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

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2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending

Name of foundation THE CARL J. AND MARGOT A. JOHNSON FOUNDATION		A Employer identification number 25-1675809
Number and street (or P O box number if mail is not delivered to street address) 90 ELISABETH WAY		B Telephone number (see instructions) (412) 512-6764
City or town, state or province, country, and ZIP or foreign postal code MCKINNEY TX 75069		C If exemption application is pending, check here. ▶ ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Section 501(c)(3) exempt private foundation ☐ 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, column (c), line 16) \$ 19,033,011.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc., received (attach schedule)	1,012,525.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	212.	212.		
4 Dividends and interest from securities	51,435.	51,435.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-147,203.	L-6a Stmt		
b Gross sales price for all assets on line 6a	900,977.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
See Line 11 Stmt	103,397.	103,397.		
12 Total Add lines 1 through 11.	1,020,366.	155,044.	0.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits.				
16a Legal fees (attach schedule).				
b Accounting fees (attach sch).	4,163.	0.		
c Other professional fees (attach sch)	11,559.	11,559.		
17 Interest				
18 Taxes (attach schedule)(see instrs) FOREIGN TAXES.	2,685.	2,685.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	12,002.			
21 Travel, conferences, and meetings	1,929.			
22 Printing and publications				
23 Other expenses (attach schedule) SUPPLIES	574.			
24 Total operating and administrative expenses. Add lines 13 through 23	32,912.	14,244.		
25 Contributions, gifts, grants paid	572,439.			572,439.
26 Total expenses and disbursements Add lines 24 and 25	605,351.	14,244.		572,439.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	415,015.			
b Net investment income (if negative, enter -0-).		140,800.		
c Adjusted net income (if negative, enter -0-).			0.	

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,094,225.	287,714.	287,714.
	3 Accounts receivable 6,410.			
	Less allowance for doubtful accounts	61,760.	6,410.	6,410.
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	9,368,156.	9,663,451.	15,336,566.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	2,126,575.	3,334,464.	3,402,321.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	12,650,716.	13,292,039.	19,033,011.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	9,582,695.	9,582,695.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,068,021.	3,709,344.	
	30 Total net assets or fund balances (see instructions)	12,650,716.	13,292,039.	
	31 Total liabilities and net assets/fund balances (see instructions)	12,650,716.	13,292,039.	

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	12,650,716.
2	Enter amount from Part I, line 27a	2	415,015.
3	Other increases not included in line 2 (itemize) UNREALIZED G/L OF SECURITIES DISTRIBUTED AT FMV	3	226,308.
4	Add lines 1, 2, and 3	4	13,292,039.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	13,292,039.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES (CS 6974)				
b PUBLICLY TRADED SECURITIES (CS 1168)				
c PUBLICLY TRADED SECURITIES (FR 0194)				
d PUBLICLY TRADED SECURITIES (FR 7108)				
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 23,655.	0.	31,016.	-7,361.
b 28,718.	0.	25,683.	3,035.
c 671,399.	0.	652,639.	18,760.
d 177,205.	0.	338,842.	-161,637.
e			

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

(i) FMV 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			-7,361.
b			3,035.
c			18,760.
d			-161,637.
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-147,203.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

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.

(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	640,071.	13,041,820.	0.049078
2014	666,042.	11,528,777.	0.057772
2013	850,306.	14,252,301.	0.059661
2012	1,052,548.	17,161,220.	0.061333
2011	569,012.	21,313,698.	0.026697

2 Total of line 1, column (d)	2	0.254541
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050908
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.	4	15,110,903.
5 Multiply line 4 by line 3	5	769,266.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,408.
7 Add lines 5 and 6.	7	770,674.
8 Enter qualifying distributions from Part XII, line 4	8	572,439.

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)

1 a 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	2,816.
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	2,816.
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	2,816.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016		6 a	
b Exempt foreign organizations — tax withheld at source		6 b	
c Tax paid with application for extension of time to file (Form 8868)		6 c	
d Backup withholding erroneously withheld		6 d	
7 Total credits and payments. Add lines 6a through 6d.		7	
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	2,816.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	0.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax		Refunded	11

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If 'Yes,' attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If 'Yes,' attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ See States Registered In _____		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	11	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 ▶ CARL JOHNSON Telephone no ▶ (412) 512-6764			
Located at ▶ 18 WINDSOR RIDGE FRISCO TX ZIP + 4 ▶ 75034			
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			
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
1 a 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)?	1 b	X
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?	1 c	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 ▶ 20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?Organizations relying on a current notice regarding disaster assistance check here ☐

5 b

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d)

6 a 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?

6 b

If 'Yes' to 6b, file Form 8870

X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARL J. JOHNSON 90 ELISABETH WAY MCKINNEY TX 75069	TRUSTEE 1.00	0.	0.	0.
JAMIE BROOKHART 1790 RIDGEVIEW DR MCKINNEY TX 75069	TRUSTEE 3.00	0.	0.	0.
JD BROOKHART 1790 RIDGEVIEW DR FAIRVIEW TX 75069	EXECUTIVE DIRECTOR 10.00	0.	0.	0.

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

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

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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	1 a	13,491,827.
b	Average of monthly cash balances	1 b	612,287.
c	Fair market value of all other assets (see instructions)	1 c	1,236,904.
d	Total (add lines 1a, b, and c)	1 d	15,341,018.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,341,018.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	230,115.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	15,110,903.
6	Minimum investment return. Enter 5% of line 5.	6	755,545.

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	755,545.
2 a	Tax on investment income for 2016 from Part VI, line 5	2 a	2,816.
b	Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,816.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	752,729.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	752,729.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	752,729.

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	1 a	572,439.
b	Program-related investments — total from Part IX-B	1 b	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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	572,439.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	572,439.

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				752,729.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			587,993.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2016				
a From 2011 0.				
b From 2012 0.				
c From 2013 0.				
d From 2014 0.				
e From 2015 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 572,439.				
a Applied to 2015, but not more than line 2a			572,439.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2016 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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 instructions			15,554.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				752,729.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012 0.				
b Excess from 2013 0.				
c Excess from 2014 0.				
d Excess from 2015 0.				
e Excess from 2016 0.				

BAA

Form 990-PF (2016)

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			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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))

CARL J. JOHNSON
JAMIE BROOKHART

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				
INSIGHT FOR LIVING 5700 DEMOCRACY, STE 2500 PLANO TX 75024		PC	UNRESTRICTED	15,012.
CHINESE CHRISTIAN EDUCATION FOUNDATION 11 ROYAL VALE DR OAK BROOK IL 60523		PC	UNRESTRICTED	10,008.
MULTIPLICATION NETWORK MINISTRIES 22515 TORRANCE AVE SAUK VILLAGE IL 60411		PC	UNRESTRICTED	99,990.
CHINA MINISTRIES INTERNATIONAL 1605 EAST ELIZABETH ST PASADENA CA 91104		PC	UNRESTRICTED	64,992.
DALLAS ARBORETUM & BOTANICAL SOCIETY 8525 GARLAND RD DALLAS TX 75218		PC	UNRESTRICTED	28,751.
FRISCO FAMILY SERVICES 8780 3RD ST FRISCO TX 75034		PC	UNRESTRICTED	12,216.
PLANO CONSERVANCY FOR HISTORIC PRESERVATION P.O. BOX 861810 PLANO TX 75086		PC	UNRESTRICTED	43,005.
BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM 110 INNER CAMPUS DR AUSTIN TX 78705		PC	UNRESTRICTED	298,465.
Total			3 a	572,439.
b Approved for future payment				
Total			3 b	

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	212.	
4	Dividends and interest from securities			14	51,435.	
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 . . .			14	-147,203.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue					
a	CAPITAL GAIN DISTRIBUTIONS			14	1,444.	
b	INCOME FROM PARTNERSHIPS			14	69,490.	
c	MISCELLANEOUS INCOME			14	32,463.	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				7,841.	
13	Total. Add line 12, columns (b), (d), and (e)					7,841.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

THE CARL J. AND MARGOT A. JOHNSON FOUNDATION

Employer identification number

25-1675809

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

THE CARL J. AND MARGOT A. JOHNSON FOUNDATION

25-1675809

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CARL JOHNSON 90 ELISABETH WAY MCKINNEY TX 75069	\$ 1,012,525	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)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

25-1675809

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	II-VI COMMON STOCK - 581 SH		
		\$ 12,503.	03/31/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	II-VI COMMON STOCK - 32,574 SH		
		\$ 1,000,022.	11/19/16
(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
		\$	

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2016

Name	Employer Identification Number
THE CARL J. AND MARGOT A. JOHNSON FOUNDATION	25-1675809

Asset Information:

Description of Property NET CAPITAL LOSS REPORTED ON PART IV

Date Acquired . Various How Acquired . . . Purchased

Date Sold . . . Various Name of Buyer . . . _____

Sales Price . . 900,977. Cost or other basis (do not reduce by depreciation) . . . 1,048,180.

Sales Expense . . _____ Valuation Method _____

Total Gain (Loss) . . -147,203. Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . _____ Valuation Method _____

Total Gain (Loss) . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . _____ Valuation Method _____

Total Gain (Loss) . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . _____ Valuation Method _____

Total Gain (Loss) . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . _____ Valuation Method _____

Total Gain (Loss) . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . _____ Valuation Method _____

Total Gain (Loss) . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . _____ Valuation Method _____

Total Gain (Loss) . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . _____ Valuation Method _____

Total Gain (Loss) . . _____ Accumulation Depreciation . . . _____

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
CAPITAL GAIN DISTRIBUTIONS	1,444.	1,444.	
INCOME/(LOSS) FROM PARTNERSHIP	69,490.	69,490.	
MISCELLANEOUS INCOME	32,463.	32,463.	
Total	103,397.	103,397.	

Form 990-PF, Page 4, Part VII-A, Line 8a

States Registered In

PENNSYLVANIA

TEXAS

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
AGREE RLTY CORP - 107 SH	3,666.	4,927.
ALEXANDRIA REAL ESTATE EQUITIES INC - 164 SH	16,086.	18,225.
AMERICAN CAMPUS CMNTYS INC - 192 SH	7,892.	9,556.
AMERICAN TOWER REIT - 143 SH	13,833.	15,112.
APARTMENT INVT & MGMT CO - 235 SH	9,682.	10,681.
AVALONBAY CMNTYS INC - 64 SH	11,270.	11,338.
BOSTON PPTYS INC - 107 SH	13,075.	13,458.
BRIXMOR PPTY GROUP INC - 470 SH	11,635.	11,477.
COLONY STARWOOD HOMES - 144 SH	4,095.	4,149.
CROWN CASTLE INTL CORP - 185 SH	15,768.	16,052.
CUBESMART - 470 SH	12,783.	12,582.
EASTGROUP PPTYS INC - 149 SH	9,467.	11,002.
EDUCATIONS RLTY TR INC - 236 SH	8,383.	9,983.
EPR PPTYS COM - 214 SH	13,163.	15,359.
FEDERAL RLTY INVT TR - 107 SH	14,832.	15,206.
FIRST INDL RLTY TR INC - 384 SH	8,933.	10,771.
GAMING & LEISURE PPTYS INC - 312 SH	9,914.	9,553.
GRAMERCY PPTY TR - 877 SH	6,804.	8,051.
HOSPITALITY PPTYS TR - 448 SH	12,747.	14,220.
HOST HOTELS & RESORTS INC - 706 SH	13,529.	13,301.
II-VI INC	9,293,637.	14,949,767.
INVESTORS REAL ESTATE TR - 1,072 SH	6,892.	7,643.
IRON MTN INC - 363 SH	11,162.	11,790.
KITE RLTY GROUP TR - 278 SH	7,106.	6,527.
LAMAR ADVERTISING CO - 66 SH	4,351.	4,438.
LTC PROPERTIES INC - 171 SH	7,544.	8,034.
NATIONAL RETAIL PPTYS INC - 77 SH	3,003.	3,403.
NORTHSTAR RLTY FIN CORP - 427 SH	8,124.	6,469.
OUTFRONT MEDIA INC - 342 SH	8,594.	8,506.
PENNSYLVANIA REAL ESTATE INVT TR - 392 SH	8,331.	7,432.
SIMON PPTY GROUP INC - 141 SH	26,537.	25,051.
TERRENO RLTY CORP - 320 SH	7,304.	9,117.
VENTAS INC - 107 SH	6,407.	6,690.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
VORNADO RLTY TR - 85 SH	8,356.	8,871.
WASHINGTON PRIME GROUP - 356 SH	4,091.	3,706.
WEINGARTEN REALTY INVESTORS - 256 SH	8,978.	9,162.
WELLTOWER INC - 171 SH	11,545.	11,445.
WEYERHAEUSER CO - 449 SH	13,932.	13,512.
Total	<u>9,663,451.</u>	<u>15,336,566.</u>

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
CANYON BALANCED HEDGE FOCUS FUND	498,289.	498,289.
CLEARBRIDGE AGGRESSIVE GROWTH FUND CLASS I	264,377.	260,415.
CREDIT SUISSE FLOATING RATE	224,370.	214,438.
CREDIT VALUE FUND (CAYMAN) III, LP	384,474.	384,474.
CULLEN EMERGING MARKETS HIGH	391,720.	353,041.
ETF SER SOLUTIONS LONCAR CANCER IMMUNOTHERAPY	98,779.	94,532.
JOHOM ASIA EX-JAPAN FUND CLASS I	148,000.	150,615.
JOHOM ASIA EX-JAPAN FUND CLASS II	100,713.	99,213.
MAINGATE MLP FUND INSTITUTIONAL CLASS	558,321.	683,653.
MILLENNIUM INTERNATIONAL	384,537.	384,537.
PIMCO HIGH YIELD FUND	83,421.	88,195.
SELECT SECTOR SPDR TR HEALTH CARE	98,951.	98,584.
TEMPLETON GLOBAL BOND FUND	98,512.	92,335.
Total	<u>3,334,464.</u>	<u>3,402,321.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
PNC	30,341.
CREDIT SUISSE 74	23,667.
CREDIT SUISSE 15	1,033,736.
CREDIT SUISSE 77 - CASH	263.
CREDIT SUISSE 77 - MONEY MKT	6,218.
Total	<u>1,094,225.</u>