



PROGRAM CIRCULAR

A Guide to Gift Fund Policies and Procedures

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THE JOHNSON CHARITABLE GIFT FUND: A PUBLIC CHARITY

This Program Circular ("circular") describes the donor-advised account program of the Johnson Charitable Gift Fund ("Gift Fund"), as well as important policies, procedures, and benefits associated with establishing and maintaining a Gift Fund donor-advised account ("account"). All activities of the Gift Fund and participation in the program are subject to the terms and conditions of the Gift Fund's Articles of Incorporation, Code of Regulations, and this circular. The Gift Fund is governed by a Board of Directors ("directors"), who are responsible for all aspects of its operations. The directors reserve the right to modify the program and this circular at any time, and without notice, subject to the provisions of the Articles of Incorporation and the Code of Regulations. The rights and obligations of donor-advisors and the conditions under which the Gift Fund will accept donations are described below. In the event of any inconsistency between the terms of this agreement and the Gift Fund's Articles of Incorporation and Code of Regulations, the terms of the Articles and Code will govern the rights and obligations of each party.

A Public Charity

The Gift Fund is an independent nonprofit charity that is organized and operates exclusively for charitable purposes. The Gift Fund is a tax exempt organization as described in Section 501(c)(3) of the Internal Revenue Code ("code") and a public charity as described in code section 509(a)(1). The Gift Fund is designed to provide you with the opportunity to make donations that are irrevocable and immediately tax deductible to the fullest extent allowed by law. Donations to the Gift Fund may be made at times that have the most favorable impact on your tax and financial planning. Grant suggestions, on the other hand, may be made to qualifying organizations on a separate timetable that coincides with your charitable mission. Your suggested grant recipients will be subject to the approval of the directors of the Gift Fund, or their designees. Donations to the Gift Fund are placed in investment pools, as chosen by the donors, and professionally managed, offering the potential for donations to grow and lead to greater support for charitable organizations. Prices of the investment pools fluctuate and therefore may decline in value.

OPENING AN ACCOUNT

All accounts remain assets of the Gift Fund, and the donor shall have no interest in the account except as set forth in this agreement and the Gift Fund's Articles of Incorporation and Code of Regulations.

A Donor-Advised Account

Individuals, companies, trusts, and estates are all eligible to open an account. The account will reflect donations, grants, and changes in account values. You may establish an account by completing an account application and providing an initial irrevocable donation of \$1,000 or more. Applications may be obtained by contacting the Gift Fund directly at 513-389-2767 or 1-800-541-0170, jcgf@johnsoninv.com, or by downloading the form at www.johnsoninv.com. As part of the account opening process, you will be asked to name the account. Typically, donor-advisors choose a name in honor of themselves, their families, relatives, or friends (example: "The Smith Family Fund"). The Gift Fund reserves the right to disallow any name for an account. For legal reasons we cannot accept names with the words "Foundation" or "Trust."

An Endowment Fund

To establish an Endowment Fund, contact the Gift Fund to have an agreement drafted. This agreement will outline the name of the fund and the purposes or charitable organizations to be supported. Endowments can be funded now or at the donor's death from his/her estate. The endowment agreement can be changed by mutual agreement between the donor and the Gift Fund at any time.

DONOR-ADVISORS

For a Donor-Advised Account

As a donor-advisor to the Gift Fund and upon establishment of an account, you have the opportunity to:

- Make irrevocable charitable donations to the Gift Fund;
- Receive an immediate federal income tax charitable donation deduction up to the maximum allowed by law;
- Suggest grants to IRS-qualified U.S. public charities;

You may recommend that your Gift Fund donation be allocated to any combination of the offered investment pools, each of which is managed by Johnson Investment Counsel in keeping with different investment objectives. A donor-advisor may name other persons in addition to himself/herself to be donor-advisors on the account. If there is more than one donor-advisor, each donor-advisor has the authority, acting individually and without notice to any other donor-advisor, to deal with the Gift Fund as fully and completely as if he/she were the sole donor-advisor and may make any changes to the account except to remove other donor-advisors.

If the donor-advisor is an organization, the units will be attributable to the successor(s) and assigns of such organization, if any, until all units are redeemed or the Gift Fund is terminated. If there is no successor organization, all units will be redeemed after the Gift Fund receives written notice of the organization's termination. The proceeds of such redemptions will be distributed to a qualified grant recipient designated by the donor-advisor(s), subject to the review and approval of the Gift Fund. If no such designation is made, the proceeds will be added to the Gift Fund's Unrestricted Fund.

All account correspondence will be sent to donor-advisor #1. Correspondence can also be sent to other donor-advisors if specified on the Account Application.

DONATIONS TO THE GIFT FUND

Donation Acceptance

The Gift Fund must review and approve all donations and may refuse any it deems unsuitable. Once the Gift Fund accepts a donation, it is irrevocable and is owned and held by the Gift Fund who has exclusive legal control.

Minimum Donations

The minimum amount for donation is \$1,000. Under certain circumstances, the Gift Fund may consider exceptions to this requirement.

Allocation of Investment Pool Units

The total value of an investment pool, divided by the daily price of that pool, is a unit. The Gift Fund generally values the investment pools on each day that the New York Stock Exchange is open for business. The Gift Fund values accounts by allocating units of the specified investment pool(s) equal to the proceeds from the donation.

Types of Donations

The Gift Fund may accept the following types of assets:

- **Cash** – Cash must be U.S. currency and delivered in good form for transfer, including check, wire, or other form acceptable to the Gift Fund. The account will be credited with the number of units equivalent in value to the amount of the cash donation to the Gift Fund, based upon the next determined unit value.
- **Publicly Traded Securities** – Donors who contribute publicly traded securities may be required to supply information to the Gift Fund, including share certificates or other evidence that shares are held in deliverable form; documentation of donor cost or tax basis of property; and other such documentation as the Gift Fund may reasonably request. The account will be credited with the number of units equal in value to the proceeds from the sale of the securities less any fees and commissions. Units will be credited to the account at settlement. (Please note, the value of your tax deduction may differ from the amount added to your account because the deductible amount is the fair market value and the amount added to your account is determined using the sales price.)
- **Real Estate and Non-Publicly Traded Assets (such as shares of a privately-held company)** –These assets are considered on a case-by-case basis. Contact a Gift Fund Associate or your Portfolio Manager to discuss your donation. Donors may be required to submit a qualified appraisal at the time such securities or other property are presented to the Gift Fund. The appraisal must conform to the requirements as defined in tax regulations under Section 170 of the Internal Revenue Code of 1986. For non-publicly traded assets, the Gift Fund, as sole owner, will exercise its full discretion over all conditions of the sale, including but not limited to time and price. Any costs incurred by the Gift Fund to acquire or sell this property (example: legal or appraisal fees) will reduce the net proceeds credited to the account. Any taxes owed will be paid by the donor-advised account.

Naming Your Gift Fund Account as a Beneficiary

You may name the Gift Fund as a beneficiary of cash, securities, or other property under your will or trust, or as a beneficiary with respect to other non-probate property including, but not limited to:

- An Individual Retirement Account (IRA);
- A 401(k) plan;
- A charitable remainder trust;
- Certain charitable lead trusts;
- A life insurance policy;
- A brokerage account or other account allowing designation of beneficiaries.

Donations may be made to the Gift Fund for allocation to an existing account or to an account created at the time of the bequest. Please contact a Gift Fund Associate or your Portfolio Manager for suggested language for such donations. Please consult your legal counsel or other professional tax advisor when setting up any testamentary gift, trust, or other deferred gift for advice with respect to your specific gift and circumstances.

Third-Party Donations

Third parties (individuals other than the donor-advisors) may make donations to the Gift Fund and may receive a tax deduction for their donations. Donations must meet the criteria outlined above.

- Third-party contributors have no account privileges.
- Third-party contributors may not receive anything in exchange for or in consideration of their donation, under IRS rules and Gift Fund policies.
- Account holders wishing to solicit third-party donations on behalf of a specific charitable organization or cause may not guarantee to donors that intended grant suggestions will be approved by the Gift Fund.

Donation Processing Time

The Gift Fund will process acceptable donations on the business day the instructions are received. Business day is defined as each day that the New York Stock Exchange ("NYSE") is open for business. Donations of mutual funds held outside Johnson Investment Counsel may take up to 6 weeks to process as the delivering firm must reregister the shares. Please contact a Gift Fund Associate or your Portfolio Manager for an estimated time frame when donating real estate or other non-publicly traded assets. From late November until December 31, special deadlines may apply in order to ensure delivery and acceptance of securities before the December 31 tax deadline.

GRANTS TO CHARITIES FROM THE GIFT FUND

Eligible Grant Recipients

Grants may be suggested to public charities (other than supporting organizations). Public Charities are organizations that are exempt under Section 501(c)(3) of the Code, and are described in Section 509(a)(1) or 509(a)(2) of the Code. Private operating foundations as described in Section 4942(j)(3) of the Code also may be eligible to receive grants.

The Gift Fund will not approve a grant that would confer an impermissible benefit on a donor, other person with grant suggestion privileges, or other third party. Under tax rules enacted in 2006, persons who suggest or benefit from prohibited distributions from a donor-advised account may be subject to a tax equal to 125 percent of the benefit. In addition, such a prohibited benefit may subject the Directors or Officers of the Gift Fund to tax penalties. The Gift Fund and its Directors or Officers also may be subject to tax penalties for making distributions to ineligible grant recipients. The Gift Fund may, however, make grants to U.S. public charities that carry on charitable activities outside of the United States. As with all grant suggestions, these grants are subject to review and approval by the Gift Fund. The Gift Fund has adopted procedures and safeguards with respect to grant making to ensure that funds are used exclusively in furtherance of charitable purposes.

In accordance with IRS regulations covering charitable distributions, the Gift Fund will not approve grants to fulfill a legally binding pledge, support a political campaign or lobbying activities, pay for a raffle or events tickets, memberships, dinners, or other activities that provide a personal benefit or pay for personal expenses.

Requesting a Grant

To request a grant, a Grant Suggestion Form must be submitted. (Currently an unlimited number of grants are allowed.) If the Gift Fund does not accept a request or if any charity no longer qualifies at the time of the distribution from the Gift Fund, the donor-advisor(s) will be notified.

Allocating Grants from the Investment Pools

You may suggest from which investment pool(s) the grant should be made. If no pool suggestion is made, withdrawals will be made from the respective pools at the discretion of the Gift Fund.

Minimum Grant Amounts

The Gift Fund will consider grant suggestions of \$250 or more (in \$10 increments) or for the balance of the account, whichever is less.

Timing of Grant Distribution

The Gift Fund generally reviews grant suggestions weekly and, upon receipt of a donor-advisor's suggestion and the approval of the Gift Fund, makes the grant as soon as reasonably possible. Grants requiring additional due diligence will take longer to process. Pool unit values may fluctuate between the time of a donor-advisor's suggestion and the grant's actual distribution.

Grants Acknowledgement

When suggesting a grant, a donor-advisor(s) may choose (i) to be identified by name and address to the recipient charity, (ii) to be identified only by the name of the account (example: The Smith Family Fund), or (iii) to remain anonymous. The Gift Fund will not release donor-advisor(s) name and contact information to any recipient charity without the donor-advisor(s) consent. Grants are made payable to the recipient organization's legal name, bear the name of the Gift Fund, and are accompanied by a letter. The Gift Fund will not forward any enclosures with grants. If anonymity is not requested, you might also receive an acknowledgment directly from the recipient charity. Donor-advisor(s) may suggest that grants be issued on a future date (example: December 20, 20XX) or at recurring intervals (example: quarterly, annually in June, etc.).

Tax Treatment of Grants

Grants are distributions from the assets of the Gift Fund. As such you are **NOT** eligible to claim a charitable deduction.

For an Endowment Fund

Endowment Funds are often established to support a particular purpose (example: endowed scholarship), or can provide annual unrestricted funds to a specific charity. Endowment Funds can also provide grants to multiple charitable organizations during or after the donor's lifetime. Some donors establish an Endowment Fund to support broader purposes (example: families in crisis) and rely on the Board of Directors of the Gift Fund to select individual charities to receive grants each year to achieve the endowed purpose. Grants from the Endowment can carry the name of the donor or the donor's family, honoring their legacy.

SUCCESSION OPTIONS

Naming a Successor

When you establish an account, you will be asked to choose a successor(s) to assume all account privileges (such as overseeing donations and making grant suggestions) upon the death, incapacity or refusal to serve of all donor-advisor(s). The successor(s) you select can be changed at any time. You may name any individual(s) or organization(s) you would like, such as your spouse, child, or a friend. Upon assuming account privileges, the successor(s) may designate his/her own successors.

Suggesting a Charity as Beneficiary

If you do not wish to select a person as a successor, you have the option of suggesting one or more IRS qualified U.S. public charities as beneficiaries of the balance of the account. Such organizations are subject to review and approval by the Gift Fund. Once the Gift Fund is notified of the death, incapacity or refusal to serve of all donor-advisor(s), the designated organization(s) would receive the proceeds of the account, provided the named organization(s) continue to be IRS-qualified charitable organizations. If, at this time the organization no longer qualifies, the portion of the account designated for that beneficiary will be distributed equally among any other successors, or, if no other successor is named, will be distributed to the Gift Fund's Unrestricted Fund.

You may also choose a combination of both individual successors and beneficiary charitable organizations by designating a percentage of the account with respect to each. If no successor individual is named or charitable beneficiary recommended, the Gift Fund will redeem the remaining units in the account and distribute the proceeds to the Gift Fund's Unrestricted Fund. Please note: You must designate successors or charitable beneficiaries directly with the Gift Fund during your lifetime. You may not do so through any testamentary

instrument, including through your will or instructions to your executor and you may not name your estate as a successor.

INVESTMENT POOLS

Pool Selection

Donor-advisors may recommend how funds in an account should be allocated among any combination of the available investment pools. All investment recommendations are subject to review and approval by the Gift Fund. When no pool allocation is recommended by the donor-advisor(s), the proceeds will be invested in the Short-Term Investment Pool unless the account is an Endowment Fund. All Endowments will be invested in the Balanced Investment Pool.

Investment in Collective Funds or Mutual Funds

Each investment pool may be invested in a combination of low-cost mutual funds, individually selected securities, exchange traded funds, or any other instrument deemed appropriate by the Investment Advisor. The Gift Fund may also invest in any mutual fund sponsored or provided by Johnson Investment Counsel, Inc., a related company to the Gift Fund, or any corporation which may succeed to its business.

Individual Investment Pools

- **Stock Investment Pool** – The Stock Investment Pool will invest in instruments that offer a level of capital appreciation similar to the total return of the Standard and Poor’s 500 Stock Index. This pool may be most appropriate for donor-advisors who are not averse to larger swings in appreciation or depreciation of their account.
- **Bond Investment Pool** – The Bond Investment Pool will invest in instruments that seek a level of income commensurate with current bond market conditions. This pool may be attractive to more conservative donor-advisors who seek higher levels of income without the volatility commonly associated with stocks.
- **Balanced Investment Pool** – The Balanced Investment Pool offers a multi-asset class approach designed to allow donor-advisors to participate in both the stock and bond market. This pool will invest in many of the same instruments utilized in the Stock, Bond, and Short-Term Investment Pools, and may be appropriate for donor-advisors who do not want to make a customized asset allocation decision but prefer to participate in the respective markets. The asset allocation will be determined by the Investment Advisor.
- **Short-Term Investment Pool** – The Short-Term Investment Pool seeks to earn income at, or above, current money market rates while trying to preserve principal. The pool will invest in high-quality, liquid instruments. This pool has the lowest volatility of the Gift Fund pools and may be utilized as a short-term solution by donor-advisors who anticipate recommending the granting of the balance of their account within a short period of time.

Investment Pool Exchanges

Donor-advisor(s) may recommend changes to investment pool allocations no more than two times per month. Recommendations may be made any time up until 2 hours prior to market close. Large dollar shifts in investment pools may be delayed if the Gift Fund deems that a delay is warranted to process the request in a manner that is not to the detriment of the Gift Fund.

FEES AND EXPENSES

Investment Fees Charged to the Donor-Advised Account

The Gift Fund may pay Johnson Investment Counsel, Inc. an investment management fee that will not exceed .35%. Expenses attributable to mutual funds, money market funds, fees charged by exchange traded funds, or other expenses associated with the securities held in the investment pools may also be incurred.

Administrative Fee Charged to the Donor-Advised Account

The Gift Fund may charge each account a quarterly administrative fee designed to cover the costs associated with the maintenance of the account. The fee schedule is as follows:

- .65% on the first \$2.5 million
- .45% on the next \$2.5 million
- .10% on funds exceeding \$5 million

RECORD-KEEPING AND REPORTING

Correspondence

As required by the IRS, tax receipts will be provided to you for all donations to the Gift Fund. Please keep these letters with your tax records. Any fair market value computation on a confirmation is a good faith estimate on the part of the Gift Fund. Before claiming any tax deduction, you should consult with your tax advisor. Also, copies of letters sent with the check to charities will be sent to the donor-advisor for your information. Finally, statements will be mailed on a quarterly basis.

TAX CONSIDERATIONS

Charitable Deduction

You may be eligible to take an itemized tax deduction for a charitable donation on the date that the contribution is accepted by the Gift Fund, subject to applicable federal and state laws, and subject to additional qualifications. Your deduction will depend, in part, on the type of asset that you donate. This circular addresses only federal tax rules. Rules and regulations regarding tax deductions for charitable giving vary at the state level. In addition, certain additional rules or limitations may apply with respect to your tax treatment depending on your specific circumstances. Please consult your accountant, legal counsel or other professional advisor for advice with respect to your specific gift and circumstances. Deduction amounts follow:

- ***Check/Wire*** - Your deduction is for the amount of your cash donation.
- ***Publicly Traded Securities*** - For publicly traded securities held more than one year, your deduction will be for the fair market value of the securities donated (for this purpose, the IRS determines fair market value to be the average of the high and low prices reported on the date the donation is made). For mutual fund shares held for more than one year, your deduction will be for the fair market value of the shares donated, determined using the closing price on the date the donation is made. For securities or mutual fund shares held for one year or less, your deduction will be limited to the lesser of your cost basis or the fair market value.
- ***Real Estate and Non-Publicly Traded Assets*** - For donations of assets that are not publicly traded which have been held for more than one year, your deduction will be the fair market value determined by you in a reasonable manner on the date the donation is made. The IRS will require you to obtain a qualified independent appraisal in certain circumstances.

Other Considerations

Under the Internal Revenue Code, deductions for charitable donations are subject to certain percentage limitations that limit the deductions that can be taken to a stated percentage of adjusted gross income ("AGI") in the year the deduction is taken. Because the Gift Fund is a public charity, the percentage limitations that apply are generally the most favorable charitable deductions available under IRS regulations. Deductions for donations of cash may be taken up to 50% of AGI. Deductions for donations of long-term capital gain property (such as appreciated securities held for more than one year) are limited to 30% of AGI. Generally, donations in excess of these limitations may be carried forward and used for up to five years. Your ability to take itemized deductions may be subject to certain other limitations. Please contact your professional tax advisor to determine your tax deductibility limits.

Tax Treatment of Gift Fund Income

Since the balance of the account(s) belongs to the Gift Fund, income allocated is income of the Gift Fund; you will **NOT** be required to report such income as taxable to you, nor will you be eligible to claim a charitable deduction for distributions made to qualifying charities from such income.

Estate Planning

Donations to the Gift Fund and any earnings related to your donation are not subject to probate and are not part of your taxable estate for federal estate tax purposes. In addition, you should note that you may not exercise advisory privileges (such as naming donor-advisor(s), suggesting grants, or naming successor donor-advisor(s)) through testamentary instruments. Advisory privileges with respect to the account will generally be determined by written successor designations on record with the Gift Fund.

Tax Forms

The IRS requires that Form 8283 be completed and filed with a federal income tax return by donors who make gifts of property (including non-publicly traded assets) valued at \$500 or more during a year. The Gift Fund may need to complete and sign certain parts of this form.

IDLE ACCOUNTS

If no donations are made to, or grant suggestions submitted for an account within a ten year period, the Gift Fund will make reasonable efforts to contact the last known donor-advisor on the records of the Gift Fund, who will be encouraged to suggest a grant from the account. If no additional donations or grant suggestions result from such contacts, or the donor-advisor(s) are unable to be contacted, the Gift Fund may terminate the account and will transfer the account's balance to the Gift Fund's Unrestricted Fund.

GIFT FUND'S UNRESTRICTED FUND

The Gift Fund administers its own philanthropic fund, the Gift Fund's Unrestricted Fund. The Gift Fund makes grants from this account at its discretion to fund projects at qualified public charities. The Gift Fund does not accept requests for grants.

SERVICE PROVIDERS

Investment Advisor

The Gift Fund may designate and employ any Investment Advisor such as, but not limited to, Johnson Investment Counsel, Inc., or any corporation which may succeed to its business, as Investment Advisor to the Gift Fund. The Gift Fund may delegate, from time to time, such duties, powers and authority to the Investment Advisor as the Gift Fund deems necessary, in the Gift Fund's discretion, to manage the investments of the investment pools, including the power to invest, reinvest or make changes in the investments of the investment pools in such a manner as the Investment Advisor, in its discretion, may deem suitable and proper according to the investment objectives provided by the Gift Fund. The Gift Fund is authorized to communicate to employees and agents of the Investment Advisor any information pertaining to the accounts or the donor-advisor(s) that the Gift Fund deems reasonable or advisable to assist the Investment Advisor in carrying out its duties. Furthermore, the Investment Advisor and its employees and agents are authorized to communicate to the Gift Fund, and to any donor-advisor(s), any information pertaining to the Gift Fund or the accounts.

Custody of Gift Fund Assets

The Gift Fund contracts with Johnson Trust Company ("JTC") to provide custody services for assets contributed to and held by the Gift Fund. JTC further contracts with U.S. Bank who holds all assets in safe keeping.

CONTACT INFORMATION

Information concerning Johnson Charitable Gift Fund, including financial or charitable purposes, may be obtained, without cost, by writing to or calling its principal place of business at the following address:

JOHNSON CHARITABLE GIFT FUND
3777 West Fork Road
Cincinnati, Ohio 45247
www.johnsoninv.com
(513) 389-2767
(800) 541-0170
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