Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

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

Name of foundation
THE THOMAS PHILLIPS AND
JANE MOORE JOHNSON FOUNDATION

A Employer identification number 25-6357015

Number and street (or P O box number if mail is not delivered to street address) 120 WOOSTER STREET — Room/suite 3N

B Telephone number (see page 10 of the instructions) (212) 343-1002

City or town, state, and ZIP code NEW YORK, NY 10012

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: [X] 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) ▶ $ 76,441,888.

J Accounting method: [X] 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	764,825.	716,631.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	797,454.			
	b Gross sales price for all assets on line 6a 26,607,407.				
	7 Capital gain net income (from Part IV, line 2)		797,454.		
	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) (attach schedule)				
	11 Other income (attach schedule)	121,547.	121,547.		ATCH 2
	12 **Total.** Add lines 1 through 11	1,683,826.	1,635,632.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	182,500.	9,125.		173,375.
	14 Other employee salaries and wages	125,127.	6,256.		118,871.
	15 Pension plans, employee benefits	64,152.	3,208.		60,944.
	16a Legal fees (attach schedule) ATCH 3	52,115.	27,202.	0.	24,913.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	370,389.	200,416.		168,301.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	9,665.	9,665.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	85,255.	4,263.		80,992.
	21 Travel, conferences, and meetings	83,975.			83,975.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	94,570.	5,481.		75,120.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,067,748.	265,616.	0.	786,491.
	25 Contributions, gifts, grants paid	3,225,000.			3,225,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	4,292,748.	265,616.	0.	4,011,491.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-2,608,922.			
	b **Net investment income** (if negative, enter -0-)		1,370,016.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	178,536.	91,572.	91,572.
	2	Savings and temporary cash investments	13,603,516.	2,222,142.	2,222,142.
	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 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	16,193,698.	22,876,811.	24,264,621.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	48,961,335.	51,108,134.	49,794,501.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 9)	60,952.	69,052.	69,052.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	78,998,037.	76,367,711.	76,441,888.
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 ▶ ATCH 10)	7,595.	1,917.	
	23	**Total liabilities** (add lines 17 through 22)	7,595.	1,917.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	78,990,442.	76,365,794.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	78,990,442.	76,365,794.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	78,998,037.	76,367,711.	

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	78,990,442.
2	Enter amount from Part I, line 27a	2	-2,608,922.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	76,381,520.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11	5	15,726.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	76,365,794.

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 SCHEDULE			
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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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	797,454.
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))
2008	4,398,981.	82,944,875.	0.053035
2007	4,577,595.	90,756,864.	0.050438
2006	3,921,311.	88,727,797.	0.044195
2005	3,607,855.	82,310,244.	0.043832
2004	2,398,427.	79,031,426.	0.030348

2	**Total** of line 1, column (d)	2	0.221848
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	0.044370
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	73,244,161.
5	Multiply line 4 by line 3	5	3,249,843.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,700.
7	Add lines 5 and 6	7	3,263,543.
8	Enter qualifying distributions from Part XII, line 4	8	4,011,491.

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.

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 or determination 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	13,700.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	13,700.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	13,700.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 59,580.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	59,580.
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	45,880.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 45,880. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ________ (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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY, PA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ WWW.JFFND.ORG

14 The books are in care of ▶ ANDREW LANE Telephone no ▶ 212-343-1002

Located at ▶ 120 WOOSTER STREET #3N NEW YORK, NY ZIP + 4 ▶ 10012

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 ▶ ☐				
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		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 ☒ 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		
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 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		
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 2009?		4b		X

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

		Yes	No
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**		X
	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? **6b**		X
	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? **7b**		X

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
ATTACHMENT 12		182,500.	26,289.	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
ATTACHMENT 13		132,000.	20,913.	NONE

Total number of other employees paid over $50,000 ▶ 3

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
ATTACHMENT 14		205,708.

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 N/A	
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 ▶	

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	18,710,240.
b	Average of monthly cash balances	1b	10,215,822.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	45,433,492.
d	**Total** (add lines 1a, b, and c)	1d	74,359,554.
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	0.
3	Subtract line 2 from line 1d	3	74,359,554.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,115,393.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	73,244,161.
6	**Minimum investment return.** Enter 5% of line 5	6	3,662,208.

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	3,662,208.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	13,700.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13,700.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,648,508.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,648,508.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,648,508.

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	4,011,491.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,011,491.
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	13,700.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,997,791.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				3,648,508.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			3,874,090.	
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 4,011,491.				
a Applied to 2008, but not more than line 2a			3,874,090.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				137,401.
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				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				3,511,107.
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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
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 0.				

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 2009, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 28 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).)

N/A

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] 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.

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 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*				
ATTACHMENT 15				
Total . . . . . . ▶ **3a**				3,225,000.
b *Approved for future payment*				
ATTACHMENT 16				
Total . . . . . . ▶ **3b**				772,021.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	900000		14	764,825.	
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	900000		14	121,547.	
8 Gain or (loss) from sales of assets other than inventory	900000		18	797,454.	
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)				1,683,826.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,683,826.

(See worksheet in line 13 instructions on page 28 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) (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

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] 11.11.2010 Chairman

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature [signature]	Date 11/10/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00316468
Firm's name (or yours if self-employed), address, and ZIP code	THE AYCO COMPANY, LP PO BOX 15014 ALBANY, NY 12212-5014		EIN 33-1187432 Phone no 518-640-5000

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)
TOTAL CAPITAL GAIN DISTRIBUTIONS										10,139.
PRAIRIE #7998 - SEE ATTACHED PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	75,000.		75,000.				
PRAIRIE #7998 - SEE ATTACHED PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	250,000.		250,000.				
PROTEGE PARTNERS QP FUND PROPERTY TYPE: SECURITIES	P	VARIOUS	02/02/2009	2,361,303.		2,108,660.				252,643.
CITI #91768 - PAYDOWN PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	681,333.		690,509.				-9,176.
CITI #91768 - PAYDOWN PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	469,220.		470,610.				-1,390.
CITI #91768 - FNMA POOL PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	994,488.		964,937.				29,551.
CITI #91768 - SEE ATTACHED PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	21116765.		20951303.				165,462.
CITI #91768 - SEE ATTACHED PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	260,147.		255,167.				4,980.
FIDELITY #50210 - SEE ATTACHED PROPERTY TYPE: SECURITIES	P	VARIOUS	VARIOUS	389,012.		360,367.				28,645.
LOOMIS SAYLES CREDIT ASSET TRUST K-1 PROPERTY TYPE: OTHER	P	VARIOUS	VARIOUS							58,370.
LOOMIS SAYLES CREDIT ASSET TRUST K-1 PROPERTY TYPE: OTHER	P	VARIOUS	VARIOUS							1,787.
LONE CASCADE LP K-1 #11515 PROPERTY TYPE: OTHER	P	VARIOUS	VARIOUS							

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)	
							11,540.	
		LONE CASCADE LP K-1 #11515 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							-93,478.	
		LONE CASCADE LP K-1 #11293 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							8,825.	
		LONE CASCADE LP K-1 #11293 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							-27,003.	
		SEAMARK FUND - DISSOLUTION PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							-11,421.	
		INDUS ASIA PACIFIC FUND PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							415,754.	
		INDUS EVENT DRIVEN FUND PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							-50,947.	
		INDUS EVENT DRIVEN HOLDINGS PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							1,478.	
		INDUS ASIA DISTRIBUTIONS HOLDING CO. PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							1,695.	
TOTAL GAIN(LOSS)							797,454.	

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION
I.D. #25-6357015

ATTACHMENT TO 2009 FORM 990-PF
RETURN OF PRIVATE FOUNDATION
Calendar Year End 12/31/2009

STATEMENT REQUIRED BY REG. 53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBLIITY GRANTS

PART VII-B, LINE 5(a)(4)

Statement of Expenditure Responsibility

Name and Address of Grantee
Gill Operating Foundation
2215 Market Street
Denver, CO 80205

Date of Grant
June 10, 2009

Amount of Grant
$50,000

Purpose of Grant
General support for the Movement Advancement Project, a think tank that produces and disseminates research aimed at increasing the productivity of investments in the Lesbian, Gay, Bisexual and Transgender movement.

Amount Expended by Grantee
$50,000 of the grant was spent during the calendar year 1/1/2009 through 12/31/2009.

Diversion of Funds
To the foundation's knowledge, and based on the report furnished by the grantee, the grantee has not diverted any portion of the funds from the purpose of the grant.

Reports Received
On March 12, 2010, the grantee provided the foundation with a final report with respect to all expenditures made from the grant funds and indicating the progress made toward the goals of the grant.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITI 46768 - DIVIDEND	219,117.	219,117.
FIDELITY 50210 - DIVIDEND	65,565.	65,565.
PRAIRIE 7998 - DIVIDEND	750.	750.
FIDELITY 50210 - INTEREST	819.	819.
FIDELITY 50210 - TAX EXEMPT INTEREST	1,505.	
PRAIRIE 6509 - DIVIDEND	2,450.	2,450.
GS 21364 - DIVIDEND	37.	37.
BLAIR STRIP STEEL	355.	355.
CITI 91768 - INTEREST	497,781.	497,781.
CITI 91768 - ACCRUED INTEREST PAID	-124,388.	-89,764.
CITI 91768 - ACCRUED MKT DISCOUNT INT.	16,581.	16,581.
CITI 91768 - TAX EXEMPT INTEREST	81,313.	
CITI 91768 - DIVIDEND	1,562.	1,562.
GS 21364 - INTEREST	1,346.	1,346.
INDUS ASIA PACIFIC FUND	32.	32.
TOTAL	764,825.	716,631.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DENNIS SCHILL MANOR ASSOCIATES	1,206.	1,206.
MALVERN HILLS ASSOCIATES	2,774.	2,774.
GIRARD TOWERS ASSOCIATES	3,205.	3,205.
COLLEGE VIEW TOWERS, LP	236.	236.
LOOMIS SAYLES CREDIT ASSET TRUST	107,128.	107,128.
LONE CASCADE LP - #11515	3,874.	3,874.
LONE CASCADE LP - #11293	3,124.	3,124.
TOTALS	121,547.	121,547.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
K&L GATES	27,202.	27,202.		
PATTERSON BELKNAP WEBB & TYLER	24,913.			24,913.
TOTALS	52,115.	27,202.	0.	24,913.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BILL MCKIBBEN CONSULTING	1,000.		1,000.
CHANGING FOCUS CONSULTING	12,600.		12,600.
BARBARA FENHAGEN CONSULTING	36,000.		36,000.
THE AYCO COMPANY	62,268.	15,567.	46,701.
SUMMIT ROCK ADVIS. - MGMT FEES	143,440.	143,440.	
PRAIRIE CAPITAL MANAGEMENT LLC	3,156.	3,156.	
JANE T JOHNSON	36,000.		36,000.
KATHLEEN STURGEON	36,000.		36,000.
CITI #91768 - MGMT FEES	27,961.	26,289.	
STATE STREET #227 - MGMT FEES	2,258.	2,258.	
STATE STREET #227 - COMMISSION	2,100.	2,100.	
PRAIRIE #6509 - MGMT FEES	1,475.	1,475.	
COLLEGE VIEW - MGMT FEES	67.	67.	
CITI #46768 - MGMT FEES	6,064.	6,064.	
TOTALS	370,389.	200,416.	168,301.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITI #46768 - FOREIGN W/H	9,177.	9,177.
PRAIRIE 6509 - FOREIGN W/H	117.	117.
FIDELITY #50210 - FOREIGN W/H	371.	371.
TOTALS	9,665.	9,665.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	7,110.	355.	6,755.
BANK FEES	219.		
INSURANCE EXPENSE	3,661.	183.	3,478.
MEMBERSHIP FEES	23,878.		23,878.
AMORTIZATION EXP - CITI #91768	13,554.		
STATE FILING FEES	1,635.		1,635.
TELEPHONE	834.	42.	792.
CREDIT CARD FEE	100.		
POSTAGE AND DELIVERY	509.	25.	484.
PROGRAM EXPENSE	24,419.		24,419.
SUBSCRIPTIONS	313.		313.
TECHNOLOGY	13,181.	659.	12,522.
UTILITIES	888.	44.	844.
MISCELLANEOUS EXPENSE	96.		
BANK FEES - PRAIRIE #7998	80.	80.	
BANK FEES - PRAIRIE #6509	18.	18.	
ACCOUNT SERVICE FEES - FIDEL.	4,075.	4,075.	
TOTALS	94,570.	5,481.	75,120.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIDELITY #50210	3,744,259.	3,857,799.
CITI 91768	8,671,129.	8,821,980.
GS 21364-OPPORTUNISTIC	0.	64,152.
CITI 46768	10,461,423.	11,520,690.
PRAIRIE 7998	0.	0.
TOTALS	22,876,811.	24,264,621.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS MEZZANINE III	288,786.	397,353.
GS DISTRESSED OPPS FUND II OFF	593,743.	838,593.
GS VINTAGE FUND III OFFSHORE	610,000.	879,688.
GS MEZZANINE 2006	922,453.	670,816.
WHITEHALL PARTNERS	1,216,110.	10,040.
INDUS EVENT DRIVEN	0.	0.
INDUS ASIA	0.	0.
LONE CASCADE LP #11293	680,843.	764,673.
PROTEGE PARTNERS	0.	0.
SUMMIT ROCK FIXED INCOME	5,891,552.	6,148,337.
SUMMIT ROCK HEDGED EQUITY	13,352,361.	11,233,886.
SUMMIT ROCK DIVERSIFIED STRAT	16,505,607.	15,588,811.
SUMMIT ROCK SELECTED EQUITY	5,700,000.	6,187,191.
SUMMIT ROCK INVESTMENT PORT.	1,305,221.	1,126,407.
SEAMARK FUND	0.	0.
LONE CASCADE LP #11515	836,773.	943,153.
INDUS EVENT DRIVEN HOLDING CO	884.	1,944.
INDUS ASIA HOLDING CO	40,874.	47,610.
LOOMIS SAYLES CREDIT ASSET TR	3,162,927.	3,248,651.
LONE PINON	0.	1,707,348.
TOTALS	51,108,134.	49,794,501.

FORM 990PF, PART II - OTHER ASSETS ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COLLEGE VIEW TOWERS	-2,979.	-2,979.
GIRARD TOWERS ASSOCIATES	12,796.	12,796.
MALVERN HILLS ASSOCIATES	12,132.	12,132.
DENNIS SCHILL MANOR ASSOCIATES	1,507.	1,507.
SECURITY DEPOSIT - NYC	13,905.	13,905.
CITI 91768 - DIVIDEND REC.	0.	0.
CITI 91768 - ACCRUED INTEREST PAID CARRYOVER	0.	0.
FIDELITY #50210 - DIVIDEND RECEIVABLE	18,614.	18,614.
CITI 46768 - DIVIDEND REC.	23.	23.
INDUS EVENT DRIVEN HOLDINGS PROCEEDS RECEIVABLE	1,069.	1,069.
INDUS ASIA HOLDING CO. PROCEEDS RECEIVABLE	11,985.	11,985.
TOTALS	69,052.	69,052.

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE
PAYROLL LIABILITIES	0.
CREDIT CARDS PAYABLE	1,917.
TOTALS	1,917.

ATTACHMENT 11

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT - NO TAX EFFECT	15,726.
TOTAL	15,726.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES M. JOHNSON 120 WOOSTER STREET 3N NEW YORK, NY 10012	CHAIRMAN	0.	0.	0.
JESSE D. JOHNSON 120 WOOSTER STREET 3N NEW YORK, NY 10012	TREASURER	0.	0.	0.
ASA J. JOHNSON 120 WOOSTER STREET 3N NEW YORK, NY 10012	SECRETARY	0.	0.	0.
THOMAS P. JOHNSON 120 WOOSTER STREET 3N NEW YORK, NY 10012	PRESIDENT	0.	0.	0.
ANDREW LANE 120 WOOSTER STREET 3N NEW YORK, NY 10012	EXECUTIVE DIRECTOR 40.00	182,500.	26,289.	0.
	GRAND TOTALS	182,500.	26,289.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
SARAH HEATON 120 WOOSTER STREET 3N NEW YORK, NY 10012	GRANT MGR/PROG ASSOC 40.00	52,000.	7,741.
SARAH VOGEL 120 WOOSTER STREET 3N NEW YORK, NY 10012	PROGRAM DIRECTOR 40.00	80,000.	13,172.
	TOTAL COMPENSATION	132,000.	20,913.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
THE AYCO COMPANY, LP PO BOX 860 SARATOGA SPRINGS, NY 12866	ACCOUNTING	62,268.
SUMMIT ROCK ADVISORS 9 WEST 57TH ST, 12TH FLOOR NEW YORK, NY 10019	INVESTMENT SERVICES	143,440.
TOTAL COMPENSATION		205,708.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VARIOUS - SEE ATTACHED	NONE 501(C)(3)	GENERAL CHARITABLE PURPOSES	3,225,000
		TOTAL CONTRIBUTIONS PAID	3,225,000

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION
FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	City, State	Relationship	Tax Status		Purpose	Amount
1% for the Planet	Waitsfield, VT	N/A	501c(3)	509a(1)	general operating support	$60,000 00
American Foundation for Suicide Prevention	New York, NY	N/A	501c(3)	509a(1)	LGBT Suicide Prevention project	$45,000 00
Anne Kent Taylor Fund	Billings, MT	N/A	501c(3)	509a(2)	general operating support	$10,000 00
Antioch University	Los Angeles, CA	N/A	501c(3)	509a(1)	Sandra Golvin Memorial Scholarship Fund	$15,000 00
Ayco Charitable Foundation	Albany, NY	N/A	501c(3)	509a(1)	donor-advised fund	$234,056 23
Bethany College	Bethany, PA	N/A	501c(3)	509a(1)	capital campaign	$50,000 00
Breast Cancer Fund	San Francisco, CA	N/A	501c(3)	509a(1)	State-to-Federal Legislation project	$30,000 00
Breast Cancer Fund	San Francisco, CA	N/A	501c(3)	509a(1)	Campaign for Safe Cosmetics	$30,000 00
Broadway Cares-Equity Fights AIDS	New York, NY	N/A	501c(3)	509a(1)	Classical Action Performing Arts Against AIDS	$5,000 00
Carnegie Mellon University	Pittsburgh, PA	N/A	501c(3)	509a(1)	Institute for Green Science Online Learning Initiative	$40,000 00
Center for Environmental Health	Oakland, CA	N/A	501c(3)	509a(1)	federal/state coordination project	$25,000 00
Center for Health Environment and Justice	Falls Church, VA	N/A	501c(3)	509a(1)	general operating support	$30,000 00
Center for International Environmental Law	Washington, DC	N/A	501c(3)	509a(1)	Chemicals Program	$40,000 00
Center for Whole Communities	Waitsfield, VT	N/A	501c(3)	509a(1)	Advanced Leadership and Alumni project	$25,000 00
CenterLink	Fort Lauderdale, FL	N/A	501c(3)	509a(2)	general operating support	$50,000 00
Commonweal	Bolinas, CA	N/A	501c(3)	509a(1)	CHE Fertility and Reproductive Health Working Group	$25,000 00
Conservation Law Foundation	Montpelier, VT	N/A	501c(3)	509a(1)	Vermont Advocacy Center	$20,000 00
Consultative Group on Biological Diversity	Bethesda, MD	N/A	501c(3)	509a(1)	Health & Environment Funders Network project	$25,000 00
Country Schools	Valley Village, CA	N/A	501c(3)	509a(1)	Guardian Scholarship program	$15,000 00
Ecology Center	Ann Arbor, MI	N/A	501c(3)	509a(2)	Michigan Network for Children's Environmental Health project	$25,000 00
Environmental Defense Fund	New York, NY	N/A	501c(3)	509a(1)	Overhauling United States Chemicals Policy project	$25,000 00
Environmental Health Fund	Boston, MA	N/A	501c(3)	509a(1)	Safer Chemicals, Healthy Families Campaign and Fund project	$30,000 00
Environmental Working Group	Washington, DC	N/A	501c(3)	509a(1)	Toxics & Human Health program	$30,000 00
Equality Maine Foundation	Portland, ME	N/A	501c(3)	509a(1)	public education efforts on marriage equality	$15,000 00
Facing the Future People and the Planet	Seattle, WA	N/A	501c(3)	509a(1)	Story of Stuff Curriculum	$5,000 00
Farm & Wilderness Foundation	Plymouth, VT	N/A	501c(3)	509a(2)	Summer Campership Awards	$15,000 00
Farm & Wilderness Foundation	Plymouth, VT	N/A	501c(3)	509a(2)	general operating support	$10,000 00
FII-National	Oakland, CA	N/A	501c(3)	509a(1)	general operating support	$50,000 00
Friends of the High Line	New York, NY	N/A	501c(3)	509a(1)	general operating support	$20,000 00
Funders for Lesbian and Gay Issues	New York, NY	N/A	501c(3)	509a(1)	strategic planning process	$25,000 00
Gay & Lesbian Alliance Against Defamation	New York, NY	N/A	501c(3)	509a(1)	Sports Media program	$10,000 00
Gay-Straight Alliance Network	San Francisco, CA	N/A	501c(3)	509a(1)	national program	$25,000 00
Gill Operating Foundation	Denver, CO	N/A	501c(3)	4942(j)(3)	Movement Advancement Project	$50,000 00
GLSEN	New York, NY	N/A	501c(3)	509a(1)	capacity building in the Research Department	$75,000 00
GLSEN	New York, NY	N/A	501c(3)	509a(1)	general operating support	$100,000 00
Green Blue Institute	Charlottesville, VA	N/A	501c(3)	509a(1)	CleanGredients project	$25,000 00
Green Mountain College	Poultney, VT	N/A	501c(3)	509a(1)	general operating support	$25,000 00
Group for the East End	Bridgehampton, NY	N/A	501c(3)	509a(1)	general operating support	$15,000 00

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION
FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	City, State	Relationship	Tax Status		Purpose	Amount
Health Care Without Harm	Arlington, VA	N/A	501c(3)	509a(1)	Chemicals Management in the Healthcare Sector project	$20,000 00
Health Care Without Harm	Arlington, VA	N/A	501c(3)	509a(1)	Vermont Healthy Food in Health Care program	$25,000 00
Healthy Building Network	Washington, DC	N/A	501c(3)	509a(1)	general operating support	$20,000 00
In the Life Media	New York, NY	N/A	501c(3)	509a(1)	general operating support	$10,000 00
International Film Seminars	New York, NY	N/A	501c(3)	509a(2)	general operating support	$30,331 00
Kentucky Environmental Foundation	Berea, KY	N/A	501c(3)	509a(1)	Coming Clean Collaborative project	$15,000 00
Lesbian & Gay Community Services Center	New York, NY	N/A	501c(3)	509a(1)	general operating support	$10,000 00
Liberty Hill Foundation	Santa Monica, CA	N/A	501c(3)	509a(1)	Queer Youth Fund	$124,162 77
Long Island Gay and Lesbian Youth	Bay Shore, LI	N/A	501c(3)	509a(1)	LGBT Mental Health Initiative	$45,000 00
Longhouse Reserve	East Hampton, NY	N/A	501c(3)	509a(1)	general operating support	$20,000 00
Media Matters for America	Washington, DC	N/A	501c(3)	509a(1)	general operating support	$25,000 00
Mount Sinai Hospital	New York, NY	N/A	501c(3)	509a(1)	Pituitary Research Fund	$20,000 00
National Coalition for LGBT Health	Washington, DC	N/A	501c(3)	509a(1)	LGBT Mental Health Roundtable	$50,000 00
National Gallery of Art	Washington, DC	N/A	501c(3)	509a(1)	Film Program	$20,000 00
National Gay and Lesbian Task Force Foundation	Washington, DC	N/A	501c(3)	509a(1)	general operating support	$10,000 00
Natural Resources Defense Council	New York, NY	N/A	501c(3)	509a(1)	Chemical Policy Reform project	$45,000 00
Neighborhood Academy	Pittsburgh, PA	N/A	501c(3)	509a(1)	general operating support	$75,000 00
New England Grassroots Environmental Fund	Montpelier, VT	N/A	501c(3)	509a(1)	Vermont program	$20,000 00
North Star Fund	New York, NY	N/A	501c(3)	509a(1)	re-granting	$180,000 00
North Star Fund	New York, NY	N/A	501c(3)	509a(1)	general operating support	$25,000 00
NYC Gay and Lesbian Anti-Violence Project	New York, NY	N/A	501c(3)	509a(1)	National Coalition of Anti-Violence Programs	$15,000 00
Pacific Center for Human Growth	Berkeley, CA	N/A	501c(3)	509a(1)	LGBT Mental Health Initiative	$34,000 00
Parents Families and Friends of Lesbians & Gays	Washington, DC	N/A	501c(3)	509a(1)	Family Support program	$15,000 00
Peconic Baykeeper	Quogue, NY	N/A	501c(3)	509a(1)	general operating support	$15,000 00
Peconic Public Broadcasting	Southampton, NY	N/A	501c(3)	509a(1)	contract underwriting	$5,000 00
Peconic Public Broadcasting	Southampton, NY	N/A	501c(3)	509a(1)	general operating support	$5,000 00
Pittsburgh Foundation	Pittsburgh, PA	N/A	501c(3)	509a(1)	Thomas W Phillips, Sr Educational Fund	$10,000 00
Rollins College	Winter Park, FL	N/A	501c(3)	509a(1)	LGBT internships and Safe Zone training programs	$20,000 00
Rose Foundation for Communities & the Environment	Falls Church, VA	N/A	501c(3)	509a(1)	Investor Environmental Health Network project	$30,000 00
Samara Foundation of Vermont	Burlington, VT	N/A	501c(3)	509a(1)	re-granting	$10,000 00
Samara Foundation of Vermont	Burlington, VT	N/A	501c(3)	509a(1)	general operating support	$40,000 00
Samara Foundation of Vermont	Burlington, VT	N/A	501c(3)	509a(1)	Vermont Gay Guide	$5,000 00
San Miguel Mentoring Program	Telluride, CO	N/A	501c(3)	509a(1)	general operating support	$20,000 00
Science & Environmental Health Network	Ames, IA	N/A	501c(3)	509a(1)	general operating support	$10,000 00
Teak Fellowship	New York, NY	N/A	501c(3)	509a(1)	general operating support	$40,000 00
TEDX	Paonia, CO	N/A	501c(3)	509a(2)	general operating support	$20,000 00
Telluride AIDS Benefit	Telluride, CO	N/A	501c(3)	509a(2)	general operating support	$10,000 00
Telluride Foundation	Telluride, CO	N/A	501c(3)	509a(1)	general operating support	$25,000 00

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION
FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	City, State	Relationship	Tax Status		Purpose	Amount
Telluride Repertory Theatre Company	Telluride, CO	N/A	501c(3)	509a(2)	general operating support	$5,000 00
Telluride Repertory Theatre Company	Telluride, CO	N/A	501c(3)	509a(2)	Administrative Manager staff position	$35,526 00
Telluride School District	Telluride, CO	N/A	Other	501c(3)	Michael D Palm Theatre	$10,000 00
Retreat, The	East Hampton, NY	N/A	501c(3)	509a(1)	general operating support	$20,000 00
University Corporation San Francisco State	San Francisco, CA	N/A	501c(3)	509a(1)	Family Acceptance Project	$10,000 00
Tides Center	San Francisco, CA	N/A	501c(3)	509a(1)	Clean Production Action project	$30,000 00
Tides Center	San Francisco, CA	N/A	501c(3)	509a(1)	EHSC's Safer Chemical Policy Reform Campaign project	$25,000 00
Tides Center	San Francisco, CA	N/A	501c(3)	509a(1)	Story of Stuff project	$20,000 00
Toxics Action Center	Montpelier, VT	N/A	501c(3)	509a(1)	grassroots collaborations with the VLS law clinic	$5,000 00
Toxics Action Center	Montpelier, VT	N/A	501c(3)	509a(1)	Alliance for a Clean and Healthy Vermont	$15,000 00
Trevor Project	Los Angeles, CA	N/A	501c(3)	509a(1)	general operating support	$5,000 00
Trustees for Harvard University	Cambridge, MA	N/A	501c(3)	509a(1)	CHGE's Policy-Maker Education program	$15,000 00
Trustees for Harvard University	Cambridge, MA	N/A	501c(3)	509a(1)	CHGE's Biodiversity and Human Health program	$15,000 00
Trustees of Columbia University in the City of NY	New York, NY	N/A	501c(3)	509a(1)	CCCEH community outreach, education and policy translation	$40,000 00
University of California Regents	Santa Barbara, CA	N/A	501c(3)	509a(1)	Michael D Palm Center	$25,000 00
UCLA Foundation	Los Angeles, CA	N/A	501c(3)	509a(1)	Williams Institute	$10,000 00
Vermont Community Foundation	Middlebury, VT	N/A	501c(3)	509a(1)	Permanent Fund for the Well-Being of Vermont Children	$125,000 00
Vermont Law School	South Royalton, VT	N/A	501c(3)	509a(1)	New England Community Toxics program	$30,000 00
Vermont Law School	South Royalton, VT	N/A	501c(3)	509a(1)	Summer Media Fellowship program	$10,000 00
Vermont Public Interest Research & Education Fund	Montpelier, VT	N/A	501c(3)	509a(1)	Alliance for a Clean and Healthy Vermont	$30,000 00
Vermont Public Radio	Colchester, VT	N/A	501c(3)	509a(1)	contract underwriting	$21,924 00
Vermont Youth Conservation Corps	Richmond, VT	N/A	501c(3)	509a(1)	general operating support	$25,000 00
Vermonters for Clean Environment	Danby, VT	N/A	501c(3)	509a(1)	chloramine project	$10,000 00
Virginia Organizing Project	Charlottesville, VA	N/A	501c(3)	509a(1)	Advancing Green Chemistry project	$20,000 00
Virginia Organizing Project	Charlottesville, VA	N/A	501c(3)	509a(1)	Environmental Health Sciences project	$45,000 00
Virginia Organizing Project	Charlottesville, VA	N/A	501c(3)	509a(1)	SCN's Environmental Health project	$25,000 00
Washington Market School	New York, NY	N/A	501c(3)	509a(1)	general operating support	$5,000 00
Washington Toxics Coalition	Seattle, WA	N/A	501c(3)	509a(1)	SAFER project	$15,000 00
Washington Toxics Coalition	Seattle, WA	N/A	501c(3)	509a(1)	Leading Edge for Safer Chemicals project	$25,000 00
Wesley Spectrum Services	Pittsburgh, PA	N/A	501c(3)	509a(1)	Adventure in the Environment project	$15,000 00
Western States Center	Portland, OR	N/A	501c(3)	509a(2)	Moms Rising's Environmental Health Campaign project	$25,000 00
Womens Voices for the Earth	Missoula, MT	N/A	501c(3)	509a(1)	Clean New York project	$10,000 00
WorkingFilms	Wilmington, NC	N/A	501c(3)	509a(1)	general operating support	$25,000 00
Yale University	New Haven, CT	N/A	501c(3)	509a(1)	CELP's Greening Business Playbook project	$10,000 00
TOTAL						$3,225,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED LIST	NONE 501(C)(3)	VARIOUS - SEE ATTACHED	772,021.
		TOTAL CONTRIBUTIONS APPROVED	772,021

Grant Commitment Schedule (6 years)

12/31/2009

Organization Grant Amount	Total Paid	Scheduled Payments 2009	2010	2011	2012	2013	2014	Remaining Balance
CenterLink $ 50,000.00 *the support of technical assistance for the Long Island GLBT Community Center*	$0.00	$0.00	$20,000.00	$15,000.00	$15,000.00	$0 00	$0 00	$0 00
CenterLink $ 50,000.00 *the support of technical assistance for Pacific Center for Human Growth*	$0.00	$0.00	$16,850.00	$16,630.00	$16,520.00	$0.00	$0 00	$0 00
Family Acceptance Project $ 30,000.00 *the support of the Family Acceptance Project*	$20,000.00	$0.00	$10,000.00	$0.00	$0.00	$0.00	$0.00	$0.00
Gay, Lesbian & Straight Education Network $ 200,000 00 *general operating support*	$100,000 00	$0 00	$100,000 00	$0 00	$0 00	$0.00	$0 00	$0.00
Gay, Lesbian & Straight Education Network $ 150,000.00 *the support of capacity building in the Research Department*	$75,000.00	$0 00	$75,000.00	$0.00	$0.00	$0 00	$0 00	$0.00

Organization Grant Amount	Total Paid	Scheduled Payments 2009	2010	2011	2012	2013	2014	Remaining Balance
Investor Environmental Health Network $ 45,000.00 *the support of the Investor Environmental Health Network project*	$30,000 00	$0.00	$15,000 00	$0 00	$0.00	$0 00	$0.00	$0.00
Long Island GLBT Community Center $ 100,000 00 *the support of the LGBT Mental Health Initiative*	$45,000.00	$0.00	$0.00	$35,000.00	$20,000.00	$0.00	$0.00	$0 00
Michael D. Palm Theatre $ 30,000.00 *the support of the Michael D Palm Theatre*	$20,000.00	$0.00	$10,000 00	$0 00	$0 00	$0.00	$0 00	$0.00
Mount Sinai's Brain Institute & Department of Neurosurgery $ 30,000 00 *the support of the Pituitary Research Fund in the Brain Institute and Department of Neurosurgery*	$20,000.00	$0.00	$10,000.00	$0.00	$0.00	$0 00	$0.00	$0 00
Outright Vermont $ 52,500.00 *challenge grant*	$0.00	$0 00	$17,500.00	$17,500.00	$17,500.00	$0.00	$0.00	$0.00
Pacific Center for Human Growth $ 100,000 00 *the support of the LGBT Mental Health Initiative*	$34,000.00	$0.00	$0.00	$34,000.00	$32,000 00	$0 00	$0.00	$0.00

Organization Grant Amount	Total Paid	Scheduled Payments 2009	2010	2011	2012	2013	2014	Remaining Balance
Peconic Public Broadcasting 88.3 FM $ 10,000.00 *the support of contract underwriting for 2009 and 2010*	$5,000.00	$0.00	$5,000.00	$0.00	$0.00	$0.00	$0.00	$0.00
Peconic Public Broadcasting 88.3 FM $ 10,000.00 *challenge grant for 2009 and 2010*	$5,000.00	$0.00	$5,000.00	$0.00	$0.00	$0.00	$0.00	$0.00
Queer Youth Fund $ 100,000 00 *2009-10 cycle*	$0.00	$0 00	$27,666.60	$27,666.60	$26,666.80	$10,000.00	$8,000.00	$0.00
Queer Youth Fund $ 800.00 *2009-10 consolation grants*	$0.00	$0.00	$800.00	$0.00	$0.00	$0.00	$0 00	$0.00
Queer Youth Fund $ 133,333.34 *2007-08 cycle*	$81,479.26	$0.00	$41,187.42	$6,666.66	$4,000.00	$0.00	$0 00	$0.00
Queer Youth Fund $ 133,333.35 *2008-09 cycle*	$42,466.67	$0 00	$41,244 67	$41,288.67	$8,333 34	$0.00	$0.00	$0.00
Robert Flaherty Film Seminar $ 15,000.00 *challenge grant*	$0.00	$0 00	$15,000.00	$0 00	$0.00	$0.00	$0 00	$0 00

Organization Grant Amount	Total Paid	2009	2010	Scheduled Payments 2011	2012	2013	2014	Remaining Balance
Yale Center for Environmental Law and Policy $ 20,000.00 *the support of the Yale Center for Environmental Law and Policy's Greening Business Playbook project*	$10,000.00	$0.00	$10,000.00	$0 00	$0.00	$0.00	$0 00	$0.00
Grand Total (19 items)	$487,945.93	$0.00	$420,248 69	$193,751 93	$140,020.14	$10,000.00	$8,000.00	$0.00

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 instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION

Employer identification number 25-6357015

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	296,390.
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 2008 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	296,390.

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					
					-

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	490,925.
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	10,139.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 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	501,064.

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

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			296,390.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			501,064.
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			797,454.

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:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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 $2,300	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 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

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

2009

Name of estate or trust: THE THOMAS PHILLIPS AND

Employer identification number: 25-6357015

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 PRAIRIE #7998 - SEE ATTACHED	VARIOUS	VARIOUS	75,000.	75,000.	
CITI #91768 - PAYDOWN	VARIOUS	VARIOUS	681,333.	690,509.	-9,176.
CITI #91768 - FNMA POOL	VARIOUS	VARIOUS	994,488.	964,937.	29,551.
CITI #91768 - SEE ATTACHED	VARIOUS	VARIOUS	21,116,765.	20,951,303.	165,462.
FIDELITY #50210 - SEE ATTACHED	VARIOUS	VARIOUS	389,012.	360,367.	28,645.
LOOMIS SAYLES CREDIT ASSET TRUST K-1	VARIOUS	VARIOUS			58,370.
LONE CASCADE LP K-1 #11515	VARIOUS	VARIOUS			11,540.
LONE CASCADE LP K-1 #11293	VARIOUS	VARIOUS			8,825.
INDUS EVENT DRIVEN HOLDINGS	VARIOUS	VARIOUS			1,478.
INDUS ASIA DISTRIBUTIONS HOLDING CO.	VARIOUS	VARIOUS			1,695.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 296,390.

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

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 PRAIRIE #7998 - SEE ATTACHED	VARIOUS	VARIOUS	250,000.	250,000.	
PROTEGE PARTNERS QP FUND	VARIOUS	02/02/2009	2,361,303.	2,108,660.	252,643.
CITI #91768 - PAYDOWN	VARIOUS	VARIOUS	469,220.	470,610.	-1,390.
CITI #91768 - SEE ATTACHED	VARIOUS	VARIOUS	260,147.	255,167.	4,980.
LOOMIS SAYLES CREDIT ASSET TRUST K-1	VARIOUS	VARIOUS			1,787.
LONE CASCADE LP K-1 #11515	VARIOUS	VARIOUS			-93,478.
LONE CASCADE LP K-1 #11293	VARIOUS	VARIOUS			-27,003.
SEAMARK FUND - DISSOLUTION	VARIOUS	VARIOUS			-11,421.
INDUS ASIA PACIFIC FUND	VARIOUS	VARIOUS			415,754.
INDUS EVENT DRIVEN FUND	VARIOUS	VARIOUS			-50,947.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 490,925.

2009 Tax Information Statement

Account Number: 25D064291768
Recipient's Tax ID number: XX-XXX7015
Payer's Federal ID number: 13-5266470
Questions? (718)248-1183

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
THOMAS P. AND JANE M. JOHNSON
FDN
315 W. 36TH STREET # 440
NEW YORK, NY 10018

Payer's Name and Address
CITIBANK, N A.
153 EAST 53RD STREET
NEW YORK, NY 10043

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
340000 0000	93974BJ52	WASHINGTON ST 5 000% 7/01/11	10/17/2008	01/28/2009	368,271 00	350,792 23	17,478 77	0.00
120000 0000	912828CZ1	U S. T NTS INFL INDX 0 875% 4/15/10	05/30/2008	02/03/2009	130,963 02	136,874 12	-5,911 10	0 00
270000 0000	912828CZ1	U S T NTS INFL INDX 0 875% 4/15/10	08/05/2008	02/03/2009	294,666.78	310,493 43	-15,826 65	0 00
150000.0000	912795U25	U S TREAS BILLS 6/24/09	12/22/2008	02/06/2009	149,803 97	149,855 13	-51 16	0 00
190000 0000	912828CZ1	U S T NTS INFL INDX 0 875% 4/15/10	08/13/2008	02/09/2009	208,124 71	218,834.64	-10,709 93	0 00
220000 0000	172967EU1	CITIGROUP INC 6 500% 8/19/13	11/04/2008	02/11/2009	210,852 40	212,753.20	-1,900 80	0 00
290000 0000	57582NDH5	MASSACHUSETTS ST 5 500% 11/01/11	09/16/2008	02/24/2009	319,345 10	312,513 48	6,831 62	0.00
720000 0000	602245RX2	MILWAUKEE CNTY WIS 5.000% 10/01/11	10/17/2008	02/24/2009	778,780 80	742,886 93	35,893 87	0 00
390000 0000	7178805X2	PHILADELPHIA PA SCH 5 750% 2/01/30	10/15/2008	02/24/2009	43,791 62	407,662.45	-363,870.83	0 00
390000 0000	7178805X2	PHILADELPHIA PA SCH 5 750% 2/01/30	10/15/2008	02/24/2009	422,432 40	407,662 45	14,769 95	0 00
390000 0000	7178805X2	PHILADELPHIA PA SCH 5 750% 2/01/30	10/15/2008	02/24/2009	-43,791 62	-407,662 45	363,870 83	0 00
550000 0000	915137ZM8	UNIVERSITY TEX UNIV 5.000% 8/15/18	12/16/2008	02/24/2009	618,750 00	570,412 86	48,337.14	0 00
205000.0000	880591EC2	TENNESSEE VALLEY AUT 4.500% 4/01/18	02/03/2009	02/27/2009	209,565.35	212,753 10	-3,187 75	0 00
800000.0000	912828HN3	U S T NTS INFL INDX 1 625% 1/15/18	12/15/2008	02/27/2009	765,751 04	766,035 04	-284 00	0 00
220000.0000	912828CZ1	U S T NTS INFL INDX 0 875% 4/15/10	08/13/2008	03/03/2009	24,504 84	253,387 48	-228,882.64	0 00

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2009 Tax Information Statement

Account Number: 25D064291768
Recipient's Tax ID number: XX-XXX7015
Payer's Federal ID number: 13-5266470
Questions? (718)248-1183

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address
THOMAS P. AND JANE M. JOHNSON
FDN
315 W. 36TH STREET # 440
NEW YORK, NY 10018

Payer's Name and Address
CITIBANK, N.A.
153 EAST 53RD STREET
NEW YORK, NY 10043

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
220000 0000	912828CZ1	U S T NTS INFL INDX 0 875% 4/15/10	08/13/2008	03/03/2009	-24,504 84	-253,387.48	228,882 64	0 00
220000 0000	912828CZ1	U S T NTS INFL INDX 0 875% 4/15/10	08/13/2008	03/03/2009	240,544 48	253,387.48	-12,843 00	0 00
250000 0000	36962GT38	GENERAL ELEC CAP CP 5 000% 11/15/11	05/22/2008	03/06/2009	227,500 00	256,932 50	-29,432.50	0 00
250000 0000	46625HGY0	JPMORGAN CHASE & CO 6.000% 1/15/18	05/22/2008	03/06/2009	239,335.25	252,830 00	-13,494.75	0 00
490000.0000	912795N23	UNITED STATES TREAS BILLS 7/16/09	03/06/2009	03/27/2009	489,677.21	489,552 26	124 95	0 00
300000.0000	912795S28	U S TREAS BILLS 8/27/09	02/27/2009	03/27/2009	299,524 67	299,362 16	162.51	0 00
480000 0000	912828KD1	U S TREAS NTS 2 750% 2/15/19	02/25/2009	03/27/2009	479,775 00	474,150 00	5,625 00	0 00
720000.0000	912828KE9	U S TREASURY NOTES 0.875% 2/28/11	02/25/2009	03/27/2009	720,056 25	718,189 99	1,866 26	0.00
500000 0000	3133XSAE8	FEDERAL HOME LN BK 3.625% 10/18/13	02/25/2009	04/03/2009	520,820 00	520,215 00	605 00	0.00
510000 0000	3133XS4S4	FEDERAL HOME LN BKS 3 625% 9/16/11	02/25/2009	04/08/2009	533,113 20	532,011 60	1,101 60	0 00
100000 0000	17275RAE2	CISCO SYSTEMS INC 4.950% 2/15/19	02/09/2009	04/16/2009	102,965.00	100,987.10	1,977 90	0 00
380000 0000	912795N72	U S TREAS BILLS 8/20/09	03/31/2009	04/17/2009	379,737 72	379,613 03	124 69	0 00
110000.0000	880591DT6	TENNESSEE VALLEY 6 790% 5/23/12	04/16/2009	04/22/2009	125,222 90	125,741.00	-518.10	0.00
110000 0000	880591EC2	TENNESSEE VALLEY AUT 4 500% 4/01/18	02/03/2009	04/22/2009	113,741 10	114,160 20	-419 10	0.00
160000.0000	912795N72	U S TREAS BILLS 8/20/09	03/31/2009	04/23/2009	159,892 13	159,837.07	55.06	0 00
470000 0000	438670QL8	HONOLULU HAWAII CITY 5.250% 7/01/15	03/06/2009	05/05/2009	543,174 30	526,438 62	16,735 68	0 00
120000 0000	880591DT6	TENNESSEE VALLEY 6.790% 5/23/12	04/16/2009	05/05/2009	136,710 00	137,172 00	-462 00	0 00

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2009 Tax Information Statement

Account Number: 25D064291768
Recipient's Tax ID number: XX-XXX7015
Payer's Federal ID number: 13-5266470
Questions? (718)248-1183

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address
THOMAS P. AND JANE M. JOHNSON
FDN
315 W. 36TH STREET # 440
NEW YORK, NY 10018

Payer's Name and Address
CITIBANK, N A
153 EAST 53RD STREET
NEW YORK, NY 10043

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
25000.0000	880591EC2	TENNESSEE VALLEY AUT 4 500% 4/01/18	02/03/2009	05/05/2009	25,406.25	25,945 50	-539 25	0 00
500000 0000	59333AEE7	MIAMI-DADE CNTY FLA 5.000% 4/01/34	03/27/2009	05/28/2009	569,960 00	564,548 29	5,411.71	0 00
320000.0000	796253SP8	SAN ANTONIO TEX ELEC 5 375% 2/01/14	01/28/2009	05/29/2009	359,417 60	366,290 99	-6,873 39	0 00
370000 0000	576002AP4	MASSACHUSETTS ST SPL 5.250% 1/01/28	04/22/2009	06/01/2009	414,770 00	420,633 76	-5,863 76	0 00
200000 0000	912795Q53	U S TREAS BILLS 11/27/09	05/29/2009	06/05/2009	199,707.85	199,728 06	-20 21	0 00
190000.0000	38122NBW1	GOLDEN ST TOB SECURI 5 625% 6/01/38	09/25/2008	06/09/2009	212,317 40	205,341 38	6,976.02	0 00
315000 0000	38122NBY7	GOLDEN ST TOB SECURI 5 500% 6/01/43	04/15/2009	06/10/2009	350,541 45	355,135 65	-4,594 20	0 00
30000.0000	912795N72	U S TREAS BILLS 8/20/09	03/31/2009	06/12/2009	29,975 20	29,969 45	5.75	0 00
200000 0000	912795Q53	U S TREAS BILLS 11/27/09	05/29/2009	06/12/2009	199,728 05	199,728 05	0.00	0 00
105000 0000	17275RAE2	CISCO SYSTEMS INC 4 950% 2/15/19	02/12/2009	06/16/2009	105,144 90	106,722 31	-1,577 41	0 00
150000 0000	055451AG3	BHP BILLITON FIN USA 6 500% 4/01/14	04/16/2009	06/17/2009	159,727.50	156,758 85	2,968 65	0 00
400000 0000	912828JT8	U S TREAS NTS 2 000% 11/30/13	06/11/2009	06/18/2009	390,000 00	389,712 82	287 18	0 00
330000.0000	912828KQ2	U S TREAS NTS 3.125% 5/15/19	05/27/2009	06/30/2009	319,532 81	316,821 17	2,711 64	0 00
430000.0000	912828KU3	U S TREASURY NOTES 0 875% 5/31/11	06/17/2009	07/01/2009	428,656 25	427,747 90	908 35	0 00
400000.0000	912828JE1	U S TREAS NTS 1 375% 7/15/18	06/11/2009	07/02/2009	380,644 72	379,223 04	1,421 68	0 00
70000.0000	880591EC2	TENNESSEE VALLEY AUT 4.500% 4/01/18	02/03/2009	07/23/2009	71,164 80	72,647 40	-1,482 60	0 00
540000 0000	912828KP4	U S TREASURY NOTES 1 375% 5/15/12	06/04/2009	07/23/2009	537,382 57	538,017.19	-634.62	0 00

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2009 Tax Information Statement

Payer's Name and Address
CITIBANK, N.A.
153 EAST 53RD STREET
NEW YORK, NY 10043

Account Number: 25D064291768
Recipient's Tax ID number: XX-XXX7015
Payer's Federal ID number: 13-5266470
Questions? (718)248-1183

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address
THOMAS P. AND JANE M. JOHNSON
FDN
315 W. 36TH STREET # 440
NEW YORK, NY 10018

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
(Box 5)	*(Box 1b)*	*(Box 7)*		*(Box 1a)*	*(Box 2)*			*(Box 4)*
130000 0000	742718BZ1	PROCTER & GAMBLE CO 4 850% 12/15/15	04/09/2009	08/06/2009	141,033 10	140,332 40	700 70	0 00
130000 0000	742718DA4	PROCTER & GAMBLE CO 4 950% 8/15/14	04/08/2009	08/06/2009	140,286 90	139,712.30	574 60	0 00
450000 0000	912795Q20	U S TREAS BILLS 11/05/09	07/31/2009	08/06/2009	449,806 05	449,806 13	-0.08	0 00
170000 0000	912795N72	U S TREAS BILLS 8/20/09	06/30/2009	08/07/2009	169,967 61	169,967 61	0 00	0 00
330000 0000	912795Q20	U S TREAS BILLS 11/05/09	07/31/2009	08/07/2009	329,855 21	329,857 83	-2 62	0 00
220000 0000	912795Q20	U S TREAS BILLS 11/05/09	07/31/2009	08/14/2009	219,906 42	219,905 22	1 20	0.00
200000 0000	880591DS8	TENNESSEE VALLEY 4 875% 12/15/16	05/28/2009	08/24/2009	212,756 00	210,152 00	2,604.00	0.00
150000 0000	880591DT6	TENNESSEE VALLEY 6 790% 5/23/12	04/16/2009	08/24/2009	169,425 00	170,895.00	-1,470 00	0 00
30000.0000	912795Q20	U S TREAS BILLS 11/05/09	07/31/2009	08/24/2009	29,987 41	29,987 07	0 34	0 00
600000 0000	912828KM1	U S TREAS NTS 1.250% 4/15/14	05/28/2009	08/24/2009	611,306 05	607,955 88	3,350.17	0 00
240000.0000	880591DT6	TENNESSEE VALLEY 6 790% 5/23/12	08/06/2009	09/14/2009	272,409 60	271,608 00	801 60	0 00
60000 0000	912828KM1	U S TREAS NTS 1.250% 4/15/14	06/04/2009	09/15/2009	61,981 16	61,192 37	788 79	0 00
340000.0000	880591DS8	TENNESSEE VALLEY 4 875% 12/15/16	05/28/2009	10/14/2009	368,046 60	357,258 40	10,788.20	0 00
1240000 0000	912828KM1	U S TREAS NTS 1.250% 4/15/14	06/04/2009	10/14/2009	1,289,505 25	1,267,991 71	21,513 54	0 00
220000 0000	912828LW8	U S TREASURY NOTES 1 000% 9/30/11	10/14/2009	11/12/2009	220,996 14	220,360 94	635 20	0 00
270000 0000	13067JLA7	CALIFORNIA ST ECONOM 5.000% 7/01/18	10/30/2009	12/09/2009	292,547.70	281,421.93	11,125 77	0 00
210000.0000	00206RAQ5	AT&T INC 4 850% 2/15/14	02/05/2009	12/15/2009	226,044.00	211,554 00	14,490 00	0 00

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2009 Tax Information Statement

Payer's Name and Address
CITIBANK, N A
153 EAST 53RD STREET
NEW YORK, NY 10043

Account Number: 25D064291768
Recipient's Tax ID number: XX-XXX7015
Payer's Federal ID number: 13-5266470
Questions? (718)248-1183

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
THOMAS P. AND JANE M. JOHNSON
FDN
315 W. 36TH STREET # 440
NEW YORK, NY 10018

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
230000 0000	002819AB6	ABBOTT LABORATORIES 5 600% 11/30/17	03/25/2009	12/15/2009	253,657.80	242,353.30	11,304 50	0 00
420000 0000	465410BS6	ITALY REP 5 375% 6/12/17	06/30/2009	12/15/2009	456,124 20	428,815.80	27,308 40	0 00
420000 0000	OB2RGTW95	SPAIN(KINGDOM OF) 3.625% 6/17/13	07/01/2009	12/15/2009	439,874 40	428,425 20	11,449.20	0 00
220000 0000	912828LJ7	U S TREAS NTS 3.625% 8/15/19	10/14/2009	12/22/2009	218,075 00	224,331 25	-6,256 25	0 00
Total Short Term Sales Reported on 1099-B					**21,116,764 73**	**20,951,302.77**	**165,461.96**	**0.00**
Long Term 15% Sales Reported on 1099-B								
250000 0000	931142BV4	WAL MART STORES INC 4 125% 2/15/11	05/23/2008	06/16/2009	260,147 50	255,167 50	4,980 00	0 00
Total Long Term 15% Sales Reported on 1099-B					**260,147 50**	**255,167.50**	**4,980 00**	**0.00**

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Fidelity Investments

Customer Service: 212-993-7140

THOMAS/JANE JOHNSON FDN
JESSE D JOHNSON
7 HUBERT ST APT 8B
NEW YORK NY 10013-2065

Additional Information

Amount

This detail information is not reported to the IRS. It may assist you in tax return preparation

State/Local Tax-Exempt Income from Fidelity Funds....0.00
Short-Term Realized Gain/Loss....28,644.44

Detail Information — State/Local Tax-Exempt Income from Fidelity Funds

This detail information is not reported to the IRS It may assist you in tax return preparation

Description / CUSIP	Tax-Exempt Interest	State/Local Tax-Exempt Interest	State/Local Taxable Interest
FIDELITY MUNICIPAL MONEY MARKET / 316114107	1,505.10	##	##
Totals	**1,505.10**	**0.00**	**0.00**

- Calculate this amount using the enclosed Tax-Exempt Income letter.

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes This information is not reported to the IRS. It may assist you in tax return preparation

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
ISHARES BARCLAYS 1-3 YEAR TREASURY BD FD/464287457						
07/24/09	10/07/09	2,100.000	176,408.67	175,826.25	f	582.42
ISHARES TR MSCI ACWI INDEX FD /464288257						
07/24/09	10/19/09	500.000	21,253.95	18,454.12	f	2,799.83
07/24/09	10/19/09	1,200.000	51,023.88	44,289.89	f	6,733.99

Fidelity Investments

THOMAS/JANE JOHNSON FDN
JESSE D JOHNSON
7 HUBERT ST APT 8B
NEW YORK NY 10013-2065

Customer Service: 212-993-7140

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss (-)
ISHARES TR MSCI ACWI INDEX FD /464288257					
07/24/09	10/19/09	3,300.000	140,325.39	121,797.19 f	18,528.20
		USD Subtotal	212,603.22	184,541.20	

Short-Term Realized Gain	28,644.44
Short-Term Realized Loss	0.00
Short-Term Realized Disallowed Loss	0.00
Total Short-Term Realized Gain/Loss	**28,644.44**

f - FIFO (First-in, First-out)

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

To see the interactive *Helpful Hints for Completing Form 1040, Schedule D*, visit **Fidelity.com/ScheduleD.**

Important Tax Return Document Enclosed

Realized Gain/Loss

Amended Date: 2/19/10

Account Number: 8253-7998
THOMAS P & JANE M JOHNSON
ENDOWMENT FUND

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
NUVEEN QUAL PFD INC FXXX AUCTION RATE SERIES W WEDNESDAY	1.0000	25.0000	01/30/08	01/15/09	25,000.00	25,000.00	0.00
NUVEEN REAL EST INCOMXXX PARTIAL CALL 67071B-20-7 SERIES M MONDAY	1.0000	25.0000	01/07/08	01/06/09	25,000.00	25,000.00	0.00
NUVEEN REAL ESTATE INXXX PARTIAL CALL 67071B-60-3 SERIES THURDSAY	1.0000	25.0000	01/10/08	01/02/09	25,000.00	25,000.00	0.00
Total - Short Term					**$75,000.00**	**$75,000.00**	**$0.00**

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
NUVEEN FLTG RATE INCOME FUND AUCTION RATE SER M7-DAY PFD	1.0000	25.0000	02/04/08	09/22/09	25,000.00	25,000.00	0.00
NUVEEN MULTISTRATEGY INCOME AND GROWTH FD I 7 DAY TAX NATL SER T	1.0000	25.0000	01/08/08	09/23/09	25,000.00	25,000 00	0.00
NUVEEN QUALITY PFD INC AUCTION RATE PFD TUESDAY	1.0000	25.0000	01/29/08	09/23/09	25,000.00	25,000.00	0.00
NUVEEN REAL EST INCOME AUCTION RATE PREFERRED SERIES M MONDAY	2.0000	25.0000	01/07/08	01/20/09	50,000.00	50,000.00	0.00
NUVEEN REAL EST INCOME AUCTION RATE PREFERRED SERIES F FRIDAY	2.0000	25.0000	01/04/08	01/26/09	50,000.00	50,000.00	0 00

PRAIRIE BROKERAGE SERVICES
A Division of George K Baum & Company

Realized Gain/Loss

Amended Date: 2/19/10

Account Number: 8253-7998
THOMAS P & JANE M JOHNSON
ENDOWMENT FUND

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
NUVEEN REAL EST INCOMXXX PARTIAL CALL 67071B-50-4 SERIES F FRIDAY	1.0000	25.0000	01/04/08	01/05/09	25,000.00	25,000.00	0.00
NUVEEN REAL ESTATE INCME AUCTION RATE PREFERRED SERIES THURDSAY	1.0000	25.0000	01/10/08	09/18/09	25,000.00	25,000.00	0.00
NUVEEN REAL ESTATE INXXX AUCTION RATE PREFERRED SERIES THURDSAY	1.0000	25.0000	01/10/08	01/16/09	25,000.00	25,000.00	0.00
Total - Long Term					**$250,000.00**	**$250,000.00**	**$0.00**