Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, 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
703 ISLAND DRIVE

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

City or town, state or province, country, and ZIP or foreign postal code
PALM BEACH, FL 33480

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)* ▶ $ 205,530,918.

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	3,402.	3,402.		ATCH 1
	4 Dividends and interest from securities	1,085,595.	1,085,595.		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				
	10 a 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	1,088,997.	1,088,997.		
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 .	7,500.	3,750.		3,750.
	c Other professional fees (attach schedule) . . .				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4 .	118,160.			
	19 Depreciation (attach schedule) and depletion .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5 .	49.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	125,709.	3,750.		3,750.
	25 Contributions, gifts, grants paid	13,147,046.			13,147,046.
	26 Total expenses and disbursements Add lines 24 and 25	13,272,755.	3,750.	0	13,150,796.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements . .	-12,183,758.			
	b Net investment income (if negative, enter -0-)		1,085,247.		
	c Adjusted net income (if negative, enter -0-). .				

SCANNED AUG 13 2014

RECEIVED
AUG 13 2014
E2-648
IRS-OSC
OGDEN, UT

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	3,350,940.	928,293.	928,293.
	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	39,276.	37,331.	204,602,625.
	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)	3,390,216.	965,624.	205,530,918.
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	3,390,216.	965,624.	
	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)	3,390,216.	965,624.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	3,390,216.	965,624.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,390,216.
2	Enter amount from Part I, line 27a	2	-12,183,758.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	9,759,166.
4	Add lines 1, 2, and 3	4	965,624.
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	965,624.

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))
2012	5,143,557.	146,924,276.	0.035008
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

2	**Total** of line 1, column (d)	2	0.231604
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	0.046321
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	182,163,742.
5	Multiply line 4 by line 3	5	8,438,007.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,852.
7	Add lines 5 and 6	7	8,448,859.
8	Enter qualifying distributions from Part XII, line 4	8	13,150,796.

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	10,852.
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	10,852.
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	10,852.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 38,340.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 6,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	44,340.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	33,488.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 33,488. **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 ▶ $ _____ (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		
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 2013 or the taxable year beginning in 2013 (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

			Yes	No
16	At any time during calendar year 2013, 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		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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013)*	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 2013?	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
ATCH 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	182,729,101.
b	Average of monthly cash balances	1b	2,208,708.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	184,937,809.
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	184,937,809.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,774,067.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	182,163,742.
6	**Minimum investment return.** Enter 5% of line 5	6	9,108,187.

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	9,108,187.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,852.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,852.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	9,097,335.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	9,097,335.
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	9,097,335.

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	13,150,796.
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	13,150,796.
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	10,852.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	13,139,944.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				9,097,335.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			7,174,594.	
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 13,150,796.				
a Applied to 2012, but not more than line 2a			7,174,594.	
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 2013 distributable amount				5,976,202.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				3,121,133.
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 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed

ATCH 9

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 10				
Total ▶ **3a**				13,147,046.
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	3,402.	
4 Dividends and interest from securities			14	1,085,595.	
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)				1,088,997.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,088,997.

(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 | 7-24-14 | ▶ 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
ROBERT D. FARR	Robert	5/15/2014		P00602311

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 **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

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	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 20 13 or
▶ [ ] tax year beginning _____, 20___, and ending _____, 20___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	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.	3a	$ 53,700.
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	3b	$ 38,340.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 6,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev 1-2014)

JSA
3F8054 2 000
2720PQ 4178 V 13-4.7F

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FRANKLIN BANK INTEREST INCOME		3,402.	3,402.
	TOTAL	3,402.	3,402.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FRANKLIN RESOURCES INC.		1,085,595.	1,085,595.
	TOTAL	1,085,595.	1,085,595.

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	7,500.	3,750.		3,750.
TOTALS	7,500.	3,750.		3,750.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
2013 TAXES PAID	118,000.
CA FILING FEE	10.
RRF-1 FEE	150.
TOTALS	118,160.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
MISCELLAENOUS BUSINESS FEE	49.
TOTALS	49.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FRANKLIN RESOURCES SECURITIES	39,276.	37,331.	204,602,625.
TOTALS	39,276.	37,331.	204,602,625.

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	9,759,166.
TOTAL	9,759,166.

CHARLES & ANN JOHNSON FOUNDATION 94-3026398

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
CHARLES B JOHNSON 703 ISLAND DRIVE PALM BEACH, FL 33480	TRUSTEE 5 00
ANN L JOHNSON 703 ISLAND DRIVE PALM BEACH, FL 33480	TRUSTEE 5 00

ATTACHMENT 9

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE ATTACHED STATEMENT 10

CHARLES & ANN JOHNSON FOUNDATION
FEIN 94-3026398
FYE 12/31/2013

ATTACHMENT 10

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 11

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

RECIPIENT NAME	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Stock Donations				
Mayo Clinic	200 1st St SW, Rochester, MN 55905	PUBLIC CHARITIES	CHARITABLE SUPPORT	112,112
Mill Penninsula Hospital Foundation	100 S San Mateo Drive, San Mateo, CA 94401	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,014,644
Robert Louis Stevenson School	24 W 74th St New York, NY 10023	PUBLIC CHARITIES	CHARITABLE SUPPORT	216,236
Ronald Regan Presidential Fdnt	40 Presidential Dr , Simi Valley, CA 93065	PUBLIC CHARITIES	CHARITABLE SUPPORT	116,435
Society of the Four Arts	2 4 Arts Plaza, Palm Beach, FL 33480	PUBLIC CHARITIES	CHARITABLE SUPPORT	515,639
Barrett Hospital Foundation Inc	600 Hwy 91 South, Dillon, MT 59725	PUBLIC CHARITIES	CHARITABLE SUPPORT	99,564
Metropolitan Opera Assn	Lincoln Center Plaza, New York, NY 10023	PUBLIC CHARITIES	CHARITABLE SUPPORT	243,050
Hoover Institution	434 Galvez Mall, Stanford, CA	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,001,090
Santa Catalina School	1500 Mark Thomas Dr Monterey CA 93940	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000,545
Washington & Lee University	204 W Washington St Lexington, VA 24450	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000,545
Foundation for Excellence of Higher Education	P O Box 10691, Tallahassee, FL 32302	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,014,293
IHR Educational Broadcasting	3256 Penryn Road, Suite 100 Loomis, CA 95650-8052	PUBLIC CHARITIES	CHARITABLE SUPPORT	405,726
Alliance for School Choice	1660 L St NW #100, Washington DC 20036	PUBLIC CHARITIES	CHARITABLE SUPPORT	302,885
Menlo School	50 Valparaiso Ave, Atherton, CA 94027	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,007,781
New York Philharmonic	Avery Fisher Hall, 10 Lincoln Center Plaza, #132 NY, NY 10023	PUBLIC CHARITIES	CHARITABLE SUPPORT	506,644
San Francisco Opera Association	301 Van Ness Ave, San Francisco, CA 94102	PUBLIC CHARITIES	CHARITABLE SUPPORT	203,759
			TOTAL STOCK DONATIONS	9,760,946
Cash Donations				
American Ireland Fund	345 Park Ave, 17th Floor New York, NY 10154	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
American Museum of Natural History	Central Park WQ and 79th Street New York, NY 10024	PUBLIC CHARITIES	CHARITABLE SUPPORT	50,000
Andrews Church of Christ	201 NW 2ns Street St Andrews, TX 97104	PUBLIC CHARITIES	CHARITABLE SUPPORT	30,000
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	500
Atlas Economic Research Fdtn	1201 L St NW, Washington DC 20005	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	25,000
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
California Academy of Sciences	55 Music Concourse Dr San Francisco, CA 94118	PUBLIC CHARITIES	CHARITABLE SUPPORT	50,000
Caminar	2600 S El Camino Real San Mateo CA 94403	PUBLIC CHARITIES	CHARITABLE SUPPORT	15,000
Carmel Ideas Foundation	P O Box 2424 Carmel, CA 93921	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Carolands Foundation			CHARITABLE SUPPORT	10,000
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
CATO Institute	1000 Massachusetts Ave NW, Washington DC 20001	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Central Park Conservatory	5th Ave and 105th St New York, NY 10029	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Christian Broadcasting Network	977 Centerville Turnpike Virginia Beach, VA 23463	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,800
Church of Christ - Santa Clara	850 Pomeroy Ave, Santa Clara, CA 95051	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,200
Community Fdnt for PB and Martin County	700 South Dixi Highway, West Palm Beach, Florida	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
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
Currikl	20660 Stevens Creek Blvd #332 Cupertino, CA 95014	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Cystic Fibrosis Research	2672 Bayshore Parkway, Mountain View CA 94043	PUBLIC CHARITIES	CHARITABLE SUPPORT	100
Dawn Redwoods Chantable Trust	One Blackfield Dr Ste 331 Tiburon, CA 94920	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Eastside College Prep	1041 Myrtle Street East Palo Alto, CA 94303	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Egan Mantime Institute	4 Winter St Nantucket, MA 02554	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Endue Foundation	63 Bovet Road #422 San Mateo, CA 94402	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000

CHARLES & ANN JOHNSON FOUNDATION

94-3026398

ATTACHMENT 11

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

RECIPIENT NAME	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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
Federalist Society for Law & Pub Policy	1015 18th Street, NW - Suite 425 - Washington, DC 20036	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
First Resort	1933 Davis Street, Suite 200-B, San Leandro, CA 94577	PUBLIC CHARITIES	CHARITABLE SUPPORT	30,000
Foundation for Educational Choice	One American Square Suite 2420, Indianapolis, IN 46282	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
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
FreedomWorks Foundation	400 North Capitol Street NW Suite 765, Washington, DC 20001	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Freehab Inc	22431 B160 Antonio Parkway, Rancho Santa Margarita, CA 92688	PUBLIC CHARITIES	CHARITABLE SUPPORT	250,000
Fresh Lifelines for Youth	568 Valley Way, Milpitas, CA 95035	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Garden Conservatory	100 John F Kennedy Dr San Francisco, CA 94118	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,500
George Mason University	4400 University Drive, Fairfax, Virginia 22030	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Goldwater Institute	500 E Coronado Road, Phoenix, AZ 85004	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Healing Hands International, Inc	455 McNally Drive, Nashville, TN 37211-3311	PUBLIC CHARITIES	CHARITABLE SUPPORT	30,000
Heartbeats of the World	230 CENTRAL PARK W, NEW YORK , NY 10024-6029	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Heritage Foundation	214 Massachusetts Ave NE, Washington DC 20002-4999	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Hillbarn Theater	1285 E Hillsdale Blvd Foster City, A 94404	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Hillsborough Schools Foundation	300 El Cerrito Avenue	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Hillsdale College	33 East College St Hillsdale, MI 49242	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Hopsital for Special Surgery	535 E 70th Street, New York, NY 10021	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Hopsital for Special Surgery	535 E 70th Street, New York, NY 10021	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Hopsital for Special Surgery	535 E 70th Street, New York, NY 10021	PUBLIC CHARITIES	CHARITABLE SUPPORT	20,000
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	70,000
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
Intercolligiate Studies Institute	3901 Centerville Rd , Wilmington, Delaware 19807	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
International Justice Mission	P O Box 58147 Washington DC 20037	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,000
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	5,000
Jumpstart for Young Children, Inc	308 Congress Street, 6th Floor, Boston, MA 02210	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
King Street Center Inc	179 South Winooski Ave P O Box 1615 Burlington, VT 05402	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
League to Save Lake Tahoe	2608 Lake Tahoe Blvd, South Lake Tahoe, CA 96150	PUBLIC CHARITIES	CHARITABLE SUPPORT	500
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	500
Lincoln Society Inc	439 North River Street, Guilford, CT 06437	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
Lincoln Society Inc	439 North River Street, Guilford, CT 06437	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
Little Hill Foundation, Inc	61 Ward Rd Hardwick NJ 07825	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
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	500
Make a Wish Foundation	P O Box 6062, Albert Lea, MN 56007-6662	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,000
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
Metropolitan Museum of Art	1000 5th Ave, New York, NY 10028	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
Metropolitan Museum of Art	1000 5th Ave, New York, NY 10028	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
Metropolitan Opera Assn	Lincoln Center Plaza, New York, NY 10023	PUBLIC CHARITIES	CHARITABLE SUPPORT	7,000
Monterey Peninsula Foundation	1 Lower Ragsdale Dr Monterey, CA 93940	PUBLIC CHARITIES	CHARITABLE SUPPORT	200,000

CHARLES & ANN JOHNSON FOUNDATION

94-3026398

ATTACHMENT 11

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

RECIPIENT NAME	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MPN Research Foundation	180 N Michigan Ave Suite 1870 Chicago, IL 60601	PUBLIC CHARITIES	CHARITABLE SUPPORT	200,000
MS - Minnesota Chapter	200 12th Ave S Minneapolis, MN 55415	PUBLIC CHARITIES	CHARITABLE SUPPORT	500
Multiple Myeloma Rsearch Foundation	383 Main Avenue 5th Floor, Norwalk, CT 06851	PUBLIC CHARITIES	CHARITABLE SUPPORT	2,000
Nantucket Atheneum		PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
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	10,000
Nantucket Cottage Hospital FDTN	57 Prospect St, Nantucket, MA 02554	PUBLIC CHARITIES	CHARITABLE SUPPORT	23,250
Nantucket Land Council, Inc	6 Ash Lane, PO Box 502, Nantucket, MA 02554	PUBLIC CHARITIES	CHARITABLE SUPPORT	500
Nantucket Land Council, Inc	6 Ash Lane, PO Box 502, Nantucket, MA 02554	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Nantucket Maria Mitchell Association	1 India St Nantucket, MA 02554	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Nantucket New School	15 Nobadeer Farm Rd, Nantucket, MA 02554	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
National Center Public Policy Research	501 Capitol Court NE, Washington DC 20002	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
National Chamber Foundation	1615 H Street N W Washington DC 20062	PUBLIC CHARITIES	CHARITABLE SUPPORT	250,000
National Right to Work Foundation	8001 Braddock Road, Springfield, Virginia 22160	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
National Wildlife Federation	P O Box 1583, Merrifield VA 22116	PUBLIC CHARITIES	CHARITABLE SUPPORT	250
Nat'l Football Fdtn&College Hall of Fame	433 E Las Colinas Blvd Suite 1130, Irving, TX, 75039	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
New Roads School	2000 Stoner Ave, Los Angeles CA 90025	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
New York Botanical Gardens	2900 Southern Blvd Bronx, NY 10458	PUBLIC CHARITIES	CHARITABLE SUPPORT	125,000
Ocean Exploration Trust	P O Box 42 Old Lyme, CT 06371	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
Operation Opportunity Foundation	Decature IL, 62521	PUBLIC CHARITIES	CHARITABLE SUPPORT	50,000
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	5,000
Palm Beach Zoo	1301 Summit Boulevard West Palm Beach, Florida 33405-3035	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Par 3 Foundation	Palm Beach FL, 33480	PUBLIC CHARITIES	CHARITABLE SUPPORT	75,000
Peggy Adams Animal Rescue League	3200 N Military Trail, West Palm Beach, FL 22409	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
Peggy Adams Animal Rescue League	3200 N Military Trail, West Palm Beach, FL 22409	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
Preservation Foundation of Palm Beach	311 Peruvian Avenue, Palm Beach, Florida 33480	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Redwood Church	901 Madison Ave Redwood City, CA 94061	PUBLIC CHARITIES	CHARITABLE SUPPORT	35,000
Salvation Army	615 Slaters Lane P O Box 269, Alexandria, VA 22313-0269	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Salvation Army	615 Slaters Lane P O Box 269, Alexandria, VA 22313-0269	PUBLIC CHARITIES	CHARITABLE SUPPORT	20,000
San Francisco City Impact	230 Jones St, San Francisco, CA 94102	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
San Francisco Special Events Committee	325 SHARON PARK DR 308 MENLO PARK , CA 94025-6805	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
San Mateo County Historical Association	2200 Broadway, Redwood City, CA 94063	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Southeastern Legal Foundation	2255 Sewell Mill Road, Suite 320 Marietta, Georgia 30062	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
Special Olympics	1133 19th Street NW, Washington, DC 20036	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
St Thomas Moore	1300 Junipero Serra Blvd San Francisco	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
St Dorothy's	148 St Dorothys Lane, Lincolnton, NC 28092	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
Stern Center for Language and Learning	183 Talcott Rd #101, Williston VT 05495	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
Stern Center for Language and Learning	183 Talcott Rd #101, Williston VT 05495	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
StudentDailyNews com	P O Box 30353 Edmond, OK 73003	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000
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	20,000
Thorne Ecological Institute	1466 63rd St, Boulder, CO 80303-1570	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
Thorne Ecological Institute	1466 63rd St, Boulder, CO 80303-1570	PUBLIC CHARITIES	CHARITABLE SUPPORT	100,000
Tiger Haven	23 Harvey Rd Kingston, TN 37763	PUBLIC CHARITIES	CHARITABLE SUPPORT	1,000

CHARLES & ANN JOHNSON FOUNDATION

94-3026398

ATTACHMENT 11

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

RECIPIENT NAME	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Two East Sixty-Second Street Foundation	2 E 62nd St New York, NY 10065-7205	PUBLIC CHARITIES	CHARITABLE SUPPORT	5,000
West Bay Opera	221 Lambert Avenue, Palo Alto, CA 94306	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
Whim B Rhythm	P O Box 202804 New Haven, CT 06520	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
William F Buckley, Jr Program at Yale	P O Box 204539 New Haven, CT 06520-4539	PUBLIC CHARITIES	CHARITABLE SUPPORT	10,000
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	20,000
Youth Catalystics Inc	P O Box 35 Charlotte, VT 05445	PUBLIC CHARITIES	CHARITABLE SUPPORT	25,000
			TOTAL CASH DONATIONS	3,386,100
			TOTAL CONTRIBUTIONS PAID	13,147,046

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
2012 TAX REFUND RECEIVED IN 2013				25,745.	
TOTALS				25,745.	