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

2009

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation EDWIN M. JOHNSTON, JR. FAMILY FOUNDATION	A Employer identification number 16-1578180
	Number and street (or P O box number if mail is not delivered to street address) 1350 ONE M&T PLAZA	Room/suite
	City or town, state, and ZIP code BUFFALO, NY 14203-2395	

H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 921,597. (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual (Other (specify))	

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			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	57.	57.		STATEMENT 1
	4 Dividends and interest from securities	9,531.	9,531.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<49,793.►			
	b Gross sales price for all assets on line 6a	546,920.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	<40,205.►	9,588.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	2,750.	1,375.	1,375.
	c Other professional fees	STMT 4	7,417.	7,417.	0.
	17 Interest				
	18 Taxes	STMT 5	191.	191.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	100.	0.	100.
	24 Total operating and administrative expenses. Add lines 13 through 23		10,458.	8,983.	1,475.
	25 Contributions, gifts, grants paid		43,000.		43,000.
26 Total expenses and disbursements. Add lines 24 and 25		53,458.	8,983.	44,475.	
27 Subtract line 26 from line 12		<93,663.►			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			605.		
c Adjusted net income (if negative, enter -0-)				N/A	

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		18,763.	110,222.	110,222.
	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				
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations				
	b Investments - corporate stock	STMT 7	830,617.	645,495.	811,375.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		849,380.	755,717.	921,597.
	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				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		849,380.	755,717.	
	30 Total net assets or fund balances		849,380.	755,717.	
	31 Total liabilities and net assets/fund balances		849,380.	755,717.	

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	849,380.
2 Enter amount from Part I, line 27a	2	<93,663.>
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	755,717.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	755,717.

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 TD AMERITRADE (SEE ATTACHMENT B)			P	VARIOUS	VARIOUS
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 546,920.		596,713.	<49,793.>		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			<49,793.>		
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	<49,793.>	
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) If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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 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))
2008	55,850.	935,014.	.059732
2007	50,850.	1,125,637.	.045174
2006	50,329.	1,035,583.	.048600
2005	49,939.	1,030,708.	.048451
2004	31,784.	1,010,373.	.031458

2 Total of line 1, column (d)

2 .233415

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 .046683

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 761,019.

5 Multiply line 4 by line 3

5 35,527.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 .

7 Add lines 5 and 6

7 35,533.

8 Enter qualifying distributions from Part XII, line 4

8 44,475.

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 ► and enter "N/A" on line 1
 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2009 estimated tax payments and 2008 overpayment credited to 2009

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 3,354. | Refunded ► 0.

6a	3,360.
6b	
6c	
6d	

7	3,360.
8	
9	
10	3,354.
11	0.

Part VII-A Statements Regarding Activities

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
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.

1c Did the foundation file Form 1120-POL for this year?

1d 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.

1e 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

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 4b 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?
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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY

8b 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

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

1a	X
1b	X
1c	X
2	X
3	X
4a	X
4b	
5	X
6	X
7	X
8b	X
9	X
10	X

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)(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? Website address ► N/A 13 X

14 The books are in care of ► EDWIN M. JOHNSTON, JR. Telephone no ► (716) 849-1474
Located at ► 1350 ONE M&T PLAZA, BUFFALO, NY ZIP+4 ► 14203-2395

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.

Item	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 <input type="checkbox"/> No <input checked="" type="checkbox"/> X		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> X		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> X		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> X		
(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 <input type="checkbox"/> No <input checked="" type="checkbox"/> X		
(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 <input type="checkbox"/> No <input checked="" type="checkbox"/> X		
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)? Organizations relying on a current notice regarding disaster assistance check here ► 1b <input type="checkbox"/> X		
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 2009? 1c <input type="checkbox"/> 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> X		
If "Yes," list the years ► 2a <input type="checkbox"/> N/A		
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) 2b <input type="checkbox"/> N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 2c <input type="checkbox"/> N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> X		
b If "Yes," did it have excess business holdings in 2009 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 2009) 3b <input type="checkbox"/> N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> N/A		
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 2009? 4b <input type="checkbox"/> 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

 Yes No

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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 Yes No Yes No 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

►

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?

If "Yes" to 6b, 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

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 8		0.	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
NONE				

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

►

0

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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. If none, enter "NONE."

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

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	675,772.
b Average of monthly cash balances	1b	96,836.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	772,608.
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	772,608.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,589.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	761,019.
6 Minimum investment return. Enter 5% of line 5	6	38,051.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1 Minimum investment return from Part X, line 6	1	38,051.
2a Tax on investment income for 2009 from Part VI, line 5	2a	6.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	6.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	38,045.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	38,045.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	38,045.

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	44,475.
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	44,475.
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	6.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	44,469.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				38,045.
2 Undistributed income, if any, as of the end of 2009			42,149.	
a Enter amount for 2008 only		0.		
b Total for prior years				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 44,475.			42,149.	
a Applied to 2008, but not more than line 2a				
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 2009 distributable amount				2,326.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				35,719.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

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 2009, enter the date of the ruling	► <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
b Check box to indicate whether the foundation is a private operating foundation described in section				
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	Tax year	Prior 3 years		
	(a) 2009	(b) 2008	(c) 2007	(d) 2006
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 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))

EDWIN M. JOHNSTON, JR.

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 9				
Total			► 3a	43,000.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

1 Program service revenue

a _____
 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****4 Dividends and interest from securities****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****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)

14 57.

13 Total Add line 12, columns (b), (d), and (e)

18 <49,793.>

13 <40,205.>

(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)

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		

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		

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.

Sign Here

Edwin J. S.

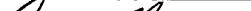
4/1/10

→ TRUSTEE

Signature of officer or trustee

Date _____

→ Title

Signature of officer or trustee		Date	Date
Paid Preparer's Use Only	Preparer's signature		Date 2/9/10
	Firm's name (or yours if self-employed), address, and ZIP code		Check if self- employed ► <input type="checkbox"/>
LUMSDEN & MCCORMICK, LLP 403 MAIN ST. SUITE 430 BUFFALO, NY 14203		Preparer's identifying number P00155344 EIN ► 16-0765486 Phone no (716) 856-3300	

Form 990-PF (2009)

923622
02-02-10

ATTACHMENT A**Page 1 of 2**

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Account Positions.			
							Average Cost	Unrealized Gain(Loss)	Estimated Income Yield	
Stocks - Cash										
AGCO CP COM	AGCO	570	\$ 32.34	\$ 18,433.80	11/30/09	\$ 17,180.32	\$ 30.14	\$ 1,253.48	\$	
ALCON INC COM	ACL	150	164.35	24,652.50	04/09/09	14,405.01	96.03	10,247.49	546.75	2.2%
APACHE CORP COM	APA	210	103.17	21,665.70	07/06/09	13,918.75	66.28	7,746.95	126.00	0.6%
AUTODESK INC COM	ADSK	820	25.41	20,836.20	07/07/09	14,684.61	17.91	6,151.59		
BARD C R INC COM	BCR	720	77.90	56,088.00	06/01/05	46,827.33	65.04	9,260.67	489.60	0.9%
BECTON DICKINSON & CO COM	BDX	606	78.86	47,789.16	01/24/03	19,498.65	32.18	28,290.51	896.88	1.9%
BOEING CO COM	BA	350	54.13	18,945.50	10/26/09	17,362.35	49.61	1,583.15	588.00	3.1%
CARLISLE COS INC COM	CSL	2,200	34.26	75,372.00	05/09/08	66,237.02	30.11	9,134.98	1,408.00	1.9%
CARPENTER TECHNOLOGY CORP COM	CRS	1,590	26.95	42,850.50	08/27/09	34,162.12	21.49	8,688.38	1,144.80	2.7%
CONCUR TECHNOLOGIES INC COM	CNQR	670	42.75	28,642.50	07/25/07	15,740.24	23.49	12,902.26		
CONOCOPHILLIPS CORP COM	COP	970	51.07	49,537.90	10/10/08	44,220.44	45.59	5,317.46	1,940.00	3.9%
FLOWSERVE CORP CM	FLS	260	94.53	24,577.80	01/30/09	13,936.99	53.60	10,640.81	280.80	1.1%
FOSTER WHEELER AG COM	FWLT	1,400	29.44	41,216.00	08/06/09	38,541.05	27.53	2,674.95		
JONES LANG LASALLE INC COM	JLL	350	60.40	21,140.00	05/12/08	17,954.30	59.01	2,038.44	238.00	0.3%

ATTACHMENT A

Page 2 of 2

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Account Positions			Average Cost	Unrealized Gain(Loss)	Estimated Income	Estimated Yield
				Market Value	Purchase Date	Cost Basis				
Stocks - Cash										
JOY GLOBAL INC COM	JOYG	440	51.57	22,690.80	05/28/09	14,401.10	32.73	8,289.70	308.00	1.4%
JP MORGAN CHASE & CO COM	JPM	650	41.67	27,085.50	12/23/09	27,010.96	41.56	74.54	130.00	0.5%
MASTERCARD INC COM	MA	100	255.98	25,598.00	01/16/09	12,419.83	124.20	13,178.17	80.00	0.2%
MICRO SYSTEMS INC COM	MCRS	1,400	31.03	43,442.00	01/23/08	40,152.83	28.68	3,289.17		
MORNINGSTAR INC COM	MORN	1,100	48.34	53,174.00	05/30/07	51,875.43	47.16	1,298.57		
NORTHERN TR CORP COM	NTRS	710	52.40	37,204.00	10/26/09	36,817.46	51.86	386.54	795.20	2.1%
PEABODY ENERGY CORP COM	BTU	460	45.21	20,796.60	05/28/09	15,068.73	32.76	5,727.87	128.80	0.6%
PRECISION CASTPARTS CORP CORP COM	PCP	210	110.35	23,173.50	07/06/09	14,385.45	68.50	8,788.05	25.20	0.1%
RTI INTERNATIONAL METALS RTI COM	RTI	760	25.17	19,129.20	09/21/09	17,235.93	22.68	1,893.27		
VARIAN MEDICAL SYSTEMS INC COM	VAR	440	46.85	20,614.00	07/02/09	14,865.75	33.79	5,748.25		
WELLS FARGO COMPANY COM	WFC	990	26.99	26,720.10	12/23/09	26,592.11	26.86	127.99	198.00	0.7%
Total Stocks				\$811,375.26		\$645,494.76		165,880.50	\$9,304.03	1.1%

ATTACHMENT B

JOHNSTON EDWIN 911005855

Close Date	Open Date	Rec type	Security	Shares Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
06/29/2009	11/12/2007	ABAXIS INC (ABAX)		1,100	22,409.25	35,219.42	-12,810.17	
01/30/2009	06/01/2005	BARD C R INC (BCR)		100	8,568.44	6,746.74	1,821.70	
03/24/2009	10/13/2005	BLACKBOARD INC (BBBBB)		410	12,523.63	9,515.20	3,008.43	
03/24/2009	10/13/2005	BLACKBOARD INC (BBBBB)		100	3,056.99	2,320.78	738.21	
03/25/2009	10/13/2005	BLACKBOARD INC (BBBBB)		690	21,509.72	16,013.38	5,496.34	
03/25/2009	01/17/2008	BLACKBOARD INC (BBBBB)		210	6,546.43	7,231.92	-685.49	
08/19/2009	12/16/2008	CAPITAL ONE FINL CORP (COF)		430	14,849.47	18,532.75	-3,683.28	
08/25/2009	12/16/2008	CAPITAL ONE FINL CORP (COF)		770	28,319.52	33,186.56	-4,867.04	
08/28/2009	05/09/2008	CARLISLE COS INC (CSL)		920	30,492.83	27,665.14	2,827.69	
07/23/2009	04/06/2009	CARPENTER TECH CORP (CRS)		960	17,928.24	15,106.84	2,821.40	
03/23/2009	01/15/2009	CME GROUP INC (CME)		90	22,456.36	14,569.81	7,886.55	
01/06/2009	04/12/2006	CONCUR TECH INC (CNQR)		150	4,907.85	2,483.77	2,424.08	
01/06/2009	05/01/2007	CONCUR TECH INC (CNQR)		550	17,995.46	9,699.20	8,296.26	
01/06/2009	07/25/2007	CONCUR TECH INC (CNQR)		330	10,797.28	7,752.66	3,044.62	
08/13/2009	07/25/2007	CONCUR TECH INC (CNQR)		200	7,486.21	4,698.58	2,737.63	
08/12/2009	06/10/2005	ELECTRONIC ARTS (ERTS)		670	14,065.76	35,835.52	-21,769.76	
08/12/2009	05/10/2006	ELECTRONIC ARTS (ERTS)		370	7,767.66	17,715.97	-9,948.31	
08/12/2009	06/13/2006	ELECTRONIC ARTS (ERTS)		430	9,027.27	18,315.60	-9,288.33	
08/12/2009	05/24/2007	ELECTRONIC ARTS (ERTS)		400	8,397.47	18,598.96	-10,201.49	
03/05/2009	04/23/2007	INTL GAME TECH (IGT)		490	3,770.14	18,870.53	-15,100.39	
03/05/2009	07/12/2007	INTL GAME TECH (IGT)		610	4,693.44	23,604.28	-18,910.84	
07/21/2009	10/22/2008	ISHARES FTSE/XINHUA CHINA (FXI)		900	36,222.30	22,449.38	13,772.92	
07/27/2009	10/22/2008	ISHARES FTSE/XINHUA CHINA (FXI)		150	6,337.90	3,741.57	2,596.33	
08/07/2009	10/22/2008	ISHARES FTSE/XINHUA CHINA (FXI)		850	35,459.24	21,202.19	14,257.05	
03/16/2009	12/29/2008	J CREW GROUP INC (JCG)		1,400	15,888.34	15,531.04	357.30	
12/29/2009	05/12/2008	JONES LANG LASALLE INC (JLL)		500	30,882.89	35,247.90	-4,365.01	
12/29/2009	07/30/2008	JONES LANG LASALLE INC (JLL)		330	20,382.71	16,509.77	3,872.94	
12/29/2009	08/12/2008	JONES LANG LASALLE INC (JLL)		10	617.66	512.98	104.68	
09/03/2009	10/22/2007	MC GRAW-HILL COS INC (MHP)		180	5,187.45	9,098.24	-3,910.79	
09/03/2009	11/09/2007	MC GRAW-HILL COS INC (MHP)		630	18,156.07	28,954.12	-10,798.05	
09/03/2009	04/14/2008	MC GRAW-HILL COS INC (MHP)		790	22,767.14	29,032.18	-6,265.04	
10/07/2009	04/20/2009	METTLER-TOLLEDO INTL INC (MTD)		250	22,239.43	14,338.85	7,900.58	
08/25/2009	01/23/2008	MICROS SYS INC (MCRS)		640	19,055.14	18,493.80	561.34	
05/04/2009	10/23/2008	VASCO DATA SEC INTL INC (VDSI)		3,000	20,885.68	28,852.20	-7,966.52	
05/04/2009	03/05/2009	VASCO DATA SEC INTL INC (VDSI)		2,200	15,316.16	9,064.72	6,251.44	
		Total		546,919.53	596,712.55	39,326.73	-89,119.75	
								Total Net Gain(Loss) . (49,793.02)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
TD AMERITRADE	57.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	57.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
O'KEEFE SHAW & CO.	200.	0.	200.
TD AMERITRADE	9,331.	0.	9,331.
TOTAL TO FM 990-PF, PART I, LN 4	9,531.	0.	9,531.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,750.	1,375.		1,375.
TO FORM 990-PF, PG 1, LN 16B	2,750.	1,375.		1,375.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT. FEES	7,417.	7,417.		0.
TO FORM 990-PF, PG 1, LN 16C	7,417.	7,417.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	191.	191.		0.
TO FORM 990-PF, PG 1, LN 18	191.	191.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS FILING FEE	100.	0.		100.
TO FORM 990-PF, PG 1, LN 23	100.	0.		100.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	645,495.	811,375.
TOTAL TO FORM 990-PF, PART II, LINE 10B	645,495.	811,375.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWIN M. JOHNSTON, JR. 161 MIDDLESEX ROAD BUFFALO, NY 14216	TRUSTEE 1.00	0.	0.	0.
SUSAN S. JOHNSTON 161 MIDDLESEX ROAD BUFFALO, NY 14216	TRUSTEE 1.00	0.	0.	0.
EDWIN M. JOHNSTON, III 49 SAYBROOK PLACE BUFFALO, NY 14209	TRUSTEE 1.00	0.	0.	0.
JENNIFER JOHNSTON 146 CENTRAL STREET CONCORD, MA 01742	TRUSTEE 1.00	0.	0.	0.
SARAH J. MITCHELL 856 SUMMER STREET MARSHFIELD HILLS, MA 02050	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
HIGASHI SCHOOL 800 NORTH MAIN STREET RANDOLPH, MA 02368	N/A CHARITABLE	501(C)(3)	5,000.
SATURN CLUB HISTORIC PRESERVATION FOUNDATION 977 DELAWARE AVENUE BUFFALO, NY 14209	N/A CHARITABLE	501(C)(3)	9,000.
YALE UNIVERSITY COLLEGE STREET NEW HAVEN, CT 06510	N/A CHARITABLE	501(C)(3)	10,000.
HOSPICE BUFFALO 225 COMO PARK BLVD, PO BOX 590 CHEEKTOWAGA, NY 14227	N/A CHARITABLE	501(C)(3)	1,000.
MEALS ON WHEELS FOR WNY 100 JAMES E. CASEY DRIVE BUFFALO, NY 14206	N/A CHARITABLE	501(C)(3)	1,000.
CONCORD CHILDREN'S CENTER (CAPA) 1300 MAIN STREET CONCORD, MA 01742	N/A CHARITABLE	501(C)(3)	2,500.
FIRST PARISH OF CONCORD 20 LEXINGTON ROAD CONCORD, MA 01742	N/A CHARITABLE	501(C)(3)	2,500.
WNY HERITAGE PRESS 495 PINE RIDGE HERITAGE BLVD CHEEKTOWAGA, NY 14225	N/A CHARITABLE	501(C)(3)	1,000.

EDWIN M. JOHNSTON, JR. FAMILY FOUNDATION

16-1578180

THE BUFFALO EVENING NEWS CHARITY N/A
FUND· CHARITABLE
1 NEWS PLAZA BUFFALO, NY 14240

501(C)(3) 1,000.

NICHOLS SCHOOL N/A
1250 AMHERST ST CHARITABLE
BUFFALO, NY
14214

501(C)(3) 10,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

43,000.

07300208 783816 E0-8310-00

18 STATEMENT(S) 9
2009.02040 EDWIN M. JOHNSTON, JR. FAMI E0-83101