Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2011

For calendar year 2011 or tax year beginning , **2011, and ending** , **20**

Name of foundation CHARLES & ANN JOHNSON FOUNDATION
CHARLES B. JOHNSON TRUSTEE

A Employer identification number
94-3026398

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O FRANKLIN RESOURCES INC.
ONE FRANKLIN PARKWAY, BUILDING 920, 4TH FLOOR

B Telephone number (see instructions)
(650) 312-3056

City or town, state, and ZIP code
SAN MATEO, CA 94403

C If exemption application is pending, check here . . . . . ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶ $ 122,176,271.

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)
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	4,705.	4,705.		ATCH 1
4 Dividends and interest from securities	4,220,765.	4,220,765.		ATCH 2
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	4,225,470.	4,225,470.		
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	43,454.			43,454.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) **	35,000.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	160.			
24 **Total operating and administrative expenses.** Add lines 13 through 23	78,614.			43,454.
25 Contributions, gifts, grants paid	7,633,223.			7,633,223.
26 **Total expenses and disbursements** Add lines 24 and 25	7,711,837.	0	0	7,676,677.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-3,486,367.			
b **Net investment income** (if negative, enter -0-)		4,225,470.		
c **Adjusted net income** (if negative, enter -0-)				

Operating and Administrative Expenses

Revenue

SCANNED NOV 21 2012

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OGDEN, UT
E2-607 IRS-OSC

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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	1,206,040.	868,821.	868,821.
	2 Savings and temporary cash investments			
	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			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH. 6	37,903.	36,867.	121,307,450.
	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)			
	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)	1,243,943.	905,688.	122,176,271.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,243,943.	905,688.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,243,943.	905,688.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,243,943.	905,688.	

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	1,243,943.
2	Enter amount from Part I, line 27a	2	-3,486,367.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 7	3	3,148,112.
4	Add lines 1, 2, and 3	4	905,688.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	905,688.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	
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 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))
2010	6,067,318.	134,837,461.	0.044997
2009	4,643,813.	97,366,226.	0.047694
2008	5,244,933.	99,473,269.	0.052727
2007	5,050,846.	97,532,242.	0.051786
2006	4,099,995.	105,346,887.	0.038919

2	**Total** of line 1, column (d)	2	0.236123
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	0.047225
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	149,173,262.
5	Multiply line 4 by line 3	5	7,044,707.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	42,255.
7	Add lines 5 and 6	7	7,086,962.
8	Enter qualifying distributions from Part XII, line 4	8	7,676,677.

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 ▶ [X] and enter 1% of Part I, line 27b	1	42,255.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	42,255.
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	42,255.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 25,000.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 43,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	68,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	25,745.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 25,745. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶$ _____ (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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHARLES B. JOHNSON Telephone no ▶ 650-312-3056

Located at ▶ ONE FRANKLIN PARKWAY, BLDG 920, 4TH FL ZIP + 4 ▶ 94403

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
16	At any time during calendar year 2011, 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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 ▶ _____, _____, _____, _____			
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 2011 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 2011)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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 2011?	4b		X

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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			5b
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☒ No	
	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?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b X
	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	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b X

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
ATTACHMENT 8		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	(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 ▶

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
N/A		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	150,225,282.
b	Average of monthly cash balances	1b	1,219,654.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	151,444,936.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	151,444,936.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,271,674.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	149,173,262.
6	**Minimum investment return.** Enter 5% of line 5	6	7,458,663.

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	7,458,663.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	42,255.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	42,255.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	7,416,408.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,416,408.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	7,416,408.

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	7,676,677.
b	Program-related investments - total from Part IX-B	1b	
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	7,676,677.
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	42,255.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,634,422.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				7,416,408.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			5,335,049.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ $ 7,676,677.				
a Applied to 2010, but not more than line 2a			5,335,049.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				2,341,628.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				5,074,780.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets . . . (2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the 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).)

CHARLES B. AND ANN L. JOHNSON

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

NONE

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

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

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

N/A

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

SEE ATTACHED STATEMENT 10

c Any submission deadlines

SEE ATTACHED STATEMENT 10

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

SEE ATTACHED STATEMENT 10

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 *Paid during the year*				
ATTACHMENT 9				
Total ▶ **3a**				7,633,223.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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			14	4,705.	
4 Dividends and interest from securities			14	4,220,765.	
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					
8 Gain or (loss) from sales of assets other than inventory					
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)				4,225,470.	
13 Total. Add line 12, columns (b), (d), and (e)					13 4,225,470.

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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 nonchantable exempt organization	(d) Descnption of transfers, transactions, and sharing arrangements
	N/A		N/A

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) Descnption 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

▶ Charles T Johnson | 11-8-12 | ▶ Tree

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Joe Silvestri		11/16/12		P00542475

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP | Firm's EIN ▶ 13-4008324

Firm's address ▶ THREE EMBARCADERO CENTER, SAN FRANCISCO, CA 94111 | Phone no 415-498-5000

Form **990-PF** (2011)

JSA

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ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FRANKLIN BANK		4,705.	4,705.
	TOTAL	4,705.	4,705.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FRANKLIN RESOURCES INC.		4,220,765.	4,220,765.
	TOTAL	4,220,765.	4,220,765.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING & LEGAL FEES	43,454.			43,454.
TOTALS	43,454.			43,454.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
2011 FEDERAL ESTIMATED PAYMENT	25,000.
2010 FEDERAL TAX PAYMENT	10,000.
TOTALS	35,000.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
CA FILING FEE	10.
RRF-1 FEES	150.
TOTALS	160.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FRANKLIN RESOURCES SECURITIES	37,903.	36,867.	121,307,450.
TOTALS	37,903.	36,867.	121,307,450.

ATTACHMENT 7

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON SECURITIES CONTRIBUTED OUT OF THE CHARLES & ANN FOUNDATION	3,148,112.
TOTAL	3,148,112.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHARLES B. JOHNSON C/O FRANKLIN RESOURCES INC. ONE FRANKLIN PARKWAY, BUILDING 920, SAN MATEO, CA 94403	TRUSTEE	0	0	0
ANN L. JOHNSON C/O FRANKLIN RESOURCES INC. ONE FRANKLIN PARKWAY, BUILDING 920, SAN MATEO, CA 94403	TRUSTEE	0	0	0
	GRAND TOTALS	0	0	0

CHARLES & ANN JOHNSON FOUNDATION 94-3026398

ATTACHMENT 9

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Carmel Ideas Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Evans Scholars Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Nantucket Conservation Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	2,500
New York School of Interior Design	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Oakland Military Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Pacific Legal Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Pets in Need	N/A, FOUNDATION	CHARITABLE SUPPORT	250
Santa Catalina School	N/A, FOUNDATION	CHARITABLE SUPPORT	30,000
Variety Tent 25	N/A, FOUNDATION	CHARITABLE SUPPORT	50,000
MS Society-Minnesota Chapter	N/A, FOUNDATION	CHARITABLE SUPPORT	500
Central Park Conservancy	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Parca Auxiliary	N/A, FOUNDATION	CHARITABLE SUPPORT	2,875
West Bay Opera	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Gilder Lehrman Inst. of American History	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Mercatus Center USE GEORGE MASON UNIV	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Institute for Justice	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Project Open Hand	N/A, FOUNDATION	CHARITABLE SUPPORT	500
California Pacific Medical Center FDN	N/A, FOUNDATION	CHARITABLE SUPPORT	2,500
Little Hill Foundation, Inc.	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Kids With Destiny, Inc	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
American Cancer Society	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Bryn Mawr College	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Painted Turtle	N/A, FOUNDATION	CHARITABLE SUPPORT	500
Atlas Economic Research Fdtn	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Elton John Aids Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	-
Heritage Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
National Center Public Policy Research	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Mills Penninsula Hospital Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
American Museum of Natural History	N/A, FOUNDATION	CHARITABLE SUPPORT	50,000
Special Olympics	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000

CHARLES & ANN JOHNSON FOUNDATION 94-3026398

ATTACHMENT 9

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Cathedral School for Boys	N/A, FOUNDATION	CHARITABLE SUPPORT	5,500
Washington University Medical Center	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Central Park Conservancy	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
First Resort	N/A, FOUNDATION	CHARITABLE SUPPORT	15,000
Intero Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
CHP 11-99 Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Free to Choose Network	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Tax Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Friendly Hand Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Intercolligiate Studies Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Independent Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
CATO Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
American Red Cross	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Egan Maritime Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	500
Heartbeats of the World	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Nantucket New School	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
UCSF Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Cumberland College - UC	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Lincoln Institute for Research and Educat	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
State Policy Network	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Institute for Humane Studies George Mason	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Thorne Ecological Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Future Citizens Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	20,000
National Center Public Policy Research	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Assoc Graduates of U.S. Military Academy	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
San Mateo County Historical Association	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Arthritis Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Hyde Schools	N/A, FOUNDATION	CHARITABLE SUPPORT	50,000
Asian Art Museum	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
George Bush Presidental Library Fdtn	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000

CHARLES & ANN JOHNSON FOUNDATION 94-3026398

ATTACHMENT 9

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Cystic Fibrosis Research, Inc.	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Judicial Watch Inc.	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Everglades Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
David Horowitz Freedom Center	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
San Francisco Conservatory of Music	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Independent Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
St. Dorothy's	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
St Thomas More	N/A, FOUNDATION	CHARITABLE SUPPORT	132,345
San Francisco Special Events Committee	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Society of the Four Arts	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
First Resort	N/A, FOUNDATION	CHARITABLE SUPPORT	35,000
Healing Hands International, Inc	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Made in the Streets	N/A, FOUNDATION	CHARITABLE SUPPORT	30,000
Manna Global Ministries, Inc.	N/A, FOUNDATION	CHARITABLE SUPPORT	15,000
World Vision	N/A, FOUNDATION	CHARITABLE SUPPORT	15,000
Wycliff Associates	N/A, FOUNDATION	CHARITABLE SUPPORT	12,000
Jumpstart for Young Children, Inc.	N/A, FOUNDATION	CHARITABLE SUPPORT	15,000
Fine Arts Museums of San Francisco	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Preservation Foundation of Palm Beach	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Nantucket Conservation Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Goldwater Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Palo Alto Community Church	N/A, FOUNDATION	CHARITABLE SUPPORT	2,000
Hospital for Special Surgery	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
Burns Family Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	2,000
Yale University	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Teen Project, Inc.,The	N/A, FOUNDATION	CHARITABLE SUPPORT	15,000
National Center Public Policy Research	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Project Open Hand	N/A, FOUNDATION	CHARITABLE SUPPORT	500
American Ireland Fund	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Make a Wish Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	2,000

CHARLES & ANN JOHNSON FOUNDATION 94-3026398

ATTACHMENT 9

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Carmel Ideas Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Franklin Center	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Two East Sixty-Second Street Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Cold Spring Harbor Laboratory	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
Heartbeats of the World	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Hillsdale College	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Linking Learning to Life, Inc.	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Hillsborough Schools Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Nantucket New School	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
New York Historical Society	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Yale University	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Eastside College Prep	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Bryn Mawr College	N/A, FOUNDATION	CHARITABLE SUPPORT	2,500
Long Beach Education Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Roswell Park Alliance Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Steadman Philippon Research Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Stanford University Medical Center	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
USSGA Memorial Fund	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Special Olympics	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
StudentNewsDaily com	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
FreedomWorks Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Fresh Lifelines for Youth	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Pacific Research Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
San Francisco City Impact	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Alliance for Cancer Gene Therapy Inc.	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
MPN Research Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Bay School of San Francisco	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
Bridge School	N/A, FOUNDATION	CHARITABLE SUPPORT	2,000
California Historical Society	N/A, FOUNDATION	CHARITABLE SUPPORT	250
California Institute of Integral Studies	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000

CHARLES & ANN JOHNSON FOUNDATION 94-3026398

ATTACHMENT 9

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Cathedral School for Boys	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Cumki	N/A, FOUNDATION	CHARITABLE SUPPORT	20,000
Delta San Francisco Peninsula Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Mid-Peninsula Boys & Girls Club	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Northfield Mount Hermon School	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Parents Helping Parents	N/A, FOUNDATION	CHARITABLE SUPPORT	3,000
San Francisco Free Clinic	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Church of St. John on the Mtn Episcopal	N/A, FOUNDATION	CHARITABLE SUPPORT	2,000
Nat'l Football Fdtn&College Hall of Fame	N/A, FOUNDATION	CHARITABLE SUPPORT	9,000
Manhattan Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	2,000
Project Open Hand	N/A, FOUNDATION	CHARITABLE SUPPORT	150
San Francisco Zoological Society	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
NARSAD Research	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Assoc Graduates of U.S.Military Academy	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Lincoln Ctr for the Performing Arts Inc.	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Posse Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
American Conservatory Theater	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Boys & Girls Clubs	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
CHP 11-99 Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Fine Arts Museums of San Francisco	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Hillbarn Theatre	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Hillsdale College	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Metropolitan Museum of Art	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
Metropolitan Museum of Art	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Monterey Peninsula Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	200,000
Nantucket Cottage Hospital	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
National Right to Work Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
New York Philharmonic	N/A, FOUNDATION	CHARITABLE SUPPORT	150,000
Ocean Exploration Trust	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Society of the Four Arts	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000

CHARLES & ANN JOHNSON FOUNDATION 94-3026398

ATTACHMENT 9

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Vermont Commons School	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
Witherspoon Institute	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
Dreamland Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Hopes Door	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Horsepower Sanctuaries	N/A, FOUNDATION	CHARITABLE SUPPORT	25,000
Masters Tournament Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
Bath & Tennis Club Historic Bldg FDTN Inc	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Caminar	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
SF Parks Trusts	N/A, FOUNDATION	CHARITABLE SUPPORT	100
Spirit of America	N/A, FOUNDATION	CHARITABLE SUPPORT	1,000
Washington Hospital Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	10,000
Heritage Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
PARCA	N/A, FOUNDATION	CHARITABLE SUPPORT	5,000
Menlo School	N/A, FOUNDATION	CHARITABLE SUPPORT	1,005,251
Hoover Institution	N/A, FOUNDATION	CHARITABLE SUPPORT	1,005,251
Leland Stanford Jr Univ	N/A, FOUNDATION	CHARITABLE SUPPORT	1,005,251
Alliance for School Choice	N/A, FOUNDATION	CHARITABLE SUPPORT	300,000
American Museum of Natural History	N/A, FOUNDATION	CHARITABLE SUPPORT	150,000
Army Historical Foundation, Inc	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
Barrett Hospital Foundation Inc.	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
Cathederal School	N/A, FOUNDATION	CHARITABLE SUPPORT	400,000
Crystal Springs Upland School	N/A, FOUNDATION	CHARITABLE SUPPORT	185,000
George Bush Presidental Library Fdtn	N/A, FOUNDATION	CHARITABLE SUPPORT	200,000
IHR Educational Broadcasting	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
MPN Research Foundation	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
Robert Louis Stevenson School	N/A, FOUNDATION	CHARITABLE SUPPORT	200,000
Shelter Network	N/A, FOUNDATION	CHARITABLE SUPPORT	250,000
Weill Medical College of Cornell Univ.	N/A, FOUNDATION	CHARITABLE SUPPORT	100,000
		TOTAL CONTRIBUTIONS PAID	**7,633,223**

CHARLES & ANN JOHNSON FOUNDATION
FEIN: 94-3026398
FYE: 12/31/2011

FORM 990-PF, PART XV, LINE 2A-D

ALL GIFTS ARE MADE PURSUANT TO TRUST INSTRUMENTS AND IN THE DISCRETION OF THE TRUSTEE.

GRANT REQUESTS ARE SENT TO:

CHARLES B. JOHNSON, TRUSTEE
CHARLES & ANN JOHNSON FOUNDATION
ONE FRANKLIN PARKWAY
BUILDING 920, 4TH FLOOR
SAN MATEO, CA 94403

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
CHARLES & ANN JOHNSON FOUNDATION CHARLES B. JOHNSON TRUSTEE	[X] 94-3026398
Number, street, and room or suite no. If a P O. box, see instructions. C/O FRANKLIN RESOURCES INC.	Social security number (SSN)
City, town or post office, state, and ZIP code For a foreign address, see instructions. SAN MATEO, CA 94403	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	[redacted]	[redacted]
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ CHARLES B. JOHNSON
  Telephone No. ▶ 650 312-3000 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . . . . . ▶ [ ]. If it is for part of the group, check this box . . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20 12.

5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension SUFFICIENT INFORMATION TO PREPARE AN ACCURATE AND COMPLETE TAX RETURN NOT YET AVAILABLE

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶