



PROGRAM CIRCULAR
A Guide to Gift Fund Policies and Procedures

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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 ("Donor-Advised 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, subject to the provisions of the Articles of Incorporation and the Code of Regulations. The rights and obligations of donors and the conditions under which the Gift Fund will accept donations are described below.

THE JOHNSON CHARITABLE GIFT FUND: A PUBLIC CHARITY

A Public Charity

The Johnson Charitable Gift Fund, an independent 501(c)(3) public charity that operates a Gift Fund, was organized, and operates exclusively, for charitable purposes. The Gift Fund is designed to provide you with the opportunity to make contributions that are irrevocable and immediately tax deductible to the fullest extent allowed by law. Contributions to the Gift Fund can be made at times that have the most favorable impact on your tax and financial planning. Grant recommendations, on the other hand, may be made to qualifying organizations on a separate timetable that coincides with your charitable mission – now, next year, or whenever you are ready. Your recommended grant recipients will be subject to the approval of the Directors of the Gift Fund, or their designees. Contributions to the Gift Fund are pooled and professionally managed, offering the potential for contributions to grow and lead to greater support for charitable organizations. Prices of the investment pools fluctuate and therefore may decline in value.

A Donor-Advised Account

As a donor to the Gift Fund and upon establishment of a Donor-Advised Account, you have the opportunity to:

- Make irrevocable charitable contributions to the Gift Fund;
- Receive an immediate federal income tax deduction up to the maximum allowed by law;
- Recommend grants to IRS-qualified U.S. public charities anywhere in the United States, on your own timetable;
- Potentially increase contributions to charitable organizations through expert investment management.

You may recommend that your Gift Fund contribution 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. By pooling contributions, the Gift Fund enhances efficiency and reduces operating costs.

ESTABLISHING A DONOR-ADVISED ACCOUNT

Eligibility to Establish a Donor-Advised Account

Individuals, companies, trusts, and estates are all eligible to open a Donor-Advised Account. The individual or entity that opens the account is considered the Primary Donor. The Donor-Advised Account will reflect contributions, the account's share of investment returns, and its grant activity. You may establish a Donor-Advised Account by completing a Donor Application and providing an initial irrevocable contribution of \$1,000 or more. Applications may be obtained by contacting the Johnson Charitable Gift Fund directly at 513-661-3100 or 1-800-541-0170. The minimum amount for subsequent contributions is \$1,000. As part of the account opening process, you will be asked to name the Donor-Advised Account. Typically, donors choose a name in honor of

themselves, their families, relatives, or friends (e.g., "The Smith Family Donor-Advised Account"). The Gift Fund reserves the right to disallow any name for a Donor-Advised Account.

To Name Additional Donors

You may name up to three other persons in addition to the Primary Donor to be donors on a Donor-Advised Account ("Donor Designee"). Each Donor Designee will have full and equal privileges to recommend grants, to recommend changes to pool allocations, to name and remove successors to the account, and to name and remove additional donors with the same privileges. All account correspondence will be sent to the Primary Donor at the Primary Donor's address of record, unless otherwise specified in writing by the Primary Donor.

To Modify Donor Information

Any donor may add or modify any other donor's contact information, or revoke another donor's account privileges, at any time via the Account Change form. Donors being added or removed must agree by signed consent to their addition or removal.

To Name a Successor(s)

The Donor may designate a Successor Donor Advisor(s) ("Successor") to recommend distributions from the Donor Advised Account in the Gift Fund upon the donor's death or incapacity. You will be asked to designate individual successor(s) to assume account privileges and/or charitable organizations to receive any remaining balance in the donor-advised account after your death. If you do not name a successor(s) or recommend a charitable organization, then upon your death, any remaining balance will be transferred to the Gift Fund's Unrestricted Endowment Account.

CONTRIBUTIONS

Contribution Acceptance

The Directors, or their designees, must review and approve all contributions. The Directors have the right to refuse contributions of securities or other property that, for any reason, they deem to be unsuitable for contribution to the Gift Fund. Any contribution that is not accepted will be promptly returned to the Donor. Once the Gift Fund accepts a contribution, it is irrevocable and is owned and held by the Directors. Contributions to the Gift Fund are not refundable.

Types of Contributions

The Gift Fund may accept the following types of assets:

- **Cash** - Cash must be denominated for U.S. currency and delivered in good form for transfer, including check, wire, or other form acceptable to Directors, or their designees.
- **Securities or Other Property** - Securities and other property will be inspected and or reviewed by Directors, or their designees, prior to acceptance. Donors who contribute securities or other property will 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 basis of property; and other such documentation as the Gift Fund may reasonably request. Donors who wish to contribute property other than publicly-traded securities will be required to submit a qualified appraisal ("appraisal") at the time such securities or other property are presented to the Gift Fund. The appraisal must conform with the requirements for qualified appraisals as defined in regulations

under Section 170 of the Internal Revenue Code of 1986. The Directors, or their designees, have the right, in their sole discretion, to not accept such appraisal and may request additional information in determining an appraised value, including the right to obtain an additional appraisal acceptable to Directors, or their designees. All expenses incurred in obtaining such appraisal are to be paid by the Donor and will not be considered expenses of the Gift Fund.

- ***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 your portfolio manager or a donor services representative at the Gift Fund to discuss your contribution.

Minimum Contributions

The minimum initial contribution is \$1,000. The minimum additional contribution is \$1,000. Under certain circumstances, The Gift Fund may consider exceptions to the minimum requirements.

Third-Party Contributions

Third parties—individuals other than the donors of record on the Donor-Advised Account—may make contributions to the Gift Fund and may receive a tax deduction for their contributions. All contributions must meet the criteria outlined above and be accompanied by an Additional Contribution form to ensure crediting to the appropriate Donor-Advised Account and proper confirmation to the third party for tax reporting purposes.

- Third-party contributors have no account privileges (including privileges to recommend investment allocation or grants) with respect to such contributions.
- Third-party contributors may not receive anything in exchange for or in consideration of their contribution, under IRS rules and Gift Fund policies.
- Account holders wishing to solicit third-party contributions on behalf of a specific charitable organization or cause may not guarantee to contributors that intended grant recommendations will be approved.

Contribution Processing Time

The Gift Fund will process acceptable contributions that are in good order on the Business Day the instructions are received, provided the instructions are received 3 hours prior to market close. Business Day is defined as each day that the New York Stock Exchange ("NYSE") is open for business ("Business Day"). The Gift Fund will process contributions on the next Business Day if the instructions are not received 3 hours before market close. Contributions of non-Johnson mutual funds held in a Johnson Investment Counsel account may require additional time for processing. Contributions of mutual funds held outside Johnson Investment Counsel generally require 2 to 6 weeks for processing. Please contact your portfolio manager or a donor services representative for an estimated time frame when contributing real estate or other non-publicly traded assets. From late November until the last Business Day of each calendar year, special deadlines may apply in order to ensure delivery and acceptance of securities before the December 31 tax deadline. Contact your portfolio manager or a donor services representative beginning each November if you wish to obtain current guidelines.

Confirmations of Contributions

The Gift Fund will send a written acknowledgement of each contribution to the contributor as required by law. The acknowledgement will detail the security name, share amount, the fair market value (FMV) for publicly traded securities, and the investment pool units purchased. Primary Donors will receive written notification of

third-party contributions. If the Gift Fund accepts a contribution of non-publicly traded assets, the Gift Fund will acknowledge receipt of the property, but will not provide or agree to any valuation of such property. The Gift Fund does not value non-publicly traded assets. If you are considering a contribution of non-publicly traded assets, you should consult your tax advisor to ensure compliance with IRS requirements, which may include obtaining a qualified independent appraisal.

Testamentary Gifts and Naming the Gift Fund as a Beneficiary

Contributions to the Gift Fund can be an important part of your estate planning. You may name the Gift Fund as a beneficiary of cash, securities, or other property under your will or other testamentary instrument, 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.

Contributions may be made to the Gift Fund for allocation to an existing Donor-Advised Account or to a Donor-Advised Account created at the time of the bequest. Please contact your portfolio manager or a donor services representative for suggested language for such contributions. Account establishment requirements must be satisfied. Be sure to consult your tax and legal advisor when setting up any testamentary gift, trust, or other deferred gift.

TAX CONSIDERATIONS

Charitable Deduction

You will be eligible to take an itemized deduction for a charitable contribution 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 contribute. This Circular addresses only federal taxes. 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 with your tax advisor. Deduction amounts follow:

- ***Check/Wire*** - Your deduction is for the amount of your cash contribution.
- ***Publicly-traded Securities*** - For publicly-traded securities held for more than one year, your deduction will be for the fair market value of the securities contributed (for this purpose, the IRS determines fair market value to be the average of the high and low prices reported on the date the contribution is made). For mutual fund shares held for more than one year, your deduction will be for the fair market value of the shares contributed, determined as the closing price on the date the contribution 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.
- ***Securities that are not publicly traded*** - For contributions of securities 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 contribution is made. (As outlined

above, if the Gift Fund accepts a contribution of securities that are not publicly traded, the Gift Fund will acknowledge receipt of the securities, but will not provide or agree to any valuation of such securities.) The IRS will require you to obtain a qualified independent appraisal in certain circumstances. Please consult with your tax advisor.

- **Real Estate** - For contributions of real estate, your deduction will be the fair market value determined by you in a reasonable manner on the date the contribution is made. (As outlined above, if the Gift Fund accepts a contribution of real estate, the Gift Fund will acknowledge receipt of the property, but will not provide or agree to any valuation of such property.) The IRS will require you to obtain a qualified independent appraisal in certain circumstances. Please consult with your tax advisor.

Tax Treatment of Gift Fund Income

Income allocated to Donor-Advised Accounts 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.

Tax Treatment of Principal Distributions

Principal distributions derived from redemption of Units of the Gift Fund are distributions from the assets of the Gift Fund, and you will not be eligible to claim a charitable deduction for the amount of the principal distribution, whose value may include appreciation in Units of the Gift Fund since the date of contribution.

Other Considerations

Under the Internal Revenue Code, deductions for charitable contributions 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. (Contributions in excess of these percentage limitations may be carried forward up to five subsequent years.) 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 contributions of long-term capital gain property (such as appreciated securities held for more than one year) are limited to 30% of AGI. Deductions for all other contributions (including contributions of cash) may be taken up to 50% of AGI. Generally, contributions in excess of these limitations may be carried forward and used in future tax years. Your ability to take itemized deductions may be subject to certain other limitations. Please contact your tax advisor to determine your tax deductibility limits.

Estate Planning

Contributions to the Gift Fund and any earnings related to your contribution are not part of your taxable estate and therefore are not subject to probate. In addition, you should note that you cannot exercise advisory privileges (such as naming donors, recommending grants, or naming successors) through testamentary instruments. Advisory privileges with respect to the donor-advised account will generally be determined by written successor designations on record with the Gift Fund. You should consult your legal or tax advisor regarding how the Gift Fund can fit into your estate planning and how the tax rules will apply to your particular situation.

INVESTMENT POOLS

Pool Selection

Donors may recommend how funds in a Donor-Advised Account should be allocated among any combination of the available investment pools. All investment recommendations are subject to review and approval by the Directors, or their designees. When no pool allocation is recommended by the contributing party, the proceeds will be invested in the Short-Term Reserves Pool. You may recommend how to allocate contributions and from which pools grants should be disbursed.

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., the parent holding company of 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. These instruments may include mutual funds, exchange traded funds, individual securities or any other instrument deemed appropriate by the Investment Advisor. The Stock Investment Pool may be most appropriate for investors who are not averse to larger swings in appreciation or depreciation of their Donor-Advised Account.
- **Bond Investment Pool** – The Bond Investment Pool seeks a level of income commensurate with current bond market conditions. The Pool will invest in investment grade bonds. These instruments may include mutual funds, exchange traded funds, individual securities or any other instrument deemed appropriate by the Investment Advisor. The Bond Investment Pool may be attractive to more conservative Donors who seek higher levels of income without the volatility commonly associated with stocks.
- **Short Term Reserves Pool** – The Short Term Reserves 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. These instruments may include mutual funds, exchange traded funds, individual securities or any other instrument deemed appropriate by the Investment Advisor. The Short Term Reserves Pool has the lowest volatility of the Gift Fund Pools and may be utilized as a short-term solution by Donors who anticipate recommending the granting of the balance of their Donor-Advised Account within a short period of time.
- **Balanced Investment Pool** – The Balanced Investment Pool offers a multi-asset class approach designed to allow investors to participate in both the stock and bond market. The Balanced Investment Pool will invest in many of the same instruments utilized in the Stock Investment Pool, the Bond Investment Pool, and the Short Term Reserves Pool. These instruments may include mutual funds, exchange traded funds, individual securities or any other instrument deemed appropriate by the investment advisor. The Balanced Investment Pool may be appropriate for Donors who do not need 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.

INVESTMENT POOL ALLOCATION PROCESS

Allocation of Units

The Gift Fund will set up a Donor-Advised Account by allocating Units of Participation (“Units”) equal to the proceeds of the donor’s contribution on the date that the contribution is accepted by the Gift Fund. The Donor-Advised Account shall be used by the Gift Fund to maintain an internal accounting of donor contributions, income allocable to such contributions and disbursements to qualified beneficiaries. The Donor-Advised Account remains an asset of the Gift Fund, and the donor shall have no interest in the Donor-Advised Account except as set forth in this agreement and the Gift Fund’s Articles of Incorporation and Code of Regulations.

Number of Units in Account

The Gift Fund will allocate Units to the respective Donor-Advised Account in the methods described below. The Gift Fund generally expects to determine the value of a Unit on each day that the New York Stock Exchange is open for business, by dividing the value of the Gift Fund by the then outstanding number of Units of the Gift Fund.

Check/Wire

The Donor-Advised Account will be credited with the number of Units equivalent in value to the amount of the cash contribution to the Gift Fund, based upon the next determined Unit value.

Publicly-Traded Securities

The account will be credited with the number of units equal in value to the net proceeds from the sale of the securities that you contribute. Net proceeds are defined as gross proceeds less brokerage commissions and any other fees incurred by the Gift Fund. Units will be credited to the Donor-Advised Account at settlement. The value of the contribution is determined on the date on which the Gift Fund receives the net proceeds from the sale of contributed securities. As discussed above, the amount and timing of the donor’s charitable contribution deduction is determined under separate rules. Therefore, the net proceeds and the corresponding value of units issued to the donor-advised account may differ from your charitable deduction.

Other Property

For non-publicly traded assets, assets for which no readily liquid market exists, or for real estate, the Gift Fund as sole owner will exercise its full discretion over all conditions of the sale, including but not limited to the time and price of sale, to achieve a prompt sale at a reasonable price. Any costs incurred to acquire or sell this property (e.g., legal or appraisal fees) will reduce the net proceeds credited to the account.

Allocation of Income

Income earned by the Gift Fund includes interest, dividend and other investment income, including capital gain distributions from investments in mutual funds, over the operating expenses of the Gift Fund. Each Donor-Advised Account will be allocated its pro-rata share of income realized by the Gift Fund based upon the number of Units in the Donor-Advised Account or any other method that the Directors, or their designees, may reasonably determine.

Principal Value of a Donor-Advised Account

The principal value (“Principal”) of each Donor-Advised Account will be considered the number of Units attributable to such account multiplied by the Unit’s value. The value of a Unit will include realized and unrealized capital gains or losses on its portfolio of investments, as well as undistributed income.

Investment Pool Exchanges

Donors may recommend changes to investment pool allocations no more than two times per month. Recommendations may be made any time up until market close. Large dollar shifts in investment pools may be delayed if the Directors or their designees deem that a delay is warranted to process the request in a manner that is not to the detriment of the Gift Fund.

GRANT MAKING

Recommending a Grant

Donors and Donor Designees have grant recommendation privileges. Third-party contributors to the Gift Fund do not have grant recommendation privileges. You may recommend grant recipients to which income and principal attributable to your Donor Advised Account shall be distributed, subject to the review and approval of the Directors, or their designees. Such recommendations, once accepted by the Gift Fund, will be considered standing instructions until the Gift Fund receives written notification of change in recommendation, which upon acceptance by the Gift Fund, will become the new standing instructions. If the Gift Fund does not accept any designation or if any Qualified Beneficiary no longer qualifies at the time of the distribution from the Gift Fund, the Gift Fund will make reasonable efforts to notify you and to obtain your concurrence in designating an alternative Qualified Beneficiary. However, in the event the Gift Fund is unable to contact you, the Gift Fund has the right to designate alternate Qualified Beneficiaries to receive such income and principal distributions. Grants may be recommended to qualified charitable organizations. Recommendations may be made by submitting a completed current Grant Recommendation form. Grant recommendations are not binding, and are subject to review and approval by the Directors, or their designees, in their sole discretion.

During Donor’s Life

Subject to procedures adopted by the Gift Fund, you may recommend distributions of principal and income to qualified grant recipients at any time during the Gift Fund’s fiscal year. Pursuant to such procedures, including the right of the Gift Fund to review and approve such designation, the Gift Fund will redeem Units from the respective Donor-Advised Account to cover the amount of the distribution so specified based upon the next-determined Unit value, and will distribute such proceeds to the qualified grant recipient.

Successor Donor Advisors

If the Donor is an individual, the donor may designate a Successor Donor Advisor(s) to recommend distributions from the Donor-Advised Account in the Gift Fund upon the donor’s death or incapacity. The Successor must provide the Gift Fund written verification of the Donor’s death or incapacity. The Donor’s Successor Donor Advisor will then succeed to all rights and duties of the Donor in the Gift Fund under this agreement, including the right to designate Successor Donor Advisors.

Organization Donor Advisors

If the Donor is an organization, the Units will be attributable to the successors 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 Directors receive written notice of the organization's termination. The proceeds of such redemptions will be distributed to a qualified grant recipient designated by the Donor, subject to the review and approval of the Directors, or their designees. If no such designation is made, the proceeds will be added to the Gift Fund's Unrestricted Endowment Account.

Eligible Grant Recipients: Public Charities

Grants can only be made to public charities. These are organizations that are exempt under Section 501 of the Code and applicable regulations and IRS authority, and are described as "public charities" in Section 509(a)(1) or 509(a)(2) of the Code and applicable regulations and IRS authority, or are private operating foundations as described in Section 4942(j)(3) of the Code and applicable regulations and IRS authority. Eligible public charities include the full range of charitable organizations, including hospitals, scientific and medical research organizations, religious organizations and places of worship, environmental and educational organizations, museums and arts organizations, and any other organizations or institutions formed for charitable purposes.

Ineligible Grant Recipients

Private Foundations - Private foundations are not eligible to receive grants from the Gift Fund.

Supporting Organizations - Supporting organizations, described in Section 509(a)(3) of the Code, are not eligible to receive grants from the Gift Fund.

Non-U.S. Charities - The Gift Fund does not make grants to non-U.S. charitable organizations (organizations not formed under the laws of the United States and its territories).

The Gift Fund may, however, make grants to U.S. public charities that carry on charitable activities outside of the United States, which may include grant making to non-U.S. charitable organizations. As with all grant recommendations, these grants are subject to review and approval by the Directors, or their designees, in their sole discretion. The Directors have adopted procedures and safeguards with respect to grant making to ensure that funds are used exclusively in furtherance of charitable purposes.

Grant Guidelines

The Gift Fund only approves grants that are used exclusively in furtherance of charitable purposes. In accordance with that policy, the Gift Fund will not approve a grant that would confer an impermissible benefit on a Donor, other person with grant recommendation privileges, or other third party (a "private benefit"). The Gift Fund also will not approve grants to be used for lobbying, for political contributions, or to support political campaign activities. The Gift Fund will reject grant recommendations for improper purposes and will take remedial action upon any discovery that improper grants have been made. Remedial actions may include but are not limited to requiring that the grant be returned or that the Donor make an additional nondeductible contribution.

Private Benefit and Pledges

Grants may not be used to provide any impermissible private benefit, such as school tuition or scholarships sent directly to individuals, certain dues, membership fees, attendance at charitable events, goods bought at

charitable auctions, or any other noncharitable purpose. In addition, grants may not be used for any pledge (under IRS rules, a pledge may constitute an obligation of a person, and the relief of that obligation by satisfying the pledge may be considered an impermissible private benefit).

Anonymous Grant making

When recommending a grant, a donor may choose (i) to be identified by name and address to the recipient charity, (ii) to be identified only by the name of the Donor-Advised Account (e.g., The Smith Family Fund), or (iii) to remain anonymous and not to be identified, in which case the grant will be identified as recommended by a Gift Fund donor who wishes to remain anonymous. The Gift Fund will not release donor name and contact information to any recipient charity without the donor's consent.

Allocating Grants from the Investment Pools

If the grant recommendation is approved, the Gift Fund will redeem the appropriate number of units from the pool(s) you've recommended, based upon the next-determined unit value after the grant is approved. The Gift Fund will then distribute the funds to the recommended organization. You may recommend from which investment pool(s) the grant should be made. If no pool recommendation is made, withdrawals will be made from the respective pools at the discretion of the Directors, or their designees.

Number of Grants

The Gift Fund currently allows an unlimited number of grants from a donor-advised account.

Minimum Grant Amounts

The Gift Fund will consider grant recommendations of \$250 or more (in \$10 increments) or for the balance of the account, whichever is less. If the amount of a grant recommendation exceeds the balance of the investment pool from which the donor recommended the grant be taken, the Gift Fund will withdraw from the remaining investment pools with sufficient funds to fulfill the remaining amount of the grant. The Gift Fund Directors, or their designees, will use their discretion to determine from which pool to withdraw the necessary funds. If the amount of a grant recommendation exceeds the total donor-advised account balance, the Gift Fund will ask the Donor to recommend a grant in a different amount or make an additional contribution.

Minimum Account Activity

If no contributions are made to, or grant recommendations submitted for a Donor-Advised Account within a five 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 recommend a grant from the Donor-Advised Account. If no additional contributions or distribution requests result from such contacts, or the advisors are unable to be contacted, the Gift Fund will terminate the Donor-Advised Account and will add the account's balance to the Gift Fund's Unrestricted Endowment Account.

Timing of Grant Distribution

The Gift Fund generally reviews grants daily and, upon receipt of a donor's recommendation and the approval of the Directors, makes the grant as soon as possible. We do, however, reserve the right to process grants only every two weeks if necessary. Grants requiring additional due diligence will take longer to process. Pool unit values may fluctuate between the time of a donor's recommendation and the grant's actual distribution.

Grants and Grant Confirmations

Grants are made bearing the name of the Gift Fund and are accompanied by a letter from the Gift Fund

recognizing the Donor-Advised Account name and the name and address of the donor, unless anonymity is requested. Grant checks are made payable to the recipient organization's legal name and are mailed with accompanying transmittal letters via the United States Postal Service to the legal address of the charitable organization. The Gift Fund will not forward any enclosures with grants. Gift Fund donors may not deliver Gift Fund grant checks to charitable organizations directly. After each grant is processed, the Primary Donor will receive a confirmation from the Gift Fund. If anonymity is not requested, you might also receive an acknowledgment directly from the recipient charity. Donors are not eligible for additional charitable deductions for these grants, since the donor's charitable deduction was received at the time of the contribution to the Gift Fund. Donors may recommend that grants be issued on a future date (e.g., December 20, 20XX) or at recurring intervals (e.g., quarterly, annually in June, etc.). Please allow up to ten business days for review, approval and processing of the grant.

RECORDKEEPING AND REPORTING

Confirmations of Account Activity

The Gift Fund will provide you with confirmations of all donor-advised account transactions. Contribution confirmations serve as your receipts. Because the IRS requires confirmation of charitable contributions of \$250 or greater, these confirmations should be kept with your tax records. Contribution confirmations will also show the fair market value of contributions of publicly traded securities. 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.

Tax Forms

The IRS requires that Form 8283 be completed and filed with your federal income tax return for gifts of property (including publicly traded and other securities) valued at \$500 or more. It will be necessary for the Gift Fund to complete certain parts of Form 8283 for collectibles and real estate.

Financial Reports

The Gift Fund will provide you with any other financial reports or information required by law, as well as quarterly statements.

FEES AND EXPENSES

Investment Management Fee Charged to the Donor-Advised Account

The Gift Fund will pay Johnson Investment Counsel, Inc. an investment management fee that will not exceed .35%, including the Gift Fund expenses attributable to mutual fund expenses, fees charged by an exchange traded fund, or other expenses associated with the securities held in the investment pools. Any cash held in money market accounts will be in addition to the .35% fee.

Trading and Liquidation Fees

Commissions and other fees incurred by the Gift Fund in connection with contributed property will reduce the net proceeds credited to the account. With respect to contributions of publicly traded securities, commissions are charged according to the following schedule:

Brokerage Commission Schedule Negotiated With A Non-Affiliated Brokerage Company will be at 6 cents per share or less. This schedule may not apply to restricted, foreign, or other closely held securities.

Administrative Fee Charged to the Donor-Advised Account

In addition to fees associated with investment management, custody, and trading, the Directors will charge each Donor-Advised Account with an administrative fee designed to cover the administrative costs associated with the maintenance of the Donor-Advised Account. The annualized administrative fee will be as follows:

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

The administrative fee will be assessed quarterly on all Donor-Advised Account assets.

SUCCESSION OPTIONS

Naming a Successor

When you establish a Donor-Advised Account, you will be asked to choose a successor(s) to assume all account privileges (such as overseeing contributions and making grant recommendations) upon your death or incapacity. We recommend reviewing successor information once a year to ensure that it remains consistent with your wishes and to verify that contact information is still current. The successor(s) selected can be changed at any time. You may name any individual(s) or organization(s) you would like, including your spouse, child, other descendant, heir, or representative. If the Donor-Advised Account is a joint account, succession applies only after the deaths of all donors. Therefore, if one donor dies, the remaining donor(s) retains all privileges to recommend grants and name successors. Upon the last remaining donor's death, the Directors must be provided with written notification and proof of the donor's death. If the successor(s) is a minor, we may require that grant recommendations be made by a legal guardian. Upon assuming account privileges for the Donor-Advised Account, the successor(s) may designate his or her own successors. Please note that an approved successor will receive full Donor-Advised Account privileges if the account balance allocated to that successor, upon the death of the last donor, is equal to at least \$1,000. Successors with an allocated balance of less than \$1,000 will be asked to immediately recommend a grant or grants equal to their allocated portion of the Donor-Advised Account balance.

Recommending a Charity as Beneficiary

If you do not wish to name an individual successor, you also have the option of recommending one or more IRS-qualified U.S. public charities as beneficiaries of the balance of the Donor-Advised Account. Such organizations are subject to review and approval by the Gift Fund Directors. Once the Gift Fund is notified of your death, your designated organization(s) would receive the proceeds of the account, provided the named organization(s) continue to be IRS-qualified charitable organizations. If, at the time of your death, the organization is no longer an IRS-qualified charitable organization, the portion of the account designated for that beneficiary will be distributed equally among any other qualified successors, or, if no other successor is named, will be distributed to the Gift Fund's Unrestricted Endowment Account. You may also choose a combination both of individual successors and of beneficiary charitable organizations by designating a percentage of the donor-advised account with respect to each. If no successor individual is named or charitable beneficiary is recommended, if you do not name a successor or recommend a charitable organization as your beneficiary, upon notification of your death, the Directors will redeem the remaining units in the account and distribute the proceeds to the Gift Fund's Unrestricted Endowment Account. 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.

GIFT FUND'S UNRESTRICTED ENDOWMENT ACCOUNT

The Directors administer their own philanthropic fund, The Gift Fund's Unrestricted Endowment Account. The Directors, or their designees, recommend grants from this account at their discretion to fund projects at qualified public charities. Requests for grants are not accepted.

SERVICE PROVIDERS

Designation of Investment Advisor

The Gift Fund may designate and employ any Investment Advisor such as, but not limited to, Johnson Investment Counsel, Inc ("JIC"), 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 Donor-Advised Accounts or the donors to such accounts 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 donors to the Donor-Advised Accounts, any information pertaining to the Gift Fund or the Donor-Advised Accounts.

Administration of the Gift Fund

The Gift Fund contracts with Johnson Financial, Inc. ("JFI") to provide various administrative functions. The Gift Fund will pay an administrative fee to JFI from its fee collected from each Donor-Advised Account. This fee will be deducted from the income or principal of the Gift Fund and not from each individual Donor-Advised Account.

Custody of Gift Fund Assets

The Gift Fund intends to contract Johnson Trust Company ("JTC") to provide custody services for assets contributed to and held by the Gift Fund. The Gift Fund will pay JTC fourteen dollars (\$14.00) for each purchase, sale, cash tender and redemption of assets held by JTC as custodian. This fee will be deducted from the income or principal of the Gift Fund and not from each individual Donor-Advised Account.

OTHER INFORMATION

Conflict of Terms

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.

Limitation of Liability

The Gift Fund will indemnify the Directors against any liability to the fullest extent allowed by law and may purchase insurance policies on behalf of the Fund and its Directors. The Gift Fund will also indemnify and hold harmless the investment advisor and administrative and recordkeeping service providers, their agents, and nominees from any claims, losses, liabilities, or expenses (including reasonable counsel fees and expenses), except those that may arise from gross negligence or willful misconduct in the performance of their duties.

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:

THE JOHNSON CHARITABLE GIFT FUND
3777 West Fork Road
Cincinnati, Ohio 45247
www.johnsoninv.com
(513) 661-3100.
1-800-541-0170