

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation ROSE MONTGOMERY JOHNSTON FAMILY FOUNDATION		A Employer identification number 81-6540443	
Number and street (or P O box number if mail is not delivered to street address) 111 NORWAL ROAD		Room/suite	B Telephone number (see instructions) (901) 682-1392
City or town, state or province, country, and ZIP or foreign postal code MEMPHIS, TN 381173226		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) \$ 6,745,157	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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	126,596	126,596		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-3,943			
	b Gross sales price for all assets on line 6a 4,442,768				
	7 Capital gain net income (from Part IV, line 2)		0		
	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)	7,508	7,508		
	12 Total. Add lines 1 through 11	130,161	134,104		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	10,645	10,645		0
	c Other professional fees (attach schedule)	41,839	41,839		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,474	5,174		0
	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	59,958	57,658		0
	25 Contributions, gifts, grants paid	365,000			365,000
	26 Total expenses and disbursements. Add lines 24 and 25	424,958	57,658		365,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-294,797			
	b Net investment income (if negative, enter -0-)		76,446		
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			
	2 Savings and temporary cash investments	1,257,287	92,603	92,603
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	9,237		
	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)	5,765,069	6,606,189	6,219,177
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	476,879	503,485	433,377
	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)	7,508,472	7,202,277	6,745,157	
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		7,508,472	7,497,074	
28 Paid-in or capital surplus, or land, bldg , and equipment fund		0	0	
29 Retained earnings, accumulated income, endowment, or other funds		0	-294,797	
30 Total net assets or fund balances (see instructions)		7,508,472	7,202,277	
31 Total liabilities and net assets/fund balances (see instructions) .	7,508,472	7,202,277		

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	7,508,472
2 Enter amount from Part I, line 27a	2	-294,797
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	7,213,675
5 Decreases not included in line 2 (itemize) ▶ _____	5	11,398
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	7,202,277

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 GOLDMAN SACHS	P		
b GOLDMAN SACHS	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 2,255,007		2,283,516	-28,509
b 2,187,761		2,163,195	24,566
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			-28,509
b			24,566
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-3,943
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))
2017	19,303	2,229,169	0 008659
2016	0	0	0 000000
2015			
2014			
2013			

2 Total of line 1, column (d)	2	0 008659
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	0 004330
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	7,164,673
5 Multiply line 4 by line 3	5	31,023
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	764
7 Add lines 5 and 6	7	31,787
8 Enter qualifying distributions from Part XII, line 4	8	365,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	764
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	764
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	764
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	2,103
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	3,603
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,839
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 2,839 Refunded ☐	11	0

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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b		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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure 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	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? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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 ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>ROSE M JOHNSTON</u> Telephone no ▶ <u>(901) 682-1392</u>			

Located at ▶ 111 NORWAL ROAD MEMPHIS TN ZIP+4 ▶ 381173226

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 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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 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).	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 2018?	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		Yes	No
(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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
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 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, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	(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 (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 DONATIONS TO CHARITABLE ORGANIZATIONS	365,000
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	6,454,731
b	Average of monthly cash balances.	1b	819,049
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,273,780
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	7,273,780
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	109,107
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	7,164,673
6	Minimum investment return. Enter 5% of line 5.	6	358,234

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	358,234
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	764
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	764
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	357,470
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	357,470
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	357,470

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	365,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	365,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	764
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	364,236

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				357,470
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			91,761	
b Total for prior years 20____, 20____, 20____		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 ▶ \$ 365,000				
a Applied to 2017, but not more than line 2a			91,761	
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.				273,239
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				84,231
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 (see instructions).	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 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 2018, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

ROSE MONTGOMERY JOHNSTON
111 NORWAL ROAD
MEMPHIS, TN 38117
(901) 682-1392

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

ALL APPLICATIONS SHOULD BE SUBMITTED IN WRITING. A DETAILED EXPLANATION SHOULD BE PROVIDED THAT INCLUDES THE AMOUNT, WHAT IT IS TO BE USED FOR, A DESCRIPTION OF THE TAX EXEMPT PURPOSE. DOCUMENTATION SHOULD ALSO BE PROVIDED TO SHOW THAT THE CHARITABLE ORGANIZATION QUALIFIES AS TAX EXEMPT ORGANIZATION SUCH AS A COPY OF THE EXEMPTION LETTER FROM THE INTERNAL REVENUE SERVICE.

c Any submission deadlines

NONE

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

NONE

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				
b <i>Approved for future payment</i>				
Total ► 3b				

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	126,596	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	7,508	
8	Gain or (loss) from sales of assets other than inventory			18	-3,943	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		130,161	0
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		130,161

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

[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) (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) (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

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.

Sign Here	*****	2019-11-06	*****	May the IRS discuss this return with the preparer shown below? (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	BRUCE W SCHWARTZ				P00362100
	Firm's name ► MCABEE SCHWARTZ HALLIDAY & CO				Firm's EIN ► 57-0925346
Firm's address ► 824 EAST MAIN STREET SPARTANBURG, SC 29302					Phone no (864) 583-0886

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
ROSE M JOHNSTON	CHAIRMAN 0 00	0	0	0
111 NORWAL ROAD MEMPHIS, TN 381173226				
BAILEY JOHNSTON FARRIN	TRUSTEE 0 00	0	0	0
311 E MAIN ST DURHAM, NC 27701				
MARY JOHNSTON CARLOSS	TRUSTEE 0 00	0	0	0
829 HIGHLAND AVENUE WHITEFISH, MT 59937				
SARAH JOHNSTON SPENCER	TRUSTEE 0 00	0	0	0
755 PLUME STREET SPARTANBURG, SC 29302				
ELIZABETH M JOHNSTON	TRUSTEE 0 00	0	0	0
4234 HARROGATE DRIVE ATLANTA, GA 30327				

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>				
ALL SAINTS' EPISCOPAL CHURCH 2048 CONN RD WHITEFISH, MT 59912	NONE	PC	SUPPORT RELIGIOUS ACTIVITIES	25,000
ALPINE THEATRE PROJECT 6464 US HIGHWAY 93 SOUTH WHITEFISH, MT 59937	NONE	PC	ARTS/CULTURAL	5,000
ALZHEIMER'S ASSOCIATION 1212 NEW YORK AVE NW SUITE 800 WASHINGTON, DC 20005	NONE	PC	MEDICAL	1,000
Total ▶ 3a				365,000

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>				
ARTS MEMPHIS575 S MENDENHALL RD MEMPHIS, TN 38117	NONE	PC	ARTS/CULTURAL	3,000
BALLET SPARTANBURG 200 E ST JOHN ST SPARTANBURG, SC 29306	NONE	PC	ARTS/CULTURAL	500
BOY SCOUTS OF AMERICA 420 S CHURCH ST EXT SPARTANBURG, SC 29306	NONE	PC	COMMUNITY SUPPORT	500
Total ▶ 3a				365,000

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>				
BROOKS MUSEUM1934 POPLAR AVE MEMPHIS, TN 38104	NONE	PC	ARTS/CULTURAL	7,000
CALVARY EPISCOPAL CHURCH 102 N 2ND ST MEMPHIS, TN 38103	NONE	PC	SUPPORT RELIGIOUS ACTIVITIES	50,000
CHOICES3161 ELLIOTT AVE 315 SEATTLE, WA 98121	NONE	PC	SUPPORT OF EDUCATION	1,000
Total ▶ 3a				365,000

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>				
CHURCH HEALTH CENTER 1350 CONCOURSE AVE SUITE 142 MEMPHIS, TN 38104	NONE	PC	COMMUNITY SUPPORT	10,000
CHURCH OF THE ADVENT 141 ADVENT ST SPARTANBURG, SC 29302	NONE	PC	SUPPORT RELIGIOUS ACTIVITIES	3,500
CHURCH WORLD SERVICES 112 S DUKE ST 4B DURHAM, NC 27701	NONE	PC	SUPPORT RELIGIOUS ACTIVITIES	3,000
Total ► 3a				365,000

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>				
COMMUNITY LEGAL CENTER 243 ADAMS AVE MEMPHIS, TN 38103	NONE	PC	COMMUNITY SUPPPORT	1,000
CONVERSE COLLEGE580 E MAIN ST SPARTANBURG, SC 29302	NONE	PC	SUPPORT OF EDUCATION	51,000
DIXON CURATOR CIRCLE 4139 PARK AVENUE MEMPHIS, TN 38117	NONE	PC	ARTS/CULTURAL	2,500
Total ▶ 3a				365,000

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>				
DIXON GALLERY AND GARDENS 4339 PARK AVENUE MEMPHIS, TN 38117	NONE	PC	DEVELOP GARDENS IN MEMPHIS	50,000
DOCTORS WITHOUT BORDERS P O BOX 5030 HAGERTOWN, MD 21741	NONE	PC	MEDICAL	1,000
DUKE UNIVERSITY SCHOOL OF LAW 210 SCIENCE DR DURHAM, NC 27708	NONE	PC	SUPPORT OF EDUCATION	1,000
Total ► 3a				365,000

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				
EL CENTRO HISPANO INC 2000 CHAPEL HILL RD 26A DURHAM, NC 27707	NONE	PC	SUPPORT OF EDUCATION	3,000
EL FUTURO2020 CHAPEL HILL RD 23 DURHAM, NC 27707	NONE	PC	COMMUNITY SUPPORT	1,000
EPISCOPAL CHURCH OF THE ADVENT FOUNDATION 141 ADVENT ST SPARTANBURG, SC 29302	NONE	PC	SUPPORT RELIGIOUS ACTIVITIES	5,000
Total ► 3a				365,000

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>				
EXCEPTIONAL FOUNDATION OF WEST TENNESSEE 5340 QUINCE RD SUITE B MEMPHIS, TN 38119	NONE	PC	SUPPORT RELIGIOUS ACTIVITIES	1,000
FACING HISTORY AND OURSELVES 115 HULING AVE MEMPHIS, TN 38103	NONE	PC	SUPPORT OF EDUCATION	1,000
FLAT ROCK PLAYHOUSE 2661 GREENVILLE HWY FLAT ROCK, NC 28731	NONE	PC	ARTS/CULTURAL	1,000
Total ▶ 3a				365,000

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>				
FRIENDS OF MUSIC 120 ARCADIA SPRINGS CIR COLUMBIA, SC 29206	NONE	PC	ARTS/CULTURAL	1,000
GREEN RIVER FIRE AND RESCUE 1524 OLD US 25 HWY ZIRCONIA, NC 28790	NONE	GOV	COMMUNITY SUPPORT	1,000
HEALTHY SMILES OF SPARTANBURG 800 BRISACK RD SPARTANBURG, SC 29303	NONE	PC	MEDICAL	500
Total ▶ 3a				365,000

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>				
HUB CITY WRITERS PROJECT 186 W MAIN ST SPARTANBURG, SC 29306	NONE	PC	ARTS/CULTURAL	3,000
IGLESIA DE BUEN PASTOR 1852 LIBERTY ST DURHAM, NC 27703	NONE	PC	SUPPORT OF RELIGIOUS ACTIVITIES	3,000
LAKE SUMMIT FOUNDATION 1888 NORTH LAKE SUMMIT ROAD ZIRCONIA, NC 28790	NONE	PC	COMMUNITY SUPPORT	2,000
Total ▶ 3a				365,000

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				
MEMPHIS BOTANICAL GARDEN 750 CHERRY RD MEMPHIS, TN 38117	NONE	PC	DEVELOP GARDENS IN MEMPHIS	1,000
MEMPHIS COLLEGE OF ART 1930 POPLAR AVE MEMPHIS, TN 38104	NONE	PC	SUPPORT OF EDUCATION	10,000
MEMPHIS OPPORTUNITY SCHOLARSHIP TRUST 1000 RIDGEWAY LOOP RD SUITE 205 MEMPHIS, TN 38120	NONE	PC	SUPPORT OF EDUCATION	1,000
Total ▶ 3a				365,000

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>				
MEMPHIS SYMPHONY ORCHESTRA 610 GOODMAN ST MEMPHIS, TN 38111	NONE	PC	ARTS/CULTURAL	5,000
METROPOLITAN INTERFAITH ASSOCIATION 910 VANCE AVE MEMPHIS, TN 38126	NONE	PC	SUPPORT RELIGIOUS ACTIVITIES	10,000
MID-SOUTH FOOD BANK 3865 S PERKINS RD MEMPHIS, TN 38118	NONE	PC	COMMUNITY SUPPORT	1,000
Total ► 3a				365,000

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>				
NEW BALLET ENSEMBLE AND SCHOOL 2157 YORK AVE MEMPHIS, TN 38104	NONE	PC	ARTS/CULTURAL	5,000
OCCIDENTAL COLLEGE 1600 CAMPUS RD LOS ANGELES, CA 90041	NONE	PC	SUPPORT OF EDUCATION	2,000
OPERA MEMPHIS 6745 WOLF RIVER BLVD MEMPHIS, TN 38120	NONE	PC	ARTS/CULTURAL	5,000
Total ▶ 3a				365,000

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 2430 POPLAR AVE SUITE 100 MEMPHIS, TN 38112	NONE	PC	COMMUNITY SUPPORT	15,000
PLAYBACK MEMPHIS1000 COOPER ST MEMPHIS, TN 38104	NONE	PC	ARTS/CULTURAL	5,000
SAINT LUKE'S FREE MEDICAL CLINIC 101 HOSPITAL DRIVE COLUMBUS, NC 28722	NONE	PC	MEDICAL	500
Total ▶ 3a				365,000

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>				
SAINT MARY'S EPISCOPAL SCHOOL 41 N PERKINS RD MEMPHIS, TN 38117	NONE	PC	SUPPORT OF EDUCATION	14,000
SALUDA FIRE AND RESCUE 199 WALNUT ST SALUDA, NC 28773	NONE	GOV	COMMUNITY SUPPORT	1,000
SAMARITAN COUNSELING CENTERS OF THE MID-SOUTH 35 S AUBURNDALE ST MEMPHIS, TN 38104	NONE	PC	COMMUNITY SUPPORT	1,000
Total ▶ 3a				365,000

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>				
SHELBY FARMS PARK CONSERVANCY 6903 GREAT VIEW DR N MEMPHIS, TN 38134	NONE	PC	LAND AND WATER CONSERVATION	1,000
SPARTANBURG DAY SCHOOL 1701 SKYLYN DR SPARTANBURG, SC 29307	NONE	PC	SUPPORT OF EDUCATION	5,000
ST COLUMBA EPISCOPAL CENTER 4577 BILLY MAHER RD MEMPHIS, TN 38135	NONE	PC	SUPPORT RELIGIOUS ACTIVITIES	3,000
Total ▶ 3a				365,000

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>				
ST VINCENT'S CENTER FOR CHILDREN WITH DISABILITIES IN HAITI PO BOX 771142 MEMPHIS, TN 38117	NONE	PC	MEDICAL	2,500
SWEET BRIAR COLLEGE134 CHAPEL RD SWEET BRIAR, VA 24595	NONE	PC	SUPPORT OF EDUCATION	10,000
TEACH FOR AMERICA 1350 CONCOURSE AVE 437 MEMPHIS, TN 38104	NONE	PC	SUPPORT OF EDUCATION	1,000
Total ► 3a				365,000

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>				
TENNESSEE SHAKESPEARE COMPANY 7950 TRINITY RD CORDOVA, TN 38018	NONE	PC	ARTS/CULTURAL	5,000
THE ARTS PARTNERSHIP 200 E ST JOHN ST SPARTANBURG, SC 29306	NONE	PC	ARTS/CULTURAL	1,000
THE WESTMINISTER SCHOOLS 1424 WEST PACES FERRY RD NW ATLANTA, GA 30327	NONE	PC	SUPPORT OF EDUCATION	5,000
Total ► 3a				365,000

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>				
THEATRE MEMPHIS630 PERKINS EXT MEMPHIS, TN 38117	NONE	PC	ARTS/CULTURAL	3,000
TRINITY COLLEGE300 SUMMIT ST HARTFORD, CT 06106	NONE	PC	SUPPORT OF EDUCATION	3,000
UNIVERSITY OF MEMPHIS 3720 ALUMNI AVE MEMPHIS, TN 38152	NONE	PC	SUPPORT OF EDUCATION	1,000
Total ▶ 3a				365,000

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 VIRGINIA COLLEGE FUND PO BOX 400801 CHARLOTTESVILLE, VA 22904	NONE	PC	SUPPORT OF EDUCATION	2,500
WHITEFISH THEATRE COMPANY 1 CENTRAL AVE WHITEFISH, MT 59937	NONE	PC	ARTS/CULTURAL	5,000
WKNO TV7151 CHERRY FARMS RD CORDOVA, TN 38016	NONE	PC	SUPPORT OF EDUCATION	1,000
Total ▶ 3a				365,000

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>				
WOMEN'S FOUNDATION FOR A GREATER MEMPHIS 40 S MAIN ST 2280 MEMPHIS, TN 38103	NONE	PC	COMMUNITY SUPPORT	1,000
Total ► 3a				365,000

TY 2018 Accounting Fees Schedule

Name: ROSE MONTGOMERY JOHNSTON FAMILY
FOUNDATION

EIN: 81-6540443

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	10,645	10,645		0

TY 2018 Investments Corporate Stock Schedule

Name: ROSE MONTGOMERY JOHNSTON FAMILY
FOUNDATION

EIN: 81-6540443

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS - ADVANTAGE	4,681,092	4,012,725
GOLDMAN SACHS - CAP GRP	188,275	186,072
GOLDMAN SACHS - MCV	299,400	286,745
GOLDMAN SACHS - BROKERAGE	1,210,195	1,257,246
GOLDMAN SACHS - LOEVNER	192,636	166,961
GOLDMAN SACHS - ADV	34,591	309,428

TY 2018 Investments - Other Schedule

Name: ROSE MONTGOMERY JOHNSTON FAMILY
FOUNDATION

EIN: 81-6540443

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SILVERPEAK LEGACY PENSION PARTNERS III	AT COST	164,931	43,359
PETRUS INVESTORS	AT COST	173,333	173,333
NB SECONDARY OPPORTUNITY OFFSHORE IV	AT COST	165,221	216,685

TY 2018 Other Decreases Schedule

Name: ROSE MONTGOMERY JOHNSTON FAMILY
FOUNDATION

EIN: 81-6540443

Description	Amount
TRANSFER FROM ROSE AND WALTER MONTGOMERY FOUNDATION	11,398

TY 2018 Other Income Schedule

Name: ROSE MONTGOMERY JOHNSTON FAMILY
FOUNDATION

EIN: 81-6540443

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME - PETRUS	-31,035	-31,035	-31,035
PARTNERSHIP INCOME - SILVERPEAK	707	707	707
NB SEC OPP OFFSHORE FUND IV, LP	38,792	38,792	38,792
PARTNERSHIP INCOME - TRILANTIC	-956	-956	-956

TY 2018 Other Professional Fees Schedule

Name: ROSE MONTGOMERY JOHNSTON FAMILY
FOUNDATION

EIN: 81-6540443

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES - GOLDMAN SACHS	41,839	41,839		0

TY 2018 Taxes Schedule

Name: ROSE MONTGOMERY JOHNSTON FAMILY
FOUNDATION

EIN: 81-6540443

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INCOME TAXES	2,300	0		0
FOREIGN TAX	5,174	5,174		0