



Form 990-PF

Department of the Treasury
Internal Revenue Service

EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

OMB No 1545-0052

2017

Open to Public Inspection

► Section 4947(a)(1) Trust Treated as Private Foundation
 ► Do not enter social security numbers on this form as it may be made public.
 ► Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning _____, and ending _____

Name of foundation

THE JOHNSON FAMILY FOUNDATION, INC.

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

582 ISLAND DRIVE

Room/suite

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

PALM BEACH, FL 33480

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

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

I Fair market value of all assets at end of year **J Accounting method:** Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) _____

► \$ 6,300,895. (Part I, column (d) must be on cash basis)

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	155.			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
3	Dividends and interest from securities	46,089.	46,089.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
ba	Net gain or (loss) from sale of assets not on line 10	300,696.			
b	Gross sales price for all assets on line 5a	702,017.			
7	Capital gain net income (from Part IV, line 2)		300,696.		
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	5,095.	3,065.	0.	STATEMENT 2
12	Total Add lines 1 through 11	352,035.	349,850.	0.	
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	10,000.	5,000.	5,000.
c	Other professional fees	STMT 4	48,058.	48,058.	0.
17	Interest		17.	17.	0.
18	Taxes	STMT 5	787.	787.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 6	382.	382.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		59,244.	54,244.	0.
25	Contributions, gifts, grants paid		10,000.		10,000.
26	Total expenses and disbursements. Add lines 24 and 25		69,244.	54,244.	0.
27	Subtract line 26 from line 12:		282,791.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		295,606.		
c	Adjusted net income (if negative, enter -0-)			0.	

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	81,688.	230,307.	230,307.
	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	STMT 7	0.	196,828.
	b	Investments - corporate stock	STMT 8	2,052,601.	2,149,180.
	c	Investments - corporate bonds			3,607,545.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 9	2,000,108.	1,837,614.
	14	Land, buildings, and equipment: basis ►			2,236,140.
		Less accumulated depreciation ►			
	15	Other assets (describe ►	STATEMENT 10)	30,000.	30,083.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		4,164,397.	4,444,012.
					6,300,895.
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 ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	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		<2,213,739.	<1,934,124.
	30	Total net assets or fund balances		4,164,397.	4,444,012.
	31	Total liabilities and net assets/fund balances		4,164,397.	4,444,012.

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	4,164,397.
2	Enter amount from Part I, line 27a	2	282,791.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	4,447,188.
5	Decreases not included in line 2 (itemize) ► COST BASIS ADJUSTMENT	5	3,176.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,444,012.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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	702,017.		401,321.	300,696.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(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		
a					
b					
c					
d					
e				300,696.	
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	300,696.	
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 doesn't 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))
2016	411,897.	6,042,008.	.068172
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

2 Total of line 1, column (d)	2	.269347
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.053869
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	6,397,820.
5 Multiply line 4 by line 3	5	344,644.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,956.
7 Add lines 5 and 6	7	347,600.
8 Enter qualifying distributions from Part XII, line 4	8	15,000.

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 ► <input type="checkbox"/> 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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		
3	Add lines 1 and 2		1 5,912.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2 0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		3 5,912.
6	Credits/Payments:		4 0.
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a 2,417.	5 5,912.
b	Exempt foreign organizations - tax withheld at source	6b 0.	
c	Tax paid with application for extension of time to file (Form 8868)	6c 8,000.	
d	Backup withholding erroneously withheld	6d 0.	
7	Total credits and payments. Add lines 6a through 6d	7 10,417.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8 0.	
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 4,505.	
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax ►	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	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 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.	1b X	
1c	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.	0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	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?	4b X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>	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	8a X	
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 <i>General Instruction G</i> ? 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 2017 or the tax year beginning in 2017? See the 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? Website address ► N/A	13	X
14 The books are in care of ► THOMAS S. JOHNSON Located at ► 582 ISLAND DRIVE, PALM BEACH, FL Telephone no ► 212-503-8800 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
16 At any time during calendar year 2017, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
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?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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)?	<input type="checkbox"/> Yes	X 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.)	<input type="checkbox"/> Yes	X 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	
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes	X 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	
► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2017 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 2017.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2017?	4a X	
	4b X	

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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	0.	0.	0.
THOMAS S. JOHNSON 582 ISLAND DRIVE PALM BEACH, NY 33480	5.00	0.	0.	0.
MARGARET A. JOHNSON 582 ISLAND DRIVE PALM BEACH, NY 33480	TREASURER/CHAIRMAN/ SEC.	0.	0.	0.
	DIRECTOR	0.	0.	0.
	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

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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.

Number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
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	
2		0.
3	All other program-related investments. See instructions.	
Total	Add lines 1 through 3	0.

Total. Add lines 1 through 3

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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	1a 3,281,494.
b Average of monthly cash balances	1b 201,862.
c Fair market value of all other assets	1c 3,011,893.
d Total (add lines 1a, b, and c)	1d 6,495,249.
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 6,495,249.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 97,429.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5 6,397,820.
6 Minimum investment return. Enter 5% of line 5	6 319,891.

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	1 319,891.
2a Tax on investment income for 2017 from Part VI, line 5	2a 5,912.
b Income tax for 2017. (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 5,912.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 313,979.
4 Recoveries of amounts treated as qualifying distributions	4 0.
5 Add lines 3 and 4	5 313,979.
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	7 313,979.

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 15,000.
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 15,000.
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 0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 15,000.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				313,979.
2 Undistributed income, if any, as of the end of 2017			0.	
a Enter amount for 2016 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	388,372.			
b From 2013				
c From 2014				
d From 2015				
e From 2016	114,003.			
f Total of lines 3a through e	502,375.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 15,000.			0.	
a Applied to 2016, but not more than line 2a				
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 2017 distributable amount				15,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	298,979.			298,979.
6 Enter the net total of each column as indicated below:	203,396.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	89,393.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	114,003.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016	114,003.			
e Excess from 2017				

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 2017, 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)

		Prior 3 years				(e)-Total
		Tax year	(a) 2017	(b) 2016	(c) 2015	
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. to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a. The name, address, and telephone number or email address of the person to whom applications should be addressed:

b. The form in which applications should be submitted and information and materials they should include:

c. Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
<i>a Paid during the year</i>				
NORTHWESTERN UNIVERSITY 2020 RIDGE AVENUE 4TH FLOOR EVANSTON, IL 60208	NONE	PC	GENERAL SUPPORT	10,000.
Total				► 3a 10,000.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income
	(a) Business code	(b) Amount			
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	46,089.	
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	5,095.	
8 Gain or (loss) from sales of assets other than inventory			18	300,696.	
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.		351,880.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		351,880.

(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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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
- (2) Other assets

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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 and belief, it is true, correct, and complete. Declaration of preparer (other than

Signature of officer or trustee

1175-181

Date _____ Title _____

Title

May the IRS discuss this return with the preparer shown below? See instr

Paid Preparer Use Only	Print/Type preparer's name RABI, SARA	Preparer's signature <i>Sara Rabi</i>	Date 11/13/18	Check <input type="checkbox"/> if self-employed	PTIN 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	

THE JOHNSON FAMILY FOUNDATION, INC.

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	BLACKSTONE GROUP LP - PASSTHROUGH INCOME	P	VARIOUS	
f	BLACKSTONE GROUP LP - PASSTHROUGH INCOME	P	VARIOUS	
g	APOLLO GLOBAL LLC - PASSTHROUGH INCOME	P	VARIOUS	
h	APOLLO GLOBAL LLC - PASSTHROUGH INCOME	P	VARIOUS	
i	1,214.08 SHS INSTITUTIONAL DIVERSIFIED ARBITRAGE	P	VARIOUS	
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 165,476.		116,816.		48,660.
b 73,312.		44,832.		28,480.
c 103,786.		81,478.		22,308.
d 214,955.		158,194.		56,761.
e 189.				189.
f 3,553.				3,553.
g		1.		<1.>
h 751.				751.
i 136,925.				136,925.
j 3,070.				3,070.
k				
l				
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				48,660.
b				28,480.
c				22,308.
d				56,761.
e				189.
f				3,553.
g				<1.>
h				751.
i				136,925.
j				3,070.
k				
l				
m				
n				
o				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2		300,696.
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

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
APOLLO GLOBAL MANAGEMENT LLC - DIVIDENDS	1,178.	0.	1,178.	1,178.	1,178.
BLACKSTONE GROUP LP - DIVIDEND & INTEREST	971.	0.	971.	971.	971.
ENTERPRISE PRODUCTS PARTNERS LP - INTEREST	2.	0.	2.	2.	2.
JP MORGAN - CAP GAIN DISTRIBUTION	2,445.	2,445.	0.	0.	0.
JP MORGAN - DIVIDEND	14,425.	0.	14,425.	14,425.	14,425.
JP MORGAN - FOREIGN DIVIDENDS	3,353.	0.	3,353.	3,353.	3,353.
JP MORGAN - INTEREST	26.	0.	26.	26.	26.
NEUBERGER BERMAN 5560 - CAP GAIN DIV	625.	625.	0.	0.	0.
NEUBERGER BERMAN 5560 - DIVIDEND	25,394.	0.	25,394.	25,394.	25,394.
NIMBO PARTNERS - INTEREST	740.	0.	740.	740.	740.
TO PART I, LINE 4	49,159.	3,070.	46,089.	46,089.	46,089.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	3,231.	3,231.	0.
BLACKSTONE GROUP LP - OTHER INCOME	1,145.	1,145.	0.
NONDIVIDEND DISTRIBUTIONS	2,030.	0.	0.
NIBMO - OTHER INCOME	27.	27.	0.
APOLLO GLOBAL MANAGEMENT LLC - OTHER INCOME	268.	268.	0.
MISCELLANEOUS REVENUE	817.	817.	0.
ENTERPRISE PRODUCTS PARTNERS, LP	<2,423.>	<2,423.>	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	5,095.	3,065.	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	10,000.	5,000.	0.	5,000.
TO FORM 990-PF, PG 1, LN 16B	10,000.	5,000.	0.	5,000.

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	5,383.	5,383.	0.	0.
BECK, MACK & OLIVER - MGMT	16,094.	16,094.	0.	0.
NEUBERGER BERMAN #5560				
INV. FEES	26,581.	26,581.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	48,058.	48,058.	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	787.	787.	0.	0.
TO FORM 990-PF, PG 1, LN 18	787.	787.	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	75.	75.	0.	0.
BLACKSTONE GROUP LP - PASSTHROUGH DEDUCTIONS	134.	134.	0.	0.
APOLLO GLOBAL MANAGEMENT LLC - PASSTHROUGH DEDUCTIONS	18.	18.	0.	0.
ANNUAL FOUNDATION AD	155.	155.	0.	0.
TO FORM 990-PF, PG 1, LN 23	382.	382.	0.	0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7	
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BILL 12/06/18	X		196,828.	196,820.
TOTAL U.S. GOVERNMENT OBLIGATIONS			196,828.	196,820.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			196,828.	196,820.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED STATEMENT A	2,034,121.	3,492,486.	
BLACKSTONE GROUP LP	49,838.	49,838.	
APOLLO GLOBAL MANAGEMENT, LLC	34,374.	34,374.	
ENTERPRISE PRODUCT PARTNERS, LP	30,847.	30,847.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,149,180.	3,607,545.	

THE JOHNSON FAMILY FOUNDATION, INC.

13-7118242

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INST DIVERSIFIED ARBITRAGE FD	COST	640,751.	1,039,277.
INST INVESTMENT FUND, LTD	COST	1,194,670.	1,194,670.
NIBMO PARTNERS	COST	2,193.	2,193.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,837,614.	2,236,140.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM BETHEL - ENSLEY TASK			
B.E.A.T.	30,000.	30,000.	30,000.
DIVIDEND RECEIVABLE	0.	83.	83.
TO FORM 990-PF, PART II, LINE 15		30,000.	30,083.



JOHNSON FAMILY FOUNDATION, INC. **BMO** **ACCT. Q73158000**
 For the Period 12/1/17 to 12/31/17

	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	57.07	1,200.000	68,484.00	24,561.94 **		N/A	1,344.00 1.96%
ALPHABET INC/CAC-CL C 02079K-10-7 GOOG	1,046.40	90.000	94,176.00	36,388.69	57,807.31		
ALPHABET INC/CAC-CL A 02079K-30-5 GOOGL	1,063.40	30.000	31,602.00	9,121.14	22,480.86		
ARMSTRONG WORLD INDUSTRIES 04247X-10-2 AWI	60.55	1,600.000	96,880.00	65,763.04	31,116.96		
BAXTER INTERNATIONAL INC 071813-10-9 BAX	84.64	700.000	45,248.00	10,469.31	34,778.69	448.00 0.99%	112.00
CENTURYLINK INC 156700-10-6 CTL	16.68	2,071.000	34,544.28	44,890.75	(11,392.37)	4,473.36	12.95%
CREDIT ACCEPTANCE CORP 225310-10-1 CACC	322.48	300.000	97,044.00	37,053.56	59,980.44		
DEVON ENERGY CORP 25178N-10-3 DVN	41.40	1,100.000	45,540.00	58,707.63	(13,167.63)	264.00	0.58%
FLUOR CORP 343412-10-2 FLR	51.65	1,080.000	55,782.00	58,664.07	(2,882.07)	907.20	1.69%
GILEAD SCIENCES INC 375558-10-3 GILD	71.64	500.000	35,820.00	44,539.70	(8,719.70)	1,040.00	2.90%
JOHNSON & JOHNSON 478160-10-4 JNJ	139.72	300.000	41,916.00	9,677.62 **	N/A	1,008.00	2.40%



JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000
For the Period 12/1/17 to 12/31/17

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
JPMORGAN CHASE & CO 46825H-10-0 JPM	106.94	700.000	74,858.00	44,588.60	30,269.40	1,568.00	2.09%
LABORATORY CRP OF AMER HLDGS 50540R-40-8 LH	159.51	400.000	63,804.00	11,346.76	52,457.24		
LEUCADIA NATIONAL CORP 527288-10-4 LUK	26.49	2,000.000	52,880.00	10,729.05	42,250.95	800.00	1.51%
LOWES COS INC 548661-10-7 LOW	92.84	300.000	27,882.00	6,605.67	21,276.33	492.00	1.76%
MARKEL CORP 570535-10-4 MKL	1,139.13	100.000	113,913.00	44,645.15	69,267.85		
MATADOR RESOURCES CO 576485-20-5 MTRD	31.13	3,100.000	96,503.00	58,068.20	38,434.80		
MERRICK & CO. INC. 56833Y-10-5 MRK	56.27	600.000	33,762.00	14,094.31 **	N/A	1,152.00	3.41%
MICROSOFT CORP 594918-10-4 MSFT	85.54	1,500.000	128,310.00	51,488.20	76,821.80	2,520.00	1.96%
QUALCOMM INC 747525-10-3 QCOM	64.02	400.000	25,608.00	26,281.67	(673.67)	812.00	3.58%
ROPER TECHNOLOGIES INC 776696-10-6 ROP	259.00	200.000	51,800.00	1,203.00	50,597.00	330.00	0.64%
SCHLUMBERGER LTD 808657-10-8 SLB	67.38	700.000	47,173.00	44,926.65	2,246.35	1,400.00	2.97%
WABTEC CORP 929740-10-8 WAB	81.43	300.000	24,429.00	22,844.79	1,584.21	144.00	0.59%



JOHNSON FAMILY FOUNDATION, INC.- BMO ACCT. Q73158000
For the Period 12/1/17 to 12/31/17

	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	182.19	300.000	57,957.00	8,114.46	49,842.54		
Total US Large Cap Equity			1,446,015.28	744,763.96		\$26,103.56	1.68%
					\$976.80		
US Small/Mid Cap Equity							
CHIRIBSON WINE GROUP LTD 22662X-10-0 CWGL	10.67	2,500.000	26,675.00	23,327.12			3,347.98
HOMELIFE CORP 43739D-30-7 HFDF	50.00	500.000	25,000.00	21,650.00			3,350.00
SAN JUAN BASIN ROYALTY TR 798241-10-5 SJT	8.24	3,700.000	30,488.00	58,221.09	(27,733.09)		3,108.00 10.19%
Total US Small/Mid Cap Equity			\$92,163.00	\$103,183.21		(\$21,035.21)	\$23,108.00 3.78%
Non-US Equity							
ANHEUSER-BUSCH INBEV-SPN ADR 03524A-10-8 BUD	111.56	400.000	44,624.00	27,913.92		16,710.08	1,284.80 2.88%
BLACKBERRY LTD 09228F-10-3 BB	11.17	2,200.000	24,574.00	17,325.33			7,248.67



JOHNSON FAMILY FOUNDATION, INC. - BMO ACCT. Q73158000
 For the Period 12/1/17 to 12/31/17

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Non-US Equity							
CHICAGO BRIDGE & IRON CO NV 167260-10-9 CBI	16.14	900.000	14,526.00	17,759.13	(3,233.13)		
ENSTAR GROUP LTD G3075P-10-1 ESGR	200.75	600.000	120,450.00	70,138.98	50,311.01		
GRIFOLS SA-ADR 398498-40-8 GRFS	22.92	2,200.000	50,424.00	39,592.65	10,831.35	627.00	1.24%
LIBERTY GLOBAL PLC-A G5480U-10-4 LETYA	35.84	600.000	21,504.00	18,261.13	2,242.87		
Total Non-US Equity			\$278,102.00	\$191,991.15	\$84,110.85	\$1,911.80	0.69%
TOTAL			\$1,804,280.28	\$1,039,953.32			

Statement for the Period December 1, 2017 to December 31, 2017

JOHNSON FAMILY FOUNDATION - Unincorporated Assn
Account Number: NBL4055560 NIB Account Number: 550-01507

NEUBERGER | BERMAN

Holdings

HOLDINGS > EQUITIES - 94.14% of Total Account Value

Description	Symbol/Quid ID	Date Acquired	Quantity	Price on 12/31/17	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
Equity								
ADVENTURE PLC (US) AUTOMATIC	ACW	325	\$152.09	\$39,754.25	\$49,644.50	\$21,301.73	\$24,373.52	
CASH	CASH	150	\$152.09	\$22,883.50	\$24,356.78	\$1,473.27	\$18,605.77	
Unit Cost: \$29.05	Unit Cost: \$29.05							
08/21/15	08/21/15	175	\$152.09	\$26,790.75	\$31,023.95	\$1,233.20	\$27,685.80	
Unit Cost: \$37.25	Unit Cost: \$37.25							
AIIR PRODUCTS & CHEM	APD	300	\$164.08	\$49,224.00	\$11,140.00	\$37,759.44	\$11,354.56	
CASH	CASH	100	\$164.08	\$16,408.00			\$12,577.97	
Unit Cost: \$125.78	Unit Cost: \$125.78							
08/21/15	10/29/15	100	\$164.08	\$16,408.00			\$12,517.24	
Unit Cost: \$125.17	Unit Cost: \$125.17							
12/10/15	12/10/15	90	\$164.08	\$8,204.00			\$6,019.44	
Unit Cost: \$120.39	Unit Cost: \$120.39							
03/09/16	03/09/16	90	\$164.08	\$8,204.00			\$6,154.78	
								\$2,049.21

Statement for the Period December 1, 2017 to December 31, 2017

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

Holdings > Equities

Statement for the Period December 1, 2017 to December 31, 2017

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

NEUBERGER | BERMAN

HOLDINGS - EQUITIES *continued*

Description	Symbol/Custom Account Type Acquired	Date Acquired	Quantity	Price on 12/31/17	Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
CSX CORP	CASH	09/14/15	450	\$55.01	\$24,754.50		\$12,770.33	\$11,984.17 LT
Estimated Yield 1.45%		Unit Cost	\$28.38					
Average Unit Cost		12/03/15	800	\$55.01	\$44,000.00		\$21,745.44	\$22,252.55 LT
	Unit Cost	\$27.18						
	12/11/15	600	\$55.01	\$22,304.00			\$10,044.40	\$11,958.60 LT
	Unit Cost	\$25.11						
	04/09/16	150	\$55.01	\$8,251.50			\$3,742.17	\$4,593.33 LT
	Unit Cost	\$24.95						
CHEVRON CORP & GAS UP CO	CASH	06/06	2,775	\$20.80	\$56,055.00		\$15,285.02	\$49,779.98
Estimated Yield 0.89%		02/20/09	2,000	\$22.50	\$45,000.00		\$11,326.65	\$44,687.35 LT
Average Unit Cost		04/29/09	8.57					
	Unit Cost	\$1.93						
	10/25/16	775	\$20.80	\$7,865.00			\$2,152.37	\$5,712.63 LT
	Unit Cost	\$1.93						
CHURCH UNITED COMM FUND ISIN #GB004328745	CASH	08/12/15	400	\$146.13	\$58,452.00	\$1,136.00	\$49,237.45	\$9214.55
Estimated Yield 1.96%		10/25/16	100	\$146.13	\$14,613.00		\$11,753.50	\$2,853.10 LT
Average Unit Cost		12/31/15	\$117.90					
	Unit Cost	\$117.90						
	02/29/16	50	\$146.13	\$7,206.50			\$5,854.12	\$1,452.38 LT
	Unit Cost	\$117.98						
	10/26/16	250	\$146.13	\$36,532.50			\$11,623.43	\$4,909.07 LT
	Unit Cost	\$126.49						
COCA COLA CO	CASH	10	40	\$45.88	\$18,352.00		\$932.00	\$17,988.22 LT
Estimated Yield 3.22%		12/16/15	200	\$45.88	\$9,176.00		\$9,681.80	\$494.20 LT
Average Unit Cost		\$42.74						
	Unit Cost	\$42.07						
	01/12/16	200	\$45.88	\$9,176.00			\$8,414.42	\$761.58 LT
	Unit Cost							
CONAGRA BRANDS INC	CASH		1,393	\$37.67	\$50,854.50	\$1,147.50	\$46,713.56	\$4,140.94
Estimated Yield 2.25%		09/29/16	400	\$37.67	\$15,088.00		\$14,323.11	\$744.88 LT
Near Dividend Payout: 03/01/18		Unit Cost	\$35.81					
Average Unit Cost		07/31/17	300	\$37.67	\$11,210.00		\$10,280.88	\$1,020.12 LT
	Unit Cost	\$34.27						
	08/18/17	190	\$37.67	\$5,650.50			\$5,165.83	\$835.67 LT

Statement for the Period December 1, 2017 to December 31, 2017
 JOHNSON FAMILY FOUNDATION - Unincorporated Assn
 Account Number: NBJ-035560 NB Account Number: 550-01507

NEUBERGER Berman
HOLDINGS > EQUITIES *continued*

Description	Symbol/Type	Date Acquired	Quantity	Price on 12/21/17	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
CHIQUERA BRANDS INC								
	CASH	continued						
	Unit Cost	\$34.45						
	08/21/17	100	\$37.67	\$3,767.00			\$3,452.80	\$314.20 ST
	Unit Cost	\$34.53	150	\$37.67	\$5,650.50		\$5,041.11	\$609.39 ST
	08/05/17							
	Unit Cost	\$33.61	200	\$37.67	\$7,524.00		\$6,674.10	\$859.90 ST
	10/03/17							
	Unit Cost	\$33.37	90	\$37.67	\$3,383.50		\$1,774.73	\$108.77 ST
	11/14/17							
	Unit Cost	\$35.49	60	\$31.07	\$1,860.00		\$16,138.66 T	\$14,533.14
	09/22/11/15							
	CASH							
	\$26.90							
	FDX		115	\$249.54	\$29,597.10		\$220.00	\$17,585.04 T
	CASH		65	\$249.54	\$16,201.10			\$8,586.61 LT
	09/04/15							
	Unit Cost	\$148.64						
	08/22/16							
	Unit Cost	\$158.47	90	\$249.54	\$12,477.00		\$7,923.55	\$4,553.45 LT
	JPMORGAN CHASE & CO							
	JPM							
	CASH							
	\$67.12							
	LW							
	CASH							
	08/27/16							
	Unit Cost	\$31.92	98.75	\$38.45	\$5,630.88		\$3,184.14	\$2,446.74 LT
	\$31.76							
	08/29/16							
	Unit Cost	\$31.68	166.25	\$38.45	\$62,384.81		\$5,784.01	\$4,120.80 LT
	LENAR CORP CL A							
	LEN							
	CASH							
	\$43.15							
	08/27/16							
	Unit Cost							
	11							
	LEN							
	CASH							
	\$36.55							

Statement for the Period December 1, 2017 to December 31, 2017

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

NEUBERGER | BERMAN

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip	Date Acquired	Quantity	Price on 12/31/17	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
ULY EU 800 CDA NPV	ULY	05/02/14	750	\$84.48	\$63,345.00	\$1,687.50	\$47,706.88 T	\$15,638.12
Estimated Yield 2.65%	CASH	Unit Cost	250	\$84.46	\$21,115.00		\$14,771.00 T	\$6,344.00 LT
Next Dividend Payable: 02/09/18	853.61	07/16/14	350	\$84.46	\$29,561.00		\$21,821.14 T	\$7,738.86 LT
Average Unit Cost	\$87.35	Unit Cost	50	\$84.46	\$4,223.00		\$3,450.00 T	\$773.00 LT
UNI	03/01/15	Unit Cost	100	\$84.46	\$8,446.00		\$7,684.74	\$581.26 ST
Unit Cost	\$89.00	01/12/17	100	\$84.46	\$8,446.00		\$7,684.74	\$581.26 ST
UNITIBASEL INDUSTRIES NV COM	LYB	04/01/18	300	\$110.32	\$33,096.00	\$1,105.00	\$25,394.96 T	\$7,701.04
USDO/1 CLASS A	CASH	Unit Cost	894.53					
Estimated Yield 3.21%								
Average Unit Cost								
MICROSOFT CORP	MSFT	09/17/11	950	\$85.54	\$81,283.00	\$1,550.00	\$23,857.87 T	\$57,405.13
Estimated Yield 1.96%	CASH	Unit Cost	240	\$85.54	\$17,108.00		\$5,017.24 T	\$12,090.76 LT
Next Dividend Payable: 03/08/18	825.11	08/18/11	400	\$85.54	\$34,216.00		\$9,857.16 T	\$24,359.84 LT
Average Unit Cost	\$224.54	Unit Cost	150	\$85.54	\$12,831.00		\$3,956.11 T	\$8,874.89 LT
UNITIBASEL INDUSTRIES NV COM	LYB	04/01/18	200	\$85.54	\$17,108.00		\$5,027.35 T	\$12,090.64 LT
UNITIBASEL INDUSTRIES NV COM	LYB	04/01/18	800	\$82.80	\$66,240.00	\$704.00	\$31,601.94 T	\$32,638.06
Estimated Yield 2.05%	CASH	Unit Cost	490	\$82.80	\$41,260.00		\$17,250.11 T	\$1,939.89 LT
Next Dividend Payable: 01/11/18	820.59	07/25/16	350	\$82.80	\$14,980.00		\$14,251.83 T	\$728.17 LT
Average Unit Cost	\$80.72	Unit Cost						
OCIO	OCIO	02/02/18	800	\$73.65	\$58,920.00	\$2,464.00	\$42,667.38 T	\$16,260.62
Estimated Yield 4.18%	CASH	Unit Cost	500	\$73.65	\$36,820.00		\$22,520.83 T	\$14,308.17 LT
Next Dividend Payable: 01/16/18	853.33	04/19/19	300	\$73.65	\$22,108.00		\$20,148.55 T	\$1,951.45 LT
Average Unit Cost	\$87.16	Unit Cost						

JOHNSON FAMILY FOUNDATION - Unincorporated Assn.
Account Number: NBJ-0355560 NB Account Number: 550-01507

NEUBERGER BERNAN

Holdings > Equities

Description	Symbol/Group Account Type Acquired	Quantity	Price on 12/31/17	Market Value	Estimated Amnt. Incomes	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
ORACLE-CORP.COM	ORCL CASH	1,750	\$47.28	\$82,740.00	\$1,230.00	\$89,061.56 T	\$24,678.44
Estimated Yield 1.60%	10/07/09 Unit Cost	650	\$47.28	\$30,732.00		\$13,378.16 T	\$117,353.84 LT
Next Dividend Payable 01/24/18	11/03/15 Unit Cost	350	\$47.28	\$16,548.00		\$13,994.08 T	\$2,553.91 LT
Average Unit Cost	339.98 Unit Cost						
PACIFIC CLOUD	PCLOUD CASH	250	\$47.28	\$11,820.00		\$8,232.18 T	\$2,587.82 LT
Estimated Yield 1.60%	07/25/16 Unit Cost						
Next Dividend Payable 01/24/18	03/29/16 Unit Cost	350	\$47.28	\$16,548.00		\$14,252.18 T	\$2,295.82 LT
Average Unit Cost	440.72 Unit Cost						
PACIFIC CLOUD	PCLOUD CASH	150	\$47.28	\$7,082.00		\$7,204.35	\$112,934.51
Estimated Yield 1.60%	08/21/17 Unit Cost						
Next Dividend Payable 01/24/18	08/17/09 CASH	500	\$120.55	\$60,275.00	\$1,261.00	\$8,315.97 T	\$51,958.03
Average Unit Cost	316.63						
PACIFIC CLOUD	PCLOUD CASH	400	\$172.65	\$69,140.00	\$22.00	\$11,401.72 T	\$57,738.28
Estimated Yield 1.60%	08/17/09 CASH						
Next Dividend Payable 01/24/18	08/15/09 CASH						
Average Unit Cost	325.50						
PACIFIC NATURAL RESOURCES CO	PACIFIC CASH	450	\$144.29	\$64,950.50	\$1,350.00	\$39,849.12 T	\$25,081.38
Estimated Yield 0.04%	08/01/14 Unit Cost	100	\$144.29	\$14,429.00		\$8,655.75 T	\$5,773.25 LT
Next Dividend Payable 01/24/18	08/01/14 Unit Cost						
Average Unit Cost	388.55 Unit Cost						
PACIFIC NATURAL RESOURCES CO	PACIFIC CASH	75	\$144.29	\$10,821.75		\$6,549.87 T	\$4,271.88 LT
Estimated Yield 0.04%	02/13/15 Unit Cost	200	\$144.29	\$28,853.00		\$18,338.84 T	\$10,419.16 LT
Next Dividend Payable 01/24/18	02/13/15 Unit Cost						
Average Unit Cost	382.19 Unit Cost						
PACIFIC NATURAL RESOURCES CO	PACIFIC CASH	75	\$144.29	\$10,821.75		\$6,204.65 T	\$4,017.09 LT
Estimated Yield 0.04%	02/23/16 Unit Cost						
Next Dividend Payable 01/24/18	02/23/16 Unit Cost						
Average Unit Cost	382.73 Unit Cost						
PARAMOUNT HOLDINGS PLC ADR EACH REPR 5.00D	PIAAAY CASH	700	\$104.19	\$72,933.00		\$55,922.88 T	\$17,010.32
Estimated Yield 0.04%	11/19/15 Unit Cost						
Next Dividend Payable 01/24/16	04/24/16 Unit Cost	400	\$104.19	\$41,676.00		\$32,261.60 T	\$9,414.40 LT
Average Unit Cost	389.10 Unit Cost						
PARAMOUNT HOLDINGS PLC ADR EACH REPR 5.00D	PIAAAY CASH	100	\$104.19	\$10,419.00		\$8,310.65 T	\$2,108.95 LT
Estimated Yield 0.04%	04/26/16 Unit Cost						
Next Dividend Payable 01/24/17	04/26/16 Unit Cost						
Average Unit Cost	381.00 Unit Cost						

Statement for the Period December 1, 2017 to December 31, 2017

JOHNSON FAMILY FOUNDATION - Unincorporated Assn
Account Number: NBL-J035560 NB Account Number: 550-01

NEUBERGER BERMAN

HOLDINGS > EQUITIES *continued*

Description	Symbol/Custipd	Date Acquired	Quantity	Price on 12/31/17	Current Market Value	Estimated Annual Income	Original/Adjusted Cost Basis	Unrealized Gain (Loss)
RYANAIR HOLDINGS PLC ADR EACH REPR 5.00D	RYAAV	2016-07-17	100	\$104.19	\$10,419.00	\$7,251.02	\$3,167.98 LT	\$1,319.44
		Unit Cost	\$72.51					
		Unit Cost	\$81.00					
		Unit Cost	\$72.51					
T MOBILE US INC COM	TMUS	2017-07-17	450	\$63.51	\$28,579.50	\$27,260.06	\$27,260.06	\$1,319.44
	CASH	Unit Cost	\$60.12					
		Unit Cost	\$61.12					
		Unit Cost	\$61.12					
TEXTRON INC	TXN	2017-07-17	150	\$63.51	\$9,526.50	\$9,223.76	\$302.74 ST	\$1,016.70 ST
	Unit Cost							
		Unit Cost	\$61.49					
		Unit Cost	\$61.49					
TXTRON INC	TXN	2017-07-17	1,400	\$36.59	\$51,326.00	\$11,200.00	\$38,327.35 ST	\$20,886.65
	CASH	Unit Cost	\$37.93					
		Unit Cost	\$44.52					
		Unit Cost	\$44.52					
UNIQA GROUP	UNQ	2017-07-17	200	\$66.59	\$13,318.00	\$13,256.12	\$3,250.88 ST	\$1,454.16 LT
	CASH	Unit Cost	\$66.59					
		Unit Cost	\$67.52					
		Unit Cost	\$67.52					
UNIVERSAL CITY STUDIOS INC	UNI	2017-07-17	100	\$56.59	\$5,659.00	\$4,751.71	\$907.28 ST	\$11,171.84 LT
	Unit Cost							
		Unit Cost	\$47.04					
		Unit Cost	\$47.04					
UNIVERSITY OF TORONTO TRUST CO	UTTR	2017-07-17	100	\$56.59	\$5,659.00	\$4,751.71	\$907.28 ST	\$11,171.84 LT
	Unit Cost							
		Unit Cost	\$49.11					
		Unit Cost	\$49.11					
UNIVERSITY OF TORONTO TRUST CO	UTTR	2017-07-17	200	\$56.59	\$11,318.00	\$9,782.72	\$1,535.28 ST	\$1,688.00 ST
	Unit Cost							
		Unit Cost	\$48.91					
		Unit Cost	\$48.91					
UNIVERSITY OF TORONTO TRUST CO	UTTR	2017-07-17	200	\$56.59	\$11,318.00	\$9,782.72	\$1,535.28 ST	\$1,688.00 ST
	Unit Cost							
		Unit Cost	\$48.25					
		Unit Cost	\$48.25					
UNIVERSITY OF TORONTO TRUST CO	UTTR	2017-07-17	350	\$56.32	\$19,712.00	\$4,985.96	\$7,087.93 ST	\$1,254.07
	CASH	Unit Cost	\$50.19					
		Unit Cost	\$54.89					
		Unit Cost	\$54.89					
UNIVERSITY OF TORONTO TRUST CO	UTTR	2017-07-17	1,200	\$54.89	\$65,868.00	\$1,104.00	\$24,951.39 ST	\$41,216.61
	CASH	Unit Cost	\$54.89					
		Unit Cost	\$54.89					
		Unit Cost	\$54.89					
UNIVERSITY OF TORONTO TRUST CO	UTTR	2017-07-17	150	\$54.89	\$8,233.50	\$7,051.61	\$40,044.72 ST	\$1,171.85 ST
	CASH	Unit Cost	\$47.08					
		Unit Cost	\$47.08					

2017

NEUBERGER BERMAN

HOLDINGS: EDITIONS AND AUTHORSHIP



*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

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

Long-Term Covered

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	05/24/2017		300 000	13,032.22	10,365.77		2,666.45
ALPHABET INC/CA-CL C	02079K107	10/20/2014	05/24/2017	20 000	19,070.18	10,297.93			8,772.25
ALPHABET INC/CA-CL A	02079K305	Various	07/21/2017		20 000	19,867.34	7,472.33		12,395.01
BAXTER INTERNATIONAL INC	071813109	Various	05/24/2017		200 000	11,663.74	7,520.22		4,143.52
BAXTER INTERNATIONAL INC	071813109	10/15/2013	07/21/2017	200 000	12,523.71	7,334.97			5,188.74
BOULEVARD ACQUISITION CORP I	10157Q201	09/22/2015		1,800 000	18,467.60	18,000.00			467.60
COLONY NORTHSTAR INC COM USDO 001 CL A	19625W104	01/12/2016	09/29/2017	1,600 000	20,143.85	18,339.68			1,804.17
DOVER CORP	260003108	Various	02/22/2017		200 000	16,192.06	14,667.82		1,524.24
LEVEL 3 COMMUNICATIONS INC	52729N308	03/28/2016	11/01/2017	400 000	10,600.00	9,805.75			794.25
MARKEL CORP	570535104	01/15/2014	07/21/2017	10 000	10,199.36	5,735.00			4,464.36
MICROSOFT CORP	594918104	Various	05/24/2017		200 000	13,715.70	7,276.46		6,439.24
Total Long-Term Covered					165,475.76	116,815.93			48,659.83



*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 Noncovered

Description	CUSIP	Code*	Date Acquired	Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss	Ordinary Income**
CENTURYLINK INC	156700106		00/00/0000	11/20/2017	0 440	6 52	00		6 52	
CASH IN LIEU OF FRACTIONAL SHARES										
CONOCOPHILLIPS	20825C104		02/14/2007	03/30/2017	500 000	24,729 26	26,029 98			-1,300 72
DOVER CORP	2660003108		Various	02/22/2017	600 000	48,576 20	18,802 02			29,774 18
Total Long-Term Noncovered						73,311.98	44,832.00			28,479.98