

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.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

EDWIN M. JOHNSTON, JR. FAMILY FOUNDATION

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

1350 ONE M&T PLAZA

A Employer identification number

16-1578180

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

BUFFALO, NY 14203-2395

Room/suite

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____► \$ **4,076,530.** (Part I, column (d) must be on cash basis.)Part II Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	0.		N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
3	Dividends and interest from securities	337.	337.		STATEMENT 1
5a	Gross rents	22,109.	22,109.		STATEMENT 2
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	579,480.			
7	Capital gain net income (from Part IV, line 2)		579,480.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns				
10a	and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	601,926.	601,926.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	3,100.	1,550.		1,550.
c	Other professional fees	46,481.	46,481.		0.
17	Interest				
18	Taxes	29,389.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	250.	0.		250.
24	Total operating and administrative expenses Add lines 13 through 23	79,220.	48,031.		1,800.
25	Contributions, gifts, grants paid	148,840.			148,840.
26	Total expenses and disbursements. Add lines 24 and 25	228,060.	48,031.		150,640.
27	Subtract line 26 from line 12:	373,866.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		553,895.		
c	Adjusted net income (if negative, enter -0-)			N/A	

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	241,916.	75,468.	75,468.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations	STMT 7		
b	Investments - corporate stock		2,921,164.	3,461,478.
c	Investments - corporate bonds			4,001,062.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,163,080.	3,536,946.
				4,076,530.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances				
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
25	and complete lines 24 through 26, and lines 30 and 31			
26	Unrestricted			
27	Temporarily restricted			
28	Permanently restricted			
29	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
30	and complete lines 27 through 31.			
31	Capital stock, trust principal, or current funds		0.	0.
32	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
33	Retained earnings, accumulated income, endowment, or other funds		3,163,080.	3,536,946.
34	Total net assets or fund balances		3,163,080.	3,536,946.
35	Total liabilities and net assets/fund balances		3,163,080.	3,536,946.

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	3,163,080.
2	Enter amount from Part I, line 27a	2	373,866.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	3,536,946.
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	3,536,946.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a PUBLICLY TRADED SECURITIES			P	VARIOUS	VARIOUS
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 2,237,422.		1,657,942.	579,480.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			579,480.		
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	579,480.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	110,725.	3,559,617.	.031106
2016	82,079.	2,257,712.	.036355
2015	73,725.	1,915,316.	.038492
2014	61,700.	1,489,604.	.041420
2013	54,200.	1,334,943.	.040601

2 Total of line 1, column (d)

2 .187974

3 Average distribution ratio for the 5 year base period divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years

3 .037595

4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5

4 4,556,270.

5 Multiply line 4 by line 3

5 171,293.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 5,539.

7 Add lines 5 and 6

7 176,832.

8 Enter qualifying distributions from Part XII, line 4

8 150,640.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	
1b	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1 11,078.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 1% 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 11,078.
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 11,078.
6	Credits/Payments:	
6a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 5,000.
6b	Exempt foreign organizations - tax withheld at source	6b 0.
6c	Tax paid with application for extension of time to file (Form 8868)	6c 0.
6d	Backup withholding erroneously withheld	6d 0.
7	Total credits and payments. Add lines 6a through 6d	7 5,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8 196.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 6,274.
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 2019 estimated tax ►	11 Refunded

Part VII-A Statements Regarding Activities

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditures tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conforming copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*

6 Are the requirements of section 508(o) (relating to sections 1911 through 1915) 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ►
NY

8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 1912(j)(3) or 1912(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 Yes No
11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions Yes No
12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** Yes No
13 X

14 The books are in care of ► **EDWIN M. JOHNSTON, JR.** Telephone no. ► **(716) 849-1474** Yes No
Located at ► **1350 ONE M&T PLAZA, BUFFALO, NY** ZIP+4 ► **14203-2395**

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** Yes No
and enter the amount of tax-exempt interest received or accrued during the year ► **15** Yes No

16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► **16** Yes No
16 X

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):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
1a Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
1a Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
1a Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
1a 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
1a 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
1a 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** Yes No
1b Yes 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 2018? **1c** Yes No
1c Yes 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)): **2b** Yes No
2b Yes No

a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? **2c** Yes No
2c Yes No

If "Yes," list the years ► **2c** Yes No
2c Yes No

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) **2d** Yes No
2d Yes No

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► **2d** Yes No
2d Yes No

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? **3b** Yes No
3b Yes No

b If "Yes," did it have excess business holdings in 2018 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 2018.) **3c** Yes No
3c Yes No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4b** Yes No
4b Yes 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 2018? **4c** Yes No
4c Yes 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

Organizations relying on a current notice regarding disaster assistance, check here

N/A

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?
 Yes No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EDWIN M. JOHNSTON, JR. 161 MIDDLESEX ROAD BUFFALO, NY 14216	TRUSTEE 1.00	0.	0.	0.
EDWIN M. JOHNSTON, III 50 RUMSEY ROAD BUFFALO, NY 14209	TRUSTEE 1.00	0.	0.	0.
JENNIFER JOHNSTON 146 CENTRAL STREET CONCORD, MA 01742	TRUSTEE 1.00	0.	0.	0.
SARAH F. JOHNSTON 32 CAMDEN LANE MASHPEE, MA 02649	TRUSTEE 1.00	0.	0.	0.

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

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

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

►

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

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

1. Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a. Average monthly fair market value of securities	1a	4,492,212.
b. Average of monthly cash balances	1b	133,443.
c. Fair market value of all other assets	1c	
d. Total (add lines 1a, b, and c)	1d	4,625,655.
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	4,625,655.
4. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,385.
5. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,556,270.
6. Minimum investment return. Enter 5% of line 5	6	227,814.

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	227,814.
2a. Tax on investment income for 2018 from Part VI, line 5	2a	11,078.
b. Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c. Add lines 2a and 2b	2c	11,078.
3. Distributable amount before adjustments. Subtract line 2c from line 1	3	216,736.
4. Recoveries of amounts treated as qualifying distributions	4	0.
5. Add lines 3 and 4	5	216,736.
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	216,736.

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	150,640.
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	150,640.
5. Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6. Adjusted qualifying distributions. Subtract line 5 from line 4	6	150,640.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				216,736.
2 Undistributed income, if any, as of the end of 2018			147,840.	
a Enter amount for 2017 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 150,640.			147,840.	
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				2,800.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				213,936.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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 Paid during the year				
ASSEMBLY HOUSE 150 150 EDWARD ST BUFFALO, NY 14201	N/A	PC	EDUCATION	15,500.
BUFFALO PREP 18 ACHESON ANNEX BUFFALO, NY 14214	N/A	PC	EDUCATION	5,000.
CAPA INTERNATIONAL EDUCATION 65 FRANKLIN STREET BOSTON, MA 02110	N/A	PC	EDUCATION/SCHOLARSHIPS	7,000.
CAPE COD VILLAGE, INC P.O. BOX 2129 ORLEANS, MA 02653	N/A	PC	MEET THE RESIDENTIAL LIVING NEEDS OF ADULTS WITH AUTISM	35,000.
DIGNITY IN ASYLUM INC P.O. BOX 1244 CONCORD, MA 01742-	N/A	PC	HOUSING AND SUPPORT FOR ASYLUM SEEKERS AND REFUGEES	7,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 148,840.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
1 Program service revenue.				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate:				
a Debt-financed property			14	337.
b Not debt-financed property			14	22,109.
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				
9 Net income or (loss) from special events			18	579,480.
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal Add columns (b), (d), and (e)			0.	601,926.
13 Total. Add line 12, columns (b), (d), and (e)				0.

Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
N/A	

EDWIN M. JOHNSTON, JR. FAMILY FOUNDATION 16-1578180

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
FRIENDS OF DARTMOUTH 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	N/A	PC	EDUCATION	1,000.
GOBIKE BUFFALO 640 ELLICOTT STREET, SUITE 447 BUFFALO, NY 14203	N/A	PC	EDUCATION AND ADVOCACY FOR REBUILDING STREETS AND INFRASTRUCTURE TO SUPPORT COMMUNITY HEALTH, ETC.	1,000.
NEWS NEEDIEST FUND P.O. BOX 2667 BUFFALO, NY 14240	N/A	PC	SUPPORT FOR POOR FAMILIES DURING THE HOLIDAYS.	2,000.
ROAD TO RESPONSIBILITY, INC 1831 OCEAN ST MARSHFIELD, MA 02050	N/A	PC	SERVICES FOR INDIVIDUALS WITH DISABILITIES	7,000.
SATURN CLUB HISTORIC PRESERVATION FOUNDATION 1231 DELAWARE AVE, STE 6 BUFFALO, NY 14209	N/A	PC	HISTORIC PRESERVATION	2,500.
THE BISON CHILDREN'S SCHOLARSHIP FUND, INC. P.O. BOX 1134 BUFFALO, NY 14205	N/A	PC	SCHOLARSHIPS	3,000.
THE BUDDY DOG HUMANE SOCIETY 151 BOSTON POST ROAD SUDBURY, MA 01776	N/A	PC	ANIMAL WELFARE	7,000.
THE PARK SCHOOL 4625 HARLEM ROAD SNYDER, NY 14226	N/A	PC	EDUCATION	9,415.
UNITED WAY OF BUFFALO & ERIE COUNTY 742 DELAWARE AVENUE BUFFALO, NY 14209	N/A	PC	CHARITABLE	5,000.
WESTMINISTER PRESBYTERIAN CHURCH 724 DELAWARE AVENUE BUFFALO, NY 14209	N/A	PC	CAPITAL FUND	25,000.
Total from continuation sheets				79,340.

EDWIN M. JOHNSTON, JR. FAMILY FOUNDATION 16-1578180

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WNY HERITAGE PRESS 495 PINE RIDGE HERITAGE BLVD CHEEKETOWAGA, NY 14225	N/A	PC	RESEARCH, DOCUMENT AND PRESERVE ALL ASPECTS OF WESTERN NY HERITAGE	2,500.
OARS INC. 23 BRADFORD STREET CONCORD, MA 01742	N/A	PC	CHARITABLE	7,000.
BUFFALO PHILHARMONIC ORCHESTRA 786 DELAWARE AVENUE BUFFALO, NY 14209	N/A	PC	ARTS AND CULTURE	1,500.
SUZUKI STRINGS 4 WEBSTER STREET NORTH TONAWANDA, NY 14120	N/A	PC	ARTS AND CULTURE	2,000.
ARTPARK & COMPANY 450 S 4TH STREET LEWISTON, NY 14092	N/A	PC	ARTS AND CULTURE	1,005.
TEACH FOR AMERICA 25 BROADWAY, 12TH FLOOR NEW YORK, NY 10004	N/A	PC	EDUCATION	2,420.
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Total from continuation sheets				

EDWIN M. JOHNSTON, JR. FAMILY FOUNDATION

16-1578180

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TD AMERITRADE	337.	337.	
TOTAL TO PART I, LINE 3	337.	337.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TD AMERITRADE	22,109.	0.	22,109.	22,109.	
TO PART I, LINE 4	22,109.	0.	22,109.	22,109.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,100.	1,550.		1,550.
TO FORM 990-PF, PG 1, LN 16B-	3,100.	1,550.		1,550.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT. FEES	46,481.	46,481.		0.
TO FORM 990-PF, PG 1, LN 16C	46,481.	46,481.		0.

EDWIN M. JOHNSTON, JR. FAMILY FOUNDATION

16-1578180

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	29,389.	0.		0.
TO FORM 990-PF, PG 1, LN 18	29,389.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS FILING FEE	250.	0.		250.
TO FORM 990-PF, PG 1, LN 23	250.	0.		250.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	3,461,478.	4,001,062.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,461,478.	4,001,062.

Stocks	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)	Estimated Income Yield
ACUTITY BRANDS INC COM	AYI	5/17/18	973	\$114.95	\$111,846.35	\$115,389.89	(\$3,543.54)	\$55.96 0.5%
ADOBE INC COM	ADBE	6/20/18	804	226.24	181,896.96	68,201.00	113,695.96	-
AGILENT TECHNOLOGIES INC COM	A	6/25/18	2,070	67.46	139,642.20	128,144.44	11,497.76	1,357.92 1.0%
ARMSTRONG WORLD INDUSTRIES INC COM	AWI	6/14/16	2,581	58.21	150,240.01	109,119.16	41,120.85	1,806.70 1.2%
AVANOS MEDICAL INC COM	AVNS	7/15/18	2,461	44.79	110,228.19	144,634.84	(34,406.65)	-
BANK OF AMERICA CORP COM	BAC	1/26/16	4,082	24.64	100,580.48	58,866.84	41,713.64	2,449.20 2.4%
BANK OZK COM	OZK	10/29/18	5,828	22.83	133,053.24	153,900.86	(20,847.42)	4,895.52 3.7%
BIO-TECHNE CORP COM	TECH	1/21/18	1,167	144.72	168,888.24	154,567.32	14,320.92	1,493.76 0.9%
BLACKLINE INC COM	BL	4/20/18	1,449	40.95	59,336.55	59,319.88	16.67	-

STOCKS									
Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)	Estimated Income Yield	
CDW CORP COM	CDW	11/13/13	940	81.05	76,187.00	32,466.03	43,720.97	1,109.20 1.5%	
CERIDIAN HCM HLDG INC COM	CDAY	9/21/18	2,104	34.49	72,568.96	88,440.90	(15,873.94)	-	
COSTAR GROUP INC COM	CSPGP	12/12/18	202	337.34	68,142.68	38,721.17	29,421.51	-	
DENTSPLY SIRONA INC COM	XRAY	10/14/16	5,037	37.21	187,426.77	286,807.43	(99,380.66)	1,762.95 0.9%	
EATON CORP PLC COM	ETN	12/8/16	-	1,711	68.66	117,477.26	7,069.68	33,890.54 4,517.04 3.8%	
ELANCO ANIMAL HEALTH INC COM	ELAN	9/25/18	4,689	31.53	147,844.17	156,862.08	(8,817.91)	-	
FMC CORP COM	FMC	8/3/15	-	1,705	73.96	126,101.80	84,715.14	41,386.66 2,728.00 2.2%	
GARDNER DENVER HOLDINGS INC COM	GDI	7/18/17	5,823	20.45	119,080.35	134,454.33	(15,373.98)	-	
GLAUkos CORP COM	GKOS	3/10/17	2,927	56.17	164,406.59	103,846.07	60,563.52	-	
GLOBAL PAYMENTS INC COM	GPN	8/25/16	-	1,769	103.13	182,436.97	138,824.82	43,612.15 70.76 0.0%	
GUIDEWIRE SOFTWARE INC COM	GWRE	9/5/17	918	80.23	73,651.14	69,099.55	4,551.59	-	
ICU MED INC COM	ICUI	11/20/17	638	228.63	146,503.94	135,878.48	10,624.46	-	
INDEX LABORATORIES INC COM	IDXX	12/2/15	351	186.02	65,293.02	37,249.49	28,043.53	-	
INTERNATIONAL FLAVORS & FRAGRAS COM	IFF	9/6/18	1,195	134.27	160,452.65	154,902.54	5,550.11	3,489.40 2.2%	
LINDE PLC COM	LIN	10/19/18	853	156.04	133,102.12	139,427.12	(6,325.06)	2,814.90 2.1%	

STOCKS		Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)	Estimated Income Yield
Investment Description									
ROLLINS INC	ROL		1/5/17	2,812	36.10	101,513.20	66,749.52	34,763.68	1.048 88
COM									1.0%
SITEONE LANDSCAPE SUPPLY INC	SITE		3/14/17	2,079	55.27	114,905.33	93,377.87	21,528.46	-
COM									
SS + C TECHNOLOGIES HOLDING	SSNC		1/30/18	2,837	45.11	127,977.07	141,702.25	(13,725.18)	90.84
COM									0.7%
TRANSUNION	TRU		12/6/18	2,991	56.80	169,888.80	176,382.92	(6,494.12)	897.30
COM									0.5%
US FOODS HDG CORP	USFD		1/23/17	5,600	31.64	177,184.00	149,142.55	28,041.45	-
COM									
VAIL RESORTS INC	MTN		8/29/12	450	210.82	94,889.00	23,009.57	71,859.43	2,646.00
COM									2.8%
WEST PHARMACEUTICALS SERVICES	WST		5/1/17	859	98.03	84,207.77	80,266.33	3,941.44	515.40
COM									0.6%
ZOETIS INC	ZTS		3/19/14	1,568	85.54	134,126.72	58,137.55	75,989.17	1,028.61
COM CL A									0.8%
TOTAL STOCKS						\$4,001,081.53	\$3,461,478.42	\$531,066.07	\$36,045.33
		TOTAL STOCKS: LONG POSITION				4,001,081.53			
TOTAL HOLDINGS						\$4,001,081.53	\$3,461,478.42	\$531,066.07	\$36,045.33