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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

OMB No. 1545-0052

2008

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

For calendar year 2008, or tax year beginning

10/01, 2008, and ending

09/30, 20 09

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

FREEMAN R JOHNSON TRUST

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

P.O. BOX 387

City or town, state, and ZIP code

ST. LOUIS, MO 63166

A Employer identification number

43-6059199

B Telephone number (see page 10 of the instructions)

(314) 418-2643

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) ▶ \$

1,057,856.

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) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	38,065.	38,065.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-156,459.			
b Gross sales price for all assets on line 6a	480,640.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less. Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-118,394.	38,065.		
13 Compensation of officers, directors, trustees, etc.	14,432.	14,432.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT. 1	1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT. 2	360.	360.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 3	742.			742.
24 Total operating and administrative expenses. Add lines 13 through 23	16,534.	14,792.	NONE	1,742.
25 Contributions, gifts, grants paid	60,000.			60,000.
26 Total expenses and disbursements. Add lines 24 and 25	76,534.	14,792.	NONE	61,742.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-194,928.			
b Net investment income (if negative, enter -0-)		23,273.		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)JSA
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			4,603.	4,603.
	2	Savings and temporary cash investments	10,273.			
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) STMT 4	149,223.	149,223.	195,192.	
	b	Investments - corporate stock (attach schedule) STMT 5	857,678.	678,752.	734,246.	
	c	Investments - corporate bonds (attach schedule) STMT 8	132,228.	121,896.	123,815.	
	11	Investments - land, buildings, and equipment, basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,149,402.	954,474.	1,057,856.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	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	1,149,402.	954,474.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)	1,149,402.	954,474.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,149,402.	954,474.			

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	1,149,402.
2	Enter amount from Part I, line 27a	2	-194,928.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	954,474.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	954,474.

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 SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-156,459.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	70,746.	1,252,463.	0.05648550097
2006	66,695.	1,341,357.	0.04972203522
2005	70,959.	1,288,977.	0.05505063318
2004	70,901.	1,264,502.	0.05607029487
2003	66,130.	1,250,974.	0.05286280930
2 Total of line 1, column (d)			2 0.27019127354
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05403825471
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 938,284.
5 Multiply line 4 by line 3			5 50,703.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 233.
7 Add lines 5 and 6			7 50,936.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 61,742.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.			
Date of ruling letter: _____ (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	233.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	233.
3 Add lines 1 and 2		4	NONE
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	233.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	1,008.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,008.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	775.	
11 Enter the amount of line 10 to be. Credited to 2009 estimated tax ☒ 236. Refunded ☐	11	539.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► _____		
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	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the 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 **► N/A**

The books are in care of **► US BANK NA** Telephone no. **► (314) 418-2643**

Located at **► PO BOX 387, ST LOUIS, MO** ZIP + 4 **► 63166**

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**

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 ☐ 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 page 20 of the instructions.) 2b		X
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.) 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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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? ☐ Yes ☒ No **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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		14,432.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE****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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	952,573.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	952,573.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	952,573.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	14,289.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	938,284.
6	Minimum investment return. Enter 5% of line 5	6	46,914.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	46,914.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	233.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	233.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46,681.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	46,681.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	46,681.

Part XII Qualifying Distributions (see page 25 of the 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	61,742.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	61,742.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	233.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,509.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				46,681.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			NONE	
b Total for prior years: 20 <u>06</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	NONE			
b From 2004	8,219.			
c From 2005	8,056.			
d From 2006	906.			
e From 2007	10,135.			
f Total of lines 3a through e	27,316.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ <u>61,742.</u>				
a Applied to 2007, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				46,681.
e Remaining amount distributed out of corpus	15,061.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	42,377.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	42,377.			
10 Analysis of line 9:				
a Excess from 2004	8,219.			
b Excess from 2005	8,056.			
c Excess from 2006	906.			
d Excess from 2007	10,135.			
e Excess from 2008	15,061.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2008	(b) 2007	(c) 2006	(d) 2005	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of 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 page 28 of the 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:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 20				
Total			▶ 3a	60,000.
b Approved for future payment				
Total			▶ 3b	

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

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?		Yes	No
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.

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee		U.S. BANK NA Date	12/10/2009 Title
Paid Preparer's Use Only	Preparer's signature 		Date	Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code 			Preparer's identifying number (See Signature on page 30 of the instructions) EIN  Phone no.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				2,204.	
2,427.00		100. FREEPORT MCMORAN COPPER PROPERTY TYPE: SECURITIES 10,241.00				12/13/2007 -7,814.00	10/23/2008
2,300.00		100. NEWMONT MINING CORPORATION HC PROPERTY TYPE: SECURITIES 5,137.00				03/18/2008 -2,837.00	10/23/2008
6,664.00		200. AMERICA MOVIL S A DE C V A D R PROPERTY TYPE: SECURITIES 11,543.00				11/26/2007 -4,879.00	11/05/2008
7,415.00		250. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES 9,070.00				04/16/2002 -1,655.00	11/05/2008
1,681.00		70. AMERIPRISE FINL INC PROPERTY TYPE: SECURITIES 1,809.00				04/16/2002 -128.00	11/05/2008
3,581.00		100. BAKER HUGHES INC PROPERTY TYPE: SECURITIES 2,919.00				08/16/2002 662.00	11/05/2008
5,328.00		200. DOW CHEM CO PROPERTY TYPE: SECURITIES 8,270.00				01/13/2004 -2,942.00	11/05/2008
12,684.00		200. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES 9,814.00				01/06/2005 2,870.00	11/05/2008
6,925.00		75. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 8,828.00				09/19/2005 -1,903.00	11/05/2008
7,011.00		75. MONSANTO CO PROPERTY TYPE: SECURITIES 8,337.00				03/18/2008 -1,326.00	11/05/2008

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,258.00		150. NORTHROP GRUMMAN CORPORATION PROPERTY TYPE: SECURITIES 11,946.00					03/18/2008 -4,688.00	11/05/2008
6,801.00		100. PRAXAIR INC PROPERTY TYPE: SECURITIES 8,597.00					03/18/2008 -1,796.00	11/05/2008
10,306.00		200. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 4,513.00					08/01/2003 5,793.00	11/05/2008
5,611.00		300. TEXAS INSTRUMENTS INC PROPERTY TYPE: SECURITIES 8,200.00					09/19/2005 -2,589.00	11/05/2008
14,655.00		175. TRANSOCEAN INC PROPERTY TYPE: SECURITIES 23,999.00					03/18/2008 -9,344.00	11/05/2008
1,417.00		50. AT&T INC PROPERTY TYPE: SECURITIES 2,078.00					12/13/2007 -661.00	11/26/2008
2,256.00		100. AMPHENOL CORP CL A PROPERTY TYPE: SECURITIES 3,983.00					10/10/2007 -1,727.00	11/26/2008
5,387.00		200. OMNICOM GROUP INC PROPERTY TYPE: SECURITIES 8,760.00					06/29/2006 -3,373.00	11/26/2008
5,188.00		150. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES 8,203.00					04/16/2008 -3,015.00	11/26/2008
3,484.00		100. BARCLAYS IPATH DJ AIG COMMODITY PROPERTY TYPE: SECURITIES 6,411.00					03/18/2008 -2,927.00	01/26/2009
5,893.00		200. ALLIANT ENERGY CORP PROPERTY TYPE: SECURITIES 5,170.00					07/27/2004 723.00	01/28/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
832.00		50. ALTRIA GROUP INC PROPERTY TYPE: SECURITIES 817.00				02/06/2006 15.00	01/28/2009
3,167.00		50. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 4,004.00				12/13/2007 -837.00	01/28/2009
35,000.00		4419.192 FIRST AMER TOTAL RETURN BOND FD PROPERTY TYPE: SECURITIES 44,634.00				02/06/2006 -9,634.00	01/28/2009
3,019.00		50. GENERAL MILLS INC PROPERTY TYPE: SECURITIES 3,397.00				11/05/2008 -378.00	01/28/2009
6,823.00		150. KELLOGG CO PROPERTY TYPE: SECURITIES 7,821.00				11/05/2008 -998.00	01/28/2009
5,614.00		150. COVIDIEN LTD PROPERTY TYPE: SECURITIES 6,716.00				11/05/2008 -1,102.00	01/28/2009
27,750.00		30000. BANK OF AMER CRP PROPERTY TYPE: SECURITIES 30,332.00		5.375% 9/11		06/17/2008 -2,582.00	02/17/2009
5,584.00		125. CELGENE CORP PROPERTY TYPE: SECURITIES 7,122.00				03/18/2008 -1,538.00	02/27/2009
4,747.00		300. PACTIV CORP PROPERTY TYPE: SECURITIES 7,840.00				11/05/2008 -3,093.00	02/27/2009
1,673.00		50. PHILIP MORRIS INTL PROPERTY TYPE: SECURITIES 1,861.00				02/06/2006 -188.00	02/27/2009
4,328.00		200. ALLIANT ENERGY CORP PROPERTY TYPE: SECURITIES 5,170.00				07/27/2004 -842.00	03/13/2009

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,435.00		150. C S X CORP PROPERTY TYPE: SECURITIES 8,163.00					03/18/2008 -4,728.00	03/13/2009
3,435.00		150. C S X CORP PROPERTY TYPE: SECURITIES 6,691.00					12/13/2007 -3,256.00	03/13/2009
20,000.00		1044.386 FIDELITY AD INTL DISCOVERY CL A PROPERTY TYPE: SECURITIES 43,969.00					12/14/2007 -23,969.00	03/13/2009
760.00		34. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES 876.00					02/06/2006 -116.00	03/13/2009
8,780.00		200. NIKE INC PROPERTY TYPE: SECURITIES 12,127.00					11/05/2008 -3,347.00	03/13/2009
4,625.00		100. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 7,446.00					12/13/2007 -2,821.00	03/13/2009
5,837.00		200. TARGET CORPORATION PROPERTY TYPE: SECURITIES 5,410.00					08/28/2000 427.00	03/13/2009
12,133.00		300. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 10,862.00					04/16/2002 1,271.00	03/13/2009
1,297.00		50. AT&T INC PROPERTY TYPE: SECURITIES 2,078.00					12/13/2007 -781.00	03/20/2009
6,900.00		100. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 7,715.00					11/05/2008 -815.00	03/20/2009
3,000.00		150.678 FIDELITY AD INTL DISCOVERY CL A PROPERTY TYPE: SECURITIES 6,344.00					12/14/2007 -3,344.00	03/20/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,259.00		50. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 2,383.00					03/18/2008 -124.00	03/20/2009
17,000.00		783.771 FIDELITY AD INTL DISCOVERY CL A PROPERTY TYPE: SECURITIES 32,997.00					12/14/2007 -15,997.00	04/03/2009
10,000.00		462.321 FIDELITY AD INTL DISCOVERY CL A PROPERTY TYPE: SECURITIES 19,464.00					12/14/2007 -9,464.00	04/09/2009
13,570.00		200. CHEVRON CORPORATION PROPERTY TYPE: SECURITIES 6,365.00					02/12/2003 7,205.00	04/13/2009
219.00		1. EL PASO CORP SECURITY LITIGATION PROPERTY TYPE: SECURITIES					11/11/1911 219.00	04/14/2009
6,406.00		300. MORGAN STANLEY GROUP INC PROPERTY TYPE: SECURITIES 7,459.00					03/13/2009 -1,053.00	04/27/2009
25,000.00		3086.42 FIRST AMER TOTAL RETURN BOND FD PROPERTY TYPE: SECURITIES 31,173.00					02/06/2006 -6,173.00	04/30/2009
5,235.00		100. GENERAL MILLS INC PROPERTY TYPE: SECURITIES 6,793.00					11/05/2008 -1,558.00	05/05/2009
2,444.00		100. AT&T INC PROPERTY TYPE: SECURITIES 4,157.00					12/13/2007 -1,713.00	06/05/2009
6,891.00		150. AFFILIATED COMPUTER SVCS INC CL A PROPERTY TYPE: SECURITIES 7,413.00					03/18/2008 -522.00	06/05/2009
35,982.00		1421.077 FIDELITY AD INTL DISCOVERY CL A PROPERTY TYPE: SECURITIES 59,827.00					12/14/2007 -23,845.00	06/05/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,136.00		400. KROGER CO PROPERTY TYPE: SECURITIES 10,999.00					11/05/2008 -1,863.00	06/05/2009
11,996.00		200. MCDONALDS CORP PROPERTY TYPE: SECURITIES 6,602.00					06/29/2006 5,394.00	06/05/2009
224.00		1. AIG 2008 SECURITIES LITIGATION PROPERTY TYPE: SECURITIES					11/11/1911 224.00	06/24/2009
9,581.00		175. HESS CORP PROPERTY TYPE: SECURITIES 9,864.00					04/13/2009 -283.00	09/16/2009
11,740.00		250. JACOBS ENGR GROUP INC PROPERTY TYPE: SECURITIES 10,560.00					11/26/2008 1,180.00	09/16/2009
7,738.00		100. MONSANTO CO PROPERTY TYPE: SECURITIES 7,674.00					02/27/2009 64.00	09/28/2009
10,000.00		350.754 T ROWE PRICE SM CAP VAL ADV PROPERTY TYPE: SECURITIES 14,146.00					12/14/2007 -4,146.00	09/28/2009
TOTAL GAIN (LOSS)							----- -156,459. =====	

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES PAID	360.	360.
	-----	-----
TOTALS	360.	360.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-INCOME	742.	742.
TOTALS	742.	742.
	=====	=====

FREEMAN R JOHNSON TRUST

43-6059199

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
US TREAS BDS 7.250% 5/15/16	50,141.	63,285.
FHLB DEB 6.850% 7/27/17	25,000.	30,789.
US TREAS BDS 7.125% 2/15/23	25,082.	33,524.
FNMA MTN 7.270% 7/27/26	49,000.	67,594.
	-----	-----
TOTALS	149,223.	195,192.
	=====	=====

FREEMAN R JOHNSON TRUST

43-6059199

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FIRST AMER TOTAL RETURN BD FD	64,432.	64,251.
DOW CHEM CO		
GENERAL DYNAMICS CORP		
UNITED TECHNOLOGIES CORP		
BAKER HUGHES INC		
CHEVRON CORP		
SCHLUMBERGER LTD		
MCDONALDS CORP		
OMNICOM GROUP INC		
TARGET CORP		
ALTRIA GROUP		
PEPSICO INC	7,834.	5,866.
ALCON INC	13,928.	13,867.
AMERICAN EXPRESS CO		
AMERIPRISE FINL INC		
GOLDMAN SACHS GROUP INC	9,804.	18,435.
WELLS FARGO & CO	13,821.	16,908.
ALLIANT ENERGY CORP	13,666.	18,884.
HEWLETT PACKARD CO		
TEXAS INSTRUMENTS INC	24,113.	28,251.
FIRST AMER MID CAP GWTH OPP		
KRAFT FOODS INC	30,400.	29,691.
FIRST AMER US GOVT MTGE FD		
AFFILIATED COMPUTER SVCS INC		
AMERICAN TOWER CORP	8,966.	7,280.
AMPHENOL CORP	3,841.	3,768.
APPLE INC	13,195.	13,901.
AT&T INC		
BARD CR INC	8,323.	7,861.

FREEMAN R JOHNSON TRUST

43-6059199

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
BECTON DICKINSON & CO	8,383.	6,975.
CSX CORP		
CELGENE CORP	7,922.	7,628.
COLGATE PALMOLIVE CO	6,133.	10,292.
FREEMPORT MCMORAN COPPER	3,575.	3,488.
GILEAD SCIENCES INC	6,464.	8,086.
MASTERCARD INC		
MONSANTO CO		
NEWMONT MINING CORP		
NIKE INC		
NORTHROP GRUMMAN CORP	10,104.	10,420.
ORACLE CORPORATION		
PHILIP MORRIS INTL INC	6,278.	8,169.
PRAXAIR INC	5,937.	4,788.
PROCTER & GAMBLE		
SCHWAB CHARLES CORP		
THERMO FISHER SCIENTIFIC INC		
AMERICA MOVIL SA DE CV ADR	10,475.	6,763.
RESEARCH IN MOTION LTD	6,003.	8,553.
TRANSOCEAN LTD		
BARCLAYS IPATH DJ AIG COMMOD		
FIDELITY AD INTL DISCOVERY		
LAUDUS INTL MRKTMASERS INV FD	70,000.	42,601.
T ROWE PRICE SMALL CAP VALUE	25,354.	20,470.
PIMCO TOTAL RETURN FUND	7,000.	7,239.
FIRST AMER HIGH INCOME BOND FD	35,000.	42,648.
AIR PRODS CHEMICALS INC	5,203.	7,758.
AUTOZONE INC	8,987.	10,967.
BB&T CORP	4,502.	5,448.

FREEMAN R JOHNSON TRUST

43-6059199

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
BED BATH & BEYOND INC	8,800.	13,139.
BROADCOM CORP	7,591.	12,276.
C H ROBINSON WORLDWIDE INC	7,841.	8,663.
DEERE & CO	8,127.	7,511.
FLOUR CORP	11,190.	12,713.
GAMESTOP CORP	8,870.	9,265.
ILLINOIS TOOL WORKS	6,602.	6,407.
INTUIT INC	7,601.	8,550.
JP MORGAN CHASE & CO	6,506.	6,573.
LORILLARD INC	6,254.	7,430.
OCEANEERING INTERNATIONAL INC	8,937.	8,513.
QUALCOMM INC	8,650.	8,996.
RANGE RESOURCES CORP	12,778.	14,808.
SOUTHWESTERN ENERGY CO	7,802.	10,670.
STAPLES INC	7,783.	9,288.
VF CORP	8,499.	10,865.
TYCO INTERNATIONAL LTD	8,524.	10,344.
WEATHERFORD INTERNATIONAL LTD	7,115.	7,256.
ISHARES MSCI EMERGING MKTS ETF	45,638.	69,065.
NEUBERGER BERMAN GENESIS INSTL	7,901.	8,329.
VANGUARD INTL GROWTH PORTFOLIO	36,100.	42,329.
	-----	-----
TOTALS	678,752.	734,246.
	=====	=====

FREEMAN R JOHNSON TRUST

43-6059199

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
INTL BUS MACHS 7.50% 6/15/13	25,977.	29,069.
INTL LEASE 5.30% 5/1/12	25,208.	21,012.
BANK OF AMERICA 5.375% 9/11/12		
GOLDMAN SACHS 5.450% 11/1/12	25,608.	26,775.
BOTTLING GP 4.625% 11/15/12	25,103.	26,959.
BARCLAYS BANK PLC 10/28/10	20,000.	20,000.
	-----	-----
TOTALS	121,896.	123,815.
	=====	=====

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

OFFICER NAME:

US BANK NA

ADDRESS:

PO BOX 387

ST LOUIS, MO 63166

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

COMPENSATION 13,432.

OFFICER NAME:

ROGER F BRUNER

ADDRESS:

499 GOLF

WEBB CITY, MO 64870

TITLE:

AWARDS COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

COMPENSATION 250.

OFFICER NAME:

JOHN M CRAGIN

ADDRESS:

1421 CRESTWOOD DR

JOPLIN, MO 64801-1039

TITLE:

AWARDS COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

COMPENSATION 250.

OFFICER NAME:

ROBERT W WALKENHORST

ADDRESS:

PO BOX 487

JOPLIN, MO 64802-0487

TITLE:

AWARDS COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

COMPENSATION 250.

FREEMAN R JOHNSON TRUST

43-6059199

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

=====

OFFICER NAME:

MICHAEL G PENCE

ADDRESS:

3816 FAWN TRAIL
JOPLIN, MO 64804

TITLE:

AWARDS COMMITTEE MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

COMPENSATION 250.

TOTAL COMPENSATION: 14,432.
=====

STATEMENT 10

FREEMAN R JOHNSON TRUST
FORM 990PF, PART XV - LINES 2a - 2d
=====

43-6059199

RECIPIENT NAME:

DON MCCLURE

ADDRESS:

US BANK NA 402 S MAIN ST

JOPLIN, MO 64801

RECIPIENT'S PHONE NUMBER: 417-625-3265

FORM, INFORMATION AND MATERIALS:

PLEASE CONTACT THE ABOVE

SUBMISSION DEADLINES:

PLEASE CONTACT THE ABOVE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FOR THE PURPOSE OF FUTHERANCE AND DEVELOPMENT
OF PUBLIC, CHARITABLE, EDUCATIONAL, & MUNICIPAL
PURPOSES IN THE CITY OF JOPLIN MO

STATEMENT 11

FREEMAN R JOHNSON TRUST

43-6059199

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

CHILDRENS HAVEN OF SOUTHWEST
MISSOURI

ADDRESS:

701 PICHER AVE
JOPLIN, MO 64801

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

SW MISSOURI AUDOBON CENTER

ADDRESS:

214 WEST 5TH ST STE C
JOPLIN, MO 64801

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

JOPLIN WORKSHOPS INC

ADDRESS:

501 S SCHOOL AVENUE
JOPLIN, MO 64801

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

FREEMAN R JOHNSON TRUST
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

43-6059199

RECIPIENT NAME:
LAFAYETTE HOUSE
ADDRESS:
PO BOX 1765
JOPLIN, MO 64802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JOPLIN NALA
ADDRESS:
PO BOX 447
JOPLIN, MO 64802-0447
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
PRO MUSICA
ADDRESS:
2700 E 15TH ST
JOPLIN, MO 64804-1201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

STATEMENT 13

RECIPIENT NAME:
HIGH ON LIFE CLUB INC
ADDRESS:
610 PEARL AVENUE STE C
JOPLIN, MO 64801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
SW MISSOURI ARTHRITIS ASSOC
ADDRESS:
819 EAST 9TH ST
JOPLIN, MO 64801-4921
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
LIFE CHOICES
ADDRESS:
531 EAST 7TH ST
JOPLIN, MO 64801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
HABITAT FOR HUMANITY -
JOPLIN AREA
ADDRESS:
PO BOX 3525
JOPLIN, MO 64803-3525
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
COMMUNITY HEALTH CLINIC OF JOPLIN
ADDRESS:
701 S JOPLIN AVENUE
JOPLIN, MO 64801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CHILDRENS CENTER OF SW MISSOURI
ADDRESS:
921 EAST 34TH STREET STE A
JOPLIN, MO 64804
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
CHALLENGER SPORTS INC
ADDRESS:
PO BOX 3654
JOPLIN, MO 64802-3654
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SALVATION ARMY OF JOPLIN
ADDRESS:
320 EAST 8TH ST PO BOX 1362
JOPLIN, MO 64802-1362
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
JOPLIN PUBLIC LIBRARY
ADDRESS:
300 S MAIN
JOPLIN, MO 64801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXEMPT PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
 JOPLIN FAMILY Y
 ADDRESS:
 PO BOX 227
 JOPLIN, MO 64802-0227
 RELATIONSHIP:
 NONE
 PURPOSE OF GRANT:
 EXEMPT PURPOSE
 FOUNDATION STATUS OF RECIPIENT:
 PUBLIC
 AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
 CEREBRAL PALSY OF TRI COUNTY
 ADDRESS:
 1401 W AUSTIN
 WEBB CITY, MO 64870
 RELATIONSHIP:
 NONE
 PURPOSE OF GRANT:
 EXEMPT PURPOSE
 FOUNDATION STATUS OF RECIPIENT:
 PUBLIC
 AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
 BOYS AND GIRLS CLUBS OF JOPLIN MO
 ADDRESS:
 PO BOX 819
 JOPLIN, MO 64802-0819
 RELATIONSHIP:
 NONE
 PURPOSE OF GRANT:
 EXEMPT PURPOSE
 FOUNDATION STATUS OF RECIPIENT:
 PUBLIC
 AMOUNT OF GRANT PAID 4,000.

FREEMAN R JOHNSON TRUST

43-6059199

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

JOPLIN HUMANE SOCIETY INC

ADDRESS:

4400 N SWEDE LANE

JOPLIN, MO 64801

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

GEORGE A SPIVA CENTER FOR THE ARTS

ADDRESS:

222 WEST 3RD

JOPLIN, MO 64801

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

BOY SCOUTS OF AMERICA

OZARK TRAILS COUNCIL # 306

ADDRESS:

1616 S EASTGATE

SPRINGFIELD, MO 65809

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

BRIDGE MINISTRIES INC
ATTN: DAN MITCHELL

ADDRESS:

3405 JOHN Q HAMMONS BLVD
JOPLIN, MO 64804-4461

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

CROSSLINES CHURCHES OF JOPLIN

ADDRESS:

131 S HIGH
JOPLIN, MO 64801

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

JOPLIN ASSOCIATION FOR THE BLIND

ADDRESS:

311 SOUTH SCHIFFERDECKER
JOPLIN, MO 64801

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

FREEMAN R JOHNSON TRUST

43-6059199

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MAGIC MOMENTS RIDING THERAPY INC

ADDRESS:

272 COUNTY LANE 125

DIAMOND, MO 64840

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

BIG BROTHERS BIG SISTERS

OF JASPER & NEWTON COUNTIES

ADDRESS:

2431 S RANGE LINE RD STE D

JOPLIN, MO 64804

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

GOD'S RESORT INC

COMMUNITY HOUSE

ADDRESS:

1407 S PEARL

JOPLIN, MO 64801

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXEMPT PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

60,000.

=====

STATEMENT 20

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No. 1545-0092

2008

Name of estate or trust

FREEMAN R JOHNSON TRUST

Employer identification number

43-6059199

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -61,381.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►					5 -61,381.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			2,204.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -97,286.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 4.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►					12 -95,078.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-61,381.
14 Net long-term gain or (loss):			
a Total for year	14a		-95,078.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		-156,459.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	(3,000)
a The loss on line 15, column (3) or		
b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,200	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (.15)	30	
31 Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	34	

Schedule D (Form 1041) 2008

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2008

Name of estate or trust

FREEMAN R JOHNSON TRUST

Employer identification number

43-6059199

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100. FREEPORT MCMORAN COPPER	12/13/2007	10/23/2008	2,427.00	10,241.00	-7,814.00
100. NEWMONT MINING CORPORATION HC	03/18/2008	10/23/2008	2,300.00	5,137.00	-2,837.00
200. AMERICA MOVIL S A DE C V A D R	11/26/2007	11/05/2008	6,664.00	11,543.00	-4,879.00
75. MONSANTO CO	03/18/2008	11/05/2008	7,011.00	8,337.00	-1,326.00
150. NORTHROP GRUMMAN CORPORATION	03/18/2008	11/05/2008	7,258.00	11,946.00	-4,688.00
100. PRAXAIR INC	03/18/2008	11/05/2008	6,801.00	8,597.00	-1,796.00
175. TRANSOCEAN INC	03/18/2008	11/05/2008	14,655.00	23,999.00	-9,344.00
50. AT&T INC	12/13/2007	11/26/2008	1,417.00	2,078.00	-661.00
150. THERMO FISHER SCIENTIFIC INC	04/16/2008	11/26/2008	5,188.00	8,203.00	-3,015.00
100. BARCLAYS IPATH DJ AIG COMMODITY	03/18/2008	01/26/2009	3,484.00	6,411.00	-2,927.00
50. GENERAL MILLS INC	11/05/2008	01/28/2009	3,019.00	3,397.00	-378.00
150. KELLOGG CO	11/05/2008	01/28/2009	6,823.00	7,821.00	-998.00
150. COVIDIEN LTD	11/05/2008	01/28/2009	5,614.00	6,716.00	-1,102.00
30000. BANK OF AMER CRP 5.375% 9/11/12	06/17/2008	02/17/2009	27,750.00	30,332.00	-2,582.00
125. CELGENE CORP	03/18/2008	02/27/2009	5,584.00	7,122.00	-1,538.00
300. PACTIV CORP	11/05/2008	02/27/2009	4,747.00	7,840.00	-3,093.00
150. C S X CORP	03/18/2008	03/13/2009	3,435.00	8,163.00	-4,728.00
200. NIKE INC	11/05/2008	03/13/2009	8,780.00	12,127.00	-3,347.00
100. EXXON MOBIL CORP	11/05/2008	03/20/2009	6,900.00	7,715.00	-815.00
300. MORGAN STANLEY GROUP INC	03/13/2009	04/27/2009	6,406.00	7,459.00	-1,053.00
100. GENERAL MILLS INC	11/05/2008	05/05/2009	5,235.00	6,793.00	-1,558.00
400. KROGER CO	11/05/2008	06/05/2009	9,136.00	10,999.00	-1,863.00
175. HESS CORP	04/13/2009	09/16/2009	9,581.00	9,864.00	-283.00
250. JACOBS ENGR GROUP INC	11/26/2008	09/16/2009	11,740.00	10,560.00	1,180.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2008

43-6059199

[illegible]

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

FREEMAN R JOHNSON TRUST

43-6059199

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 250. AMERICAN EXPRESS CO	04/16/2002	11/05/2008	7,415.00	9,070.00	-1,655.00
70. AMERIPRISE FINL INC	04/16/2002	11/05/2008	1,681.00	1,809.00	-128.00
100. BAKER HUGHES INC	08/16/2002	11/05/2008	3,581.00	2,919.00	662.00
200. DOW CHEM CO	01/13/2004	11/05/2008	5,328.00	8,270.00	-2,942.00
200. GENERAL DYNAMICS CORP	01/06/2005	11/05/2008	12,684.00	9,814.00	2,870.00
75. GOLDMAN SACHS GROUP INC	09/19/2005	11/05/2008	6,925.00	8,828.00	-1,903.00
200. SCHLUMBERGER LTD	08/01/2003	11/05/2008	10,306.00	4,513.00	5,793.00
300. TEXAS INSTRUMENTS INC	09/19/2005	11/05/2008	5,611.00	8,200.00	-2,589.00
100. AMPHENOL CORP CL A	10/10/2007	11/26/2008	2,256.00	3,983.00	-1,727.00
200. OMNICOM GROUP INC	06/29/2006	11/26/2008	5,387.00	8,760.00	-3,373.00
200. ALLIANT ENERGY CORP	07/27/2004	01/28/2009	5,893.00	5,170.00	723.00
50. ALTRIA GROUP INC	02/06/2006	01/28/2009	832.00	817.00	15.00
50. COLGATE PALMOLIVE CO	12/13/2007	01/28/2009	3,167.00	4,004.00	-837.00
4419.192 FIRST AMER TOTAL RETURN BOND FD CL Y	02/06/2006	01/28/2009	35,000.00	44,634.00	-9,634.00
50. PHILIP MORRIS INTL	02/06/2006	02/27/2009	1,673.00	1,861.00	-188.00
200. ALLIANT ENERGY CORP	07/27/2004	03/13/2009	4,328.00	5,170.00	-842.00
150. C S X CORP	12/13/2007	03/13/2009	3,435.00	6,691.00	-3,256.00
1044.386 FIDELITY AD INTL DISCOVERY CL A	12/14/2007	03/13/2009	20,000.00	43,969.00	-23,969.00
34. KRAFT FOODS INC CL A	02/06/2006	03/13/2009	760.00	876.00	-116.00
100. PROCTER & GAMBLE CO	12/13/2007	03/13/2009	4,625.00	7,446.00	-2,821.00
200. TARGET CORPORATION	08/28/2000	03/13/2009	5,837.00	5,410.00	427.00
300. UNITED TECHNOLOGIES CORP	04/16/2002	03/13/2009	12,133.00	10,862.00	1,271.00
50. AT&T INC	12/13/2007	03/20/2009	1,297.00	2,078.00	-781.00
150.678 FIDELITY AD INTL DISCOVERY CL A	12/14/2007	03/20/2009	3,000.00	6,344.00	-3,344.00
50. GILEAD SCIENCES INC	03/18/2008	03/20/2009	2,259.00	2,383.00	-124.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2008

Employer identification number

43-6059199

[illegible]

Schedule D-1 (Form 1041) 2008

FREEMAN R JOHNSON TRUST

43-6059199

FEDERAL CAPITAL GAIN DIVIDENDS
=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	-----	2,204.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		-----
		2,204.00
		=====

STATEMENT 1