EXTENSION ATTACHED

EXTENDED TO NOVEMBER 15, 2017

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: THE JOHNSON FAMILY FOUNDATION, INC.

A Employer identification number: 13-7118242

Number and street (or P O box number if mail is not delivered to street address): 582 ISLAND DRIVE

Room/suite:

B Telephone number: 646-205-1557

City or town, state or province, country, and ZIP or foreign postal code: PALM BEACH, FL 33480

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)* ▶$ 6,104,673.

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).)

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	9,750.			
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	48,306.	48,306.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	209,554.			
	b	Gross sales price for all assets on line 6a 845,719.				
	7	Capital gain net income (from Part IV, line 2)		209,554.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	3,979.	2,750.	0.	STATEMENT 2
	12	**Total.** Add lines 1 through 11	271,589.	260,610.	0.	
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				
	b	Accounting fees STMT 3	9,500.	4,750.	0.	4,750.
	c	Other professional fees STMT 4	44,748.	44,748.	0.	0.
	17	Interest				
	18	Taxes STMT 5	3,472.	671.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	411.	161.	0.	250.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	58,131.	50,330.	0.	5,000.
	25	Contributions, gifts, grants paid	409,000.			409,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	467,131.	50,330.	0.	414,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<195,542.>			
	b	**Net investment income** (if negative, enter -0-)		210,280.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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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	239,016.	81,688.	81,688.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	2,121,701.	2,052,601.	3,009,426.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	2,000,097.	2,000,108.	2,983,559.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	0.	30,000.	30,000.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,360,814.	4,164,397.	6,104,673.
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	1,435,869.	1,435,869.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	4,942,267.	4,942,267.	
	29 Retained earnings, accumulated income, endowment, or other funds	<2,017,322.>	<2,213,739.>	
	30 **Total net assets or fund balances**	4,360,814.	4,164,397.	
	31 **Total liabilities and net assets/fund balances**	4,360,814.	4,164,397.	

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	4,360,814.
2 Enter amount from Part I, line 27a	2	<195,542.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,165,272.
5 Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	875.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,164,397.

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 STATEMENT			
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	845,719.		636,165.	209,554.

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				209,554.

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	209,554.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	234,500.	6,373,833.	.036791
2014	24,635.	6,526,150.	.003775
2013	231,454.	5,501,679.	.042070
2012	661,000.	5,576,242.	.118539
2011	589,391.	6,091,331.	.096759

2 **Total** of line 1, column (d)	2	.297934
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	.059587
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	6,042,008.
5 Multiply line 4 by line 3	5	360,025.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,103.
7 Add lines 5 and 6	7	362,128.
8 Enter qualifying distributions from Part XII, line 4	8	414,000.

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 ▶ [X] and enter 1% of Part I, line 27b			1	2,103.
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	2,103.
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	2,103.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,520.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	4,520.
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	2,417.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶		2,417. Refunded ▶	11	0.

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) ▶ NY			
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			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 ▶ THOMAS S. JOHNSON Telephone no. ▶ 212-503-8800

Located at ▶ 582 ISLAND DRIVE, PALM BEACH, FL ZIP+4 ▶ 33480

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 2016, 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016.)* 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 2016?	4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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
MARGARET ANN JOHNSON 582 ISLAND DRIVE PALM BEACH, FL 33480	PRESIDENT 5.00	0.	0.	0.
THOMAS S. JOHNSON 582 ISLAND DRIVE PALM BEACH, NY 33480	TREASURER/CHAIRMAN/SEC. 5.00	0.	0.	0.
MARGARET A. JOHNSON 582 ISLAND DRIVE PALM BEACH, NY 33480	DIRECTOR 5.00	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 NONE	0.
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 NONE	0.
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	2,956,432.
b	Average of monthly cash balances	1b	194,027.
c	Fair market value of all other assets	1c	2,983,559.
d	**Total** (add lines 1a, b, and c)	1d	6,134,018.
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	6,134,018.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	92,010.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,042,008.
6	**Minimum investment return.** Enter 5% of line 5	6	302,100.

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	302,100.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 2,103.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	2,103.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	299,997.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	299,997.
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	299,997.

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	414,000.
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	414,000.
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	2,103.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	411,897.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				299,997.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 293,118.				
b From 2012 388,372.				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	681,490.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 414,000.				
a Applied to 2015, 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 2016 distributable amount				299,997.
e Remaining amount distributed out of corpus	114,003.			
5 Excess distributions carryover applied to 2016 (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	795,493.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	293,118.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	502,375.			
10 Analysis of line 9:				
a Excess from 2012 388,372.				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016 114,003.				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	(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).)

THOMAS S. JOHNSON

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

NONE

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

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

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

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*				
BETHEL ENSLEY ACTION TASK INC. 1524 AVENUE D BIRMINGHAM, AL 35218	NONE	PC	GENERAL SUPPORT	20,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320	NONE	PC	GENERAL SUPPORT	100,000.
GEORGETOWN UNIVERSITY 3604 O STREET NW WASHINGTON, DC 20097	NONE	PC	GENERAL SUPPORT	10,000.
HARVARD BUSINESS SCHOOL ROCK CENTER 318 SOLDIERS FIELD BOSTON, MA 02163	NONE	PC	GENERAL SUPPORT	10,000.
INSTITUTE OF INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	PC	GENERAL SUPPORT	80,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	409,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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					
4 Dividends and interest from securities			14	48,306.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	3,979.	
8 Gain or (loss) from sales of assets other than inventory			18	209,554.	
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.		261,839.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 261,839.

(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).
7	NONDIVIDEND DISTRIBUTIONS

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

Margaret Ann Johnson — 11/2/17 — PRESIDENT

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RABI, SARA	Sara Rabi	11/1/17		P00103265
Firm's name ▶ MARKS PANETH LLP			Firm's EIN ▶ 11-3518842	
Firm's address ▶ 685 THIRD AVENUE NEW YORK, NY 10017			Phone no. 212-503-8800	

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

2016

Name of the organization	**Employer identification number**
THE JOHNSON FAMILY FOUNDATION, INC.	13-7118242

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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE JOHNSON FAMILY FOUNDATION, INC.	13-7118242

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	THOMAS S. JOHNSON 582 ISLAND DR PALM BEACH, FL 33480	$ 9,750.	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 JOHNSON FAMILY FOUNDATION, INC.	13-7118242

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	Employer identification number
THE JOHNSON FAMILY FOUNDATION, INC.	13-7118242

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT D-1 ATTACHED	P	VARIOUS	
b	SEE STATEMENT D-1 ATTACHED	P	VARIOUS	
c	SEE STATEMENT D-2 ATTACHED	P	VARIOUS	
d	SEE STATEMENT D-2 ATTACHED	P	VARIOUS	
e	SEE STATEMENT D-3 ATTACHED	P	VARIOUS	
f	SEE STATEMENT D-3 ATTACHED	P	VARIOUS	
g	BLACKSTONE GROUP LP - PASSTHROUGH INCOME	P	VARIOUS	
h	BLACKSTONE GROUP LP - PASSTHROUGH INCOME	P	VARIOUS	
i	APOLLO GLOBAL LLC - PASSTHROUGH INCOME	P	VARIOUS	
j	APOLLO GLOBAL LLC - PASSTHROUGH INCOME	P	VARIOUS	
k	NIBMO PARTNERS - PASSTHROUGH INCOME	P	VARIOUS	
l	CAPITAL GAINS DIVIDENDS			
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	63,942.		74,580.	<10,638.>
b	165,274.		133,748.	31,526.
c	51,307.		61,528.	<10,221.>
d	166,764.		116,190.	50,574.
e	1,479.		2,797.	<1,318.>
f	395,167.		247,300.	147,867.
g			17.	<17.>
h	935.			935.
i	17.			17.
j	214.			214.
k			5.	<5.>
l	620.			620.
m				
n				
o				

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				<10,638.>
b				31,526.
c				<10,221.>
d				50,574.
e				<1,318.>
f				147,867.
g				<17.>
h				935.
i				17.
j				214.
k				<5.>
l				620.
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	209,554.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

623591
04-01-16

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
LAWRENCEVILLE SCHOOL P.O. BOX 6125 LAWRENCEVILLE, NJ 06848	NONE	PC	GENERAL SUPPORT	10,000.
MONTCLAIR KIMBERLY ACADEMY 201 VALLEY ROAD MONTCLAIR, NJ 07042	NONE	PC	GENERAL SUPPORT	20,000.
NATIONAL 9-11 MEMORIAL AND MUSEUM FOUNDATION ONE LIBERTY PLAZA 20TH FLOOR NEW YORK, NY 10006	NONE	PC	GENERAL SUPPORT	15,000.
NEW YORK UNIVERSITY SCHOOL OF LAW FOUNDATION 161 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE	PC	GENERAL SUPPORT	10,000.
NORTHWESTERN UNIVERSITY 2020 RIDGE AVENUE 4TH FLOOR EVANSTON, IL 60208	NONE	PC	GENERAL SUPPORT	10,000.
SAINT CATHERINE'S HIGH SCHOOL 1200 PARK AVENUE RACINE, WI 53403	NONE	PC	GENERAL SUPPORT	10,000.
TOWER HILL SCHOOL 2813 WEST 17TH STREET WILMINGTON, DE 19806	NONE	PC	GENERAL SUPPORT	2,000.
TRINITY COLLEGE 300 SUMMIT STREET HARTFORD, CT 06106	NONE	PC	GENERAL SUPPORT	100,000.
TRINITY SCHOOL 139 WEST 91ST STREET NEW YORK, NY 10024	NONE	PC	GENERAL SUPPORT	10,000.
GREATER BIRMINGHAM MINISTRIES 2304 12TH AVE N BIRMINGHAM, AL 35234	NONE	PC	GENERAL SUPPORT	2,000.
Total from continuation sheets				189,000.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
APOLLO GLOBAL MANAGEMENT LLC - DIVIDENDS	655.	0.	655.	655.	655.
BLACKSTONE GROUP LP - DIVIDEND & INTEREST	874.	0.	874.	874.	874.
JP MORGAN - DIVIDEND	17,278.	0.	17,278.	17,278.	17,278.
JP MORGAN - FOREIGN DIVIDENDS	4,091.	0.	4,091.	4,091.	4,091.
JP MORGAN - INTEREST	72.	0.	72.	72.	72.
NB 18862 - CAP GAIN DIV	310.	310.	0.	0.	0.
NB 18862 - DIVIDEND	11,834.	0.	11,834.	11,834.	11,834.
NB 18862 - FOREIGN DIVIDEND	1,434.	0.	1,434.	1,434.	1,434.
NEUBERGER BERMAN 5560 - FOREIGN DIVIDEND	1,845.	0.	1,845.	1,845.	1,845.
NEUBERGER BERMAN 5560- CAP GAIN DIV	310.	310.	0.	0.	0.
NEUBERGER BERMAN 5560-DIVIDEND	10,216.	0.	10,216.	10,216.	10,216.
NIMBO PARTNERS - INTEREST	7.	0.	7.	7.	7.
TO PART I, LINE 4	48,926.	620.	48,306.	48,306.	48,306.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	1,495.	1,495.	0.
BLACKSTONE GROUP LP - OTHER INCOME	992.	992.	0.
NONDIVIDEND DISTRIBUTIONS	1,229.	0.	0.
NIBMO - OTHER INCOME	43.	43.	0.
APOLLO GLOBAL MANAGEMENT LLC - OTHER INCOME	220.	220.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,979.	2,750.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,500.	4,750.	0.	4,750.
TO FORM 990-PF, PG 1, LN 16B	9,500.	4,750.	0.	4,750.

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
J.P. MORGAN INVESTMENT FEES	5,316.	5,316.	0.	0.
BECK, MACK & OLIVER - MGMT	16,614.	16,614.	0.	0.
NEUBERGER BERMAN #8862 INV. FEES	11,633.	11,633.	0.	0.
NEUBERGER BERMAN #5560 INV. FEES	11,185.	11,185.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	44,748.	44,748.	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 TAXES	671.	671.	0.	0.
FEDERAL TAX PAYMENTS	2,801.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,472.	671.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NIBMO PARTNERS - PASSTHROUGH PORTFOLIO DEDUCTIONS	35.	35.	0.	0.
BLACKSTONE GROUP LP - PASSTHROUGH DEDUCTIONS	102.	102.	0.	0.
APOLLO GLOBAL MANAGEMENT LLC - PASSTHROUGH DEDUCTIONS	24.	24.	0.	0.
FILING FEES	250.	0.	0.	250.
TO FORM 990-PF, PG 1, LN 23	411.	161.	0.	250.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT A	1,968,231.	2,925,056.
BLACKSTONE GROUP LP	49,214.	49,214.
APOLLO GLOBAL MANAGEMENT, LLC	35,156.	35,156.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,052,601.	3,009,426.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INST DIVERSIFIED ARBITRAGE FD	COST	803,826.	1,278,390.
INST INVESTMENT FUND, LTD	COST	1,194,670.	1,703,557.
NIBMO PARTNERS	COST	1,612.	1,612.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,000,108.	2,983,559.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM BETHEL - ENSLEY TASK B.E.A.T.	0.	30,000.	30,000.
TO FORM 990-PF, PART II, LINE 15	0.	30,000.	30,000.

J.P. Morgan

JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000
For the Period 12/1/16 to 12/31/16

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
ABBOTT LABORATORIES 002824-10-0 ABT	38.41	1,500.000	57,615.00	34,927.71 **	N/A	1,590.00	2.76%
ALPHABET INC/CA-CL C 02079K-10-7 GOOG	771.82	110.000	84,900.20	46,666.62	38,233.58		
ALPHABET INC/CA-CL A 02079K-30-5 GOOG L	792.45	50.000	39,622 50	16,593 47	23,029 03		
BAXTER INTERNATIONAL INC 071813-10-9 BAX	44.34	1,100.000	48,774 00	25,324.50	23,449.50	572.00 143.00	1.17%
CONOCOPHILLIPS 20825C-10-4 COP	50.14	500.000	25,070.00	26,029.98	(959.98)	500.00	1.99%
CREDIT ACCEPTANCE CORP 225310-10-1 CACC	217.51	300.000	65,253.00	37,063.56	28,189.44		
DEVON ENERGY CORP 25179M-10-3 DVN	45.67	1,100.000	50,237.00	58,707.63	(8,470.63)	264.00	0.53%
DOVER CORP 260003-10-8 DOV	74.93	800.000	59,944 00	33,469.84	26,474.16	1,408.00	2.35%
FLUOR CORP 343412-10-2 FLR	52.52	1,080.000	56,721.60	58,664 07	(1,942.47)	907.20 226.80	1.60%
GILEAD SCIENCES INC 375558-10-3 GILD	71.61	500.000	35,805 00	44,539.70	(8,734.70)	940.00	2.63%
JOHNSON & JOHNSON 478160-10-4 JNJ	115.21	300 000	34,563.00	9,677.62 **	N/A	960.00	2.78%
JPMORGAN CHASE & CO 46625H-10-0 JPM	86.29	700.000	60,403.00	44,588.60	15,814.40	1,344.00	2.23%

J.P. Morgan

JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000
For the Period 12/1/16 to 12/31/16

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
LABORATORY CRP OF AMER HLDGS 50540R-40-9 LH	128.38	400.000	51,352.00	11,346.76	40,005 24		
LEUCADIA NATIONAL CORP 527288-10-4 LUK	23.25	2,000.000	46,500.00	10,729 05	35,770.95	500.00	1.08%
LEVEL 3 COMMUNICATIONS INC 52729N-30-8 LVLT	56.36	400.000	22,544.00	20,657.40	1,886.60		
LOWE'S COS INC 548661-10-7 LOW	71.12	300.000	21,336 00	6,605.67	14,730.33	420.00	1.97%
MARKEL CORP 570535-10-4 MKL	904.50	110.000	99,495.00	50,380.15	49,114.85		
MATADOR RESOURCES CO 576485-20-5 MTDR	25.76	2,100.000	54,096 00	34,528.90	19,567.10		
MERCK & CO. INC. 58933Y-10-5 MRK	58.87	600.000	35,322.00	14,094.31 **	N/A	1,128.00 282.00	3.19%
MICROSOFT CORP 594918-10-4 MSFT	62.14	1,700.000	105,638.00	58,764.66	46,873.34	2,652.00	2.51%
NORTHSTAR ASSET MANAGEMENT 66705Y-10-4 NSAM	14.92	1,600.000	23,872.00	18,339.68	5,532.32	640.00	2.68%
QUALCOMM INC 747525-10-3 QCOM	65.20	400.000	26,080.00	26,281.67	(201.67)	848.00	3.25%
ROPER TECHNOLOGIES INC 776696-10-6 ROP	183.08	200.000	36,616.00	1,203.00	35,413.00	280.00	0.76%
SCHLUMBERGER LTD 806857-10-8 SLB	83.95	700.000	58,765.00	44,926.65	13,838.35	1,400.00 350.00	2.38%

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J.P. Morgan

JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000
For the Period 12/1/16 to 12/31/16

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
WATERS CORP 941848-10-3 WAT	134.39	300.000	40,317.00	8,114 46	32,202.54		
Total US Large Cap Equity			$1,240,841.30	$742,225.66			
US Small/Mid Cap Equity							
BOULEVARD ACQUISITION CORP I 10157Q-20-1 BLVD U	10.15	1,800.000	18,270.00	18,000.00	270.00		
CRIMSON WINE GROUP LTD 22662X-10-0 CWGL	9.37	2,500.000	23,425 00	23,327.12	97.88		
HOMEFED CORP 43739D-30-7 HOFD	46.00	500.000	23,000.00	21,650.00	1,350.00		
SAN JUAN BASIN ROYALTY TR 798241-10-5 SJT	6.62	3,700.000	24,494 00	58,221.09	(33,727.09)	1,106.30	4.52%
Total US Small/Mid Cap Equity			$89,189.00	$121,198.21	($32,009.21)	$1,106.30	1.24%

J.P. Morgan

JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000
For the Period 12/1/16 to 12/31/16

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
Non-US Equity							
ANHEUSER-BUSCH INBEV-SPN ADR 03524A-10-8 BUD	105.44	300.000	31,632.00	16,420.92	15,211.08	958.80	3.03%
ENSTAR GROUP LTD G3075P-10-1 ESGR	197.70	600.000	118,620.00	70,138.99	48,481.01		
GRIFOLS SA-ADR 398438-40-8 GRFS	16.07	2,200.000	35,354.00	39,592.65	(4,238.65)	589.60	1.67%
LIBERTY GLOBAL PLC-A G5480U-10-4 LBTY A	30.59	600.000	18,354.00	19,261.13	(907.13)		
Total Non-US Equity			$203,960.00	$145,413.69	$58,546.31	$1,548.40	0.76%
Total JPMorgan Investments			$1,533,990.30	$1,008,837.56			

STATEMENT A

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Statement for the Period December 1, 2016 to December 31, 2016

JOHNSON FAMILY FOUNDATION - Unincorporated Assn
Account Number: NBJ-035560 NB Account Number: 550-01507

NEUBERGER BERMAN

Holdings

HOLDINGS > EQUITIES - 95.69% of Total Account Value

Description	Symbol/Cusip Account Type	Date Acquired	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
Equity								
ACCENTURE PLC CLS A USD0.0000225	ACN		325	$117.13	$38,067.25	$786.50	$21,380.73 T	$16,686 52
Estimated Yield 2.06%	CASH							
Average Unit Cost $65.79		05/15/09 Unit Cost $29 05	150	$117 13	$17,569.50		$4,356.78 T	$13,212.72 LT
		08/21/15 Unit Cost $97.28	175	$117.13	$20,497 75		$17,023 95 T	$3,473.80 LT
AIR PRODUCTS & CHEM	APD		300	$143.82	$43,146 00	$1,032.00	$37,269.44 T	$5,876.56
Estimated Yield 2.39%	CASH							
Next Dividend Payable: 02/13/17		08/21/15 Unit Cost $125.78	100	$143.82	$14,382.00		$12,577.97 T	$1,804.03 LT
Average Unit Cost $124.23		10/29/15 Unit Cost $125.17	100	$143.82	$14,382.00		$12,517.24 T	$1,864.76 LT
		12/10/15 Unit Cost $120 39	50	$143.82	$7,191.00		$6,019.44 T	$1,171.56 LT
		03/03/16 Unit Cost $123.10	50	$143.82	$7,191 00		$6,154.79 T	$1,036 21 ST
ALLERGAN PLC. COM USD0.0001	AGN	08/02/16	75	$210.01	$15,750.75		$19,007.76	($3,257.01)

Statement for the Period December 1, 2016 to December 31, 2016

JOHNSON FAMILY FOUNDATION - Unincorporated Assn
Account Number: NBJ-035560 NB Account Number: 550-01507

NEUBERGER BERMAN

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Date Acquired	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
ALLERGAN PLC. COM USD0.0001	AGN	*continued*						
Average Unit Cost $253.44	CASH							
AON PLC COM USD0.01 CL A	AON	04/10/13	300	$111.53	$33,459.00	$396.00	$18,399.81 T	$15,059.19
Estimated Yield 1.18%	CASH							
Average Unit Cost $81.33								
ASSURANT INC	AIZ		500	$92 86	$46,430 00	$1,060.00	$34,717.53 T	$11,712.47
Estimated Yield. 2.28%	CASH							
Average Unit Cost $69.44		06/17/15 Unit Cost $67.75	250	$92.86	$23,215.00		$16,938 33 T	$6,276 67 LT
		02/23/16 Unit Cost $70.27	100	$92.86	$9,286 00		$7,026.57 T	$2,259 43 ST
		02/25/16 Unit Cost $71.68	150	$92.86	$13,929 00		$10,752.63 T	$3,176 37 ST
B/E AEROSPACE INC COM	BEAV		900	$60.19	$54,171.00	$756.00	$36,879.09 T	$17,291.91
Estimated Yield 1.39%	CASH							
Average Unit Cost $40.98		01/25/16 Unit Cost $39 92	300	$60.19	$18,057 00		$11,977.44 T	$6,079.56 ST
		02/12/16 Unit Cost $40.71	400	$60.19	$24,076.00		$16,284.92 T	$7,791.08 ST
		02/25/16 Unit Cost $42.76	150	$60 19	$9,028.50		$6,413 43 T	$2,615.07 ST
		02/29/16 Unit Cost $44.07	50	$60.19	$3,009.50		$2,203 30 T	$806 20 ST
BERKSHIRE HATHAWAY INC DEL CL B NEW	BRKB		245	$162 98	$39,930.10		$33,028.58 T	$6,901.52
Average Unit Cost $134.81	CASH							
		10/13/14 Unit Cost $137.46	150	$162 98	$24,447.00		$20,619.53 T	$3,827.47 LT
		07/07/15 Unit Cost $136 59	25	$162 98	$4,074.50		$3,414.85 T	$659.65 LT
		08/21/15 Unit Cost $128.49	70	$162.98	$11,408 60		$8,994.20 T	$2,414 40 LT
BOEING CO	BA		300	$155 68	$46,704.00	$1,704.00	$23,691.37 T	$23,012.63
Estimated Yield .3.64%	CASH							
Next Dividend Payable: 03/03/17		07/16/12 Unit Cost $72.38	200	$155 68	$31,136 00		$14,476.58 T	$16,659.42 LT
Average Unit Cost $78.97		04/25/13	100	$155.68	$15,568 00		$9,214.79 T	$6,353.21 LT

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Statement for the Period December 1, 2016 to December 31, 2016

JOHNSON FAMILY FOUNDATION - Unincorporated Assn
Account Number: NBJ-035560 NB Account Number: 550-01507

NEUBERGER BERMAN

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Date Acquired	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
BOEING CO	BA	*continued*						
		Unit Cost $92.15						
C S X CORP	CSX		1,800	$35.93	$64,674.00	$1,296.00	$48,302.34 T	$16,371.66
Estimated Yield 2.00%	CASH							
Average Unit Cost $26.83		09/14/15	450	$35.93	$16,168.50		$12,770.33 T	$3,398.17 LT
		Unit Cost $28.38						
		12/03/15	800	$35.93	$28,744.00		$21,745.44 T	$6,998.56 LT
		Unit Cost $27.18						
		12/11/15	400	$35.93	$14,372.00		$10,044.40 T	$4,327.60 LT
		Unit Cost $25.11						
		04/06/16	150	$35.93	$5,389.50		$3,742.17 T	$1,647.33 ST
		Unit Cost $24.95						
CABOT OIL & GAS CP COM	COG		2,275	$23.36	$53,144.00	$182.00	$15,285.02 T	$37,858.98
Estimated Yield 0.34%	CASH							
Average Unit Cost $6.72		02/02/09	2,000	$23.36	$46,720.00		$13,132.65 T	$33,587.35 LT
		Unit Cost $6.57						
		04/29/09	275	$23.36	$6,424.00		$2,152.37 T	$4,271.63 LT
		Unit Cost $7.83						
CHUBB LIMITED COM NPV ISIN #CH0044328745	CB		400	$132.12	$52,848.00	$1,104.00	$49,237.45 T	$3,610.55
Estimated Yield 2.08%	CASH							
Average Unit Cost $123.09		02/25/16	100	$132.12	$13,212.00		$11,759.90 T	$1,452.10 ST
		Unit Cost $117.60						
		02/29/16	50	$132.12	$6,606.00		$5,854.12 T	$751.88 ST
		Unit Cost $117.08						
		10/26/16	250	$132.12	$33,030.00		$31,623.43	$1,406.57 ST
		Unit Cost $126.49						
COCA COLA CO	KO		400	$41.46	$16,584.00	$560.00	$17,096.22 T	($512.22)
Estimated Yield 3.37%	CASH							
Average Unit Cost $42.74		12/16/15	200	$41.46	$8,292.00		$8,681.80 T	($389.80) LT
		Unit Cost $43.41						
		01/12/16	200	$41.46	$8,292.00		$8,414.42 T	($122.42) ST
		Unit Cost $42.07						
CONAGRA BRANDS INC	CAG		800	$39.55	$31,640.00	$640.00	$28,733.74	$2,906.26
Estimated Yield 2.02%	CASH							
Next Dividend Payable: 03/01/17		06/27/16	300	$39.55	$11,865.00		$10,829.85	$1,035.15 ST

STATEMENT A

Statement for the Period December 1, 2016 to December 31, 2016

JOHNSON FAMILY FOUNDATION - Unincorporated Assn
Account Number: NBJ-035560 NB Account Number: 550-01507

NEUBERGER BERMAN

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Date Acquired	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
CONAGRA BRANDS INC	CAG	*continued*						
Average Unit Cost $35.92		Unit Cost $36.10						
		09/29/16	500	$39.55	$19,775.00		$17,903.89	$1,871.11 ST
		Unit Cost $35.81						
COVANTA HLDG CORP COM	CVA	10/04/10	1,200	$15.60	$18,720.00	$1,200.00	$17,090.25 T	$1,629.75
Estimated Yield 6.41%	CASH							
Next Dividend Payable: 01/06/17								
Average Unit Cost $14.24								
D R HORTON INC COM	DHI	02/11/15	600	$27.33	$16,398.00	$240.00	$16,138.86 T	$259.14
Estimated Yield 1.46%	CASH							
Average Unit Cost $26.90								
FEDEX CORP COM	FDX		115	$186.20	$21,413.00	$184.00	$17,585.04 T	$3,827.96
Estimated Yield 0.85%	CASH							
Next Dividend Payable: 01/03/17		09/04/15	65	$186.20	$12,103.00		$9,681.49 T	$2,441.51 LT
Average Unit Cost $152.91		Unit Cost $148.64						
		06/22/16	50	$186.20	$9,310.00		$7,923.55	$1,386.45 ST
		Unit Cost $158.47						
JPMORGAN CHASE & CO	JPM	09/09/16	700	$86.29	$60,403.00	$1,344.00	$46,913.44	$13,489.56
Estimated Yield 2.22%	CASH							
Next Dividend Payable: 01/31/17								
Average Unit Cost $67.02								
LAMB WESTON HLDGS INC COM	LW		266	$37.85	$10,068.10	$199.50	$8,448.15	$1,619.95
Estimated Yield 1.98%	CASH							
Next Dividend Payable: 03/01/17		06/27/16	99.75	$37.85	$3,775.53		$3,184.14	$591.39 ST
Average Unit Cost $31.76		Unit Cost $31.92						
		09/29/16	166.25	$37.85	$6,292.56		$5,264.01	$1,028.55 ST
		Unit Cost $31.66						
LENNAR CORP CL A	LEN	06/27/16	550	$42.93	$23,611.50	$88.00	$24,136.92	($525.42)
Estimated Yield 0.37%	CASH							
Average Unit Cost $43.89								
LILLY ELI &CO COM NPV	LLY		650	$73.55	$47,807.50	$1,352.00	$40,042.14 T	$7,765.36
Estimated Yield 2.82%	CASH							
Average Unit Cost $61.60		05/02/14	250	$73.55	$18,387.50		$14,771.00 T	$3,616.50 LT
		Unit Cost $59.08						

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Statement for the Period December 1, 2016 to December 31, 2016

JOHNSON FAMILY FOUNDATION - Unincorporated Assn
Account Number: NBJ-035560 NB Account Number: 550-01507

NEUBERGER BERMAN

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Date Acquired	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
LILLY ELI &CO COM NPV	LLY	*continued*						
		07/16/14 Unit Cost $62.35	350	$73.55	$25,742.50		$21,821.14 T	$3,921.36 LT
		03/10/15 Unit Cost $69.00	50	$73.55	$3,677.50		$3,450.00 T	$227.50 LT
LYONDELLBASELL INDUSTRIES N V COM USD0.01 CLASS A Estimated Yield 3.88% Average Unit Cost $84.53	LYB CASH	04/01/16	300	$85.78	$25,734 00	$999.00	$25,359.96 T	$374 04
MICROSOFT CORP Estimated Yield 2.51% Next Dividend Payable: 03/09/17 Average Unit Cost $25.11	MSFT CASH		950	$62.14	$59,033.00	$1,482.00	$23,857.87 T	$35,175.13
		08/17/11 Unit Cost $25.09	200	$62.14	$12,428.00		$5,017.24 T	$7,410.76 LT
		08/18/11 Unit Cost $24.64	400	$62.14	$24,856.00		$9,857.16 T	$14,998.84 LT
		09/14/11 Unit Cost $26.37	150	$62.14	$9,321 00		$3,956.11 T	$5,364.89 LT
		09/22/11 Unit Cost $25.14	200	$62 14	$12,428.00		$5,027.36 T	$7,400.64 LT
MONDELEZ INTL INC COM Estimated Yield 1.71% Next Dividend Payable. 01/12/17 Average Unit Cost $40.03	MDLZ CASH		800	$44.33	$35,464.00	$608.00	$32,025.94 T	$3,438.06
		02/03/16 Unit Cost $39.09	450	$44.33	$19,948 50		$17,588.61 T	$2,359.89 ST
		02/25/16 Unit Cost $41.25	350	$44.33	$15,515.50		$14,437.33 T	$1,078.17 ST
OCCIDENTAL PETROLEUM CORP Estimated Yield 4.26% Next Dividend Payable: 01/13/17 Average Unit Cost $53.33	OXY CASH		800	$71.23	$56,984 00	$2,432.00	$42,667.38 T	$14,316.62
		02/27/07 Unit Cost $45.04	500	$71 23	$35,615.00		$22,520.83 T	$13,094.17 LT
		08/18/09 Unit Cost $67.16	300	$71.23	$21,369.00		$20,146.55 T	$1,222.45 LT
ORACLE CORP COM Estimated Yield 1.56% Next Dividend Payable 01/26/17 Average Unit Cost $31 79	ORCL CASH		1,600	$38.45	$61,520.00	$960.00	$50,856.61 T	$10,663.39
		10/07/09 Unit Cost $20.58	650	$38.45	$24,992.50		$13,378.16 T	$11,614.34 LT

Statement for the Period December 1, 2016 to December 31, 2016

JOHNSON FAMILY FOUNDATION - Unincorporated Assn
Account Number: NBJ-035560 NB Account Number: 550-01507

NEUBERGER | BERMAN

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Date Acquired	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
ORACLE CORP COM	ORCL	*continued*						
		11/03/15 Unit Cost $39.98	350	$38.45	$13,457.50		$13,994.09 T	($536.59) LT
		02/25/16 Unit Cost $36.93	250	$38.45	$9,612.50		$9,232.18 T	$380.32 ST
		03/29/16 Unit Cost $40.72	350	$38.45	$13,457.50		$14,252.18 T	($794.68) ST
PACKAGING CORP AMER Estimated Yield 2.97% Next Dividend Payable 01/13/17 Average Unit Cost $16.63	PKG CASH	06/12/09	500	$84.82	$42,410.00	$1,260.00	$8,315.97 T	$34,094.03
PFIZER INC Estimated Yield 3.94% Next Dividend Payable: 03/01/17 Average Unit Cost $17.09	PFE CASH		1,850	$32.48	$60,088.00	$2,368.00	$31,607.27 T	$28,480.73
		10/20/10 Unit Cost $17.70	650	$32.48	$21,112.00		$11,507.27 T	$9,604.73 LT
		11/10/10 Unit Cost $16.75	1,200	$32.48	$38,976.00		$20,100.00 T	$18,876.00 LT
PIONEER NATURAL RESOURCES CO Estimated Yield 0.04% Average Unit Cost $28.50	PXD CASH	06/10/09	400	$180.07	$72,028.00	$32.00	$11,401.72 T	$60,626.28
PNC FINL SVCS GROUP Estimated Yield 1.88% Average Unit Cost $88.55	PNC CASH		450	$116.96	$52,632.00	$990.00	$39,849.12 T	$12,782.88
		12/01/14 Unit Cost $86.56	100	$116.96	$11,696.00		$8,655.75 T	$3,040.25 LT
		12/02/14 Unit Cost $87.33	75	$116.96	$8,772.00		$6,549.87 T	$2,222.13 LT
		02/13/15 Unit Cost $92.19	200	$116.96	$23,392.00		$18,438.84 T	$4,953.16 LT
		02/23/16 Unit Cost $82.73	75	$116.96	$8,772.00		$6,204.66 T	$2,567.34 ST
RYANAIR LTD ADR EACH REPR 5 ORD EUR0.012 POST REV SP Average Unit Cost $79.89	RYAAY CASH		700	$83.26	$58,282.00		$55,922.68 T	$2,359.32
		11/19/15 Unit Cost $80.65	400	$83.26	$33,304.00		$32,261.60 T	$1,042.40 LT
		03/03/16	100	$83.26	$8,326.00		$8,310.05 T	$15.95 ST

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STATEMENT A

Statement for the Period December 1, 2016 to December 31, 2016

JOHNSON FAMILY FOUNDATION - Unincorporated Assn
Account Number: NBJ-035560 NB Account Number: 550-01507

NEUBERGER | BERMAN

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Date Acquired	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
RYANAIR LTD ADR EACH REPR 5 ORD EUR0.012	RYAAY	*continued*						
		Unit Cost $83.10						
		04/26/16	100	$83.26	$8,326.00		$8,100.01 T	$225.99 ST
		Unit Cost $81.00						
		08/12/16	100	$83.26	$8,326.00		$7,251.02	$1,074.98 ST
		Unit Cost $72.51						
TEXTRON INC	TXT		700	$48.56	$33,992.00	$56.00	$24,527.96 T	$9,464.04
Estimated Yield 0.16%	CASH							
Next Dividend Payable: 01/01/17		08/15/13	400	$48.56	$19,424.00		$11,171.84 T	$8,252.16 LT
Average Unit Cost $35.04		Unit Cost $27.93						
		11/21/16	300	$48.56	$14,568.00		$13,356.12	$1,211.88 ST
		Unit Cost $44.52						
UNILEVER N V N Y SHS NEW	UN	04/29/09	350	$41.06	$14,371.00	$490.74	$7,067.93 T	$7,303.07
Estimated Yield 3.41%	CASH							
Average Unit Cost $20.19								
UNUM GROUP	UNM	06/10/09	1,050	$43.93	$46,126.50	$840.00	$17,589.78 T	$28,536.72
Estimated Yield 1.82%	CASH							
Average Unit Cost $16.75								
VERSUM MATLS INC COM	VSM		150	$28.07	$4,210.50		$3,711.83 T	$498.67
Average Unit Cost $24.75	CASH							
		08/21/15	50	$28.07	$1,403.50		$1,252.70 T	$150.80 LT
		Unit Cost $25.05						
		10/29/15	50	$28.07	$1,403.50		$1,246.65 T	$156.85 LT
		Unit Cost $24.93						
		12/10/15	25	$28.07	$701.75		$599.50 T	$102.25 LT
		Unit Cost $23.98						
		03/03/16	25	$28.07	$701.75		$612.98 T	$88.77 ST
		Unit Cost $24.52						
WEYERHAEUSER CO COM	WY	01/12/16	500	$30.09	$15,045.00	$620.00	$13,515.75 T	$1,529.25
Estimated Yield 4.12%	CASH							
Average Unit Cost $27.03								
WHIRLPOOL CORP	WHR	04/26/16	100	$181.77	$18,177.00	$400.00	$17,732.64 T	$444.36
Estimated Yield 2.20%	CASH							

Statement for the Period December 1, 2016 to December 31, 2016

JOHNSON FAMILY FOUNDATION - Unincorporated Assn
Account Number: NBJ-035560 NB Account Number: 550-01507

NEUBERGER BERMAN

HOLDINGS > EQUITIES *continued*

Description		Symbol/Cusip Account Type	Date Acquired	Quantity	Price on 12/31/16	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
WHIRLPOOL CORP		WHR	*continued*						
Average Unit Cost	$177.33								
Total Equity						$1,391,066.20	$27,661.74	$959,394.29	$431,671.91
Total Equities						$1,391,066.20	$27,661.74	$959,394.29	$431,671.91
Total Securities						$1,391,066.20	$27,661.74	$959,394.29	$431,671.91

2016 Informational Tax Reporting Statement

JOHNSON FAMILY FOUNDATION

Account No **NBJ-035560** Customer Service. 212-476-9000
Recipient ID No. **-***8242 Payer's Fed ID Number: 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2016 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (a)	**1f** Accrued Market Discount	**1g** Wash Sale Loss Disallowed	Gain/Loss (-)	**4** Federal Income Tax Withheld	**14** State **16** State Tax Withheld
1a Description of property, Stock or Other Symbol, CUSIP										
JPMORGAN CHASE & CO, JPM, 46625H100										
Sale	150.000	07/02/15	06/27/16	8,629 27	10,118 55			-1,489.28		
LAMB WESTON HLDGS INC COM, LW, 513272104										
Cash In Lieu	0 250	06/27/16	11/16/16	7.83	7 98			-0.15		
Cash In Lieu	0 417	09/29/16	11/16/16	13 04	13 20			-0.16		
Subtotals				**20.87**	**21.18**					
LILLY ELI &CO COM NPV, LLY, 532457108										
Sale	50.000	03/03/16	11/11/16	3,848.25	3,645 01			203.24		
TEVA PHARMACEUTICAL INDUSTRIES ADR-EACH, TEVA, 881624209										
Sale	200.000	03/16/16	09/21/16	10,072.76	11,205 54			-1,132.78		
Sale	200 000	03/16/16	09/22/16	10,242.43	11,205 54			-963 11		
Sale	200.000	03/16/16	09/30/16	9,228.74	11,205 54			-1,976.80		
Sale	250.000	03/31/16	09/30/16	11,535 92	13,432 78			-1,896 86		
Subtotals				**41,079.85**	**47,049.40**					
TOLL BROTHERS INC COM, TOL, 889478103										
Sale	400 000	12/16/15	06/27/16	10,364 09	13,745 48			-3,381 39		
TOTALS				**63,942.33**	**74,579.82**	**0.00**	**0.00**		**0.00**	
	Short-Term Realized Gain							**203.24**		
	Short-Term Realized Loss							**-10,840.53**		

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2016 Informational Tax Reporting Statement

JOHNSON FAMILY FOUNDATION Account No NBJ-035560 Customer Service. 212-476-9000
Recipient ID No **-***8242 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2016 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

1a Description of property, Stock or Other Symbol, CUSIP

Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (a)	**1f** Accrued Market Discount	**1g** Wash Sale Loss Disallowed	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State **16** State Tax Withheld
ARAMARK COM, ARMK, 03852U106										
Sale	500.000	02/11/15	06/23/16	16,911.13	15,398 15			1,512 98		
BOEING CO, BA, 097023105										
Sale	50 000	04/25/13	07/08/16	6,499 80	4,607 39			1,892 41		
DTE ENERGY HOLDING CO, DTE, 233331107										
Sale	150.000	12/02/14	07/14/16	14,564 58	12,150.00			2,414 58		
PACKAGING CORP AMER, PKG, 695156109										
Sale	150 000	06/10/09	11/23/16	12,719 74	2,522 28			10,197.46		
PFIZER INC, PFE, 717081103										
Sale	350.000	10/20/10	08/02/16	12,749 35	6,196 23			6,553 12		
TEXTRON INC, TXT, 883203101										
Sale	100.000	08/15/13	06/27/16	3,482 42	2,792 96			689.46		
Sale	200.000	12/01/14	06/27/16	6,964.85	8,522.98			-1,558 13		
Sale	300 000	12/02/14	06/27/16	10,447 27	12,750 09			-2,302.82		
Sale	100.000	12/15/14	06/27/16	3,482 42	3,966.67			-484.25		
Subtotals				**24,376.96**	**28,032.70**					
TRAVELERS COMPANIES INC COM STK NPV, TRV, 89417E109										
Sale	300 000	02/02/09	10/26/16	32,664.06	11,523 91			21,140 15		
TWENTY-FIRST CENTY FOX INC CL A, FOXA, 90130A101										
Sale	450.000	06/19/15	09/16/16	10,604 01	14,901.48			-4,297.47		

2016 Informational Tax Reporting Statement

JOHNSON FAMILY FOUNDATION
Account No **NBJ-035560** Customer Service: 212-476-9000
Recipient ID No. ****-***8242** Payer's Fed ID Number: 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2016 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

1a Description of property, Stock or Other Symbol, CUSIP

Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (a)	**1f** Accrued Market Discount	**1g** Wash Sale Loss Disallowed	Gain/Loss (-)	**4** Federal Income Tax Withheld	**14** State **16** State Tax Withheld
UNITED CONTINENTAL HOLDINGS INC COM USD0, UAL, 910047109										
Sale	400 000	11/19/13	06/27/16	15,193.03	15,267.84			-74 81		
Sale	250.000	02/28/14	06/27/16	9,495 64	11,293 45			-1,797 81		
Sale	200 000	06/06/14	06/27/16	7,596 51	9,545 80			-1,949.29		
Sale	50.000	07/24/14	06/27/16	1,899 13	2,308 97			-409.84		
Subtotals				**34,184.31**	**38,416.06**					
TOTALS				**165,273.94**	**133,748.20**	**0.00**	**0.00**		**0.00**	
		Long-Term Realized Gain						**44,400.16**		
		Long-Term Realized Loss						**-12,874.42**		

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium.

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

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2016 Supplemental Gain or (Loss) Information

Short-Term Gain or (Loss) from Transactions not Reported to IRS

Date of Sale or Exchange	Date of Acquisition	Description	Symbol / CUSIP	Quantity	Gross Proceeds Less Commission and Option Premium	Cost or Other Basis	REALIZED GAIN OR (LOSS)
01/14/16 S	08/21/15	FEDEX CORP	FDX 31428X106	25 00000	3,275 83	3,924.33	(648.50)
02/11/16 H	08/21/15	GOLDMAN SACHS GROUP INC	GS 38141G104	75 00000	10,646 33	14,324.00	(3,677.67)
02/11/16 H	07/02/15	JPMORGAN CHASE & CO	JPM 46625H100	50 00000	2,662 81	3,372.85	(710.04)
02/11/16 H	07/29/15	JPMORGAN CHASE & CO	JPM 46625H100	100 00000	5,325 61	6,843.81	(1,518 20)
03/16/16 H	08/21/15	JOHNSON & JOHNSON	JNJ 478160104	125 00000	13,411 95	12,112 65	1,299.30
01/07/16 H	07/29/15	LINCOLN NATIONAL CORP-IND	LNC 534187109	50 00000	2,283 54	2,870.11	(586 57)
01/07/16 H	06/17/15	LINCOLN NATIONAL CORP-IND	LNC 534187109	300 00000	13,701 26	18,080.88	(4,379.62)
		7 ITEMS - Total Short-Term Not Reported Transactions Gain or (Loss)			**51,307.33**	**61,528.63**	**(10,221.30)**

2016 Supplemental Gain or (Loss) Information

Long-Term Gain or (Loss) from Transactions not Reported to IRS

Date of Sale or Exchange	Date of Acquisition	Description	Symbol / CUSIP	Quantity	Gross Proceeds Less Commission and Option Premium	Cost or Other Basis	REALIZED GAIN OR (LOSS)
01/06/16 H	04/04/05	ANADARKO PETROLEUM CORP	APC 032511107	250.00000	11,162.67	9,828.77	1,333 90
02/12/16 H	04/25/13	BOEING CO	BA 097023105	50 00000	5,454.40	4,607 40	847 00

2016 Supplemental Gain or (Loss) Information (continued)

Long-Term Gain or (Loss) from Transactions not Reported to IRS

Date of Sale or Exchange	Date of Acquisition	Description	Symbol / CUSIP	Quantity	Gross Proceeds Less Commission and Option Premium	Cost or Other Basis	REALIZED GAIN OR (LOSS)
04/04/16 H	08/18/09	CALIFORNIA RESOURCES CORPORATION	13057Q107	28 00000	33.29	33.44	(0.15)
04/04/16 H	02/27/07	CALIFORNIA RESOURCES CORPORATION	13057Q107	46 00000	54 68	37.38	17.30
01/12/16 H	08/28/09	CARPENTER TECHNOLOGY CORP	CRS 144285103	150 00000	3,799 90	3,237 68	562 22
01/13/16 H	08/28/09	CARPENTER TECHNOLOGY CORP	CRS 144285103	350 00000	8,856 90	7,554 60	1,302 30
01/05/16 H	04/04/05	INTERNATIONAL BUSINESS MACHINES CORP	IBM 459200101	175 00000	23,727.44	15,829.24	7,898.20
02/12/16 H	03/22/11	INTERNATIONAL PAPER CO	IP 460146103	300.00000	10,317.85	7,927.37 T	2,390.48
03/16/16 H	12/31/12	JOHNSON & JOHNSON	JNJ 478160104	200 00000	21,459 13	13,904.58	7,554.55
03/29/16 H	04/10/13	MICROSOFT CORP	MSFT 594918104	50.00000	2,735.72	1,439.22	1,296.50
03/29/16 H	09/14/11	MICROSOFT CORP	MSFT 594918104	250 00000	13,678.60	6,593.51	7,085.09
04/01/16 H	06/10/09	PACKAGING CORP AMER	PKG 695156109	100.00000	5,973.24	1,681.52	4,291.72
05/19/16 H	06/10/09	PACKAGING CORP AMER	PKG 695156109	200 00000	12,746.28	3,363.04	9,383.24
04/13/16 H	12/12/13	SANDISK CORP	80004C101	50.00000	3,838.82	3,286.49	552.33
04/13/16 H	10/30/13	SANDISK CORP	80004C101	50 00000	3,838 83	3,480 60	358 23
01/26/16 H	10/30/13	SANDISK CORP	80004C101	100.00000	6,387.33	6,961.20	(573.87)

2016 Supplemental Gain or (Loss) Information (continued)

Long-Term Gain or (Loss) from Transactions not Reported to IRS

Date of Sale or Exchange		Date of Acquisition	Description	Symbol CUSIP	Quantity	Gross Proceeds Less Commission and Option Premium	Cost or Other Basis	REALIZED GAIN OR (LOSS)
04/26/16	H	12/12/13	SANDISK CORP	80004C101	300.00000	22,740 01	19,718 94	3,021.07
01/20/16	H	06/10/09	UNUM GROUP	UNM 91529Y106	50.00000	1,339.92	837.61	502 31
01/20/16	H	04/04/05	UNUM GROUP	UNM 91529Y106	50 00000	1,339 92	842.00	497.92
02/11/16	H	06/10/09	UNUM GROUP	UNM 91529Y106	300 00000	7,279 22	5,025 65	2,253.57
			20 ITEMS - Total Long-Term Not Reported Transactions Gain or (Loss)			**166,764.15**	**116,190.24**	**50,573.91**

J.P. Morgan

Capital Gain and Loss Schedule

Short-Term Covered

JOHNSON FAMILY FOUNDATION, INC.- BMO
Account Number Q 73158-00-0

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	CUSIP	Code*	Date Acquired / Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
LIBERTY LILAC GRP-CL A	G5480U138		03/24/2016 11/11/2016	74 000	1,479 36	2,796 97		-1,317.61
Total Short-Term Covered					**1,479.36**	**2,796.97**		**-1,317.61**

J.P. Morgan

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Long-Term Covered

JOHNSON FAMILY FOUNDATION, INC.- BMO
Account Number. Q 73158-00-0

Description	CUSIP	Code*	Date Acquired / Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ABBOTT LABORATORIES	002824100		Various 04/11/2016	200 000	8,491 33	7,604 75		886 58
ALPHABET INC/CA-CL A	02079K305		09/05/2013 12/27/2016	10 000	8,111 52	4,395 37		3,716 15
ANHEUSER-BUSCH INBEV-SPN ADR	03524A108		Various 04/11/2016	200 000	24,294 47	20,113 00		4,181 47
BAXALTA INC -W/I	07177M103		Various 01/13/2016	600 000	24,215 73	18,310 11		5,905 62
BAXALTA INC -W/I	07177M103		10/15/2013 01/20/2016	100 000	4,013 31	2,976 51		1,036 80
BAXTER INTERNATIONAL INC	071813109		09/05/2013 07/12/2016	200 000	9,351 07	7,705 47		1,645 60
CHICAGO BRIDGE & IRON CO NV	167250109		01/12/2015 11/09/2016	700.000	21,104 12	27,782 86		-6,678.74
JOHNSON & JOHNSON	478160104		09/05/2013 04/11/2016	100 000	10,920 36	8,685.00		2,235 36
LEUCADIA NATIONAL CORP	527288104		10/20/2014 05/05/2016	600 000	9,932 12	13,321 26		-3,389.14
MICROSOFT CORP	594918104		01/30/2014 12/27/2016	200 000	12,660 72	7,347 34		5,313 38
PJT PARTNERS INC - A	69343T107		Various 04/11/2016	55 000	1,249 02	209 49		1,039.53
QUALCOMM INC	747525103		10/20/2014 12/14/2016	100 000	6,885 34	7,270.85		-385 51
QUALCOMM INC	747525103		10/20/2014 12/27/2016	100.000	6,729 85	7,270.85		-541.00

J.P. Morgan

Capital Gain and Loss Schedule

Long-Term Covered

JOHNSON FAMILY FOUNDATION, INC.- BMO
Account Number. Q 73158-00-0

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	CUSIP	Code*	Date Acquired / Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
US BANCORP	902973304		09/05/2013 04/11/2016	200 000	7,926 48	7,349 28		577 20
US BANCORP	902973304		09/05/2013 04/28/2016	150 000	6,515 26	5,511 96		1,003.30
US BANCORP	902973304		Various 05/02/2016	150 000	6,450 54	4,578 35		1,872 19
US BANCORP	902973304		02/03/2011 07/06/2016	800 000	31,321 07	21,928 24		9,392 83
US BANCORP	902973304		02/03/2011 07/07/2016	400 000	15,664 30	10,964 12		4,700 18
WATERS CORP	941848103		09/05/2013 07/12/2016	100 000	14,682 71	10,140 50		4,542.21
Total Long-Term Covered					**230,519.32**	**193,465.31**		**37,054.01**

J.P. Morgan

Capital Gain and Loss Schedule

Long-Term Noncovered

JOHNSON FAMILY FOUNDATION, INC.- BMO
Account Number: Q 73158-00-0

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BAXALTA INC -W/I	07177M103		03/18/2003 01/20/2016	600 000	24,079 83	5,520 32		18,559 51
BROOKFIELD ASSET MANAGE-CL A	112585104		Various 04/11/2016	900 000	30,026 22	20,101 98		9,924 24
LEUCADIA NATIONAL CORP	527288104		01/29/1993 05/05/2016	100 000	1,655 35	536 45		1,118.90
LIBERTY LILAC GRP-CL A	G5480U138		00/00/0000 07/26/2016	0 861	29 38	.00		29 38
LOWE'S COS INC	548661107		11/12/2010 04/05/2016	100 000	7,594 83	2,201 89		5,392.94
LOWE'S COS INC	548661107		11/12/2010 05/18/2016	200 000	15,686 96	4,403 78		11,283 18
LOWE'S COS INC	548661107		11/12/2010 10/11/2016	100 000	6,998 31	2,201.89		4,796.42
LOWE'S COS INC	548661107		11/12/2010 12/27/2016	100 000	7,211 84	2,201 89		5,009 95
RENAISSANCERE HOLDINGS LTD	G7496G103		12/21/2009 04/11/2016	300 000	35,069 44	15,463 38		19,606 06
ROPER TECHNOLOGIES INC	776696106		11/02/1994 10/11/2016	100 000	17,672 87	601.50		17,071 37
ROPER TECHNOLOGIES INC	776696106		11/02/1994 12/27/2016	100 000	18,622 59	601 50		18,021.09
Total Long-Term Noncovered					**164,647.62**	**53,834.58**		**110,813.04**