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 , 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
JOHNSON FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 555 MAIN STREET
Room/suite: 500

City or town, state, and ZIP code
RACINE, WI 53403

A Employer identification number
36-7092273

B Telephone number
(262)260-4041

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 13,258,010.

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

RECEIVED
MAY 21 2010
OGDEN, UT
E1-239
IRS-OSC

SCANNED JUN 02 2010

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 ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	313,539.	313,539.		STATEMENT 1
	4	Dividends and interest from securities	125,767.	125,350.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<2,015,529.>			
	b	Gross sales price for all assets on line 6a 5,203,131.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	4,853.	0.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	<1,571,370.>	438,889.		
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 4	12,019.	0.		0.
	c	Other professional fees STMT 5	5,362.	5,362.		0.
	17	Interest				
	18	Taxes STMT 6	5,520.	1,410.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	15.	15.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	22,916.	6,787.		0.
	25	Contributions, gifts, grants paid	488,500.			488,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	511,416.	6,787.		488,500.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<2,082,786.>			
	b	**Net investment income** (if negative, enter -0-)		432,102.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

8

6

923501
02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,190,211.	987,469.	987,469.
	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	6,660,651.	6,184,163.	6,184,163.
	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 9	4,233,858.	6,086,378.	6,086,378.
	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)	12,084,720.	13,258,010.	13,258,010.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	12,084,720.	13,258,010.	
	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**	12,084,720.	13,258,010.	
	31	**Total liabilities and net assets/fund balances**	12,084,720.	13,258,010.	

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	12,084,720.
2	Enter amount from Part I, line 27a	2	<2,082,786.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,256,076.
4	Add lines 1, 2, and 3	4	13,258,010.
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	13,258,010.

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				
b	SEE ATTACHED STATEMENT			
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	5,203,131.		7,218,660.	<2,015,529.>

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				<2,015,529.>

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	<2,015,529.>
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	791,798.	6,849,296.	.115603
2007	702,484.	8,355,713.	.084072
2006	673,521.	7,317,093.	.092048
2005	688,276.	5,738,714.	.119936
2004	216,700.	4,558,952.	.047533

2 **Total** of line 1, column (d)	2	.459192
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	.091838
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,673,371.
5 Multiply line 4 by line 3	5	521,031.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,321.
7 Add lines 5 and 6	7	525,352.
8 Enter qualifying distributions from Part XII, line 4	8	488,500.

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)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	8,642.
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	0.
3	Add lines 1 and 2			3	8,642.
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	8,642.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,480.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	5,480.
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	3,162.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
	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) ▶ WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JOHN D. ANDREOLI Telephone no. ▶ 262-260-4041

Located at ▶ 555 MAIN STREET, SUITE 500, RACINE, WI ZIP+4 ▶ 53403

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	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 instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Form **990-PF** (2009)

923541
02-02-10

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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 **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		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

Form **990-PF** (2009)

923551
02-02-10

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Form **990-PF** (2009)

923581
02-02-10

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	5,269,959.
b	Average of monthly cash balances			1b	489,809.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	5,759,768.
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	5,759,768.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	86,397.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	5,673,371.
6	**Minimum investment return.** Enter 5% of line 5			6	283,669.

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	283,669.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	8,642.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,642.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	275,027.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	275,027.
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	275,027.

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	488,500.
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	488,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	488,500.

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					275,027.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004					
b From 2005	408,788.				
c From 2006	339,624.				
d From 2007	308,040.				
e From 2008	460,247.				
f Total of lines 3a through e		1,516,699.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 488,500.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					275,027.
e Remaining amount distributed out of corpus		213,473.			
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		1,730,172.			
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					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		1,730,172.			
10 Analysis of line 9:					
a Excess from 2005	408,788.				
b Excess from 2006	339,624.				
c Excess from 2007	308,040.				
d Excess from 2008	460,247.				
e Excess from 2009	213,473.				

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 ▶

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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*				
SEE STATEMENT 11				
Total			▶ 3a	488,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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			14	313,539.	
4 Dividends and interest from securities			14	125,767.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<2,015,529.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a 2008 FEDERAL EXCISE TAX					
b REFUND			01	4,853.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<1,571,370.>	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 <1,571,370.>

(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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee: [illegible]

Date: 5/11/10

▶ Title: Trustee

Paid Preparer's Use Only

Preparer's signature ▶ CPA

Date: 5/6/10

Check if self-employed ▶ ☐

Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code ▶ CLIFTON GUNDERSON LLP
P O BOX 1347
RACINE, WI 53401-1347

EIN ▶

Phone no. (262) 637-9351

Form 990-PF (2009)

923622
02-02-10

JOHNSON FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
36-7092273 PAGE 1 OF 1

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	18,698.503 - COLUMBIA ACORN INTERNATIONAL FUND	P	VARIOUS	05/13/09
b	86,848.959 - OPTIQUE INTERNATIONAL VALUE	P	VARIOUS	05/13/09
c	SEE SCHEDULE D-1	P	VARIOUS	VARIOUS
d	SEE SCHEDULE D-1	P	VARIOUS	VARIOUS
e	SEE SCHEDULE D-2	P	VARIOUS	VARIOUS
f	SEE SCHEDULE D-2	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	473,259.		617,850.	<144,591.>
b	689,581.		1,282,192.	<592,611.>
c	1,597,381.		1,672,177.	<74,796.>
d	1,270,006.		2,120,218.	<850,212.>
e	884,359.		944,375.	<60,016.>
f	285,418.		581,848.	<296,430.>
g	3,127.			3,127.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<144,591.>
b				<592,611.>
c				<74,796.>
d				<850,212.>
e				<60,016.>
f				<296,430.>
g				3,127.
h				
i				
j				
k				
l				
m				
n				
o				

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	<2,015,529.>
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

923591
04-24-09

SCHEDULE D-1

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								
350.0000	032511107	ANADARKO PETE CORP	09/11/2008	05/08/2009	17,496.04	19,333.83	-1,837.79	0.00
545.0000	037411105	APACHE CORP COM	VARIOUS	05/08/2009	45,621.59	40,246.01	5,375.58	0.00
3185.0000	00206R102	AT & T INC	VARIOUS	05/08/2009	80,931.95	92,291.44	-11,359.49	0.00
1870.0000	052769106	AUTODESK INC	09/11/2008	05/08/2009	36,613.84	63,473.97	-26,860.13	0.00
1345.0000	057224107	BAKER HUGHES INC COM	VARIOUS	05/08/2009	51,211.84	43,452.43	7,759.41	0.00
1345.0000	054937107	BB&T CORPORATION	VARIOUS	05/08/2009	33,348.95	32,978.72	370.23	0.00
2700.0000	17275R102	CISCO SYSTEMS INC COM	VARIOUS	05/08/2009	50,326.70	46,726.55	3,600.15	0.00
440.0000	25179M103	DEVON ENERGY CORPORATIOIN NEW	03/10/2009	05/08/2009	27,610.86	17,607.08	10,003.78	0.00
1010.0000	260543103	DOW CHEM COMPANY COM	01/07/2009	05/08/2009	16,462.57	16,564.00	-101.43	0.00
2035.0000	264411505	DUKE REALTY CORP	11/19/2008	05/08/2009	18,517.41	14,530.41	3,987.00	0.00
1315.0000	532457108	ELI LILLY & CO.	04/09/2009	05/08/2009	47,562.32	42,967.89	4,594.43	0.00
200.0000	30231G102	EXXON MOBIL CORP COM	05/22/2008	05/08/2009	13,998.00	18,595.50	-4,597.50	0.00
720.0000	354613101	FRANKLIN RESOURCES INC	05/08/2008	05/08/2009	44,521.63	70,243.13	-25,721.50	0.00
3080.0000	369604103	GENERAL ELECTRIC CORP COM	VARIOUS	05/08/2009	43,583.34	71,469.87	-27,886.53	0.00
665.0000	37247D106	GENWORTH FINANCIAL	05/02/2008	03/10/2009	680.09	15,844.76	-15,164.67	0.00
60.0000	38141G104	GOLDMAN SACHS GROUP INC COM	VARIOUS	02/18/2009	4,947.58	8,026.46	-3,078.88	0.00

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)
240.0000	38141G104	GOLDMAN SACHS GROUP INC COM	VARIOUS	05/08/2009	32,130.80	25,992.62	6,138.18	0.00
325.0000	382388106	GOODRICH B F CO	10/03/2008	01/07/2009	13,208.97	12,215.74	993.23	0.00
1215.0000	382388106	GOODRICH B F CO	10/03/2008	02/02/2009	45,310.02	45,668.09	-358.07	0.00
375.0000	441060100	HOSPIRA INC	11/24/2008	04/24/2009	11,839.58	10,843.27	996.31	0.00
1085.0000	441060100	HOSPIRA INC	11/24/2008	05/08/2009	36,570.06	31,373.21	5,196.85	0.00
2665.0000	446150104	HUNTINGTON BANK SHARES	06/20/2008	03/09/2009	2,743.33	17,795.01	-15,051.68	0.00
1270.0000	460146103	INTERNATIONAL PAPER COM	VARIOUS	05/08/2009	17,209.32	22,631.54	-5,422.22	0.00
225.0000	478160104	JOHNSON & JOHNSON COM	01/22/2009	04/24/2009	11,510.07	12,653.78	-1,143.71	0.00
870.0000	478160104	JOHNSON & JOHNSON COM	VARIOUS	05/08/2009	48,024.33	48,232.10	-207.77	0.00
905.0000	494368103	KIMBERLY-CLARK CORP	04/24/2009	05/08/2009	46,808.65	44,709.90	2,098.75	0.00
295.0000	500255104	KOHLS	10/16/2008	01/22/2009	10,972.82	8,282.80	2,690.02	0.00
885.0000	500255104	KOHLS	10/16/2008	04/09/2009	39,996.72	24,848.41	15,148.31	0.00
260.0000	589331107	MERCK & CO INC COM	08/11/2008	01/23/2009	7,206.30	9,307.51	-2,101.21	0.00
1925.0000	589331107	MERCK & CO INC COM	VARIOUS	05/08/2009	47,761.48	64,580.72	-16,819.24	0.00
1015.0000	59156R108	METLIFE INC COM	11/10/2008	05/08/2009	34,318.09	33,277.38	1,040.71	0.00
455.0000	665859104	NORTHERN TRUST	12/19/2008	05/08/2009	23,667.85	23,335.63	332.22	0.00
1795.0000	717081103	PFIZER INC COM	VARIOUS	05/08/2009	25,741.43	25,643.55	97.88	0.00
780.0000	742718109	PROCTOR & GAMBLE COMPANY COM	03/10/2009	05/08/2009	40,248.36	35,117.94	5,130.42	0.00
405.0000	806605101	SCHERING-PLOUGH CORP COM	11/24/2008	02/18/2009	7,456.01	6,023.69	1,432.32	0.00

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)
1650.0000	806605101	SCHERING-PLOUGH CORP COM	11/24/2008	04/09/2009	38,394.51	24,540.94	13,853.57	0.00
555.0000	857477103	STATE STREET CORP	VARIOUS	05/08/2009	22,178.22	35,633.54	-13,455.32	0.00
815.0000	867914103	SUNTRUST BANKS INC	07/23/2008	02/02/2009	9,559.90	36,109.23	-26,549.33	0.00
1645.0000	868536103	SUPERVALU INC COM	VARIOUS	05/08/2009	26,993.09	28,663.19	-1,670.10	0.00
270.0000	871829107	SYSCO CORP	12/03/2008	03/10/2009	5,349.48	5,747.79	-398.31	0.00
1775.0000	871829107	SYSCO CORP	12/03/2008	05/08/2009	41,770.00	37,786.37	3,983.63	0.00
475.0000	892331307	TOYOTA MOTOR CORP	03/18/2009	05/08/2009	37,142.09	29,894.46	7,247.63	0.00
1430.0000	902973304	US BANCORP	02/02/2009	05/08/2009	27,643.75	21,685 95	5,957.80	0 00
260.0000	931422109	WALGREEN COMPANY COM	10/17/2008	01/23/2009	6,862.04	6,178.61	683.43	0.00
1670.0000	931422109	WALGREEN COMPANY COM	VARIOUS	04/24/2009	49,784.76	39,241.60	10,543.16	0 00
850.0000	931142103	WALMART STORES INC COM	04/09/2009	05/08/2009	42,321.94	42,900.18	-578.24	0.00
1780.0000	254687106	WALT DISNEY COMPANY COM	02/10/2009	05/08/2009	45,075.55	33,802.91	11,272.64	0.00
320.0000	94973V107	WELLPOINT INC	05/22/2008	02/10/2009	14,171.31	17,808.64	-3,637.33	0.00
985.0000	94973V107	WELLPOINT INC	05/22/2008	05/08/2009	48,402.44	54,817.22	-6,414.78	0.00
1855.0000	949746101	WELLS FARGO & CO NEW COM	VARIOUS	05/08/2009	45,857.75	37,362.67	8,495.08	0 00
390.0000	983024100	WYETH	06/18/2008	01/22/2009	15,115.41	17,566.14	-2,450.73	0.00
1120.0000	983024100	WYETH	06/18/2008	03/18/2009	47,732.67	50,446.37	-2,713.70	0.00
785.0000	98956P102	ZIMMER HLDGS INC	04/24/2009	05/08/2009	36,866.89	35,105.59	1,761.30	0.00
Total Short Term Sales Reported on 1099-B					**1,597,380.71**	**1,672,176.34**	**-74,795.63**	**0.00**

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)
Long Term 15% Sales Reported on 1099-B								
335.0000	032511107	ANADARKO PETE CORP	VARIOUS	03/10/2009	11,723.09	8,164.34	3,558.75	0.00
500.0000	032511107	ANADARKO PETE CORP	03/24/2003	04/16/2009	21,112.01	11,058.57	10,053.44	0.00
180.0000	032511107	ANADARKO PETE CORP	03/24/2003	05/08/2009	8,997.97	3,981.09	5,016.88	0.00
2525.0000	060505104	BANK AMER CORP	VARIOUS	05/08/2009	35,048.62	107,746.46	-72,697.84	0.00
1301.0000	166764100	CHEVRONTEXACO CORP	VARIOUS	05/08/2009	90,538.94	80,256.96	10,281.98	0.00
520.0000	205363104	COMPUTER SCIENCES CORP	02/10/2006	02/10/2009	20,684.70	26,256.93	-5,572.23	0.00
845.0000	205363104	COMPUTER SCIENCES CORP	VARIOUS	05/08/2009	31,512.78	39,074.36	-7,561.58	0.00
960.0000	20825C104	CONOCOPHILLIPS	VARIOUS	05/08/2009	43,363.81	44,590.73	-1,226.92	0.00
590.0000	254709108	DISCOVER FINL SVCS	03/22/2006	01/27/2009	4,315.12	11,976.11	-7,660.99	0.00
2005.0000	260543103	DOW CHEM COMPANY COM	VARIOUS	05/08/2009	32,680.66	79,575.29	-46,894.63	0.00
3400.0000	26441C105	DUKE ENERGY HOLDING CORP	09/25/2007	05/08/2009	48,316.15	64,230.76	-15,914.61	0.00
2090.0000	264411505	DUKE REALTY CORP	VARIOUS	01/12/2009	19,220.58	70,569.16	-51,348 58	0.00
425.0000	264411505	DUKE REALTY CORP	12/21/2001	05/08/2009	3,867.27	9,650.71	-5,783.44	0.00
865.0000	278058102	EATON CORP COM	VARIOUS	05/08/2009	39,720.72	55,085.86	-15,365.14	0.00
310.0000	30231G102	EXXON MOBIL CORP COM	12/12/2007	02/02/2009	23,674.57	28,784.46	-5,109.89	0.00
70.0000	30231G102	EXXON MOBIL CORP COM	VARIOUS	02/18/2009	5,002.87	4,627.53	375.34	0.00
945.0000	30231G102	EXXON MOBIL CORP COM	VARIOUS	05/08/2009	66,140.54	58,155.97	7,984.57	0.00
2500.0000	364730101	GANNETT INC COM	VARIOUS	05/08/2009	11,997.44	130,873.24	-118,875.80	0.00

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)
775.0000	369550108	GENERAL DYNAMICS CORP	07/20/2007	05/08/2009	41,805.21	62,860.25	-21,055.04	0.00
2090.0000	369604103	GENERAL ELECTRIC CORP COM	VARIOUS	05/08/2009	29,574.41	70,071.67	-40,497.26	0.00
2345.0000	37247D106	GENWORTH FINANCIAL	VARIOUS	03/10/2009	2,398.22	77,758.66	-75,360.44	0.00
1240.0000	37733W105	GLAXO SMITHKLINE SPONSORED ADR	VARIOUS	05/08/2009	38,108.67	67,724.86	-29,616.19	0.00
1650.0000	460146103	INTERNATIONAL PAPER COM	VARIOUS	05/08/2009	22,358.57	54,945.97	-32,587.40	0.00
1745.0000	46625H100	JP MORGAN CHASE & CO	VARIOUS	05/08/2009	63,310.11	70,848.91	-7,538.80	0.00
1470.0000	565849106	MARATHON OIL CORP	VARIOUS	05/08/2009	47,009.38	26,548.49	20,460.89	0.00
2000.0000	571837103	MARSHALL & ILSLEY CORP	11/08/2007	01/13/2009	22,438.47	59,336.00	-36,897.53	0.00
3455.0000	651229106	NEWELL RUBBERMAID INC	05/01/2008	05/08/2009	37,207.99	74,353.33	-37,145.34	0.00
4365.0000	65473P105	NISOURCE INC	VARIOUS	05/08/2009	49,628.76	94,472.99	-44,844.23	0.00
3085.0000	717081103	PFIZER INC COM	VARIOUS	05/08/2009	44,240.84	81,104.43	-36,863.59	0.00
345.0000	80589M102	SCANA CORP	VARIOUS	01/23/2009	11,373.14	14,088.08	-2,714.94	0.00
1320.0000	80589M102	SCANA CORP	VARIOUS	05/08/2009	40,999.33	53,362.56	-12,363.23	0.00
1590.0000	835699307	SONY CORP ADR	02/19/2008	05/08/2009	43,629.42	74,645.57	-31,016 15	0.00
4655.0000	852061100	SPRINT CORP (FON GROUP)	01/24/2007	03/10/2009	15,580.20	82,021.10	-66,440.90	0.00
880.0000	868536103	SUPERVALU INC COM	12/06/2006	01/12/2009	15,860.94	30,433.83	-14,572.89	0.00
1030.0000	868536103	SUPERVALU INC COM	12/06/2006	05/08/2009	16,901.45	35,621.42	-18,719.97	0.00
.5790	88732J207	TIME WARNER CABLE INC	02/10/2006	04/07/2009	16.02	31.55	-15.53	0 00
309.0000	88732J207	TIME WARNER CABLE INC	02/10/2006	05/08/2009	10,821.46	16,840.19	-6,018.73	0.00

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)
.3321	887317303	TIME WARNER INC	02/10/2006	04/07/2009	7.29	13.79	-6.50	0.00
1233.0000	887317303	TIME WARNER INC	02/10/2006	05/08/2009	30,098.97	51,192.62	-21,093.65	0.00
1115.0000	89417E109	TRAVELERS COMPANIES INC	VARIOUS	05/08/2009	41,975.20	46,971.06	-4,995.86	0.00
1065.0000	904767704	UNILEVER PLC	02/10/2006	01/22/2009	23,886.86	24,977.09	-1,090.23	0.00
1878.0000	904767704	UNILEVER PLC	VARIOUS	05/08/2009	40,547.97	41,379.18	-831.21	0.00
2105.0000	92343V104	VERIZON COMMUNICATIONS	VARIOUS	05/08/2009	62,309.34	73,956.13	-11,646.79	0.00
Total Long Term 15% Sales Reported on 1099-B					**1,270,006.05**	**2,120,218.26**	**-850,212.21**	**0.00**

SCHEDULE D-2

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								
385.0000	000361105	AAR CORP	08/04/2008	01/16/2009	6,864.51	6,576.96	287.55	0.00
730.0000	000361105	AAR CORP	08/04/2008	05/08/2009	10,723.86	12,470.59	-1,746.73	0.00
495.0000	001031103	AEP INDUSTRIES	07/23/2008	05/08/2009	11,044.50	8,934.75	2,109.75	0.00
635.0000	009128307	AIR METHODS CORPORATION	08/22/2008	05/08/2009	18,311.97	19,533.68	-1,221.71	0.00
470.0000	012348108	ALBANY INTL CORP - CL A	01/09/2009	05/08/2009	4,655.04	6,320.14	-1,665.10	0.00
785.0000	030506109	AMERICAN WOODMARK CORP	02/11/2009	05/08/2009	17,035.08	12,199.37	4,835.71	0.00
915.0000	001744101	AMN HEALTHCARE SVCS INC	03/27/2009	05/08/2009	6,637.42	4,951.80	1,685.62	0.00
605.0000	040790107	ARKANSAS BEST CORP DEL COM	02/25/2009	05/08/2009	15,213.96	11,591.80	3,622.16	0.00
830.0000	045487105	ASSOCIATED BANC CORP COM	VARIOUS	05/08/2009	14,928.41	15,236.90	-308.49	0.00
345.0000	05379B107	AVISTA CORP	02/11/2008	01/16/2009	6,811.64	6,840.42	-28.78	0.00
270.0000	067774109	BARNES & NOBLE INC	09/12/2008	02/20/2009	4,437.23	7,016.41	-2,579.18	0.00
180.0000	067774109	BARNES & NOBLE INC	09/12/2008	03/20/2009	3,735.08	4,677.61	-942.53	0.00
510.0000	067774109	BARNES & NOBLE INC	VARIOUS	05/08/2009	12,117.74	7,917.64	4,200.10	0.00
470.0000	09067J109	BIOVAIL CORP	05/14/2008	01/22/2009	5,034.23	5,921.53	-887.30	0.00
1150.0000	09067J109	BIOVAIL CORP	05/14/2008	05/08/2009	13,086.66	14,488.85	-1,402.19	0.00
125.0000	099724106	BORG-WARNER INC	03/12/2009	05/01/2009	3,586.15	2,142.83	1,443.32	0.00

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)*
470.0000	099724108	BORG-WARNER INC	03/12/2009	05/08/2009	14,190.01	8,057.02	6,132.99	0.00
1860.0000	115736100	BROWN SHOE COMPANY INC COM	VARIOUS	05/08/2009	11,627.48	23,591.27	-11,963.79	0.00
1475.0000	13054D109	CALIFORNIA PIZZA KITCHEN INC	06/10/2008	02/11/2009	16,125.04	20,050.71	-3,925.67	0.00
1990.0000	13123X102	CALLON PETE CO DEL	VARIOUS	01/16/2009	4,786.32	12,984.60	-8,198.28	0.00
160.0000	163731102	CHEMICAL FINL CORP	07/31/2008	05/08/2009	3,422.31	4,329.01	-906.70	0.00
2890.0000	125581108	CIT GROUP INC	VARIOUS	05/08/2009	8,266.63	23,927.74	-15,661.11	0.00
185.0000	18683K101	CLIFFS NATURAL RESOURCES INC	03/12/2009	05/01/2009	4,686.03	2,498.78	2,187.25	0.00
635.0000	18683K101	CLIFFS NATURAL RESOURCES INC	03/12/2009	05/08/2009	16,189.32	7,226.19	8,963.13	0.00
675.0000	197236102	COLUMBIA BKG SYS INC	07/30/2008	05/08/2009	8,169.78	9,861.89	-1,692.11	0.00
305.0000	209341106	CONSOLIDATED GRAPHICS INC	08/19/2008	01/09/2009	6,959.08	12,209.06	-5,249.98	0.00
900.0000	209341106	CONSOLIDATED GRAPHICS INC	VARIOUS	05/08/2009	16,927.75	18,275.02	-1,347.27	0.00
800.0000	212485106	CONVERGYS CORP	08/06/2008	01/16/2009	5,671.96	10,568.00	-4,896.04	0.00
385.0000	212485106	CONVERGYS CORP	08/06/2008	04/07/2009	3,445.66	5,085.85	-1,640.19	0.00
1375.0000	212485106	CONVERGYS CORP	VARIOUS	05/08/2009	13,365.75	10,093.38	3,272.37	0.00
475.0000	219023108	CORN PRODS INTL INC	10/06/2008	05/08/2009	12,769.38	10,455.61	2,313.77	0.00
2930.0000	233153105	DCT INDUSTRIAL TRUST INC REIT	12/31/2008	05/08/2009	13,009.45	13,789.63	-780.18	0.00
395.0000	253798102	DIGI INTL INC	08/07/2008	02/20/2009	2,950.63	4,199.28	-1,248.65	0.00
1463.0000	253798102	DIGI INTL INC	08/07/2008	05/08/2009	10,714.00	15,553.30	-4,839.30	0.00
1100.0000	264411505	DUKE REALTY CORP	11/04/2008	05/08/2009	10,009.41	15,915.18	-5,905.77	0.00

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)
485.0000	26873N108	EMS TECHNOLOGIES INC	08/20/2008	02/20/2009	10,281.94	11,678.70	-1,396.76	0.00
420.0000	293389102	ENNIS, INC.	05/01/2009	05/08/2009	4,320.34	4,006.63	313.71	0.00
565.0000	314211103	FEDERATED INVESTORS INC-CL B	04/29/2009	05/08/2009	13,113.76	13,111.96	1.80	0.00
375.0000	31845F100	FIRST ADVANTAGE CORP CL A	09/12/2008	01/22/2009	5,206.17	6,030.53	-824.36	0.00
880.0000	31845F100	FIRST ADVANTAGE CORP CL A	09/12/2008	05/08/2009	11,043.09	14,151.63	-3,108.54	0.00
135.0000	350060109	FOSTER LB COMPANY	06/27/2008	05/01/2009	4,361.28	4,643.87	-282.59	0.00
410.0000	350060109	FOSTER LB COMPANY	06/27/2008	05/08/2009	12,828.56	14,103.59	-1,275.03	0.00
1335.0000	364730101	GANNETT INC COM	02/11/2009	04/13/2009	5,967.29	6,150.48	-183.19	0.00
1890.0000	364730101	GANNETT INC COM	VARIOUS	05/08/2009	9,070.06	5,785.80	3,284.26	0.00
145.0000	365558105	GARDNER DENVER INC	10/10/2008	04/07/2009	3,564.44	3,210.17	354.27	0.00
500.0000	365558105	GARDNER DENVER INC	10/10/2008	05/08/2009	14,354.77	11,069.55	3,285.22	0.00
1125.0000	G4388N106	HELEN OF TROY LIMITED	02/25/2009	03/20/2009	14,913.47	11,470.39	3,443.08	0.00
1255.0000	440327104	HORACE MANN EDUCATORS CORP NEW	05/22/2008	05/08/2009	11,718.13	20,667.97	-8,949.84	0.00
1870.0000	40426W101	HRPT PROPERTIES TRUST	11/26/2008	01/09/2009	6,415.93	4,527.64	1,888.29	0.00
3975.0000	40426W101	HRPT PROPERTIES TRUST	11/26/2008	05/08/2009	16,854.75	9,624.27	7,230.48	0.00
2715.0000	481130102	JOURNAL COMMUNICATIONS INC-A	VARIOUS	05/08/2009	4,118.27	7,454.76	-3,336.49	0.00
415.0000	497266106	KIRBY CORP	05/01/2009	05/08/2009	13,920.11	13,906.48	13.63	0.00
515.0000	502160104	LSB INDUS INC	06/05/2008	03/27/2009	5,372.23	8,703.45	-3,331.22	0.00
1170.0000	502160104	LSB INDUS INC	VARIOUS	05/08/2009	13,008.42	13,041.74	-33.32	0.00

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)
350.0000	549764108	LUFKIN INDUSTRIES INC	01/16/2009	05/08/2009	13,856.14	12,618.73	1,237.41	0.00
2700.0000	607828100	MODINE MFG CO	VARIOUS	02/11/2009	2,807.98	26,581.69	-23,773.71	0.00
430.0000	631158102	NASH FINCH CO	VARIOUS	05/08/2009	14,118.72	15,245.23	-1,126.51	0.00
565.0000	651229106	NEWELL RUBBERMAID INC	03/27/2009	05/01/2009	6,125.01	3,891.83	2,233.18	0.00
1235.0000	651229106	NEWELL RUBBERMAID INC	03/27/2009	05/08/2009	13,300.12	8,506.93	4,793.19	0.00
3300.0000	670006105	NOVELL INC	04/16/2009	05/08/2009	12,606.66	13,068.00	-461.34	0.00
340.0000	670008101	NOVELLUS SYSTEMS INC	12/31/2008	03/20/2009	4,793.97	4,270.40	523.57	0.00
750.0000	670008101	NOVELLUS SYSTEMS INC	12/31/2008	04/16/2009	12,912.19	9,420.00	3,492.19	0.00
735.0000	680223104	OLD REPUBLIC INTERNATIONAL CORP	09/03/2008	01/09/2009	8,939.89	8,104.40	835.49	0.00
1120.0000	680223104	OLD REPUBLIC INTERNATIONAL CORP	09/03/2008	05/08/2009	11,177.65	12,349.57	-1,171.92	0.00
930.0000	714046109	PERKINELMER INC	03/27/2009	05/08/2009	15,959.12	11,965.38	3,993.74	0.00
1245.0000	727493108	PLANTRONICS INC	02/20/2009	04/07/2009	15,027.76	11,153.21	3,874.55	0.00
1980.0000	74112D101	PRESTIGE BRANDS	02/06/2009	05/08/2009	12,217.27	12,865.25	-647.98	0.00
765.0000	743859100	PROVIDENT BANKSHARES CORP	09/02/2008	05/08/2009	6,832.19	6,178.45	653.74	0.00
360.0000	758932107	REGIS CORP MINN COM	10/24/2008	05/01/2009	7,153.59	4,700.91	2,452.68	0.00
670.0000	758932107	REGIS CORP MINN COM	10/24/2008	05/08/2009	12,039.78	8,748.93	3,290.85	0.00
740.0000	807066105	SCHOLASTIC CORP	09/02/2008	03/27/2009	11,752.39	20,035.06	-8,282.67	0.00
210.0000	811904101	SEACOR HLDGS INC	07/09/2008	05/08/2009	15,025.49	17,983.92	-2,958.43	0.00
935.0000	844767103	SOUTHWEST BANCORP INC	11/11/2008	03/12/2009	5,141.82	14,043.98	-8,902.16	0.00

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)*
510.0000	78462K102	SPSS INC	12/31/2008	05/08/2009	17,181.45	13,622.10	3,559.35	0.00
610.0000	792228108	ST MARY LAND & EXPLORATION CO	02/06/2009	05/08/2009	13,200.60	12,454.55	746.05	0.00
2335.0000	858155203	STEELCASE INC	VARIOUS	05/08/2009	10,798.15	24,355.18	-13,557.03	0.00
6300.0000	86272T106	STRATEGIC HOTELS & RESORTS	VARIOUS	05/08/2009	6,978.31	20,110.07	-13,131.76	0.00
405.0000	868536103	SUPERVALU INC COM	11/26/2008	01/09/2009	7,071.99	4,251.08	2,820.91	0.00
795.0000	868536103	SUPERVALU INC COM	11/26/2008	03/27/2009	11,770.62	8,344.72	3,425.90	0.00
575.0000	869099101	SUSQUEHANNA BANCSHARES INC PA	05/01/2009	05/08/2009	4,858.57	4,559.64	298.93	0.00
245.0000	870738101	SWIFT ENERGY CO	VARIOUS	04/16/2009	2,481.88	6,118.56	-3,636.68	0.00
1255.0000	870738101	SWIFT ENERGY CO	VARIOUS	05/08/2009	20,355.70	9,681.86	10,673.84	0.00
850.0000	872275102	TCF FINANCIAL CORP	11/26/2008	05/08/2009	13,693.40	13,206.20	487.20	0.00
500.0000	913004107	UNITED STATIONERS INC COM	02/25/2009	05/08/2009	18,789.51	11,325.60	7,463.91	0.00
375.0000	930059100	WADDELL & REED FINL INC	11/06/2008	02/06/2009	6,000.26	4,922.78	1,077.48	0.00
780.0000	930059100	WADDELL & REED FINL INC	11/06/2008	04/07/2009	14,413.10	9,976.82	4,436.28	0.00
1725.0000	947890109	WEBSTER FINL CORP WATERBURY CT	VARIOUS	05/08/2009	12,154.20	16,860.47	-4,706.27	0.00
195.0000	95082P105	WESCO INTERNATIONAL INC	10/10/2008	05/08/2009	4,881.07	4,021.45	859.62	0.00
Total Short Term Sales Reported on 1099-B					**884,359.03**	**944,375.36**	**-60,016.33**	**0.00**
Long Term 15% Sales Reported on 1099-B								
255.0000	001031103	AEP INDUSTRIES	VARIOUS	05/08/2009	5,689.59	11,273.75	-5,584.16	0.00
570.0000	012348108	ALBANY INTL CORP - CL A	03/08/2006	05/08/2009	5,645.47	21,600.83	-15,955.36	0.00

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)
115.0000	018522300	ALLETE INC	12/14/2006	02/06/2009	3,669.97	5,419.97	-1,750.00	0.00
390.0000	018522300	ALLETE INC	12/14/2006	05/08/2009	10,581.67	18,380.78	-7,799.11	0.00
1340.0000	001744101	AMN HEALTHCARE SVCS INC	02/12/2008	05/08/2009	9,720.37	19,513.35	-9,792.98	0.00
650.0000	05379B107	AVISTA CORP	02/11/2008	05/08/2009	10,296.32	12,887.74	-2,591.42	0.00
790.0000	13123X102	CALLON PETE CO DEL	10/06/2006	01/16/2009	1,900.10	10,672.27	-8,772.17	0.00
140.0000	163731102	CHEMICAL FINL CORP	VARIOUS	01/22/2009	3,127.58	4,732.75	-1,605.17	0.00
416.0000	163731102	CHEMICAL FINL CORP	09/02/2004	05/08/2009	8,898.01	13,845.81	-4,947.80	0.00
670.0000	197236102	COLUMBIA BKG SYS INC	10/05/2005	05/08/2009	8,109.27	17,783.41	-9,674.14	0.00
775.0000	207410101	CONMED CORP	03/24/2008	05/08/2009	10,733.47	19,635.01	-8,901.54	0.00
1070.0000	293389102	ENNIS, INC.	02/22/2006	05/08/2009	11,006.59	20,893.89	-9,887.30	0.00
750.0000	320867104	FIRST MIDWEST BANCORP INC	05/02/2008	05/08/2009	7,757.27	20,054.03	-12,296.76	0.00
900.0000	393657101	GREENBRIER COS INC	VARIOUS	03/12/2009	2,285.71	29,472.64	-27,186.93	0.00
600.0000	421946104	HEALTHCARE RLTY TRUST REIT	08/29/2007	05/08/2009	9,642.29	10,928.40	-1,286.11	0.00
2505.0000	45071R109	IXIA	08/02/2007	05/08/2009	13,294.19	23,045.75	-9,751.56	0.00
3400.0000	481130102	JOURNAL COMMUNICATIONS INC-A	VARIOUS	05/08/2009	5,157.32	39,164.68	-34,007.36	0.00
625.0000	53219L109	LIFEPOINT HOSPITALS INC	10/05/2006	01/16/2009	13,847.92	22,569.19	-8,721.27	0.00
205.0000	736508847	PORTLAND GENERAL ELECTRIC CO	06/01/2007	02/20/2009	3,379.04	6,029.93	-2,650.89	0.00
670.0000	736508847	PORTLAND GENERAL ELECTRIC CO	06/01/2007	05/08/2009	12,461.87	19,707.58	-7,245.71	0.00
1270.0000	740884101	PRESIDENTIAL LIFE CORP	VARIOUS	05/08/2009	12,410.11	28,589.19	-16,179.08	0.00

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)*
780.0000	743859100	PROVIDENT BANKSHARES CORP	04/23/2008	05/08/2009	6,966.15	9,130.75	-2,164.60	0.00
465.0000	758750103	REGAL BELOIT CORP	10/02/2007	02/04/2009	15,484.97	22,739.15	-7,254.18	0.00
1005.0000	760943100	RES-CARE INC	12/06/2006	05/08/2009	16,417.25	18,821.94	-2,404.69	0.00
200.0000	844895102	SOUTHWEST GAS CORP COM	12/21/2007	02/06/2009	5,128.57	6,092.18	-963.61	0.00
485.0000	844895102	SOUTHWEST GAS CORP COM	12/21/2007	05/08/2009	9,739.41	14,773.54	-5,034.13	0.00
1085.0000	86272T106	STRATEGIC HOTELS & RESORTS	10/18/2006	05/08/2009	1,201.82	22,228.39	-21,026.57	0.00
1140.0000	869099101	SUSQUEHANNA BANCSHARES INC PA	VARIOUS	05/08/2009	9,632.63	27,824.43	-18,191.80	0.00
315.0000	870738101	SWIFT ENERGY CO	06/16/2006	04/16/2009	3,190.99	11,915.69	-8,724.70	0.00
840.0000	917286205	URSTADT BIDDLE PPTYS INC	01/20/2006	05/08/2009	12,230.25	13,625.20	-1,394.95	0.00
495.0000	95082P105	WESCO INTERNATIONAL INC	08/28/2007	05/08/2009	12,390.42	23,073.93	-10,683.51	0.00
390.0000	92924F106	WGL HLDGS INC	02/07/2007	05/08/2009	11,946.09	12,494.66	-548.57	0.00
880.0000	966612103	WHITNEY HOLDING CORP	10/17/2007	05/08/2009	11,475.69	22,927.17	-11,451.48	0.00
Total Long Term 15% Sales Reported on 1099-B					**285,418.37**	**581,847.98**	**-296,429.61**	**0.00**

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

SOURCE	AMOUNT
JOHNSON BANK	389.
JOHNSON TRUST COMPANY	782.
NOTE RECEIVABLE INTEREST	312,368.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	313,539.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JOHNSON TRUST COMPANY	128,894.	3,127.	125,767.
TOTAL TO FM 990-PF, PART I, LN 4	128,894.	3,127.	125,767.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
2008 FEDERAL EXCISE TAX REFUND	4,853.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,853.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,019.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	12,019.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST ADMINISTRATION EXPENSE	5,362.	5,362.		0.
TO FORM 990-PF, PG 1, LN 16C	5,362.	5,362.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,410.	1,410.		0.
2009 FEDERAL EXCISE TAX PAID	4,110.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,520.	1,410.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEE	15.	15.		0.
TO FORM 990-PF, PG 1, LN 23	15.	15.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
NET UNREALIZED APPRECIATION IN CARRYING VALUE OF INVESTMENTS	3,256,076.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,256,076.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS & COMMON STOCKS	6,086,378.	6,086,378.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,086,378.	6,086,378.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
IMOGENE P. JOHNSON 555 MAIN STREET, SUITE 500 RACINE, WI 53403	TRUSTEE 0.00	0.	0.	0.
S. CURTIS JOHNSON 555 MAIN STREET, SUITE 500 RACINE, WI 53403	TRUSTEE 0.00	0.	0.	0.
HELEN P. JOHNSON-LEIPOLD 555 MAIN STREET, SUITE 500 RACINE, WI 53403	TRUSTEE 0.00	0.	0.	0.
H. FISK JOHNSON 555 MAIN STREET, SUITE 500 RACINE, WI 53403	TRUSTEE 0.00	0.	0.	0.
WINIFRED J. MARQUART 555 MAIN STREET, SUITE 500 RACINE, WI 53403	PRESIDENT 0.00	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 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BAD RIVER WATERSHED	NONE UNRESTRICTED	PUBLIC ORGANIZATI	2,500.
BAYFIELD REGIONAL CONSERVANCY	NONE UNRESTRICTED	PUBLIC ORGANIZATI	5,000.
BUREAU OF ENDANGERED RESOURCES	NONE UNRESTRICTED	PUBLIC ORGANIZATI	17,000.
CABLE NATURAL HISTORY MUSEUM	NONE UNRESTRICTED	PUBLIC ORGANIZATI	25,500.
CABLE VOLUNTEER FIRE DEPARTMENT	NONE UNRESTRICTED	PUBLIC ORGANIZATI	1,000.
CHILDREN'S HOSPITAL OF THE KING'S DAUGHTERS	NONE UNRESTRICTED	PUBLIC ORGANIZATI	30,000.
CORNELL UNIVERSITY	NONE UNRESTRICTED	PUBLIC ORGANIZATI	100,000.
DRUMMOND FIRE & RESCUE DEPARTMENT	NONE UNRESTRICTED	PUBLIC ORGANIZATI	1,000.

DUCKS UNLIMITED	NONE UNRESTRICTED	PUBLIC ORGANIZATI	20,000.
EAA-EXPERIMENTAL AIRCRAFT ASSOCIATION	NONE UNRESTRICTED	PUBLIC ORGANIZATI	15,000.
EXUMA FOUNDATION	NONE UNRESTRICTED	PUBLIC ORGANIZATI	25,000.
GRAND VIEW VOLUNTEER FIRE DEPARTMENT	NONE UNRESTRICTED	PUBLIC ORGANIZATI	1,000.
INTERNATIONAL CRANE FOUNDATION	NONE UNRESTRICTED	PUBLIC ORGANIZATI	25,000.
LAKE NAMAKAGON VOLUNTEER FIRE DEPARTMENT	NONE UNRESTRICTED	PUBLIC ORGANIZATI	1,000.
LATIN SCHOOL OF CHICAGO	NONE UNRESTRICTED	PUBLIC ORGANIZATI	50,000.
MAYO FOUNDATION	NONE UNRESTRICTED	PUBLIC ORGANIZATI	20,000.
MEALS ON WHEELS OF VIRGINIA BEACH, INC.	NONE UNRESTRICTED	PUBLIC ORGANIZATI	500.
NORFOLK ACADEMY, NORFOLK, VA	NONE UNRESTRICTED	PUBLIC ORGANIZATI	7,500.

PEPPERDINE UNIVERSITY	NONE UNRESTRICTED	PUBLIC ORGANIZATI	1,000.
PRAIRIE SCHOOL	NONE UNRESTRICTED	PUBLIC ORGANIZATI	82,500.
RACINE COUNTY PONY CLUB	NONE UNRESTRICTED	PUBLIC ORGANIZATI	50,000.
RANDOLPH-MACON COLLEGE	NONE UNRESTRICTED	PUBLIC ORGANIZATI	1,000.
UNION MISSION MINISTRIES	NONE UNRESTRICTED	PUBLIC ORGANIZATI	500.
UNIVERSITY OF FLORIDA	NONE UNRESTRICTED	PUBLIC ORGANIZATI	1,500.
VIRGINIA BEACH VOLUNTEER RESCUE SQUAD	NONE UNRESTRICTED	PUBLIC ORGANIZATI	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			488,500.