

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION % FRANK BAIOCCHI		A Employer identification number 25-6357015	
Number and street (or P O box number if mail is not delivered to street address) 55 EXCHANGE PLACE SUITE 404		Room/suite	B Telephone number (see instructions) (212) 343-1011
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 100052035		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ 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 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 87,749,869		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12,653	12,653		
	4 Dividends and interest from securities	933,116	933,116		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,218,306			
	b Gross sales price for all assets on line 6a 35,748,490				
	7 Capital gain net income (from Part IV, line 2)		2,218,306		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 139,927	135,975		
	12 Total. Add lines 1 through 11	3,304,002	3,300,050		
	13 Compensation of officers, directors, trustees, etc	199,707			199,707
	14 Other employee salaries and wages	21,944			21,944
	15 Pension plans, employee benefits	39,221			39,221
	16a Legal fees (attach schedule)	 10,833	542	0	10,291
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	 704,753	247,105		457,648
	17 Interest	4,794	4,794		
	18 Taxes (attach schedule) (see instructions)	 73,068	53,068		
	19 Depreciation (attach schedule) and depletion	 9,654			
	20 Occupancy	115,338			115,338
	21 Travel, conferences, and meetings	57,908			57,908
	22 Printing and publications				
	23 Other expenses (attach schedule)	 272,127	239,782		30,584
	24 Total operating and administrative expenses. Add lines 13 through 23	1,509,347	545,291	0	932,641
	25 Contributions, gifts, grants paid	3,292,500			3,292,500
	26 Total expenses and disbursements. Add lines 24 and 25	4,801,847	545,291	0	4,225,141
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,497,845			
	b Net investment income (if negative, enter -0-)		2,754,759		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	548,877	182,869	182,869
	2 Savings and temporary cash investments	1,490,205	1,680,825	1,680,825
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	20,550,574	21,552,804	27,702,582
	c Investments—corporate bonds (attach schedule)	8,995,899	2,073,805	2,046,612
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	30,175,602	34,325,602	55,367,698
	14 Land, buildings, and equipment basis ▶ _____ 67,577 Less accumulated depreciation (attach schedule) ▶ 51,228	26,003	16,349	16,349
15 Other assets (describe ▶ _____)	753,191	752,934	752,934	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	62,540,351	60,585,188	87,749,869	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	489,766	0	
	23 Total liabilities (add lines 17 through 22)	489,766	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	62,050,585	60,585,188	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	62,050,585	60,585,188		
31 Total liabilities and net assets/fund balances (see instructions) .	62,540,351	60,585,188		

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	62,050,585
2 Enter amount from Part I, line 27a	2	-1,497,845
3 Other increases not included in line 2 (itemize) ▶ _____	3	32,448
4 Add lines 1, 2, and 3	4	60,585,188
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	60,585,188

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)
1 a BERNSTEIN 3557 - LT	P		
b STATE STREET 33 - LT	P		
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 30,561,250		30,547,420	16,255
b 3,396,212		2,985,189	411,023
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			13,830
b			411,023
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	2,218,306
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	4,060,731	80,313,683	0 050561
2015	4,127,060	82,269,818	0 050165
2014	3,894,828	83,635,637	0 046569
2013	3,742,814	80,139,321	0 046704
2012	3,993,538	77,384,246	0 051607
2 Total of line 1, column (d)			0 245606
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			0 049121
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			85,381,646
5 Multiply line 4 by line 3			4,194,032
6 Enter 1% of net investment income (1% of Part I, line 27b)			27,548
7 Add lines 5 and 6			4,221,580
8 Enter qualifying distributions from Part XII, line 4			4,225,141

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	27,548
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	27,548
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	27,548
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	29,299
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	49,299
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	21,751
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 21,751 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY, PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW JFFND ORG	13	Yes	
14	The books are in care of FRANK BAIOCCHI Telephone no (212) 343-1011			

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

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b			No
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			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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). ☐ Yes ☒ No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b			No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		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?	☐ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1

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

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

2

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
SAMANTHA E FRANKLIN	PROGRAM OFFICER	21,944	2,255	
55 EXCHANGE PLACE SUITE 404	40 0			
NEW YORK, NY 100052035				

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

3

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE AYCO COMPANY LP	ACCOUNTING	90,765
po box 860		
SARATOGA SPRINGS, NY 12866		
SUMMIT ROCK ADVISORS	INVESTMENT ADVICE	165,298
9W 57TH ST 1200		
NEW YORK, NY 10019		
RICHARD BURNS	CONSULTING	142,500
55 EXCHANGE PLACE SUITE 404		
NEW YORK, NY 100052035		
KOYA LEADERSHIP PARTNERS	EXECUTIVE SEARCH	60,000
44 MERRIMAC ST		
NEWBURYPORT, MA 01950		
TELLURIDE FOUNDATION	0	53,331
220 E COLORADO AVE 106		
TELLURIDE, CO 81435		

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 NONE	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	32,967,077
b	Average of monthly cash balances.	1b	2,577,876
c	Fair market value of all other assets (see instructions).	1c	51,136,921
d	Total (add lines 1a, b, and c).	1d	86,681,874
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	86,681,874
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,300,228
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	85,381,646
6	Minimum investment return. Enter 5% of line 5.	6	4,269,082

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	4,269,082
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	27,548
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	146
c	Add lines 2a and 2b.	2c	27,694
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,241,388
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	4,241,388
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	4,241,388

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	4,225,141
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	4,225,141
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	27,548
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,197,593

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				4,241,388
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			3,915,318	
b Total for prior years 2015, 2014, 2013				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>4,225,141</u>				
a Applied to 2016, but not more than line 2a			3,915,318	
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 2017 distributable amount.				309,823
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))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				3,931,565
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 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	3,292,500
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-10-16 Date	***** Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	Matthew Moore		2018-10-12		P00636204
	Firm's name ► Bender Lane Advisory LLC				Firm's EIN ►
Firm's address ► 4 Tower Pl Ste 1001 Albany, NY 122033721					Phone no (518) 218-1218

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JAMES M JOHNSON 55 EXCHANGE PLACE SUITE 404 NEW YORK, NY 100052035	CHAIRMAN - as needed 0	0	0	0
JESSE D JOHNSON 55 EXCHANGE PLACE SUITE 404 NEW YORK, NY 100052035	TREASURER - as needed 0	0	0	0
ASA J JOHNSON 55 EXCHANGE PLACE SUITE 404 NEW YORK, NY 100052035	SECRETARY - as needed 0	0	0	0
ANDREW LANE 55 EXCHANGE PLACE SUITE 404 NEW YORK, NY 100052035	EXECUTIVE DIRECTOR 40 0	199,707	19,384	0
thomas p johnson jr 55 EXCHANGE PLACE SUITE 404 NEW YORK, NY 100052035	president - as needed 0	0	0	0
paul l hokemeyer 55 EXCHANGE PLACE SUITE 404 NEW YORK, NY 100052035	trustee - as needed 0	0	0	0
ina j smith 55 EXCHANGE PLACE SUITE 404 NEW YORK, NY 100052035	trustee - as needed 0	0	0	0

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
1 For The Planet 47 Maple Street Suite 103 Burlington, VT 05401	None	PC	General Charitable	30,000
ACLU Foundation of Vermont Inc 90 Main St Ste 200 Montpelier, VT 05602	None	PC	General Charitable	5,000
Agnes Irwin School Ithan Ave Conestoga Rd Rosemont, PA 19010	None	PC	General Charitable	2,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Ah Haa School for the Arts PO Box 1590 300 S Townsend St Telluride, CO 81435	None	PC	General Charitable	15,500
American Civil Liberties Union Foundation 125 Broad St 18th Floor New York, NY 10004	None	PC	General Charitable	54,000
Amnesty International of the USA 5 Penn Plaza 16th Floor New York, NY 10001	None	PC	General Charitable	150
Total ► 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Bethany College31 E Campus Dr 3 Bethany, WV 26032	None	PC	General Charitable	80,000
Blue Engine75 Broad St RM 2900 New York, NY 10004	None	PC	General Charitable	30,000
Camp Dudley126 Dudley Rd Westport, NY 12993	None	PC	General Charitable	1,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Catskill Animal Sanctuary 316 Old Stage Rd Saugerties, NY 12477	None	PC	General Charitable	100
Center for American Progress 1333 H Street NW 10th Floor Washington, DC 20005	None	PC	General Charitable	50,000
Center for Health &The Global Environment 4225 Roosevelt Way NE 100 Suite 2 Seattle, WA 98106	None	PC	General Charitable	10,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a Paid during the year				
Center for HIV Law & Policy 147 Prince Street Brooklyn, NY 11201	None	PC	General Charitable	400
Center for Rural AffairsPO Box 136 Lyons, NE 68038	None	PC	General Charitable	25,000
CenterlinkPO Box 24490 Fort Lauderdale, FL 33307	None	PC	General Charitable	200,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
City Harvest6 East 32nd Street 5th Floor New York, NY 10016	None	PC	General Charitable	1,500
Civilian Conservation CorpsPO Box 357 Williston, VT 05495	None	PC	General Charitable	25,000
CocoPoint Fund12 Oxford Street Chevy Chase, MD 20185	None	PC	General Charitable	5,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
College for Every StudentPO Box 247 Essex, NY 12936	None	PC	General Charitable	25,000
Common Cause1133 19th Street Washington, DC 20036	None	PC	General Charitable	25,000
Conservation Colorado 1536 Wynkoop Street Suite 510 Denver, CO 80202	None	PC	General Charitable	25,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Defend H2OPO Box 2557 Sag Harbor, NY 11963	None	PC	General Charitable	15,000
Democracy Initiative Education Fund 805 15th Street NW Washington, DC 20005	None	PC	General Charitable	25,000
Every Voice Center 1211 Connecticut Ave NW Suite 600 Washington, DC 20036	None	PC	General Charitable	30,000
Total 				3,292,500
3a				

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Extra Mile Educational Foundation 111 Boulevard of Allies Pittsburgh, PA 15222	None	PC	General Charitable	3,000
Fair Share Education Fund 294 Washington St Suite 500 Boston, MA 02108	None	PC	General Charitable	63,000
Four Corners Alliance for Diversity PO Box 1656 Durango, CO 81302	None	PC	General Charitable	1,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Freedom for All Americans Education Fund 1629 K St NW Suite 300 Washington, DC 20006	None	PC	General Charitable	30,000
Fund for the City of New York 121 Sixth Avenue 6th Fl New York, NY 10013	None	PC	General Charitable	15,000
Funders for Lesbian & Gay Issues 104 West 29th Street 4th Floor New York, NY 10001	None	PC	General Charitable	35,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a Paid during the year				
Funders for LGBTQ Issues 45 West 36th Street 8th Floor New York, NY 10018	None	PC	General Charitable	5,000
Gay & Lesbian Victory Institute 1225 I St NW Ste 525 Washington, DC 20005	None	PC	General Charitable	30,000
Girls Educational and Mentoring Services 201 W 148th Street Ground Floor New York, NY 10039	None	PC	General Charitable	36,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
GLSEN Inc110 William St 30th Fl New York, NY 10038	None	PC	General Charitable	50,000
Group for the East End Inc PO Box 1792 54895 Main Road Southold, NY 11971	None	PC	General Charitable	15,000
Heights Hill Mental Health Service 25 Flatbush Ave Third Floor Brooklyn, NY 11217	None	PC	General Charitable	10,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Immigration Equality 40 Exchange Place 1300 New York, NY 10005	None	PC	General Charitable	100
Infact10 Milk Street Suite 610 Boston, MA 02108	None	PC	General Charitable	50,000
International Film Seminars Inc 6 East 39th Sreet 12th Floor New York, NY 10016	None	PC	General Charitable	25,000
Total 				3,292,500
3a				

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
JASMYNPO Box 380103 Jacksonville, FL 32205	None	PC	General Charitable	100
Kalamazoo Gay-Lesbian Resource Center 340 S Rose St Kalamazoo, MI 49007	None	PC	General Charitable	100
Lambda Legal Defense and Education Fund 120 Wall St 19th Floor New York, NY 10005	None	PC	General Charitable	25,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Lesbian and Gay Community Services Center 208 West 13th St New York, NY 10011	None	PC	General Charitable	6,500
Little Red School House Inc 272 6th Avenue New York, NY 10014	None	PC	General Charitable	2,000
LongHouse Reserve133 Hands Creek Rd East Hampton, NY 11937	None	PC	General Charitable	15,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Movement Advancement Project Inc 3020 Carbon Pl Ste 202 Boulder, CO 80301	None	PC	General Charitable	50,000
National Center for Lesbian Rights 870 Market St Ste 370 San Francisco, CA 94102	None	PC	General Charitable	25,000
Natural Resources Defense Council (NRDC) 40 West 20th Street New York, NY 10011	None	PC	General Charitable	20,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Neighborhood Academy 709 North Aiken Avenue Pittsburgh, PA 15206	None	PC	General Charitable	10,000
New Venture Fund 1201 Connecticut Ave NW Suite 300 Washington, DC 20036	None	PC	General Charitable	70,000
New York Common Pantry 8 East 109th Street New York, NY 10029	None	PC	General Charitable	1,500
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
North Star Fund Inc 520 8th Avenue Suite 1800 New York, NY 10018	None	PC	General Charitable	150,000
Northeastern University 360 Huntington Avenue Boston, MA 02115	None	PC	General Charitable	100
One Colorado Education Fund 1490 N Lafayette St Ste 304 Denver, CO 80218	None	PC	General Charitable	25,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Outdoor Alliance1602 L St NW Ste 600 Washington, DC 20036	None	PC	General Charitable	5,000
Penland School of CraftsPO Box 37 Penland, NC 28765	None	PC	General Charitable	12,500
Pines Care Center IncPO Box 5333 Sayville, NY 11782	None	PC	General Charitable	100
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Pinhead InstitutePO Box 2905 Telluride, CO 81435	None	PC	General Charitable	25,000
Pirates CharitiesPNC Park 115 Federal St Pittsburgh, PA 15212	None	PC	General Charitable	25,000
Planned Parenthood Federation of America 123 William St New York, NY 10038	None	PC	General Charitable	24,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Planned Parenthood Northern New England 784 Hercule Dr Suite 110 Colchester, VT 05446	None	PC	General Charitable	10,000
Preservation Trust of Vermont 104 Church Street Burlington, VT 05401	None	PC	General Charitable	25,000
Proteus Fund15 Research Drive Suite B Amherst, MA 01002	None	PC	General Charitable	100,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Public Citizen Foundation 1600 20th St NW Washington, DC 20009	None	PC	General Charitable	25,000
Rachels Network Inc 1200 18th Street NW Suite 310 Washington, DC 20036	None	PC	General Charitable	5,000
Regents of the University of California 1111 Frankline Street Oakland, CA 94607	None	PC	General Charitable	40,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Research Found of the City-Univ of NY PO Box 75000 Detroit, MI 48275	None	PC	General Charitable	25,000
Richard J Caron FoundationPO Box 150 Wenersville, PA 19565	None	PC	General Charitable	5,000
Riverlife707 Grant Street 35th Floor Pittsburgh, PA 15219	None	PC	General Charitable	5,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Rollins College1000 Holt Ave Winter Park, FL 32789	None	PC	General Charitable	50,000
Rutland Area Farm and Food Link PO Box 284 Rutland, VT 05702	None	PC	General Charitable	25,000
San Juan Independent Inc 135 East Colorado Ave Telluride, CO 81435	None	PC	General Charitable	100
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a Paid during the year				
San Miguel Resource Center PO Box 3243 Telluride, CO 81435	None	PC	General Charitable	25,000
Social and Environmental Entrepreneurs 23532 Calabasas Road Suite A Calabasas, CA 91302	None	PC	General Charitable	10,000
Southern Poverty Law Center 400 Washington Ave Montgomery, AL 36104	None	PC	General Charitable	10,000
Total 				3,292,500
3a				

Form 990PF Part XV Line 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
Name and address (home or business)				
a Paid during the year				
St Jude Children's Research Hospital 501 St Jude Place Memphis, TN 38105	None	PC	General Charitable	2,000
St Paul's School325 Pleasant Street Concord, NH 03301	None	PC	General Charitable	2,000
Telluride AcademyPO Box 2255 Telluride, CO 81435	None	PC	General Charitable	1,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Telluride Foundation PO Box 4222 220 E Colorado Ave S Telluride, CO 81435	None	PC	General Charitable	540,611
Telluride Mountain School Inc 200 San Miguel River Dr Telluride, CO 81435	None	PC	General Charitable	170,000
The Franklin & Eleanor Roosevelt Institute 570 Lexington Avenue 5th Floor New York, NY 10022	None	PC	General Charitable	5,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
The Retreat Inc13 Goodfriend Dr East Hampton, NY 11937	None	PC	General Charitable	25,000
Tides CenterPO Box 29907 San Francisco, CA 94129	None	PC	General Charitable	25,000
Trinity College300 Summit Street Hartford, CT 06106	None	PC	General Charitable	2,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
True Colors Fund311 W 43rd St 12th Fl New York, NY 10036	None	PC	General Charitable	25,000
Trustees of Columbia Univ of NYC 622 West 113th Street Mail Code 452 New York, NY 10025	None	PC	General Charitable	5,500
Trustees of Columbia University 622 West 113th Street Mail Code 452 New York, NY 10025	None	PC	General Charitable	500
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Trustees of Hamilton College 198 College Hill Rd Clinton, NY 13323	None	PC	General Charitable	100
Trustees of Princeton University 701 Carnegie Ctr Princeton, NJ 08540	None	PC	General Charitable	41,000
Vermont Community Foundation 3 Court Street Middlebury, VT 05753	None	PC	General Charitable	415,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Vermont Journalism Trust 26 State St Ste 8 Montpelier, VT 05602	None	PC	General Charitable	25,000
Vermont Law School IncPO Box 96 S Royalton, VT 05068	None	PC	General Charitable	40,000
Vermont Marble MuseumPO Box 637 Proctor, VT 05765	None	PC	General Charitable	25,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Vermont Public Radio365 Troy Avenue Colchester, VT 05446	None	PC	General Charitable	15,039
Western High School 925 5th Street PO Box 658 Hull, IA 51239	None	PC	General Charitable	2,000
Yale UniversityPO Box 2038 New Haven, CT 06521	None	PC	General Charitable	1,000
Total ▶ 3a				3,292,500

Form 990PF Part XV Line 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
Name and address (home or business)				
a Paid during the year				
Center for Popular Democracy 449 Troutman Street Suite A Brooklyn, NY 11237	None	PC	General charitable	25,000
Total ▶ 3a				3,292,500

TY 2017 All Other Program Related Investments Schedule

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Category	Amount
NONE	

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

TY 2017 Depreciation Schedule

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

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNISHINGS	2012-06-30	50,454	32,436	SL	7	7,208			
OFFICE - PAINTING	2012-09-17	3,918	2,380	SL	7	560			
OFFICE IMPROVEMENT	2013-06-12	13,205	6,758	SL	7	1,886			

TY 2017 Investments Corporate Bonds Schedule

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERNSTEIN 3557	2,073,805	2,046,612

TY 2017 Investments Corporate Stock Schedule

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STATE STREET 33.4 PUB TRD SEC	5,671,228	7,106,686
STATE STREET 33.3 PUB TRD SEC	9,402,925	12,759,571
STATE STREET 33.6 PUB TRD SEC	6,478,651	7,836,325
BERNSTEIN 3557		

TY 2017 Investments - Other Schedule

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BERNSTEIN 3557 - FUNDS		5,007,900	5,000,060
GS VINTAGE FUND III OFFSHORE		156,259	88,398
GS MEZZANINE PARTNERS 2006		0	18,737
DISTRESSED MANAGERS II		0	73,678
WHITEHALL STREET INTL RE CORP		1,081,677	177,829
LONE CASCADE LP 293		2,288,422	2,683,072
SUMMIT ROCK FIXED INCOME		2,500,398	6,364,719
SUMMIT ROCK HEDGED EQUITY		6,472,361	7,831,868
SUMMIT ROCK DIVERSIFIED STRAT		5,075,607	8,809,751
SUMMIT ROCK SELECTED EQUITY		4,150,000	11,326,586
SUMMIT ROCK PRIVATE EQUITY		2,477,239	5,312,851
LONE CASCADE LP 515		2,060,021	2,430,499
LONE SAVIN LTD		1,000,000	1,225,340
LONE PINON LTD		0	1,665,804
SUMMIT ROCK PRIV EQ PORT II		1,786,601	2,011,630
STONETOWN 5 LLLP		233,307	282,800
SUMMIT ROCK PRIV EQ PORT III		35,810	64,076

**TY 2017 Land, Etc.
Schedule**

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNISHINGS	50,454	39,644	10,810	
OFFICE - PAINTING	3,918	2,940	978	
OFFICE IMPROVEMENT	13,205	8,644	4,561	

TY 2017 Legal Fees Schedule

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	10,833	542		10,291

TY 2017 Other Assets Schedule

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GIRARD TOWERS ASSOCIATES	38,493	40,552	40,552
DENNIS SCHILL MANOR ASSOCIATES	3,818	5,562	5,562
SECURITY DEPOSIT	24,192	24,192	24,192
K1 DISTRIBUTION REC SUMMIT	683,888	682,628	682,628
K1 DISTRIBUTION REC STONETOWN	2,800	0	0

TY 2017 Other Expenses Schedule

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS FROM K-1S	218,715	218,715		
NONDEDUCTIBLE FROM K-1S	41			
BANK AND CREDIT CARD FEES	20,065	19,860		
INSURANCE	2,677			2,677
MEMBERSHIP FEES	4,225			4,225
MISCELLANEOUS	83			83
SUBSCRIPTIONS	654			654
STATE FILING FEES	1,515			
TECHNOLOGY	13,372	669		12,703
TELEPHONE/INTERNET/FAX	4,650	232		4,418

Other Expenses Schedule				
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UTILITIES	6,130	306		5,824

TY 2017 Other Income Schedule

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 investments - ordinary/real estate	-29,862	-29,862	
K-1 investments - section 1231	-2,032	-2,032	
K-1 investments - other income/loss	-2,617	-6,569	
Hedge funds - other income	173,958	173,958	
Bernstein 3557 - other income	480	480	

TY 2017 Other Increases Schedule

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Description	Amount
OTHER INCREASES	32,448

TY 2017 Other Liabilities Schedule

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Description	Beginning of Year - Book Value	End of Year - Book Value
SALES PURCHASE PENDING	489,766	0

TY 2017 Other Professional Fees Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BERNSTEIN 3557 - MANAG FEES	29,397	29,397		
SUMMIT ROCK ADVISORS	165,298	165,298		
STATE STREET 33 - MANAG FEES	43,333	43,333		
THE AYCO COMPANY, LP	90,765	9,077		81,688
CHANGING FOCUS CONSULTING INC	16,800			16,800
DYLAN SCOTT HOOS	3,000			3,000
JAMISON LERNER	20,000			20,000
JANE T JOHNSON	36,000			36,000
KATHLEEN STURGEON	36,000			36,000
KOYA LEADERSHIP PARTNERS LLC	60,000			60,000
RICHARD D BURNS	142,500			142,500
SAMANTHA FRANKLIN	4,329			4,329
TARGET CUE	4,000			4,000
TELLURIDE FOUNDATION	53,331			53,331

TY 2017 Taxes Schedule

Name: THE THOMAS PHILLIPS AND JANE
MOORE JOHNSON FOUNDATION

EIN: 25-6357015

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
K-1 INVESTMENTS - FOREIGN TAX	2,234	2,234		
STATE STREET 33 - FOREIGN TAX	50,834	50,834		
FEDERAL TAX	20,000			