposes stated in this Agreement, and it is understood that these Funds will be used for such purposes.

2. Return of Funds. The William R. Johnson Family Foundation agrees to repay any portion of the Funds which is not used for the purposes specified in this Agreement.

3. Reporting Requirements. A written report, signed by the President of the William R. Johnson Family Foundation, is required to be furnished to the Joseph and Catherine Johnson Family Foundation within two months after the close of the William R. Johnson Family Foundation's fiscal year in which it receives the Funds and within two months after the close of each of its two succeeding fiscal years. We understand that the William R. Johnson Family Foundation's fiscal year ends December 31. Only if it is reasonably apparent to the Joseph and Catherine Johnson Family Foundation that, before the end of the second succeeding taxable year (*i.e.*, before December 31, 2017), neither the principal of the Funds, the income from the Funds, nor any equipment purchased with the Funds has been used for any purpose which would result in liability

THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

for tax under Section 4945(d) of the Internal Revenue Code of 1986, as amended (the "Code"), the Joseph and Catherine Johnson Family Foundation will then allow such reports to be discontinued. If required reports are not submitted, the law requires that further payments, if any, under this Agreement or under any other transfer by the Joseph and Catherine Johnson Family Foundation to the William R. Johnson Family Foundation must be withheld. Each report must follow the format attached as Exhibit A to this Agreement and must contain a financial statement describing the use of the principal and income from the Funds, a narrative account of what was accomplished by the expenditure of the Funds, and a confirmation of the William R. Johnson Family Foundation's compliance with the terms of this Agreement.

Each financial statement shall reflect expenditures as of the end of the William R. Johnson Family Foundation's fiscal year, and shall include only the Funds received or expended during the period covered by the report. Expenditures made in furtherance of the purposes set forth herein should be charged against the Funds, and records of such expenditures adequate to enable the use of such Funds to be checked readily should be kept.

4. Accounting Records. The law requires that the William R. Johnson Family Foundation's accounting records, as well as copies of the reports submitted to the Joseph and Catherine Johnson Family Foundation , be kept by the William R. Johnson Family Foundation for at least four (4) years after the year in which the Joseph and Catherine Johnson Family Foundation determines that written reports from the William R. Johnson Family Foundation to the Joseph and Catherine Johnson Family Foundation are no longer required, and such records and reports must be made available to the Joseph and Catherine Johnson Family Foundation for examination upon request.

5. Prohibitions on Use of Funds. Under the Code, the Funds may not be used by the William R. Johnson Family Foundation:

(a) to carry on propaganda, or otherwise to attempt, to influence legislation (within the meaning of Section 4945(d)(1) of the Code);

(b) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of Section 4945(d)(2) of the Code);

(c) to make any grant which does not comply with the requirements of Section 4945(d)(3) or (4) of the Code; or

(d) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(B) of the Code.

6. Confirmation of Tax Status. By countersigning this Agreement, the William R. Johnson Family Foundation confirms that it has been determined by the Internal Revenue Service to be an organization described in Section 501(c)(3) of the Code that is a private foundation as described in Section 509(a) of the Code, and that its Internal Revenue Service determination letter dated September 23, 2014, has not been revoked or modified and continues in full force and effect. If the determination is revoked or modified, please notify the Joseph and Catherine Johnson Family

THE JOSEPH AND CATHERINE JOHNSON FAMILY FOUNDATION

Foundation immediately. No payment or transfer hereunder shall be required to be made at any time after the William R. Johnson Family Foundation ceases to be an organization described in Section 501(c)(3) of the Code and a private foundation as described in Section 509(a) of the Code.

If this Agreement correctly sets forth your understanding of the terms of this distribution, please indicate the William R. Johnson Family Foundation's agreement to such terms by having the enclosed copy of this Agreement countersigned by the President of the William R. Johnson Family Foundation and returned to the Joseph and Catherine Johnson Family Foundation .

Sincerely,

By:______________________________
Rebecca Steiner
Title: As Secretary of the Joseph and Catherine Johnson Family Foundation

ACCEPTED AND AGREED:

DocuSigned by:
By: 4675826E0D5B42A
Karen Gillespie
Title: As President of the William R. Johnson Family Foundation

Date: 6/25/2015

EXHIBIT A

[TO BE SUBMITTED TO THE JOSEPH FOUNDATION ON OR BEFORE JANUARY 31, 2016, 2017, and 2018]

The Joseph and Catherine Johnson Family Foundation
Attn: Rebecca Steiner, Secretary
1230 Fox Lake Drive
Godfrey, Illinois 62035

Re: **[2016, 2017, 2018]** Expenditure Responsibility Report

Dear Directors:

On July 7, 2015, The Joseph and Catherine Johnson Family Foundation (the "Joseph Foundation") made a distribution to the William R. Johnson Family Foundation (the "William Foundation") pursuant to the terms of the June 30, 2015, expenditure responsibility letter agreement (the "Agreement"). The Agreement requires in part that the William Foundation shall make annual reports to the Joseph Foundation with respect to (1) the William Foundation's use of the funds distributed (the "Funds"), (2) progress toward achieving the purposes set forth in the Agreement, and (3) compliance with the terms of the Agreement. This letter is the annual report required under the Agreement.

1. Use of the Funds. During its year ended December 31, **[2015, 2016, 2017]**, the William Foundation used the Funds and the income (if any) from the Funds for the expenditures identified on the attached Exhibit 1. No portion of the Funds (or income earned on the Funds) was diverted from the purposes set forth in the Agreement.

2. Progress Toward the Purposes Set Forth in the Agreement. The William Foundation's use of the Funds and the income (if any) from the Funds during **[2015, 2016, 2017]** furthered the purposes set forth in the Agreement by supporting charitable, religious, scientific, literary, and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

3. Compliance with the Terms of the Agreement. The William Foundation certifies that it has complied with all of the terms of the Agreement.

Please contact us if additional information is needed by the Joseph Foundation.

Sincerely,

By: DocuSigned by: 4675826E0D5B42A

Title: President

Exhibit 1

[NOTE: ALL AMOUNTS SHOULD BE DETERMINED ON A CASH BASIS OF ACCOUNTING AND SHOULD INCLUDE ONLY AMOUNTS PAID FROM THE FUNDS AND THE INCOME (IF ANY) EARNED ON THE FUNDS.]

Grants

[LIST OR DUPLICATE ONLY THE GRANTS IDENTIFIED ON PART XV, LINE 3(a)* OF THE FOUNDATION'S FORM 990-PF FOR THE YEAR. INCLUDE A SUBTOTAL FOR THE GRANTS.]

Operating and Administrative Expenses

[LIST OR DUPLICATE ONLY THE PAYMENTS MADE DURING THE YEAR FROM PART I, LINES 13—23* OF THE FOUNDATION'S FORM 990-PF FOR THE YEAR. INCLUDE A SUBTOTAL FOR THE OPERATING AND ADMINISTRATIVE EXPENSES.]

Total Distributions

[IDENTIFY THE TOTAL DISTRIBUTIONS FOR THE YEAR FROM THE FUNDS AND THE INCOME (IF ANY) FROM THE FUNDS. THIS AMOUNT SHOULD EQUAL THE AGGREGATE AMOUNT OF GRANTS AND ADMINISTRATIVE EXPENSES ACTUALLY PAID DURING THE YEAR. IT SHOULD ALSO EQUAL THE AMOUNT LISTED ON PART I, LINE 26, COLUMN (a)* (ADJUSTED TO CASH BASIS IF NECESSARY) OF THE FOUNDATION'S FORM 990-PF FOR THE YEAR.]

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* Line numbers are accurate as of the 2014 Form 990-PF. Future versions of the Form 990-PF should be reviewed to determine whether the line numbers on this Exhibit must be updated.