Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation
## or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

**Note** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

**2008**

For calendar year 2008, or tax year beginning JUL 1, 2008 , and ending JUN 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type See Specific Instructions

Name of foundation: THE JOHNSON FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: 33 EAST FOUR MILE ROAD

City or town, state, and ZIP code: RACINE, WI 53402

A Employer identification number: 38-3675289

B Telephone number: (262) 639-3211

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 43,786,219.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

| **Part I** Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| **Revenue** | 1 Contributions, gifts, grants, etc., received | 3,601,100. | | | |
| | 2 Check ▶ ☐ if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 331,432. | 331,432. | 331,432. | STATEMENT 2 |
| | 4 Dividends and interest from securities | 641,227. | 641,227. | 641,227. | STATEMENT 3 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -1,303,885. | | | STATEMENT 1 |
| | b Gross sales price for all assets on line 6a 13,132,018. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 Net short-term capital gain | | | 0. | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | 221,558. | 0. | 221,558. | STATEMENT 4 |
| | 12 **Total.** Add lines 1 through 11 | 3,491,432. | 972,659. | 1,194,217. | |
| **Operating and Administrative Expenses** | 13 Compensation of officers, directors, trustees, etc | 40,000. | 0. | 0. | 40,000. |
| | 14 Other employee salaries and wages | 1,356,594. | 0. | 0. | 1,356,594. |
| | 15 Pension plans, employee benefits | 409,698. | 0. | 0. | 409,698. |
| | 16a Legal fees STMT 5 | 32,677. | 0. | 0. | 32,677. |
| | b Accounting fees STMT 6 | 46,054. | 0. | 0. | 46,054. |
| | c Other professional fees STMT 7 | 350,772. | 0. | 0. | 201,997. |
| | 17 Interest | 316,097. | 0. | 0. | 316,097. |
| | 18 Taxes STMT 8 | 92,757. | 0. | 0. | 92,757. |
| | 19 Depreciation and depletion | 700,842. | 0. | 0. | |
| | 20 Occupancy | 172,268. | 0. | 0. | 172,268. |
| | 21 Travel, conferences, and meetings | 132,007. | 0. | 0. | 132,008. |
| | 22 Printing and publications | 28,368. | 0. | 0. | 28,368. |
| | 23 Other expenses STMT 9 | 1,423,591. | 0. | 0. | 1,423,591. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 5,101,725. | 0. | 0. | 4,252,109. |
| | 25 Contributions, gifts, grants paid | 76,500. | | | 76,500. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 5,178,225. | 0. | 0. | 4,328,609. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | -1,686,793. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 972,659. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | 1,194,217. | |

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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10270115 768001 029-41114-00 2008.05020 THE JOHNSON FOUNDATION INC 029-4141

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

| | | Beginning of year (a) Book Value | End of year (b) Book Value | End of year (c) Fair Market Value |
|---|---|---|---|---|
| Assets | 1 Cash - non-interest-bearing | 220. | 220. | 220. |
| | 2 Savings and temporary cash investments | 96,545. | 299,334. | 299,334. |
| | 3 Accounts receivable ▶ 160,241. | | | |
| | Less: allowance for doubtful accounts ▶ | 171,191. | 160,241. | 160,241. |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ 6,832,577. | | | |
| | Less: allowance for doubtful accounts ▶ | 7,299,443. | 6,832,577. | 6,832,577. |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 61,734. | 69,054. | 69,054. |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock STMT 11 | 25,725,632. | 19,610,373. | 19,610,373. |
| | c Investments - corporate bonds STMT 12 | 3,060,120. | 3,030,863. | 3,030,863. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other | | | |
| | 14 Land, buildings, and equipment: basis ▶ 23,271,606. | | | |
| | Less accumulated depreciation STMT 13▶ 8,816,286. | 14,904,558. | 14,455,320. | 14,455,320. |
| | 15 Other assets (describe ▶ STATEMENT 14) | -352,959. | -671,763. | -671,763. |
| | 16 **Total assets** (to be completed by all filers) | 50,966,484. | 43,786,219. | 43,786,219. |
| Liabilities | 17 Accounts payable and accrued expenses | 349,081. | 432,791. | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | 5,000. | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | 7,815,000. | 7,615,000. | STATEMENT 15 |
| | 22 Other liabilities (describe ▶ STATEMENT 16) | 1,863,853. | 1,876,653. | |
| | 23 **Total liabilities** (add lines 17 through 22) | 10,032,934. | 9,924,444. | |
| Net Assets or Fund Balances | **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31** | | | |
| | 24 Unrestricted | 40,933,550. | 33,861,775. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31** | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 **Total net assets or fund balances** | 40,933,550. | 33,861,775. | |
| | 31 **Total liabilities and net assets/fund balances** | 50,966,484. | 43,786,219. | |

**Part III Analysis of Changes in Net Assets or Fund Balances**

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 40,933,550. |
| 2 | Enter amount from Part I, line 27a | 2 | -1,686,793. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 39,246,757. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10 | 5 | 5,384,982. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 33,861,775. |

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## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | M&I TRUST HOLDINGS | P | VARIOUS | VARIOUS |
| b | CAPITAL GAINS DIVIDENDS | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 12,874,139. | | 14,435,903. | -1,561,764. |
| b | 257,879. | | | 257,879. |
| c | | | | |
| d | | | | |
| e | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | | -1,561,764. |
| b | | | | 257,879. |
| c | | | | |
| d | | | | |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 Capital gain net income or (net capital loss) | If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | -1,303,885. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | | 3 | 0. |

## 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.) N/A

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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)) |
|---|---|---|---|
| 2007 | | | |
| 2006 | | | |
| 2005 | | | |
| 2004 | | | |
| 2003 | | | |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | 4 | |
| 5 Multiply line 4 by line 3 | 5 | |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | |
| 7 Add lines 5 and 6 | 7 | |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | |

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

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

| | | | |
|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ [X] and enter "N/A" on line 1. Date of ruling letter: 07/03/90 (attach copy of ruling letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b | 1 | N/A |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2 | 3 | |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 0. |
| 6 | Credits/Payments: | | |
| a | 2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a | | |
| b | Exempt foreign organizations - tax withheld at source — 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c | | |
| d | Backup withholding erroneously withheld — 6d | | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 0. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | 9 | 0. |
| 10 | **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | |
| 11 | Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ **Refunded** ▶ | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | X |
| | *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WI | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | X | |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

**Part VII-A Statements Regarding Activities** *(continued)*

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ WWW.JOHNSONFDN.ORG

14 The books are in care of ▶ MS. LOIS Y. BERG Telephone no. ▶ (262) 681-3322

Located at ▶ 33 EAST FOUR MILE ROAD, RACINE, WI ZIP+4 ▶ 53402

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly): | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| a | At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ____, ____, ____, ____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)* N/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? | 4b | | X |

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
*If "Yes," attach the statement required by Regulations section 53 4945-5(d)*

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
*If you answered "Yes" to 6b, also file Form 8870.*

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

**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.**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| SEE STATEMENT 17 | | 40,000. | 0. | 0. |

**2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."**

| (a) Name and address of each employee paid more than $50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| CAROLE JOHNSON | PROGRAM OFFICER | | | |
| 1742 COLLEGE AVE, RACINE, WI 53403 | 40.00 | 120,121. | 15,516. | |
| DAVID MANCUSO | TCHNOLOGY/NETWORK/PURCHASING COORDINAT | | | |
| 801 ILLINOIS STREET, RACINE, WI 53405 | 40.00 | 72,435. | 8,692. | |
| LOIS BERG | ADMINSITRATION SUPPORT | | | |
| 400 ABBEY LANE, BURLINGTON, WI 53105 | 40.00 | 148,138. | 20,278. | |
| ROGER DOWER | PROGRAM OFFICER | | | |
| 711 WATERS EDGE, RACINE, WI 53402 | 40.00 | 277,320. | 42,239. | |
| DONALD GUZZETTA | MAINTENANCE SUPERVISOR | | | |
| 35231 - 54TH STREET, BURLINGTON, WI 5 | 40.00 | 99,949. | 12,086. | |
| **Total** number of other employees paid over $50,000 ▶ | | | | 10 |

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services. 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 |
|---|---|
| 1 SEE STATEMENT 18 | 3,445,619. |
| 2 | |
| 3 | |
| 4 | |

**Part IX-B** **Summary of Program-Related Investments**

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. 3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 20,690,460. |
| b | Average of monthly cash balances | 1b | 1,252,115. |
| c | Fair market value of all other assets | 1c | 150. |
| d | **Total** (add lines 1a, b, and c) | 1d | 21,942,725. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 21,942,725. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 329,141. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 21,613,584. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 1,080,679. |

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

| | | | |
|---|---|---|---|
| 1 | Minimum investment return from Part X, line 6 | 1 | |
| 2a | Tax on investment income for 2008 from Part VI, line 5 — 2a | | |
| b | Income tax for 2008. (This does not include the tax from Part VI.) — 2b | | |
| c | Add lines 2a and 2b | 2c | |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | |

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

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 4,328,609. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 4,328,609. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 4,328,609. |

**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 2007 | (c) 2007 | (d) 2008 |
|---|---|---|---|---|
| 1 Distributable amount for 2008 from Part XI, line 7 | | | | 0. |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | 0. | |
| b Total for prior years: ____, ____, ____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2008: | | | | |
| a From 2003 | | | | |
| b From 2004 | | | | |
| c From 2005 | | | | |
| d From 2006 | | | | |
| e From 2007 | | | | |
| f **Total** of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ N/A | | | | |
| a Applied to 2007, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2008 distributable amount | | | | 0. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2009** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2004 | | | | |
| b Excess from 2005 | | | | |
| c Excess from 2006 | | | | |
| d Excess from 2007 | | | | |
| e Excess from 2008 | | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶ 09/17/03

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2008 | (b) 2007 | (c) 2006 | (d) 2005 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | 1,080,679. | 1,520,814. | 1,410,730. | 1,250,642. | 5,262,865. |
| b 85% of line 2a | 918,577. | 1,292,692. | 1,199,121. | 1,063,046. | 4,473,435. |
| c Qualifying distributions from Part XII, line 4 for each year listed | 4,328,609. | 4,037,078. | 4,169,711. | 4,328,180. | 16863578. |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | 0. | 0. | 0. | 0. | 0. |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | 4,328,609. | 4,037,078. | 4,169,711. | 4,328,180. | 16863578. |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: (1) Value of all assets | | | | | 0. |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | 0. |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | 720,453. | 1,013,876. | 940,487. | 833,761. | 3,508,577. |
| 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) | | | | | 0. |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | 0. |
| (3) Largest amount of support from an exempt organization | | | | | 0. |
| (4) Gross investment income | | | | | 0. |

## Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the 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).)

NONE

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 of the person to whom applications should be addressed:

BARB SCHMIDT - PROGRAM SECRETARY, 262-681-3343
33 EAST FOUR MILE ROAD, RACINE, WI 53402

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

INFORMAL LETTER (APPLICATION GUIDELINES AVAILABLE)

c Any submission deadlines:

NONE

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

NO GRANTS ARE MADE TO INDIVIDUALS.

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| a *Paid during the year* | | | | |
| SEE STATEMENT 19 | | | | |
| Total | | | ▶ 3a | 76,500. |
| b *Approved for future payment* | | | | |
| NONE | | | | |
| Total | | | ▶ 3b | 0. |

**Part XVI-A** **Analysis of Income-Producing Activities**

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 1 Program service revenue: | | | | | |
| a GUEST HOUSE REVENUE | | | | | 221,558. |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 331,432. | |
| 4 Dividends and interest from securities | | | 14 | 641,227. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | -1,303,885. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | -331,226. | 221,558. |

**13 Total.** Add line 12, columns (b), (d), and (e) 13 -109,668.

(See worksheet in line 13 instructions to verify calculations.)

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
|---|---|
| 1A | CHARGES TO CONFEREES FOR OVERNIGHT ACCOMODATIONS AT THE GUEST HOUSE. THE GUEST HOUSE CONTRIBUTES IMPORTANTLY TO THE ACCOMPLISHMENT OF THE ORGANIZATION'S EXEMPT PURPOSE OF HOLDING CONFERENCES ON MATTERS OF EDUCATION AND SOCIAL IMPORTANCE BY ENABLING CONFEREES TO REMAIN ON SITE, ENHANCING MEANINGFUL DIALOGUE THROUGHOUT THE DURATION OF THE CONFERENCE. |

## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |

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

b If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| N/A | | |

**Sign Here**

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

Lois Y Berg 1/19/2010 Director of Administrative Services

Signature of officer or trustee | Date | Title

**Paid Preparer's Use Only**

| Preparer's signature | Date | Check if self-employed ☐ | Preparer's identifying number |
|---|---|---|---|
| CPA | 1/15/10 | | |

| Firm's name (or yours if self-employed), address, and ZIP code | | |
|---|---|---|
| CLIFTON GUNDERSON LLP<br>P O BOX 1347<br>RACINE, WI 53401-1347 | EIN ▶ | Phone no. (262) 637-9351 |

Form 990-PF (2008)

823622
01-02-09

# Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

# Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

**2008**

| Name of the organization | Employer identification number |
|---|---|
| THE JOHNSON FOUNDATION INC | 38-3675289 |

**Organization type** (check one)

| **Filers of:** | **Section:** |
|---|---|
| Form 990 or 990-EZ | ☐ 501(c)( ) (enter number) organization |
| | ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation |
| | ☐ 527 political organization |
| Form 990-PF | ☒ 501(c)(3) exempt private foundation |
| | ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | ☐ 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule. (Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions )

**General Rule**

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ) ▶ $ ____________

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

| Name of organization | Employer identification number |
|---|---|
| THE JOHNSON FOUNDATION INC | 38-3675289 |

**Part I** **Contributors** (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | JOHNSONDIVERSEY, INC<br>8310 - 16TH STREET<br>STURTEVANT, WI 53177 | $ 600,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 2 | S.C. JOHNSON & SON, INC<br>1525 HOWE STREET<br>RACINE, WI 53403 | $ 3,000,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| M&I TRUST HOLDINGS | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 12,874,139. | 14,435,903. | 0. | 0. | -1,561,764. |

| | |
|---|---|
| CAPITAL GAINS DIVIDENDS FROM PART IV | 257,879. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | -1,303,885. |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

| SOURCE | AMOUNT |
|---|---|
| INTEREST INCOME - INVESTMENT | 331,432. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 331,432. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| DIVIDEND INCOME - INVESTMENT | 899,106. | 257,879. | 641,227. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 899,106. | 257,879. | 641,227. |

FORM 990-PF OTHER INCOME STATEMENT 4

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| GUEST HOUSE REVENUE | 221,558. | 0. | 221,558. |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 221,558. | 0. | 221,558. |

FORM 990-PF LEGAL FEES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| LEGAL FEES | 32,677. | 0. | 0. | 32,677. |
| TO FM 990-PF, PG 1, LN 16A | 32,677. | 0. | 0. | 32,677. |

FORM 990-PF ACCOUNTING FEES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING FEES | 46,054. | 0. | 0. | 46,054. |
| TO FORM 990-PF, PG 1, LN 16B | 46,054. | 0. | 0. | 46,054. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| OTHER PROFESSIONAL FEES | 191,150. | 0. | 0. | 42,375. |
| PROGRAM CONSULTANTS | 28,280. | 0. | 0. | 28,280. |
| MANAGEMENT FEES | 131,342. | 0. | 0. | 131,342. |
| TO FORM 990-PF, PG 1, LN 16C | 350,772. | 0. | 0. | 201,997. |

FORM 990-PF | TAXES | STATEMENT 8

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| PAYROLL TAXES | 83,698. | 0. | 0. | 83,698. |
| REAL ESTATE TAXES | 9,059. | 0. | 0. | 9,059. |
| TO FORM 990-PF, PG 1, LN 18 | 92,757. | 0. | 0. | 92,757. |

FORM 990-PF | OTHER EXPENSES | STATEMENT 9

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| CONTRACT LABOR | 38,866. | 0. | 0. | 38,866. |
| MEALS | 227,361. | 0. | 0. | 227,361. |
| MISCELLANEOUS | 9,458. | 0. | 0. | 9,458. |
| OFFICE SUPPLIES | 30,032. | 0. | 0. | 30,032. |
| PHOTOGRAPHY/REPRINTS | 8,059. | 0. | 0. | 8,059. |
| POSTAGE & FREIGHT | 8,558. | 0. | 0. | 8,558. |
| INTERNET EXPENSES | 2,444. | 0. | 0. | 2,444. |
| GUEST HOUSE PROMOTIONS | 7,665. | 0. | 0. | 7,665. |
| GROUNDS MAINTENANCE | 94,443. | 0. | 0. | 94,443. |
| BUILDING MAINTENANCE | 42,320. | 0. | 0. | 42,320. |
| EQUIPMENT MAINTENANCE | 14,171. | 0. | 0. | 14,171. |
| SECURITY EXPENSE | 88,128. | 0. | 0. | 88,128. |
| HOUSE SUPPLIES | 16,599. | 0. | 0. | 16,599. |
| EQUIPMENT LEASING | 23,304. | 0. | 0. | 23,304. |
| FEES & DUES | 27,202. | 0. | 0. | 27,202. |
| BOOKS & PERIODICALS | 3,058. | 0. | 0. | 3,058. |
| INSURANCE | 108,191. | 0. | 0. | 108,191. |
| STORAGE EXPENSE | 3,468. | 0. | 0. | 3,468. |
| BOND RELATED EXPENSES | 78,161. | 0. | 0. | 78,161. |
| PERSONNEL EXPENSE | 52,039. | 0. | 0. | 52,039. |
| COMPUTER MAINTENANCE | 10,646. | 0. | 0. | 10,646. |
| ADMIN & GENERAL | 239,340. | 0. | 0. | 239,340. |
| LUNCHEONS | 8,376. | 0. | 0. | 8,376. |
| AM MEETINGS | 1,180. | 0. | 0. | 1,180. |
| MARKETING CONSULTANT | 238,464. | 0. | 0. | 238,464. |
| DATABASE | 35,509. | 0. | 0. | 35,509. |
| AMORTIZATION | 6,549. | 0. | 0. | 6,549. |
| TO FORM 990-PF, PG 1, LN 23 | 1,423,591. | 0. | 0. | 1,423,591. |

| FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 10 |
|---|---|---|

| DESCRIPTION | AMOUNT |
|---|---|
| INCREASE IN UNREALIZED DEPRECIATION OF MARKETABLE SECURITIES | 5,384,982. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 5,384,982. |

| FORM 990-PF | CORPORATE STOCK | STATEMENT 11 |
|---|---|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| MISCELLANEOUS | 150. | 150. |
| NOMAD INVESTMENT CO., INC. 27,468 SH 2ND PFD. | 2,746,800. | 2,746,800. |
| MARSHALL MONEY MARKET FUND | 1,924,373. | 1,924,373. |
| MUTUAL FUNDS | 12,460,331. | 12,460,331. |
| COMMON STOCK | 2,478,719. | 2,478,719. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 19,610,373. | 19,610,373. |

| FORM 990-PF | CORPORATE BONDS | STATEMENT 12 |
|---|---|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| FIXED INCOME SECURITIES | 3,030,863. | 3,030,863. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 3,030,863. | 3,030,863. |

| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT 13 |
|---|---|---|

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|---|---|---|---|
| LAND IMPROVEMENTS | 1,479,345. | 674,333. | 805,012. |
| BUILDING AND BUILDING IMPROVEMENTS | 17,100,815. | 5,620,269. | 11,480,546. |
| FURNITURE AND EQUIPMENT | 3,415,397. | 2,419,071. | 996,326. |
| ARTWORK AND OTHER VALUABLES | 344,304. | 0. | 344,304. |
| AUTOMOBILES | 112,233. | 102,613. | 9,620. |
| LAND | 819,512. | 0. | 819,512. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 23,271,606. | 8,816,286. | 14,455,320. |

FORM 990-PF OTHER ASSETS STATEMENT 14

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| BOND ISSUANCE COSTS | 72,595. | 66,046. | 66,046. |
| INTEREST RATE SWAPS | -425,554. | -737,809. | -737,809. |
| TO FORM 990-PF, PART II, LINE 15 | -352,959. | -671,763. | -671,763. |

| FORM 990-PF | OTHER NOTES AND LOANS PAYABLE | STATEMENT 15 |
|---|---|---|

| LENDER'S NAME | TERMS OF REPAYMENT | SECURITY PROVIDED BY BORROWER |
|---|---|---|
| M&I NATIONAL TRUST COMPANY | VARIOUS | $9,086,302 LETTER OF CREDIT |

| DATE OF NOTE | MATURITY DATE | ORIGINAL LOAN AMOUNT | INTEREST RATE | PURPOSE OF LOAN |
|---|---|---|---|---|
| 09/01/00 | 09/01/30 | 9,000,000. | 2.33% | FINANCE CONSTRUCTION |

| RELATIONSHIP OF LENDER |
|---|
| NONE |

| DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION | BALANCE DUE |
|---|---|---|
| NONE | 0. | 7,615,000. |
| TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B | | 7,615,000. |

| FORM 990-PF | OTHER LIABILITIES | STATEMENT 16 |
|---|---|---|

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|---|---|---|
| UNFUNDED POST-RETIREMENT BENEFITS | 1,863,853. | 1,876,653. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 1,863,853. | 1,876,653. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 17

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| HELEN P JOHNSON-LEIPOLD<br>555 MAIN STREET, SUITE 028<br>RACINE, WI 53403 | CHAIRPERSON<br>1.00 | 0. | 0. | 0. |
| IMOGENE P JOHNSON<br>555 MAIN STREET<br>RACINE, WI 53403 | VICE PRESIDENT<br>1.00 | 0. | 0. | 0. |
| FRANK H T RHODES<br>3104 SNEE HALL<br>ITHACA, NY 14853 | TRUSTEE<br>1.00 | 10,000. | 0. | 0. |
| WINIFRED J MARQUART<br>555 MAIN STREET, SUITE 500<br>RACINE, WI 53403 | TRUSTEE<br>1.00 | 0. | 0. | 0. |
| JANICE C KREAMER<br>1055 BROADWAY, SUITE 130<br>KANSAS CITY, MO 64105 | TRUSTEE<br>1.00 | 10,000. | 0. | 0. |
| GWEN IFILL<br>2775 SOUTH QUINCY STREET<br>ARLINGTON, VA 22206 | TRUSTEE<br>1.00 | 0. | 0. | 0. |
| HOWARD L FULLER<br>750 NORTH 18TH STREET<br>MILWAUKEE, WI 53233 | TRUSTEE<br>1.00 | 10,000. | 0. | 0. |
| PAUL R PORTNEY<br>1130 EAST HELEN STREET<br>TUCSON, AZ 85721 | TRUSTEE<br>1.00 | 10,000. | 0. | 0. |
| PAULA WOLFF<br>30 WEST MONROE STREET, 18TH FLOOR<br>CHICAGO, IL 60603 | TRUSTEE<br>1.00 | 0. | 0. | 0. |
| JAMES D ERICSON<br>777 EAST WISCONSIN AVE, SUITE 3010<br>MILWAUKEE, WI 53202 | TRUSTEE<br>1.00 | 0. | 0. | 0. |
| MICHAEL P DOMBECK<br>750 GRANITE RIDGE ROAD, W<br>STEVENS POINT, WI 54481 | TRUSTEE<br>1.00 | 0. | 0. | 0. |

| | | | | |
|---|---|---|---|---|
| ROGER DOWER<br>33 EAST 4 MILE ROAD<br>RACINE, WI 53402 | PRESIDENT<br>40.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 40,000. | 0. | 0. |

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 18

ACTIVITY ONE

CONFERENCES: HELD 17 CONFERENCES DEALING WITH VARIOUS TOPICS AND IDEAS THAT HAVE BEEN SUBMITTED BY OUTSIDE PARTIES OR CULTIVATED BY THE FOUNDATION ITSELF. 524 ATTENDEES.
LOCAL MEETINGS: 44 LOCAL CONFERENCES OR EVENTS TO GATHER PUBLIC OPINION ON ISSUES OR TO DISCUSS TOPICS RELEVANT TO THE COMMUNITY. 1,950 ATTENDEES.
BRIEFINGS: ELEVEN LOCAL MEETINGS HELD TO GATHER PUBLIC OPINION ON ISSUES OR TO DISCUSS TOPICS RELEVANT TO THE COMMUNITY. 761 ATTENDEES.

| | EXPENSES |
|---|---|
| TO FORM 990-PF, PART IX-A, LINE 1 | 3,445,619. |

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 19

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|---|---|---|---|
| BLACK ALLIANCE FOR EDUCATIONAL, 3290 NORTH 4TH STREET, MILWAUKEE, WI 53216 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 6,000. |
| BOYS AND GIRLS CLUB, 1275 PEACHTREE STREET NE, ATLANTA, GA 30309-3506 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 5,000. |
| CHICAGO FOUNDATION FOR WOMEN, 1 EAST WACKER DRIVE SUITE 1620, CHICAGO, IL 60 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 6,000. |

| | | | |
|---|---|---|---|
| ELLER COLLEGE OF MANAGEMENT, 1130 E HELEN STREET, TUCSON, AZ 85721-0108 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 6,000. |
| FLORENTINE OPERA, 700 N. WATER STREET SUITE 950, MILWAUKEE, WI 53202 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 10,000. |
| FOUNDATION CENTER, 79 FIFTH AVENUE, NEW YORK, NY 10003-3076 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 3,000. |
| METROPOLITAN K.C. PERFORMING ARTS, 906 GRAND, 11TH FLOOR, KANSAS CITY, MO 64 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 5,000. |
| THE NATURE CONSERVATORY -WI CHAPTER<br>4245 NORTH FAIRFAX DRIVE, SUITE 100, ARLINGTON, VA 22203-1606 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 1,000. |
| UNIVERSITY OF CHICAGO, 5801 SOUTH ELLIS AVE, CHICAGO, IL 60637 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 10,000. |
| UNIVERSITY OF WISCONSIN, 1848 UNIVERSITY AVENUE, MADISON, WI 53726-4090 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 16,000. |
| GENESIS SCHOOL, 3800 EAST 44TH STREET, KANSAS CITY, MO 64130 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 1,000. |
| CORNELL UNIVERSITY, DAY HALL LOBBY CORNELL UNIVERSITY, ITHACA, NY 14853 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 6,000. |

| | | | |
|---|---|---|---|
| RAINFOREST ALLIANCE, 665 BROADWAY, SUITE 500, NEW YORK, NY 10012 | NONE<br>GENERAL SUPPORT | PUBLIC CHARITY | 1,500. |
| TOTAL TO FORM 990-PF, PART XV, LINE 3A | | | 76,500. |

Form **8868** (Rev. April 2009) Department of the Treasury Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

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

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

| Type or print | Name of Exempt Organization | Employer identification number |
|---|---|---|
| File by the due date for filing your return See instructions | THE JOHNSON FOUNDATION INC | 38-3675289 |
| | Number, street, and room or suite no. If a P O box, see instructions<br>33 EAST FOUR MILE ROAD | |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>RACINE, WI 53402 | |

**Check type of return to be filed** (file a separate application for each return)

| | | |
|---|---|---|
| [ ] Form 990 | [ ] Form 990-T (corporation) | [ ] Form 4720 |
| [ ] Form 990-BL | [ ] Form 990-T (sec 401(a) or 408(a) trust) | [ ] Form 5227 |
| [ ] Form 990-EZ | [ ] Form 990-T (trust other than above) | [ ] Form 6069 |
| [X] Form 990-PF | [ ] Form 1041-A | [ ] Form 8870 |

- The books are in the care of ▶ MS. LOIS Y. BERG 33 EAST FOUR MILE ROAD - RACINE, WI 53402

Telephone No ▶ (262) 681-3322 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2010, to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ [ ] calendar year ____ or

▶ [X] tax year beginning JUL 1, 2008, and ending JUN 30, 2009

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

| | | | |
|---|---|---|---|
| 3a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions. | 3a | $ 0. |
| b | If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit | 3b | $ 0. |
| c | **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions | 3c | $ 0. |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions