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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 10-01-2017, and ending 09-30-2018

Name of foundation
THE LYNN JOHNSON FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
1999 SHEPARD ROAD

City or town, state or province, country, and ZIP or foreign postal code
ST PAUL, MN 55116

A Employer identification number
41-1407595

B Telephone number (see instructions)
(651) 649-5800

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply
Initial return
Final return
Address change

Initial return of a former public charity
Amended return
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 (from Part II, col (c), line 16)
\$ 12,757,943

J Accounting method
Cash
Accrual
Other (specify)

Part I Analysis of Revenue and Expenses

(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)
2 Check If the foundation is not required to attach Sch B
3 Interest on savings and temporary cash investments
4 Dividends and interest from securities
5a Gross rents
b Net rental income or (loss)
6a Net gain or (loss) from sale of assets not on line 10
b Gross sales price for all assets on line 6a
7 Capital gain net income (from Part IV, line 2)
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) (attach schedule)
11 Other income (attach schedule)
12 Total. Add lines 1 through 11

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc
14 Other employee salaries and wages
15 Pension plans, employee benefits
16a Legal fees (attach schedule)
b Accounting fees (attach schedule)
c Other professional fees (attach schedule)
17 Interest
18 Taxes (attach schedule) (see instructions)
19 Depreciation (attach schedule) and depletion
20 Occupancy
21 Travel, conferences, and meetings
22 Printing and publications
23 Other expenses (attach schedule)
24 Total operating and administrative expenses. Add lines 13 through 23
25 Contributions, gifts, grants paid
26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12
a Excess of revenue over expenses and disbursements
b Net investment income (if negative, enter -0-)
c Adjusted net income(if negative, enter -0-)

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

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	78,127	47,362	47,362
	2 Savings and temporary cash investments	4,496,049	4,091,711	4,091,711
	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)	3,949,511	4,033,402	6,792,055
	c Investments—corporate bonds (attach schedule)	1,955,928	1,888,960	1,826,815
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,479,615	10,061,435	12,757,943	
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 ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	10,479,615	10,061,435	
	30 Total net assets or fund balances (see instructions)	10,479,615	10,061,435	
31 Total liabilities and net assets/fund balances (see instructions) .	10,479,615	10,061,435		

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	10,479,615
2 Enter amount from Part I, line 27a	2	-424,909
3 Other increases not included in line 2 (itemize) ▶ _____	3	6,729
4 Add lines 1, 2, and 3	4	10,061,435
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	10,061,435

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 PUBLICLY TRADED SECURITIES			
b			
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 209,362		234,556	-25,194
b			
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			-25,194
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-25,194
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	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	619,573	12,720,286	0 048707
2015	906,004	12,731,214	0 071164
2014	562,249	13,474,006	0 041728
2013	476,264	11,584,235	0 041113
2012	305,092	10,931,823	0 027909
2 Total of line 1, column (d)			2 0 230621
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 046124
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 13,243,889
5 Multiply line 4 by line 3			5 610,861
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,432
7 Add lines 5 and 6			7 613,293
8 Enter qualifying distributions from Part XII, line 4			8 641,297

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	2,432
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	2,432
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,432
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,938
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	1,938
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	494
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 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	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
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) ► MN _____		
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of ARCADIA MANAGEMENT LLC Telephone no (651) 696-3800			

Located at **1999 SHEPARD ROAD ST PAUL MN** ZIP+4 **55116**

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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
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). ☐	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		
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?	☐ Yes ☒ No	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?	☐ Yes ☒ No	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
TODD JOHNSON 1999 SHEPARD ROAD ST PAUL, MN 55116	PRESIDENT/TREASURER 0 50	0	0	0
MICHAEL JOHNSON 1999 SHEPARD ROAD ST PAUL, MN 55116	VICE PRESIDENT/SECRETARY 0 50	0	0	0
ROBIN JOHNSON 1999 SHEPARD ROAD ST PAUL, MN 55116	ASSISTANT TREASURER 0 50	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	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
NONE				

Total number of other employees paid over \$50,000. **0****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3. **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	9,147,622
b	Average of monthly cash balances.	1b	61,431
c	Fair market value of all other assets (see instructions).	1c	4,236,520
d	Total (add lines 1a, b, and c).	1d	13,445,573
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	13,445,573
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	201,684
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,243,889
6	Minimum investment return. Enter 5% of line 5.	6	662,194

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	662,194
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,432
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,432
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	659,762
4	Recoveries of amounts treated as qualifying distributions.	4	6,729
5	Add lines 3 and 4.	5	666,491
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	666,491

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	641,297
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	641,297
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	2,432
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	638,865

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				666,491
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			413,473	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 641,297				
a Applied to 2016, but not more than line 2a			413,473	
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.				227,824
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		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 instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				438,667
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 (see instructions).	0			
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.				

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)Form **990-PF** (2017)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	638,950
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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.		
	*****	2019-02-13	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	TODD JACKSON				P00092672
	Firm's name ► RSM US LLP				Firm's EIN ► 42-0714325
	Firm's address ► 801 NICOLLET MALL WEST TOWER STE 1100 MINNEAPOLIS, MN 554022526				Phone no (612) 332-4300

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				
ARIZONA STATE UNIVERSITY C/O CASH RECEIPTING PO BOX 2260 TEMPE, AZ 85280	NONE	PC	SCHOLARSHIPS	2,500
AUGUSTANA UNIVERSITY 2001 S SUMMIT AVE SIOUX FALLS, SD 57197	NONE	PC	SCHOLARSHIPS	5,000
BETHEL UNIVERSITY 3900 BETHEL DRIVE SAINT PAUL, MN 55112	NONE	PC	SCHOLARSHIPS	8,000
Total ▶ 3a				638,950

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>				
CHILDRENS HOSPITALS AND CLINICS MN 2525 CHICAGO AVE S MINNEAPOLIS, MN 55404	NONE	PC	PROGRAM SUPPORT	90,000
COLLEGE OF ST BENEDICT 37 S COLLEGE AVE MAIN BLDG 237 ST JOSEPH, MN 56374	NONE	PC	PROGRAM SUPPORT	1,250
CONCORDIA COLLEGE901 8TH ST S MOORHEAD, MN 56562	NONE	PC	SCHOLARSHIPS	5,000
Total ▶ 3a				638,950

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>				
DISABLED AMERICAN VETERANS PO BOX 14301 CINCINNATI, OH 452500301	NONE	PC	PROGRAM SUPPORT	1,000
DUNWOODY TECHNICAL 818 DUNWOODY BLVD MINNEAPOLIS, MN 55403	NONE	PC	SCHOLARSHIPS	1,250
FRIENDS OF THE ST PAUL PUBLIC LIBRARY 1080 MONTREAL AVENUE SUITE 2 SAINT PAUL, MN 55116	NONE	PC	PROGRAM SUPPORT	3,000
Total ▶ 3a				638,950

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>				
GRAND CANYON UNIVERSITY 3300 W CAMELBACK RD PHOENIX, AZ 85017	NONE	PC	SCHOLARSHIPS	1,250
GUSTAVUS ADOLPHUS COLLEGE 800 W COLLEGE AVE ST PETER, MN 56082	NONE	PC	SCHOLARSHIPS	5,000
HARVARD UNIVERSITY MASSACHUSETTS HALL CAMBRIDGE, MA 02138	NONE	PC	SCHOLARSHIPS	2,500
Total 				638,950
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>				
IOWA STATE UNIVERSITY 420 BEACH AVENUE AMES, IA 50011	NONE	PC	SCHOLARSHIPS	12,750
IOWA WESTERN COMMUNITY COLLEGE 2700 COLLEGE ROAD COUNCIL BLUFFS, IA 51503	NONE	PC	SCHOLARSHIPS	2,500
ISRAEL PROJECT INC 1901 PENNSYLVANIA AVE NW STE 600 WASHINGTON, DC 20006	NONE	PC	PROGRAM SUPPORT	1,000
Total ▶ 3a				638,950

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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>				
JEWISH COMMUNITY CENTER - ST PAUL 1375 SAINT PAUL AVE VALLEY CITY, MN 55116	NONE	PC	PROGRAM SUPPORT	125,000
KANSIS CITY ART INSTITUTE 4415 WARWICK BOULEVARD KANSAS CITY, MO 64111	NONE	PC	SCHOLARSHIPS	2,500
LAKE SUPERIOR COLLEGE 2101 TRINITY ROAD DULUTH, MN 55811	NONE	PC	SCHOLARSHIPS	10,500
Total ▶ 3a				638,950

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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>				
LUTHER COLLEGE700 COLLEGE DR DECORAH, IA 52101	NONE	PC	SCHOLARSHIPS	7,500
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	NONE	PC	SCHOLARSHIPS	8,000
NORTH DAKOTA STATE UNIVERSITY 1301 12TH AVE N FARGO, ND 58102	NONE	PC	SCHOLARSHIPS	14,500
Total ▶ 3a				638,950

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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				
NORTHERN MICHIGAN UNIVERSITY 1401 PRESQUE ISLE AVE MARQUETTE, MI 49855	NONE	PC	SCHOLARSHIPS	4,000
OPERATION GRATITUDE INC PO BOX 260257 ENCINO, CA 914260257	NONE	PC	PROGRAM SUPPORT	5,000
PHEASANTS FOREVER 1783 BUERKLE CIRCLE ST PAUL, MN 55110	NONE	PC	PROGRAM SUPPORT	200
Total ▶ 3a				638,950

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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>				
PMC-JIMMY FUND77 FOURTH AVENUE NEEDHAM, MA 02494	NONE	PC	PROGRAM SUPPORT	250
RIDGEWATER COLLEGE-HUTCHINSON CAMPUS 2 CENTURY AVE SE HUTCHINSON, MN 55350	NONE	PC	SCHOLARSHIPS	1,250
SCOTTSDALE COMMUNITY COLLEGE 9000 EAST CHAPARRAL ROAD SCOTTSDALE, AZ 852562626	NONE	PC	SCHOLARSHIPS	4,000
Total ▶ 3a				638,950

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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>				
SHA'ARIM INC 4820 MINNETONKA BLVD SUITE 410 ST LOUIS PARK, MN 55426	NONE	PC	PROGRAM SUPPORT	10,000
SIMPSON COLLEGE701 N C ST INDIANOLA, IA 50125	NONE	PC	SCHOLARSHIPS	5,000
ST CATHERINE UNIVERSITY 2004 RANDOLPH AVE ST PAUL, MN 55105	NONE	PC	SCHOLARSHIPS	4,000
Total ▶ 3a				638,950

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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>				
ST PAUL FESTIVAL & HERITAGE FOUNDATION 75 5TH ST W STE 429 SAINT PAUL, MN 55102	NONE	PC	PROGRAM SUPPORT	5,000
ST CLOUD STATE UNIVERSITY 720 4TH AVE S ST CLOUD, MN 56301	NONE	PC	SCHOLARSHIPS	4,000
TEXTILE CENTER OF MINNESOTA 3000 UNIVERSITY AVE SE STE 100 MINNEAPOLIS, MN 55414	NONE	PC	PROGRAM SUPPORT	2,500
Total ► 3a				638,950

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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 FOLDED FLAG FOUNDATION (V0002175) 1701 VILLAGE CENTER CIRCLE LAS VEGAS, NE 89134	NONE	PC	PROGRAM SUPPORT	250
UNIVERSITY OF DUBUQUE 200 UNIVERSITY AVE DUBUQUE, IA 52001	NONE	PC	SCHOLARSHIPS	5,000
UNIVERSITY OF IOWA 100 MOSSMAN BUSINESS SERVICES BLDG IOWA CITY, IA 52242	NONE	PC	SCHOLARSHIPS	3,750
Total ► 3a				638,950

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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>				
UNIVERSITY OF JAMESTOWN 6000 COLLEGE LN JAMESTOWN, ND 58405	NONE	PC	SCHOLARSHIPS	5,000
UNIVERSITY OF MINNESOTA - MOORHEAD 1104 7TH AVE S MOORHEAD, MN 56563	NONE	PC	SCHOLARSHIPS	2,500
UNIVERSITY OF MINNESOTA DULUTH 1049 UNIVERSITY DR DULUTH, MN 55812	NONE	PC	SCHOLARSHIPS	10,000
Total ▶ 3a				638,950

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				
UNIVERSITY OF MINNESOTA FOUNDATION 200 SE OAK ST 300 MINNEAPOLIS, MN 55455	NONE	PC	PROGRAM SUPPORT	200,000
UNIVERSITY OF MINNESOTA TWIN CITIES MCNAMARA ALUMNI CENTER 200 OAK ST SE MINNEAPOLIS, MN 55455	NONE	PC	SCHOLARSHIPS	28,250
UNIVERSITY OF NORTHERN IOWA 1227 W 27TH ST CEDAR FALLS, IA 50614	NONE	PC	SCHOLARSHIPS	6,000
Total 3a				638,950

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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>				
UNIVERSITY OF ST THOMAS 2115 SUMMIT AVE ST PAUL, MN 55105	NONE	PC	SCHOLARSHIPS	1,250
UNIVERSITY OF WISCONSIN EAU CLAIRE 105 GARFIELD AVE EAU CLAIRE, WI 54701	NONE	PC	SCHOLARSHIPS	4,000
UNIVERSITY OF WISCONSIN LACROSSE 1725 STATE ST LA CROSSE, WI 54601	NONE	PC	SCHOLARSHIPS	6,500
Total ▶ 3a				638,950

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>				
UNIVERSITY OF WISCONSIN-RIVER FALLS 410 S 3RD ST RIVER FALLS, WI 54022	NONE	PC	SCHOLARSHIPS	5,000
VARIETY - THE CHILDREN'S CHARITY OF THE UNITED STATES 4601 WILSHIRE BLVD SUITE 260 LOS ANGELES, CA 90010	NONE	PC	PROGRAM SUPPORT	5,000
WINONA STATE UNIVERSITY PO BOX 5838 SOMSEN HALL 204 WINONA, MN 55987	NONE	PC	SCHOLARSHIPS	1,250
Total ► 3a				638,950

TY 2017 Accounting Fees Schedule**Name:** THE LYNN JOHNSON FAMILY FOUNDATION**EIN:** 41-1407595**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEES	3,780	1,890		1,890

TY 2017 Investments Corporate Bonds Schedule**Name:** THE LYNN JOHNSON FAMILY FOUNDATION**EIN:** 41-1407595**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AT&T INC 3.875	103,636	100,977
AT&T INC 2.375	50,790	49,982
AT&T INC 3.6	51,094	49,607
BANK OF AMERICA 2.625	50,705	49,385
DOW CHEM CO 4.125 DUE 21	106,041	102,117
FORD MOTOR CO 2.597	100,995	99,189
FORD MOTOR CO 3.157	151,989	148,613
FORD MOTOR CO 8.875	130,245	111,772
GOLDMAN SACHS 2.3	151,172	148,684
GOLDMAN SACHS 2.6	101,135	98,394
GOLDMAN SACHS GROUP 5.0	65,558	61,859
GOLDMAN SACHS GRP 5.0	44,138	41,889
JP MORGAN CHASE 2.295	75,497	72,890
JP MORGAN CHASE 3.25	101,095	99,134
JP MORGAN CHASE 3.375	101,347	97,876
KELLOGG CO 4.0	106,300	101,487
MARCH & MCLENNAH	99,997	97,213
US BANCORP 1.95	200,453	199,879
VERIZON COMM 2.45	96,773	95,868

TY 2017 Investments Corporate Stock Schedule

Name: THE LYNN JOHNSON FAMILY FOUNDATION
EIN: 41-1407595

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US BANCORP 5.56% PFD	200,997	188,190
WELLS FARGO & CO 5.85	237,084	229,353
PNC FINL SVCS 6.125	106,737	107,640
ALTRIA GROUP INC	25,102	45,836
AMGEN INC	25,358	124,374
ANADARKO PETROLEUM CORP	33,638	80,892
ASTRONICS CORP	23,349	425,561
BOEING CORP	50,643	249,173
BRIGHTHOUSE FINANCIAL	11,313	13,184
CENTERPOINT ENERGY INC	25,102	32,904
CHEVRON TEXACO CORP	49,572	112,498
CONSOLIDATED COMMUNICATIONS	10,306	10,132
CONSOLIDATED EDISON INC	99,088	124,190
COSTCO WHOLESALE CORP	53,930	176,160
CUSTOMERS BANCORP INC	50,004	68,590
DOLLAR TREE INC	14,655	14,924
FORD MOTOR CORP	100,211	57,535
GRAHAM CORP	50,736	61,974
HERSHEY FOODS CORP	77,023	106,080
ISRAEL CHEMICALS LTD	47,957	66,330
JOHNSON & JOHNSON	33,913	158,896
MANULILFE FINANCIAL CORP	162,920	177,048
MCDONALDS CORP	24,783	46,841
METLIFE INC	98,113	153,569
NORFOLK SOUTHERN CORP	75,232	198,550
PARKER-HANNIFEN CORP	45,532	76,331
PRINCIPAL FIANCIAL GROUP	65,927	113,665
PROCTOR & GAMBLE COMPANY	71,079	102,373
QUALCOMM INC	75,058	77,792
SCHLUMBERGER LTD	61,858	67,012

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TARGET CORP	18,292	35,284
WELLS FARGO & CO	50,623	97,236
WISCONSIN ENERGY CP HLDG	77,165	133,520
XCEL ENERGY INC	90,477	138,797
SPDR S&P DIVIDEND ETF	944,711	1,449,168
SECTOR SPDR TR CON STPLS	375,490	510,178
SELECT SECTOR HEALTH	200,340	425,796
SELECT SECTOR INDUSTRIAL	251,351	452,368
MET 254	8,011	10,429
PRU 879	9,722	71,682

TY 2017 Other Expenses Schedule**Name:** THE LYNN JOHNSON FAMILY FOUNDATION**EIN:** 41-1407595**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MN FILING FEE	25	0		25

TY 2017 Other Increases Schedule

Name: THE LYNN JOHNSON FAMILY FOUNDATION

EIN: 41-1407595

Description	Amount
RETURN OF PRIOR YEAR SCHOLARSHIP DISTRIBUTION	6,729

TY 2017 Other Professional Fees Schedule**Name:** THE LYNN JOHNSON FAMILY FOUNDATION**EIN:** 41-1407595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES	54,390	54,390		0
BANK FEES	432	0		432

TY 2017 Taxes Schedule**Name:** THE LYNN JOHNSON FAMILY FOUNDATION**EIN:** 41-1407595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2017 ESTIMATED TAXES	1,710	0		0