

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 instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052  
**2017**  
**Open to Public Inspection**

**For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017**

Name of foundation THE CARL J AND MARGOT A JOHNSON FOUNDATION		<b>A Employer identification number</b> 25-1675809
Number and street (or P O box number if mail is not delivered to street address) 90 ELISABETH WAY	Room/suite	<b>B Telephone number (see instructions)</b> (412) 512-6764
City or town, state or province, country, and ZIP or foreign postal code MCKINNEY, TX 75069		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 26,954,380	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	86	86		
	<b>4</b> Dividends and interest from securities	97,039	97,039		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	648,007			
	<b>b</b> Gross sales price for all assets on line 6a	1,940,435			
	<b>7</b> Capital gain net income (from Part IV, line 2)		648,007		
	<b>8</b> Net short-term capital gain			153,003	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	198,807	198,649			
<b>12 Total.</b> Add lines 1 through 11	943,939	943,781	153,003		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	4,696			
	<b>c</b> Other professional fees (attach schedule)	22,138	22,138		
	<b>17</b> Interest	204			
	<b>18</b> Taxes (attach schedule) (see instructions)	1,213	1,213		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy	9,309			
	<b>21</b> Travel, conferences, and meetings	2,284	1,142		
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	1,045			
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	40,889	24,493		0
	<b>25</b> Contributions, gifts, grants paid	749,640			749,640
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	790,529	24,493		749,640	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	153,410				
<b>b Net investment income</b> (if negative, enter -0-)		919,288			
<b>c Adjusted net income</b> (if negative, enter -0-)			153,003		

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	287,714	712,782	712,782
	<b>3</b> Accounts receivable ▶ <u>77,784</u>			
	Less allowance for doubtful accounts ▶ _____	6,410	77,784	77,784
	<b>4</b> Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	9,663,451	8,682,469	21,642,176
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
<b>12</b> Investments—mortgage loans . . . . .				
<b>13</b> Investments—other (attach schedule) . . . . .	3,334,464	4,346,893	4,521,638	
<b>14</b> Land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	13,292,039	13,819,928	26,954,380	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	9,582,695	9,582,695	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	3,709,344	4,237,233		
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	13,292,039	13,819,928		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	13,292,039	13,819,928		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> 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) . . . . .	<b>1</b>	13,292,039
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	153,410
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	378,174
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	13,823,623
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	3,695
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	13,819,928

**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)
<b>1 a</b> PUBLICALLY TRADED SECURITIES (FR7705)	P	2017-08-09	2017-12-18
<b>b</b> PUBLICALLY TRADED SECURITIES (FR1168)	P	2016-10-20	2017-06-20
<b>c</b> PUBLICALLY TRADED SECURITIES (FR1168)	P	2015-08-13	2017-06-20
<b>d</b> PUBLICALLY TRADED SECURITIES (FR7108)	D	2016-11-19	2017-07-27
<b>e</b> PUBLICALLY TRADED SECURITIES (FR7108)	D	2015-12-31	2017-07-27

(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)
<b>a</b> 24,469	0	19,290	5,179
<b>b</b> 8,905	0	11,294	-2,389
<b>c</b> 25,405	0	26,375	-970
<b>d</b> 984,332	0	834,119	150,213
<b>e</b> 897,324	0	401,350	495,974

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	
<b>a</b> 0	0	0	5,179
<b>b</b> 0	0	0	-2,389
<b>c</b> 0	0	0	-970
<b>d</b> 0	0	0	150,213
<b>e</b> 0	0	0	495,974

<b>2</b> 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 }	<b>2</b>	648,007
<b>3</b> 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	{ }	<b>3</b>	153,003

**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

<b>1</b> Enter the appropriate amount in each column for each year, see instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	572,439	15,110,903	0 037883
2015	640,071	13,041,820	0 049078
2014	666,042	11,528,777	0 057772
2013	850,306	14,252,301	0 059661
2012	1,052,548	17,161,220	0 061333
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 265727
<b>3</b> 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			<b>3</b> 0 053145
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			<b>4</b> 22,743,340
<b>5</b> Multiply line 4 by line 3			<b>5</b> 1,208,695
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 9,193
<b>7</b> Add lines 5 and 6			<b>7</b> 1,217,888
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 749,640

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

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

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and tax due. Total tax due is 18,468.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 covering questions about controlled entities, distributions, public inspection requirements, books in care, and nonexempt charitable trusts.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b covering questions about disqualifying acts, taxes on failure to distribute income, and business enterprise interest.

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (Continued)

<b>5a</b>	During the year did the foundation pay or incur any amount to			
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶			<b>5b</b>
<b>c</b>	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? . . . . . <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870</i>			<b>6b</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			<b>7b</b>
				<b>No</b>

**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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARL J JOHNSON 90 ELISABETH WAY MCKINNEY, TX 75069	TRUSTEE 1 00	0	0	0
JAMIE BROOKHART 700 Maple Creek Dr MCKINNEY, TX 75069	TRUSTEE 3 00	0	0	0
JD BROOKHART 700 Maple Creek Dr FAIRVIEW, TX 75069	EXECUTIVE DIRECTOR 10 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

**Total** number of other employees paid over \$50,000. . . . . **0**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

**Total** number of others receiving over \$50,000 for professional services. . . . . **0**

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
<b>1</b> N/A	0
<b>2</b>	0
<b>3</b>	0
<b>4</b>	0

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	21,291,003
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	487,322
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	1,311,360
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	23,089,685
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	23,089,685
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	346,345
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	22,743,340
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	1,137,167

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	1,137,167
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	18,386
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	18,386
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	1,118,781
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	1,118,781
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	1,118,781

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	749,640
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	749,640
<b>5</b>	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).	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	749,640

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				1,118,781
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			752,729	
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>749,640</u>				
<b>a</b> Applied to 2016, but not more than line 2a			749,640	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2017 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			3,089	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				1,118,781
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. . . . . ▶

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

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

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2017</b>	<b>(b) 2016</b>	<b>(c) 2015</b>	<b>(d) 2014</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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 organization 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) )  
See Additional Data Table

**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 email address of the person to whom applications should be addressed

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

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**c** Any submission deadlines

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

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				749,640
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Fees and contracts from government agencies, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or (loss) from sales, Net income from special events, Gross profit from sales, and Other revenue.

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

Table with 2 columns: Line No. and Explanatory text. The text column contains the instruction: '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...'.

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

Part XVII

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?

Table with columns Yes, No and rows 1a(1), 1a(2), 1b(1) through 1b(6), 1c.

- a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash, (2) Other assets.
b Other transactions (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
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.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

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

Table for Paid Preparer Use Only with columns: Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

**Form 990PF Part XV Line 1a - 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).**

CARL J JOHNSON

JAMIE BROOKHART

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CHINESE CHRISTIAN EDUCATION FOUNDATION 11 ROYAL VALE DR OAK BROOK, IL 60523				
		PC	UNRESTRICTED	74,512
MULTIPLICATION NETWORK MINISTRIES 22515 TORRANCE AVE SAUK VILLAGE, IL 60411				
		PC	UNRESTRICTED	175,038
DALLAS ARBORETUM & BOTANICAL SOCIETY 8525 GARLAND RD DALLAS, TX 75218				
		PC	UNRESTRICTED	45,025
SOUTH BUTLER COMNTY LIBRARY 240 WEST MAIN SAXONBURG, PA 16056				
		PC	UNRESTRICTED	75,018
PLANO CONSERVANCY FOR HISTORIC PRESERVATION PO BOX 861810 PLANO, TX 75086				
		PC	UNRESTRICTED	80,037
<b>Total . . . . .</b> <b>3a</b>	<b>▶</b>			749,640

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM 110 INNER CAMPUS DR AUSTIN, TX 78705		PC	UNRESTRICTED	300,010
<b>Total . . . . . ▶</b> <b>3a</b>				749,640



Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2017 Gain/Loss from Sale of Other Assets Schedule

**Name:** THE CARL J AND MARGOT A JOHNSON FOUNDATION

**EIN:** 25-1675809

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
NET CAPITAL GAIN REPORTED ON PART IV	2017-08	Purchased	2017-12		24,469	19,290	FMV		5,179	
NET CAPITAL GAIN REPORTED ON PART IV	2016-10	Purchased	2017-06		8,905	11,294	FMV		-2,389	
NET CAPITAL GAIN REPORTED ON PART IV	2015-08	Purchased	2017-06		25,405	26,375	FMV		-970	
NET CAPITAL GAIN REPORTED ON PART IV	2016-11	Donated	2017-07		984,332	834,119	FMV		150,213	
NET CAPITAL GAIN REPORTED ON PART IV	2015-12	Donated	2017-07		897,324	401,350	FMV		495,974	

**TY 2017 Investments Corporate Stock Schedule****Name:** THE CARL J AND MARGOT A JOHNSON FOUNDATION**EIN:** 25-1675809

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
AGREE RLTY CORP - 167 SH	6,406	8,591
ALEXANDRIA REAL ESTATE EQUITIES INC - 290 SH	30,383	37,871
AMERICAN CAMPUS CMNTYS INC - 300 SH	13,097	12,309
AMERICAN TOWER REIT - 224 SH	22,298	31,958
APARTMENT INVT & MGMT CO - 366 SH	15,483	15,998
AVALONBAY CMNTYS INC - 100 SH	17,503	17,841
BOSTON PPTYS INC - 167 SH	20,911	21,715
BRIXMOR PPTY GROUP INC - 374 SH	9,099	6,979
COLONY NORTHSTAR HOMES - 742 SH	11,653	8,466
CREE INC 4150 SH	99,878	154,131
CROWN CASTLE INTL CORP - 305 SH	26,400	33,858
CUBESMART - 731 SH	19,464	21,141
DIGITAL RLTY TR - 116	13,097	13,212
EASTGROUP PPTYS INC - 377 SH	15,612	20,593
EDUCATION RLTY TR INC - 371 SH	13,748	12,955
ERP PPTYS COM - 377	24,959	24,678
EQUINIX INC - 29 SH	12,773	13,143
EQUITY LIFESTYLE PPTYS INC - 75 SH	6,607	6,677
EXTRA SPACE STORAGE INC - 85 SH	6,595	7,433
FEDERAL RLTY INVT TR - 166 SH	23,083	22,046
FIRST INDL RLTY TR INC - 602 SH	14,754	18,945
GAMING & LEISURE PPTYS INC - 485 SH	15,301	17,945
GRAMERCY PPTY TR - 877 SH	14,065	14,690
HOSPITALITY PPTYS TR - 485 SH	14,934	14,477
HOST HOTELS & RESORTS INC - 1102 SH	20,913	21,875
II-VI INC 436,480 SH	7,685,821	20,520,014
INVESTORS REAL ESTATE TR - 1,680 SH	10,993	9,542
IRON MTN INC - 415 SH	13,954	15,658
Invitation Homes Inc - 364 SH	6,526	8,579
JERNIGAN CAP INC - 272 SH	5,272	5,171

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
KITE RLTY GROUP TR - 433 SH	10,728	8,487
LTC PPTYS INC - 267 SH	11,940	11,628
LAMAR ADVERTISING CO - 104 SH	7,237	7,721
OUTFRONT MEDIA INC - 534 SH	13,776	12,389
PENNSYLVANIA REAL ESTATE INVNT TR - 6142 SH	12,131	7,300
SIMON PPTY GROUP INC - 193 SH	35,646	33,146
TERRENO RLTY CORP - 499 SH	12,256	17,495
VENTAS INC - 166 SH	10,005	9,962
VORNADO RLTY TR - 151 SH	12,289	11,805
WEINGARTEN REALTY INVESTORS - 399 SH	14,111	13,115
WELLTOWER INC - 291 SH	19,665	18,557
WEYERHAEUSER CO - 703 SH	21,990	24,788
ITURAN LOCATION & CONTROL LTD 40 SH	1,202	1,368
CIMPRESS N V SHS EURO 59 SH	5,187	7,073
ACI WORLDWIDE INC 139 SH	2,985	3,151
ACLARIS THERAPUTICS INC 12 SH	324	296
ACTUA COPR 229 SH	2,771	3,572
AERIE PHARMA INC 74 SH	3,863	4,422
ASSOCIATED CAP GRP INC 25 SH	825	853
BOFI HLDG INC 256 SH	7,142	7,654
BANK OF THE OZARKS 138 SH	6,005	6,686
BIOSPECIFICS TECH CORP 48.32 SH	2,319	2,080
BOINGO WIRELESS INC 18.37 SH	4,831	5,918
BRAVO BRIO REST GRP INC 3 SH	177	145
BUFFALO WILD WINGS INC 113 SH	4,522	6,254
CALAMP CORP 18.83 SH	3,069	3,493
CARBONITE INC 25 SH	561	628
CENTURY CASINOS 168 SH	1,112	1,534
CEVA INC 205 SH	8,682	9,461
CHEESE CAKE FACTORY INC 123 SH	5,518	5,926

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CLOVIS ONOCOLGY INC 44 SH	3,235	2,992
COLLEGIUM PHARMA INC 90 SH	1,022	1,661
CRITEO SA SPONS ADR 284 SH	14,004	7,393
CYPRESS SEMICONDUCTOR CORP 543 SH	7,499	8,275
DAVE & BUSTERS ENTMT INC 138 SH	7,572	7,613
ECHO GLOBAL LOGISTICS INC 219 SH	3,154	6,132
EMERGENT BIOSOLUTIONS INC 224 SH	7,936	10,409
ESTERLINE TECH CORP 21 SH	1,837	1,569
FRANKLIN COVEY CO 55 SH	1,004	1,141
GAMCO INVS INC 25 SH	744	741
GARTNER INC 26 SH	3,114	3,202
GRAND CANYON ED INC 22 SH	1,765	1,970
HAIN CELETIAL GRP INC 162 SH	6,791	6,867
INGEVITY CORP 25 SH	1,468	1,762
INTEGRATED DEVICE TECH INC 205 SH	5,008	6,095
J2 GLOBAL INC 79 SH	6,025	5,927
KERYX BIOPHARMA INC 460 SH	2,999	2,139
LCI INDS INC 99 SH	9,519	12,870
LIGAND PHARMA INC 91 SH	11,517	12,461
MSC INDL DIRECT INC 43 SH	3,024	4,156
MASONITE INTL CORP 78 SH	5,663	5,784
MAXIMUS INC 95 SH	5,741	6,800
MEDIFAST INC 10 SH	487	698
MIX TELEMATICS LTD 120 SH	1,039	1,531
MONOTYPE IMAGING HLDGS INC 42 SH	800	1,012
NATURAL GROCERS BY VITAMIN COTTAGE INC 40 SH	238	357
NEKTAR THERAPUTICS 292 SH	5,612	17,438
ON SEMICONDUCTOR CORP 179 SH	2,938	3,748
OXFORD INDS INC 50 SH	3,110	3,760
PACIRA PHARMA INC 88 SH	3,199	4,017

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POINTS INTL INC 102 SH	795	1,050
POOL CORP 107 SH	11,552	13,873
PREMIER INC 112 SH	3,278	3,269
PROGENICS PHARMA INC 583 SH	2,888	3,469
PUMA BIOTECH INC 29 SH	2,814	2,867
SEMTECH CORP 177 SH	6,720	6,053
SHUTTERFLY INC 152 SH	7,107	7,562
SHUTTERSTOCK INC 137 SH	4,580	5,895
STAMPS.COM INC 69 SH	14,769	12,972
STRAYER ED INC 46 SH	3,836	4,121
SUPERNUS PHARMA INC 261 SH	10,779	10,401
TELEFLEX INC 33 SH	6,968	8,211
TETRA TECH INC 214 SH	9,063	10,304
TREX INC 25 SH	1,960	2,710
VAIL RESORTS INC 29 SH	6,218	6,161
WNS HLDGS LTD 173 SH	6,155	6,942
ZIX CORP 91 SH	472	398

**TY 2017 Investments - Other Schedule****Name:** THE CARL J AND MARGOT A JOHNSON FOUNDATION**EIN:** 25-1675809**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
CANYON BALANCED HEDGE FOCUS FUND		568,121	568,121
CLEARBRIDGE AGGRESSIVE GROWTH FUND CLASS I		280,509	298,533
CREDIT SUISSE FLOATING RATE		233,161	224,300
CREDIT VALUE FUND (CAYMAN) III, LP		310,782	310,782
CULLEN EMERGING MARKETS HIGH		407,744	458,283
ETF SER SOLUTIONS LONCAR CANCER IMMUNOTHERAPY		98,779	105,809
JOHOM ASIA EX-JAPAN FUND CLASS I		148,000	194,769
JOHOM ASIA EX-JAPAN FUND CLASS II		102,418	129,881
MAINGATE MLP FUND INSTITUTIONAL CLASS		576,494	629,282
MILLENNIUM INTERNATIONAL		408,145	408,145
PIMCO HIGH YIELD FUND		88,123	94,418
SELECT SECTOR SPDR TR HEALTH CARE		98,951	118,232
TEMPLETON GLOBAL BOND FUND		100,003	94,755
ENGAGED CAPITAL		295,696	295,696
DFA ENHANCED US LG COMPANY FUND		629,967	590,632

**TY 2017 Other Decreases Schedule****Name:** THE CARL J AND MARGOT A JOHNSON FOUNDATION**EIN:** 25-1675809

Description	Amount
2016 INCOMETAX PAID	2,816
PRIOR PERIOD ADJUSTMENT	879

**TY 2017 Other Expenses Schedule****Name:** THE CARL J AND MARGOT A JOHNSON FOUNDATION**EIN:** 25-1675809**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES	1,045			



**TY 2017 Other Income Schedule****Name:** THE CARL J AND MARGOT A JOHNSON FOUNDATION**EIN:** 25-1675809**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CAPITAL GAIN DISTRIBUTIONS	71,022	71,022	
UNRECAPTURED SEC 1250 GAIN	1,115	1,115	
MISCELLANEOUS INCOME	126,670	126,512	

**TY 2017 Other Increases Schedule****Name:** THE CARL J AND MARGOT A JOHNSON FOUNDATION**EIN:** 25-1675809

<b>Description</b>	<b>Amount</b>
UNREALIZED G/L OF SECURITIES DISTRIBUTED AT FMV	378,174

**TY 2017 Taxes Schedule****Name:** THE CARL J AND MARGOT A JOHNSON FOUNDATION**EIN:** 25-1675809

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FOREIGN TAXES	1,213	1,213		