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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
CHARLES & ANN JOHNSON FOUNDATION

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) ▶ $ 159,584,727.

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	781.	781.		ATCH 1
	4 Dividends and interest from securities	5,141,386.	5,141,386.		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	5,142,167.	5,142,167.		
Operating and Administrative Expenses	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	36,988.			36,988.
	c Other professional fees (attach schedule) . . .				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	68,905.			
	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	105,893.			36,988.
	25 Contributions, gifts, grants paid	5,106,569.			5,106,569.
	26 Total expenses and disbursements Add lines 24 and 25	5,212,462.	0	0	5,143,557.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements . .	-70,295.			
	b Net investment income (if negative, enter -0-)		5,142,167.		
	c Adjusted net income (if negative, enter -0-) .				

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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	868,821.	3,350,940.	3,350,940.
	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 5	36,867.	39,276.	156,233,787.
	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)	905,688.	3,390,216.	159,584,727.
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	905,688.	3,390,216.	
	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)	905,688.	3,390,216.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	905,688.	3,390,216.	

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	905,688.
2	Enter amount from Part I, line 27a	2	-70,295.
3	Other increases not included in line 2 (itemize) ▶ ATCH 6	3	2,554,823.
4	Add lines 1, 2, and 3	4	3,390,216.
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	3,390,216.

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			(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				
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))
2011	7,634,422.	149,173,262.	0.051178
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

2	Total of line 1, column (d)	2	0.248382
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	0.049676
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	146,924,276.
5	Multiply line 4 by line 3	5	7,298,610.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	51,422.
7	Add lines 5 and 6	7	7,350,032.
8	Enter qualifying distributions from Part XII, line 4	8	5,143,557.

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	102,843.
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	102,843.
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	102,843.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 25,745.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 125,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	150,745.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	202.
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	47,700.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 47,700. **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 Instructions for the 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 ▶ $ 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		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		
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 2012 or the taxable year beginning in 2012 (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 SAN MATEO, CA 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

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

			Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ▶ _____, _____, _____, _____	☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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 2012 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 2012)*	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 2012?	4b		X

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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
ATCH 7		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 ▶

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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	148,700,905.
b	Average of monthly cash balances	1b	460,797.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	149,161,702.
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	149,161,702.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,237,426.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	146,924,276.
6	**Minimum investment return.** Enter 5% of line 5	6	7,346,214.

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	7,346,214.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	102,843.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	102,843.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	7,243,371.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,243,371.
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	7,243,371.

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	5,143,557.
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	5,143,557.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,143,557.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				7,243,371.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			5,074,780.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 5,143,557.				
a Applied to 2011, but not more than line 2a			5,074,780.	
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 2012 distributable amount				68,777.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				7,174,594.
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 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail of the person to whom applications should be addressed

ATCH 8

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

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
ATCH 9				
Total ▶ **3a**				5,106,569.
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	781.	
4 Dividends and interest from securities			14	5,141,386.	
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)				5,142,167.	
13 Total. Add line 12, columns (b), (d), and (e)					13 5,142,167.

(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 noncharitable exempt organization	(d) Description 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) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Charles B Johnson | 11-2-13 | ▶ Trustee

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		10/30/13		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

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FRANKLIN BANK INTEREST INCOME	781.	781.
TOTAL	781.	781.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FRANKLIN RESOURCES INC.		5,141,386.	5,141,386.
	TOTAL	5,141,386.	5,141,386.

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	36,988.			36,988.
TOTALS	36,988.			36,988.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
2011 OVERPAYMENT APPLIED	25,745.
2011 EXT PMT PAID IN 2012	43,000.
CA FILING FEE	150.
RRF-1 FEE	10.
TOTALS	68,905.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FRANKLIN RESOURCES SECURITIES	36,867.	39,276.	156,233,787.
TOTALS	36,867.	39,276.	156,233,787.

ATTACHMENT 6

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

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON SECURITIES CONTRIBUTED OUT OF THE CHARLES & ANN FOUNDATION	2,554,823.
TOTAL	2,554,823.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
CHARLES B. JOHNSON C/O FRANKLIN RESOURCES INC. ONE FRANKLIN PARKWAY, BUILDING 920, SAN MATEO, CA 94403	TRUSTEE 5.00	0	0	0
ANN L. JOHNSON C/O FRANKLIN RESOURCES INC. ONE FRANKLIN PARKWAY, BUILDING 920, SAN MATEO, CA 94403	TRUSTEE 5.00	0	0	0
	GRAND TOTALS			

CHARLES & ANN JOHNSON FOUNDATION
FEIN 94-3026398
FYE 12/31/2012

ATTACHMENT 8

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

CHARLES & ANN JOHNSON FOUNDATION

94-3026398

ATTACHMENT 9

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

RECIPIENT NAME	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACCF Center For Policy Research	1750K Street Suite 400 Washington, DC 20006	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Amazima Ministries International	P O Box 682521 Franklin, TN 37069-2521	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,000
American Cancer Society	124 Park St SE #100, Vienna, VA 22180	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
American Conservatory Theater	415 Geary St San Francisco, CA 94102	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
American Ireland Fund	345 Park Ave, 17th Floor New York, NY 10154	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
American Red Cross	2025 E Street NW Washington, DC 20006	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
American Studies	1120 19th St NW #301, Washington, DC 20036	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
amfAR	120 Wall Street 13th Floor, New York, NY 10005	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
Amigos De Las Americas	5618 Star Lane, Houston, TX 77057	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Amigos De Las Americas	5618 Star Lane, Houston, TX 77057	PUBLIC CHARITIES	CHARITABLE SUPPORT	500
Andrews Church of Christ	201 NW 2ns Street St Andrews, TX 97104	PUBLIC CHARITIES	CHARITABLE SUPPORT	6,000
Animal Medical Center	510 East 62ns Street, New York, NY 10065	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Arthritis Foundation	1330 W Peachtree Street, Suite 100 Atlanta, GA 20209	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Asian Art Museum	200 Larkin St San Francisco, Ca 94102	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Atlas Economic Research Fdtn	1201 L St NW, Washington DC 20005	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Bath & Tennis Club Historic Bldg FDTN Inc	1170 S Ocean Blvd, Palm Beach, FL 33490	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Bath & Tennis Club Historic Bldg FDTN Inc	1170 S Ocean Blvd, Palm Beach, FL 33490	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Bay School of San Francisco	35 Keyes Ave, San Francisco, CA 94129	PUBLIC CHARITIES	CHARITABLE SUPPORT	20,000
Bay School of San Francisco	35 Keyes Ave, San Francisco, CA 94129	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
Boys and Girls Club of Palm Beach County	800 Northpoint Parkway Suite 204, West Palm Beach FL 33407	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Bryn Mawr College	101 N Merion Ave, Bryn Mawr, PA 19010	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
California Academy of Sciences	55 Music Concourse Dr San Francisco, CA 94118	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
California Pacific Medical Center FDN	2015 Steiner St San Francisco, CA 94115	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
California Pacific Medical Center FDN	2015 Steiner St San Francisco, CA 94115	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
California Pacific Medical Center FDN	2015 Steiner St San Francisco, CA 94115	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
California Women's Recovery	1818 Gilbreth Road, Suite 230 Burlingame, CA 94010	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Capital Research Center	1513 16th St NW, Washington, DC 20036	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Carmel Ideas Foundation	P O Box 2424 Carmel, CA 93921	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Cathedral School for Boys	1275 Sacramento St San Francisco, CA 94108	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
CATO Institute	1000 Massachusetts Ave NW, Washington DC 20001	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
CHP 11-99 Foundation	2244 North State College Boulevard Fullerton, CA 92831	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Citizens for Self-Governance	2900 W Anderson Lane C-200 #312 Austin, TX 78757	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
City & County of San Francisco	One Embarcadero Center, Suite 1400 San Francisco, CA 94111	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
Cold Spring Harbor Laboratory	1 Bungtown Rd Cold Spring Harbor, NY 11724	PUBLIC CHARITIES	CHARITABLE SUPPORT	60,000
Columbia University	535 W 116th St New York, NY 10027	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
Communities in Schools of Los Angeles	2000 Avenue of the Stars, Los Angeles, CA 90067	PUBLIC CHARITIES	CHARITABLE SUPPORT	15,000
Competitive Enterprise Institute	1899 L St NW Floor 12, Washington, DC 20036	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Cumberland College - UC	6178 College Station Dr. Williamsburg, KY 40769	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Cumki	20660 Stevens Creek Blvd #332 Cupertino, CA 95014	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Dawn Redwoods Chantable Trust	One Blackfield Dr Ste 331 Tiburon, CA 94920	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Del Monte Forest Conservancy	3101 Forest Lake Road, Suite 1, Pebble Beach, CA 93953	PUBLIC CHARITIES	CHARITABLE SUPPORT	500,000
Eastside College Prep	1041 Myrtle Street East Palo Alto, CA 94303	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Eastside College Prep	1041 Myrtle Street East Palo Alto, CA 94303	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Epilepsy Foundation of Greater LA	5777 W Century Blvd, Suite 820, Los Angeles, California 90045	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Evans Scholars Foundation	One Briar Road • Golf, Illinois 60029-0301	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Everglades Foundation	18001 Old Cutler Road, Suite 625, Palmetto Bay, Florida 33157	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Everglades Foundation	18001 Old Cutler Road, Suite 625, Palmetto Bay, Florida 33157	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Father Flanagan's Boys' Home	14100 Crawford Street Boys Town, NE 68010	PUBLIC CHARITIES	CHARITABLE SUPPORT	100
FDTN for Excellence in Higher Education	P O Box 10691 • Tallahassee, FL 32302	PUBLIC CHARITIES	CHARITABLE SUPPORT	50,000

CHARLES & ANN JOHNSON FOUNDATION

94-3026398

ATTACHMENT 9

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

RECIPIENT NAME	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Federalist Society for Law & Pub Policy	1015 18th Street, NW - Suite 425 - Washington, DC 20036	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Fine Arts Museums of San Francisco	50 Hagiwara Tea Garden Drive, San Francisco CA 94118	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
First Resort	1933 Davis Street, Suite 200-B, San Leandro, CA 94577	PUBLIC CHARITIES	CHARITABLE SUPPORT	50,000
Foundation for Educational Choice	One American Square Suite 2420, Indianapolis, IN 46282	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Foundation for Teaching Economics	260 Russell Blvd Ste B, Davis, CA 95616-3839	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Franklin Center	1229 King Street 3rd Floor Alexandria, VA 22314	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Free to Choose Network	2002 Filmore Ave Ste 1, Erie PA 16506-6913	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Freedom Alliance	22570 Markey Court Suite 240, Dulles, VA 20166	PUBLIC CHARITIES	CHARITABLE SUPPORT	500
FreedomWorks Foundation	400 North Capitol Street NW Suite 765, Washington, DC 20001	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Fresh Lifelines for Youth	568 Valley Way, Milpitas, CA 95035	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Future Citizens Foundation	1551 Beacon Hill Dr, Salinas , CA 93905-4800	PUBLIC CHARITIES	CHARITABLE SUPPORT	20,000
George Mason University	4400 University Drive, Fairfax, Virginia 22030	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Golden Gate National Parks Conservancy	Building 201, Fort Mason, San Francisco, CA 94123	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Goldwater Institute	500 E Coronado Road, Phoenix, AZ 85004	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Habitat for Humanity International	121 Habitat Street, Americus, GA 31709	PUBLIC CHARITIES	CHARITABLE SUPPORT	100
Healing Hands International, Inc	455 McNally Drive, Nashville, TN 37211-3311	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
Heartbeats of the World	230 CENTRAL PARK W, NEW YORK , NY 10024-6029	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Heartbeats of the World	230 CENTRAL PARK W, NEW YORK , NY 10024-6029	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Heritage Foundation	214 Massachusetts Ave NE, Washington DC 20002-4999	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Hillsborough Schools Foundation	300 El Cemto Avenue	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Hillsdale College	33 East College St Hillsdale, MI 49242	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Hillsdale College	34 East College St Hillsdale, MI 49242	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Hospice By the Bay	1902 Van Ness Avenue, Second floor, San Francisco, CA 94109	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Hyde Schools	616 High Street, Bath, Maine 04530	PUBLIC CHARITIES	CHARITABLE SUPPORT	50,000
Hyde Schools	616 High Street, Bath, Maine 04530	PUBLIC CHARITIES	CHARITABLE SUPPORT	50,000
Hyde Schools	150 Route 169P O Box 237, Woodstock, CT 06281	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
Independent Institute	100 Swan Way, Oakland CA, 94501	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Institute for Humane Studies George Mason	3351 Fairfax Dr, MSN 1C5, Arlington, VA 22201	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Institute for Justice	901 N Glebe Road, Suite 900, Arlington, VA 22203	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Institute on Aging	3575 Geary BoulevardSan Francisco, CA 94118	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Intercolligiate Studies Institute	3901 Centerville Rd , Wilmington, Delaware 19807	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
JDRF	26 Broadway 14th floor, New York, NY 10004	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
Judicial Watch Inc	425 Third Street, SW, Suite 800 Washington, D C 20024	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Judicial Watch Inc	425 Third Street, SW, Suite 800 Washington, D C 20024	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Jumpstart for Young Children, Inc	308 Congress Street, 6th Floor, Boston, MA 02210	PUBLIC CHARITIES	CHARITABLE SUPPORT	15,000
Kings Academy	8401 Belvedere Road, West Palm Beach, Florida 33411	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,000
League to Save Lake Tahoe	2608 Lake Tahoe Blvd, South Lake Tahoe, CA 96150	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Lincoln Ctr For the Performing Arts Inc	10 Lincoln Center Plaza, New York, NY 10023	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Lincoln Institute for Research and Educat	P O Box 254 • Great Falls, VA 22066	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Lincoln Society Inc	439 North River Street, Guilford, CT 06437	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Made in the Streets	409 Franklin RoadBrentwood, TN 37027	PUBLIC CHARITIES	CHARITABLE SUPPORT	30,000
Make a Wish Foundation	P O Box 6062, Albert Lea, MN 56007-6662	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,000
Manhattan Christian Academy	401 West 205th Street, NY NY 10034	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Manhattan Institute	52 Vanderbilt Avenue, New York, NY 10017	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,000
Manna Global Ministries, Inc	P O Box 9240 ,Riviera Beach, FL 33419	PUBLIC CHARITIES	CHARITABLE SUPPORT	15,000
Media Research Center	325 South Patrick Street, Alexandria, VA 22314	PUBLIC CHARITIES	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	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Mills Penninsula Hospital Foundation	1501 Trousdale Drive, Burlingame, CA 94010	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Mills Penninsula Hospital Foundation	1501 Trousdale Drive, Burlingame, CA 94010	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Mory's Preservation, Inc	306 York St , New Haven, CT 06511-3627	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
Mountains of Hope Foundation	P O Box 80500 Phoenix, AZ 85060-0500	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Moving Picture Institute	1414 N Harper Avenue, Suite 12, West Hollywood, CA 90046	PUBLIC CHARITIES	CHARITABLE SUPPORT	500
MPN Research Foundation	180 N Michigan Ave , Suite 1870,Chicago, IL 60601	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
MS Society-Minnesota Chapter	200 12th Avenue South, Minneapolis, MN 55415-1255	PUBLIC CHARITIES	CHARITABLE SUPPORT	500
Multiple Myeloma Rsearch Foundation	383 Main Avenue 5th Floor, Norwalk, CT 06851	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,000
Nantucket Conservation Foundation	118 Cliff Road, Nantucket, MA 02554	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Nantucket Cottage Hospital FDTN	57 Prospect St, Nantucket, MA 02554	PUBLIC CHARITIES	CHARITABLE SUPPORT	23,250
Nantucket Fireman's Association	131 Pleasant St, Nantucket, MA 02554-4001	PUBLIC CHARITIES	CHARITABLE SUPPORT	500
Nantucket Land Council, Inc	6 Ash Lane, PO Box 502, Nantucket, MA 02554	PUBLIC CHARITIES	CHARITABLE SUPPORT	500
Nantucket New School	15 Nobadeer Farm Rd, Nantucket, MA 02554	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,500
NARSAD Research	60 Cuttermill Rd Ste 404, Great neack, NY 11021-3104	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
National Center Public Policy Research	501 Capitol Court NE, Washington DC 20002	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
National Center Public Policy Research	501 Capitol Court NE, Washington DC 20002	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
National MPS Society Inc	P O Box 14686 Durham, NC 27709-4686	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
National Right to Work Foundation	8001 Braddock Road, Springfield, Virginia 22160	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
National Right to Work Legal Defense Fdtn	8001 Braddock Road, Springfield, Virginia 22160	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Nat'l Football Fdtn&College Hall of Fame	433 E Las Colinas Blvd Suite 1130, Irving, TX, 75039	PUBLIC CHARITIES	CHARITABLE SUPPORT	9,000
New England Network	30 Hazel Terrace, Woodbridge, CT 06525	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
Northern Calif Inst for Rsrch & Education	4150 Clement Street 151NC, San Francisco, CA 94121-1545	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Oakland Military Institute	3877 Lusk Street, Oakland, CA 94608	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Ocean Exploration Trust	P O Box 42 Old Lyme, CT 06371	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
Pacific Legal Foundation	930 G Street, Sacramento, CA 95814	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Pacific Research Institute	One Embarcadero Center Suite 350, San Francisco, CA 94111	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Palm Beach Civic Association	139 N County Road, Suite 33, Palm Beach, FL 33480	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,500
Palm Beach Zoo	1301 Summit Boulevard West Palm Beach, Florida 33405-3035	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Palm Beach Zoo	1301 Summit Boulevard West Palm Beach, Florida 33405-3035	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Palm Beach Zoo	1301 Summit Boulevard West Palm Beach, Florida 33405-3035	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Palm Beach Zoo	1301 Summit Boulevard West Palm Beach, Florida 33405-3035	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
PARCA	800 Airport Blvd , Suite 320, Burlingame, CA 94010-3210	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Parca Auxiliary	800 Airport Blvd , Suite 320, Burlingame, CA 94010-3210	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Peninsula Bible Church	3505 Middlefield Road, Palo Alto, CA 94306	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Pets in Need	871 5th Avenue, Redwood City, CA 94063	PUBLIC CHARITIES	CHARITABLE SUPPORT	500
Preservation Foundation of Palm Beach	311 Peruvian Avenue, Palm Beach, Florida 33480	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Primary Purpose Productions	8573 Franklin Ave, Los Angeles, CA 90069-1401	PUBLIC CHARITIES	CHARITABLE SUPPORT	15,000
Project Open Hand	730 Polk Street, San Francisco, CA 94109	PUBLIC CHARITIES	CHARITABLE SUPPORT	500
Ronald Regan Presidential Fdtn	40 Presidential Drive, Simi Valley, California 93065	PUBLIC CHARITIES	CHARITABLE SUPPORT	125,000
Rush Philanthropic Arts Foundation	512 Seventh Avenue, 43rd Floor, New York, NY 10018	PUBLIC CHARITIES	CHARITABLE SUPPORT	15,000
SLE Lupus Foundation Inc	330 Seventh Avenue, Suite 1701, New York, NY 10001	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Salvation Army	615 Slaters Lane P O Box 269, Alexandria, VA 22313-0269	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
San Francisco City Impact	230 Jones St, San Francisco, CA 94102	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
San Francisco Conservatory of Music	50 Oak Street San Francisco CA 94102-6011	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
San Francisco Special Events Committee	325 SHARON PARK DR 308 MENLO PARK , CA 94025-6805	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
San Francisco Symphony	201 Van Ness Avenue, San Francisco, CA 94102	PUBLIC CHARITIES	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	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
San Francisco Zoological Society	1 Zoo Rd, San Francisco, CA 94132-1027	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
San Mateo County Historical Association	2200 Broadway, Redwood City, CA 94063	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
San Mateo County Historical Association	2200 Broadway, Redwood City, CA 94063	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
Santa Catalina School	1500 Mark Thomas Drive, Monterey, California 93940-5291	PUBLIC CHARITIES	CHARITABLE SUPPORT	30,000
Sequoia Preschool & Kindergarden	233 Topaz St, Redwood City, CA 94063	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,000
SF Parks Trust	501 Stanyan St, San Francisco , CA 94117	PUBLIC CHARITIES	CHARITABLE SUPPORT	100
Society of the Four Arts	2 Four Arts Plz, Palm Beach, FL 33480	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Special Olympics	1133 19th Street NW, Washington, DC 20036	PUBLIC CHARITIES	CHARITABLE SUPPORT	200
Special Olympics	1133 19th Street NW, Washington, DC 20036	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
St Dorothy's	148 St Dorothys Lane, Lincolnton, NC 28092	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
St Paul's Episcopal Church	815 E Grace Street Richmond Virginia 23219	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
State Policy Network	1655 North Fort Myer Drive, Suite 360, Arlington, VA 22209	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Steadman Philippon Research Institute	181 West Meadow Drive, Suite 1000, Vail, CO 81657	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Tax Foundation	529 14th Street N W , Suite 420, Washington, DC 20045	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Teen Project, Inc	22431 B160 Antonio Parkway, Suite 527 Rancho Santa Marganta, CA 92688	PUBLIC CHARITIES	CHARITABLE SUPPORT	15,000
Thorne Ecological Institute	1466 63rd St, Boulder, CO 80303-1570	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Trust for Public Land	101 Montgomery St Ste 900, San Francisco, CA 94104-4148	PUBLIC CHARITIES	CHARITABLE SUPPORT	150
Two East Sixty-Second Street Foundation	2 E 62nd St New York, NY 10065-7205	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
UCSF Foundation	UCSF Box 0248, San Francisco, CA 94143-0248	PUBLIC CHARITIES	CHARITABLE SUPPORT	1 000
USC Shoah Foundation Institute	650 West 35th Street, Suite 114Los Angeles, CA 90089-2571	PUBLIC CHARITIES	CHARITABLE SUPPORT	15,000
Washington Hospital Foundation	155 Wilson Avenue Washington, PA 15301	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
West Bay Opera	221 Lambert Avenue, Palo Alto, CA 94306	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
William & Virda Stevens 1981 Chantbale Trst	19920 Buckhaven Ln, Saratoga, CA 95070-5014	PUBLIC CHARITIES	CHARITABLE SUPPORT	50,000
World Vision	P O Box 9716, Federal Way,WA 98063-9716	PUBLIC CHARITIES	CHARITABLE SUPPORT	15,000
Wycliff Associates	11450 Translation Way, P O Box 620143, Orlando, FL 32862	PUBLIC CHARITIES	CHARITABLE SUPPORT	12,000
Yale University	246 Church Street, New Haven, Connecticut 06520	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Yale University	246 Church Street, New Haven, Connecticut 06520	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
			TOTAL CONTRIBUTIONS PAID	2,572,900

- 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	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 or Form 990-EZ	01	[redacted]	[redacted]
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ▶ 650 312-3056 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 13

5 For calendar year 2012, 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 COMPLEX TAX RETURN IS 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	$ 150,745.
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	$ 25,745.
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	$ 125,000.

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 ▶