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 ,

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: Sheila C. Johnson Foundation, Inc.
Number and street (or P O box number if mail is not delivered to street address): 3074 Zulla Road — Room/suite:
City or town: The Plains — State: VA — ZIP code: 20198

A Employer identification number: 52-1755871
B Telephone number (see the instructions): (540) 364-3085
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, column (c), line 16)* ► $ 13,141,434.

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 the instructions).)*

	Line	(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 (att sch)	5,000.			
	2 Ck ► [ ] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	16,779.	16,779.		
	4 Dividends and interest from securities	223,931.	223,848.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	-902,274.			
	b Gross sales price for all assets on line 6a 8,961,344.				
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Line 11 Stmt	30,698.			
	12 **Total.** Add lines 1 through 11	-625,866.	240,627.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	17,090.	10,098.		
	c Other prof fees (attach sch) L-16c Stmt	11,203.	11,203.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	3,754.	775.		
	19 Depreciation (attach sch) and depletion L-19 Stmt	302.			
	20 Occupancy				
	21 Travel, conferences, and meetings	8,580.			
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	844.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	41,773.	22,076.		
	25 Contributions, gifts, grants paid	2,036,020.			2,036,020.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,077,793.	22,076.		2,036,020.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-2,703,659.			
	b **Net investment income** (if negative, enter -0-)		218,551.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED AUG 2 20__ OGDEN, UT

SCANNED AUG 19 2010

19

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	7,257,342.	4,460,792.	4,460,792.
	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 the instructions)	0.		
	7 Other notes and loans receivable (attach sch) ►			
	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 (attach schedule) L-10a Stmt			
	b Investments — corporate stock (attach schedule) L-10b Stmt	8,222,525.	6,360,456.	5,524,701.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	1,124,025.	1,390,126.	1,350,167.
	11 Investments — land, buildings, and equipment basis ► 2,624.			
	Less accumulated depreciation (attach schedule) L-11 Stmt ► 2,171.	755.	453.	453.
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	300,443.	1,837,679.	1,655,321.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► L-15 Stmt)	0.	150,000.	150,000.
	16 **Total assets** (to be completed by all filers — see instructions Also, see page 1, item I)	16,905,090.	14,199,506.	13,141,434.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► L-22 Stmt)	5,829.	5,829.	
	23 **Total liabilities** (add lines 17 through 22)	5,829.	5,829.	
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	16,899,261.	14,193,677.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	16,899,261.	14,193,677.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	16,905,090.	14,199,506.	

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	16,899,261.
2 Enter amount from Part I, line 27a	2	-2,703,659.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	14,195,602.
5 Decreases not included in line 2 (itemize) ► NONDEDUCTIBLE CONTRIBUTIONS	5	1,925.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	14,193,677.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	MorganStanley LT See Attached Realized Gain/Loss	P	various	various
b	MorganStanley ST See Attached Realized Gain/Loss	P	various	various
c	CITIGROUP GLOBAL MKT HOLDINGS	P	04/26/04	10/29/09
d	COLUMBIA FDS SER TR I SELECT	P	Various	03/12/09
e	See Columns (a) thru (d)			

	(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	7,509,693.		7,984,270.	-474,577.
b	972,881.		1,220,100.	-247,219.
c	100,000.		104,002.	-4,002.
d	7,546.		13,571.	-6,025.
e	See Columns (e) thru (h)		541,675.	-170,451.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-474,577.
b				-247,219.
c				-4,002.
d				-6,025.
e	See Columns (i) thru (l)	0.	0.	-170,451.

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	-902,274.
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 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 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 (column (b) divided by column (c))
2008	4,488,373.	16,915,324.	0.265344
2007	4,096,867.	24,391,545.	0.167963
2006	3,669,757.	52,160,070.	0.070356
2005	2,495,113.	28,175,267.	0.088557
2004	222,755.	16,336,257.	0.013636

2	**Total** of line 1, column (d)	2	0.605856
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	0.121171
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	13,449,157.
5	Multiply line 4 by line 3	5	1,629,648.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,186.
7	Add lines 5 and 6	7	1,631,834.
8	Enter qualifying distributions from Part XII, line 4	8	2,036,020.

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 the instructions)

1 a 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 instr.) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	2,186.
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	2,186.
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	2,186.
6 Credits/Payments				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	2,979.		
b Exempt foreign organizations – tax withheld at source	6b			
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	2,979.
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	793.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ► 793. **Refunded** ►			11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 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?	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?	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? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► VA - Virginia			
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 ► GENAE RUSSELL Telephone no ► (703) 879-3805

Located at ► 3074 Zulla Road The Plains VA ZIP + 4 ► 20198

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
1 a	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 the instructions)?	1 b		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?	1 c		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 ► 20__ , 20__ , 20__ , 20__			
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 the instructions)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	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)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? **5b**

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

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

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 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
SHEILA C JOHNSON 3074 ZULLA ROAD THE PLAINS VA 20198	President 2.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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 instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
N/A		
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	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes a Average monthly fair market value of securities		1a	6,798,495.
b Average of monthly cash balances		1b	6,798,495.
c Fair market value of all other assets (see instructions)		1c	56,977.
d Total (add lines 1a, b, and c)		1d	13,653,967.
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	
3 Subtract line 2 from line 1d		3	13,653,967.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	204,810.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	13,449,157.
6 **Minimum investment return.** Enter 5% of line 5		6	672,458.

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	672,458.
2a Tax on investment income for 2009 from Part VI, line 5	2a 2,186.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	2,186.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	670,272.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	670,272.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	670,272.

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	2,036,020.
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	2,036,020.
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 instructions)	5	2,186.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,033,834.

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					670,272.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2009					
a From 2004	0.				
b From 2005	0.				
c From 2006	1,032,468.				
d From 2007	4,132,645.				
e From 2008	4,492,710.				
f **Total** of lines 3a through e		9,657,823.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 2,036,020.					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2009 distributable amount					
e Remaining amount distributed out of corpus		2,036,020.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		670,272.			670,272.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		11,023,571.			
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					
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 instructions				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) (see instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		11,023,571.			
10 Analysis of line 9					
a Excess from 2005	0.				
b Excess from 2006	362,196.				
c Excess from 2007	4,132,645.				
d Excess from 2008	4,492,710.				
e Excess from 2009	2,036,020.				

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
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 organization had $5,000 or more in assets at any time during the year – see 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).)

Dr. Sheila Johnson

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 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 ATTACHED LISTING 3074 ZULLA ROAD THE PLAINS VA 20198		501(C)3	SEE ATTACHED LISTING	2,036,020.
Total ► 3a				2,036,020.
b *Approved for future payment*				
UNIVERSITY OF VIRGINIA CURRY SCHOOL, 405 Emmett St CHARLOTTESVILLE VA 22904		501(c)3	GENERAL SUPPORT	3,900,000.
SUNY MORRISVILLE P.O. Box 901 MORRISVILLE NY 13408		501(c)3	GENERAL SUPPORT	473,448.
See Line 3b statement				8,165,625.
Total ► 3b				12,539,073.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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	16,779.	
4 Dividends and interest from securities			14	223,931.	
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			14		
8 Gain or (loss) from sales of assets other than inventory			18	-893,732.	
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)				-653,022.	
13 Total. Add line 12, columns (b), (d), and (e)				13	-653,022.

(See worksheet in the instructions for line 13 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 the instructions)
NA	

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

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

► Sheila C. Johnson | 8/12/10 | ► CEO

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ►	Jonathan L Nichols, CPA	Date 08/11/10	Check if self-employed ► ☐ Preparer's Identifying number (See **Signature** in the instrs)
Firm's name (or yours if self-employed), address, and ZIP code ►	HUEY & ASSOCIATES, PC 13873 PARK CENTER RD, SUITE #210 HERNDON VA 20171-3249		EIN ► Phone no ► (703) 437-6269

TEEA0503 07/06/09

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

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2009

Name of the organization	Employer identification number
Sheila C. Johnson Foundation, Inc.	52-1755871

Organization type (check one)

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

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

General Rule –

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

Special Rules –

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

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

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

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: Sheila C. Johnson Foundation, Inc.

Employer identification number: 52-1755871

Part I **Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Johnson Promotions, Inc. PO Box 2812 Leesburg VA 20177	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Form **4562**

Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545-0172

2009

Attachment Sequence No 67

Name(s) shown on return: Sheila C. Johnson Foundation, Inc.

Identifying number: 52-1755871

Business or activity to which this form relates: Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount See the instructions for a higher limit for certain businesses	1	$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	$800,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (**Do not** include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (**Do not** include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	302.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C — Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	302.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property

(Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A – Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If 'Yes,' is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
27 Property used 50% or less in a qualified business use								
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions)					
43 Amortization of costs that began before your 2009 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

Form 990-PF Part I, Line 6a | **Net Gain or Loss From Sale of Assets** | **2009**

Name: Sheila C. Johnson Foundation, Inc.

Employer Identification Number: 52-1755871

Asset Information:

Description of Property: SEE FORM 990 PAGE 3, PART IV
Date Acquired: various — How Acquired: Purchased
Date Sold: Various — Name of Buyer:
Sales Price: 8,961,344. — Cost or other basis (do not reduce by depreciation): 9,863,618.
Sales Expense: 0. — Valuation Method:
Total Gain (Loss): -902,274. — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
SPEAKER FEES	15,000.		
FEDERAL EXCISE TAX OVERPAYMENT	2,979.		
NONTAXABLE DISTRIBUTIONS	12,719.		
Total	30,698.		

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Excise Tax	2,979.			
Foreign Taxes	775.	775.		
Total	3,754.	775.		

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
REGISTRATIONS	213.			
EVENT COSTS	631.			
Total	844.			

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	**(b)** How acquired P-Purchase D-Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
COLUMBIA FDS SER TR I SELECT	P	Various	Various
CAP GAIN DISTRIBUTION - 5859667	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
370,364.		541,675.	-171,311.
860.		0.	860.
Total		541,675.	-170,451.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-171,311.
0.	0.	0.	860.
Total	0.	0.	-170,451.

Form 990-PF, Page 10, Part XV, line 3b
Line 3b statement

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	Person or Business Checkbox Amount
b *Approved for future payment*				
PARSONS SCHOOL 79 5th Ave, 17th Floor NEW YORK NY 10003		501(c)3	GENERAL SUPPORT	Person or Business ☐ 750,000.
HILL SCHOOL 130 S Madison Street MIDDLEBURG VA 20117		501(c)3	GENERAL SUPPORT	Person or Business ☐ 1,250,000.
BENNETT COLLEGE 900 E Washington Street GREENSBORO NC 27401		501(c)3	GENERAL SUPPORT	Person or Business ☐ 150,000.
Jackie Robinson Foundation 75 Varick Street, 2nd Floor New York NY 10013		501(c)3	GENERAL SUPPORT	Person or Business ☐ 163,500.
Brandon Carrington Lee Foundation PO Box 9479 Silver Spring MD 20906		501(c)3	GENERAL SUPPORT	Person or Business ☐ 50,000.
Parsons Gala 66 Fifth Ave New York NY 10011		501(c)3	GENERAL SUPPORT	Person or Business ☐ 25,000.
Ford's Theater 511 Tenth Street, NW Washington DC 20004		501(c)3	GENERAL SUPPORT	Person or Business ☐ 800,000.
University of Illinois Chairs 1110 W. Springfield Urbana IL 61801		501(c)3	GENERAL SUPPORT	Person or Business ☐ 4,000,000.
Tiger Woods Learning Center One Tiger Woods Way Anaheim CA 92801		501(c)3	GENERAL SUPPORT	Person or Business ☐ 200,000.
Sundance Institute 1825 Three Kings Dr Park City UT 84060		501(c)3	GENERAL SUPPORT	Person or Business ☐ 300,000.

Form 990-PF, Page 10, Part XV, line 3b Continued

Line 3b statement

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	Person or Business Checkbox Amount
b *Approved for future payment*				
Donna Karan - Table for Award		501(c)3	GENERAL SUPPORT	Person or Business 25,000.
STREET SOCCER USA		501(c)3	GENERAL SUPPORT	Person or Business 90,000.
SIBLEY MEMORIAL HOSP		501(c)3	GENERAL SUPPORT	Person or Business 50,000.
VCU - MICROFINANCING INITIATIVE		501(c)3	GENERAL SUPPORT	Person or Business 100,000.
WOMEN WIN		501(c)3	GENERAL SUPPORT	Person or Business 50,000.
NATIONAL MUSEUM OF WOMEN		501(c)3	GENERAL SUPPORT	Person or Business 50,000.
VITAL VOICES		501(c)3	GENERAL SUPPORT	Person or Business 10,000.
ROAD TO KENTUCKY		501(c)3	GENERAL SUPPORT	Person or Business 15,000.
SPHINX ARTIST SERIES		501(c)3	GENERAL SUPPORT	Person or Business 50,000.
MYTICS PARTY ZONE		501(c)3	GENERAL SUPPORT	Person or Business 4,500.
MOST VALUABLE KIDS		501(c)3	GENERAL SUPPORT	Person or Business 5,000.
CENTER STAGE		501(c)3	GENERAL SUPPORT	Person or Business 10,000.
JOHN LEGEND GOLF TOURNEY		501(c)3	GENERAL SUPPORT	Person or Business 7,500.
NEEDIEST KIDS GOLF TOURNEY		501(c)3	GENERAL SUPPORT	Person or Business 10,000.
MARTHA'S TABLE		501(c)3	GENERAL SUPPORT	Person or Business 125.

Form 990-PF, Page 10, Part XV, line 3b Continued
Line 3b statement

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	Person or Business Checkbox Amount
b *Approved for future payment*				
Total				8,165,625.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Huey and Associates	Tax Prep and Accountin	17,090.	10,098.		
Total		17,090.	10,098.		

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VARIOUS	INVESTMENT CONSULTING	11,203.	11,203.		
Total		11,203.	11,203.		

Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
LAPTOP	06/21/06	2624	1869	200DB	5.00	302		
Total								

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
CORPORATE STOCK	6,360,456.	5,524,701.
Total	6,360,456.	5,524,701.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
CORPORATE BONDS	1,390,126.	1,350,167.
Total	1,390,126.	1,350,167.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
OTHER INVESTMENTS	1,837,679.	1,655,321.
Total	1,837,679.	1,655,321.

Form 990-PF, Page 2, Part II, Line 11
L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
COMPUTERS AND EQUIPMENT	2,624.	2,171.	453.
Total	2,624.	2,171.	453.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
DUE FROM KOCH PRODUCTIONS	0.	150,000.	150,000.
Total	0.	150,000.	150,000.

Form 990-PF, Page 2, Part II, Line 22
Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
DUE TO WASHINGTON MYSTICS FOUNDATION	5,829.	5,829.
Total	5,829.	5,829.

SCJ Foundation
2009 Contributions
as of 12/31/09

Date	Donee	Address 1	Address 2	City,State, Zip Code	Description of Donation	Aount
01/21/09	The Community Foundation for the Nat'l Capital Region	1201 15th Street NW	Suite 420	Washington DC 20005	DC Aids Film Project	$ 184,000 00
02/03/09	Brandon Carrington Lee Foundation	Post Office Box 9479		Silver Spring MD 20906	2nd Year Contribution	25,000 00
02/10/09	Jackie Robinson Foundation	75 Varick Street	2nd Floor	New York NY 10013	Awards Dinner - SCJ & Giardy	2,000 00
02/23/09	Democartic Party of Virginia	1710 E Franklin Street		Richmond VA 23229	Jefferson Jackson Dinner	5,000 00
03/10/09	FoundCare	2330 South Congress Avenue		West Palm Beach FL 33406	A Votre Sante 08 Event	10,000 00
03/26/09	Jackie Robinson Foundation	75 Varick Street	2nd Floor	New York NY 10013	JRF Board Dues FY09	40,000 00
04/23/09	Morrisville College Foundation Inc	Post Office Box 901		Morrisville NY 13408	08 Contribution Johnson Institute	200 000 00
04/30/09	Most Valuable Kids	11122 Stephalee Lane		Rockville MD 20852	All Star Day	1,000 00
04/30/09	Sundance Institute	Post Office Box 684429		Park City UT 84068	Creative Producing Initiative	100,000 00
05/04/09	Amigos Orfelinato San Jose de Malambo	c/o Preston Bailey Entertainment	147 W 25th Street, 11th Floor	New York NY 10001	Preston Bailey's Foundation	300 00
05/04/09	Parsons The New School for Design	66 West 12th Street		New York NY 10011	09 Parsons Benefit Show	50,000 00
05/13/09	The Sister Fund	79 Fifth Avenue	5th Floor	New York NY 10003	Women Moving Millions	10,000 00
05/13/09	Voices for Virginia's Children	4031 University Drive	Suite 200	Fairfax VA 22030	Help Improve Lives of Virginia Children	5,000 00
05/26/09	The Community Foundation for the Nat'l Capital Region	1201 15th Street NW	Suite 420	Washington DC 20005	The Other City - SCJ Film	60,000 00
05/26/09	NAACP	4805 Mt Hope Drive		Baltimore MD 21215 3297	Grant Civil Rights Training	15,000 00
06/03/09	Internews Network	1640 Rhode Island Avenue NW	7th Floor	Washington DC 20036	Host Committee Package	1,000 00
06/19/09	Entertainment Industry Foundation	d/b/a Show Me Campaign	1201 West 5th Street, T-700	Los Angeles CA 90017	Show Me Campaign	25,000 00
06/23/09	WNBA Enterprises LLC	100 Plaza Drive		Secaucus NJ 07094	09 WNBA Luncheon	10,000 00
06/24/09	The Community Foundation for the Nat l Capital Region	1201 15th Street NW	Suite 420	Washington DC 20005	DC Aids Project	60,000 00
06/30/09	Curry School of Education Foundation	Post Office Box 400276		Charlottesville VA 22904 4276	Capital Campaign Fund	100,000 00
06/30/09	Bennett College for Women	900 East Washington Street		Greensboro NC 27401	Pymt 1 of 4	50,000 00
07/08/09	Americans for the Arts	1000 Vermont Avenue NW	6th Floor	Washington DC 20005	Benefactor Table Dinner	25,000 00
07/21/09	Washington Mystics	601 F Street NW		Washington DC 20004-1605	Mystics Party Zone for JR Foundation	4 370 00
08/05/09	Washington Mystics	601 F Street NW		Washington DC 20004 1605	Mystics Party Zone	4,350 00
08/12/09	Rush Philanthropic Arts Foundation	215 Park Avenue South	Suite 2014	New York NY 10003	Patron Table/Rush Kids	30,000 00
08/28/09	Parsons The New School for Design	66 West 12th Street		New York NY 10011	09 Partial Pledge	250,000 00
09/10/09	Windy Hill Foundation	Post Office Box 1593		Middleburg VA 20118	8th Annual Fashion Show	425 00
09/15/09	DC Chamber of Commerce	1213 K Street NW		Washington DC 20005	Awards Gala	12,500 00
09/28/09	Americans for the Arts	1000 Vermont Avenue NW	6th Floor	Washington DC 20005	09 Annual Fund	10,000 00
09/30/09	Seven Loaves Services Inc	Post Office Box 1924		Middleburg VA 20118	Blackthorne Benefit Concert	2,500 00
09/30/09	The Women's Collective	Post Office Box 73250		Washington DC 20056	09 Client Christmas Celebration	5,000 00
10/07/09	Women's eNews	6 Barclay Street	6th Floor	New York NY 10007	A Place at the Table Luncheon	5,000 00
10/22/09	Sibley Memorial Hospital Foundation	5255 Loughboro Road NW		Washington DC 20016	Celebration of Hope & Prog Gala	50,000 00
10/26/09	American Friends of Fondation de France	67A E 77th Street		New York NY 10021	Fondation DeC B Sarkozy	200,000 00
11/12/09	Ready Willing & Working	30 Massachusetts Avenue NE	Union Station Garage - Bus Level	Washington DC 20002	Magic & Miracles Sponsorship	500 00
12/14/09	Brandon Carrington Lee Foundation	Post Office Box 9479		Silver Spring MD 20906	Friends Cancer Research	25,000 00
12/14/09	Ford's Theatre	511 Tenth Street NW		Washington DC 20004	Bicentenial Campaign	200,000 00
12/23/09	The Hill School	Post Office Box 65		Middleburg VA 20118	Dec 09 Commitment	250,000 00
12/11/09	USET FOUNDATION	1040 Pottersville Road	PO BOX 355	Gladstone, NJ 07934	Road to KY Equestrian	10,000 00
					Total 2009 Donations	2,037,945 00
					Less Nondeductible	(1,925 00)
					Total	2 036,020 00

MorganStanley
SmithBarney

Ref 00001324 00010876

Reserved
Client Statement
2009 Year End Summary

THE SHEILA C. JOHNSON
Account Number 373-47166-10 651

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	11,800	INGERSOLL RAND CO LTD CLASS A (BERMUDA) ACCOUNT ASSIGNED OPTION PREMIUM -7,056 37	08/20/08	01/16/09	$ 213,550 21	~~$ 448,915 94~~ R 454,315.94	~~($ 235,365 73)~~ (240,765.73)	
125000020	15,000	INGERSOLL RAND CO LTD CLASS A (BERMUDA) ACCOUNT ASSIGNED OPTION PREMIUM -7,745 80	01/22/09	05/11/09	270,233 05	251,621 00		18,612 05
125000030	-150	CALL IR MAR 09 @ 20 00 INGERSOLL RAND CO LTD 100 SHS	01/22/09	03/24/09	7,389 81			7,389 81
125000050	-50	CALL WSH JAN 09 @ 25 00 WILLIS GROUP HOLDINGS LTD 100 SHS	11/26/08	01/21/09	3,994 97			3,994 97
125000060	-97	CALL WSH AUG 09 @ 30 00 WILLIS GROUP HOLDINGS LTD 100 SHS	06/22/09	08/24/09	1,856 85			1,856 85
125000070	6,400	CHATTEM INC	09/19/08	04/07/09	320,625 75	500,221 96	(179,596 21)	
125000080	-64	CALL HQT FEB 09 @ 75 00 CHATTEM INC 100 SHS	12/22/08	02/24/09	14,074 92			14,074 92
125000090	-64	CALL HQT MAR 09 @ 65 00 CHATTEM INC 100 SHS	02/27/09	03/24/09	8,313 95			8,313 95
125000100	-64	CALL HQT MAY 09 @ 65 00 CHATTEM INC 100 SHS	03/26/09	05/18/09	6,553 69			6,553 69
125000110	13,600	DELL INC ACCOUNT ASSIGNED OCC CALL 04-09 82019320 OPTION PREMIUM -3,102 55	06/24/08	04/17/09	139,093 05	316,242 95	(177,149 90)	

2009 YEAR END SUMMARY

THE SHEILA C. JOHNSON

Account Number 373-47166-10 651

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000120	2,500	DELL INC ACCOUNT ASSIGNED OCC CALL 09-09 87758880 OPTION PREMIUM -1,199 98	04/20/09	09/11/09	$ 36,193 08	$ 26,185 13		$ 10,007 95
125000130	21 300	DELL INC ACCOUNT ASSIGNED OCC CALL 09-09 87758880 OPTION PREMIUM -10,228 38	04/20/09	09/18/09	308,414 71	223,097 31		85,317 40
125000140	-136	CALL DLY JAN 09 @ 14 00 DELL INC 100 SHS	11/26/08	01/21/09	3,348 25			3,348 25
125000150	-136	CALL DLY FEB 09 @ 12 00 DELL INC 100 SHS	01/16/09	02/24/09	1,708 44			1,708 44
125000160	-238	CALL DLY JUL 09 @ 13 00 DELL INC 100 SHS	05/18/09	07/20/09	5,680 71			5 680 71
125000170	-316	CALL DLY NOV 09 @ 17 00 DELL INC 100 SHS	09/22/09	11/23/09	16,713 77			16,713 77
125000180	17,900	EBAY INC ACCOUNT ASSIGNED OCC CALL 05-09 83606870 OPTION PREMIUM -5,420 20	08/20/08	05/15/09	273,907 29	448,006 20	(174,098 91)	
125000190	25,700	EBAY INC ACCOUNT ASSIGNED OCC CALL 08-09 85659750 OPTION PREMIUM -12,586 17	05/18/09	08/21/09	526,566 96	447,628 04		78,938 92
125000200	-179	CALL QXB FEB 09 @ 16 00 EBAY INC 100 SHS	12/22/08	02/24/09	10,407 54			10,407 54
125000210	-257	CALL QXB JUL 09 @ 19 00 EBAY INC 100 SHS	05/18/09	07/20/09	15,215 21			15,215 21
125000220	-206	CALL XBA NOV 09 @ 27 00 EBAY INC 100 SHS	09/22/09	11/23/09	11,221 90			11,221 90

2009 YEAR END SUMMARY

THE SHEILA C. JOHNSON

Account Number 373-47166-10 651

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000230	29,600	GENERAL ELECTRIC CO ACCOUNT ASSIGNED OCC CALL 09-09 85894150 OPTION PREMIUM -4,608 55	08/18/09	09/16/09	$ 448,591 13	$ 400,494 00		$ 48,097 13
125000240	-294	CALL GEW OCT 09 @ 18 00 GENERAL ELECTRIC CO 100 SHS	09/22/09	10/19/09	10,035 26			10,035 26
125000250	-117	CALL GM FEB 09 @ 6 00 GENERAL MOTORS CORP 100 SHS	12/22/08	02/24/09	1,244 70			1,244 70
125000260	-230	CALL GT SEP 09 @ 20 00 GOODYEAR TIRE & RUBBER CO 100 SHS	08/18/09	09/21/09	6,341 07			6,341 07
125000270	-230	CALL GT OCT 09 @ 17 50 GOODYEAR TIRE & RUBBER CO 100 SHS	09/22/09	10/19/09	11,683 17			11,683 17
125000280	-85	CALL LPX NOV 09 @ 10 00 LOUISIANA PACIFIC CORP 100 SHS	09/22/09	11/23/09	2,118 94			2,118 94
125000300	13,000	POWERSHARES QQQ TR SER 1 ACCOUNT ASSIGNED OCC CALL 09-09 80674210 OPTION PREMIUM -9,348 93	07/22/09	09/17/09	529,329 56	499,971 70		29 357 86
125000310	-132	CALL QAV JAN 09 @ 32 00 POWERSHARES QQQ TR SER 1 100 SHS	11/26/08	01/21/09	10,722 81			10,722 81
125000320	-132	CALL QAV MAR 09 @ 30 00 POWERSHARES QQQ TR SER 1 100 SHS	01/16/09	03/24/09	20,785 17			20,785 17
125000330	-132	CALL QAV MAY 09 @ 34 00 POWERSHARES QQQ TR SER 1 100 SHS	03/26/09	05/18/09	7,654 54			7,654 54
125000340	-117	CALL QQQ NOV 09 @ 44 00 POWERSHARES QQQ TR SER 1 100 SHS	09/22/09	11/23/09	9,970 59			9,970 59

2009 YEAR END SUMMARY

THE SHEILA C. JOHNSON

Account Number ***373-47166-10 651***

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000350	4,800	UTS SPDR TRUST SER 1 ACCOUNT ASSIGNED OCC CALL 03-09 85370570 OPTION PREMIUM -6,981 76	05/19/08	03/31/09	$ 386,173 63	$ 689,518 28	($ 303,344 65)	
125000360	4,800	UTS SPDR TRUST SER 1 ACCOUNT ASSIGNED OCC CALL 04-09 86557560 OPTION PREMIUM -5,897 96	04/01/09	04/17/09	423,481 22	376,854 00		46,627 22
125000370	5,900	UTS SPDR TRUST SER 1 ACCOUNT ASSIGNED OCC CALL 06-09 80382030 OPTION PREMIUM -17,094 91	04/20/09	06/18/09	532,250 45	496,073 87		36,176 58
125000380	5,600	UTS SPDR TRUST SER 1 ACCOUNT ASSIGNED OCC CALL 07-09 80944250 OPTION PREMIUM -8,272 89	06/22/09	07/17/09	523,453 64	502,729 20		20,724 44
125000390	5,200	UTS SPDR TRUST SER 1 ACCOUNT ASSIGNED SEC 8048223 OPTION PREMIUM 0 00	07/22/09	09/17/09	505,669 47	497,531 60		8,137 87
125000400	4,700	UTS SPDR TRUST SER 1 ACCOUNT ASSIGNED OCC CALL 11-09 80465050 OPTION PREMIUM -15,033 61	09/22/09	11/20/09	522,614 56	502,064 70		20,549 86
125000410	-48	CALL SWG FEB 09 @ 94 00 UTS SPDR TRUST SER 1 100 SHS	12/22/08	02/24/09	10,954 53			10,954 53
125000420	-45	CALL SPY DEC 09 @ 112 00 UTS SPDR TRUST SER 1 100 SHS	12/08/09	12/21/09	1,986 58			1,986 58
125000430	20,600	SYMANTEC CORP ACCOUNT ASSIGNED OCC CALL 07-09 86121520 OPTION PREMIUM -9,497 73	08/20/08	07/17/09	339,083 25	450,712 40	(111,629 15)	
125000440	23,600	SYMANTEC CORP ACCOUNT ASSIGNED OCC CALL 11-09 84479380 OPTION PREMIUM -10,892 69	07/22/09	11/20/09	412,076 37	400,455 52		11,620 85

Reserved
Client Statement
2009 Year End Summary

THE SHEILA C. JOHNSON

Account Number 373-47166-10 651

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000450	-206	CALL SYQ JAN 09 @ 15 00 SYMANTEC CORP 100 SHS	11/26/08	01/21/09	8,540 36			8,540 36
125000460	-48	CALL SYQ FEB 09 @ 15 00 SYMANTEC CORP 100 SHS	01/16/09	02/24/09	2,394 98			2,394 98
125000470	-206	CALL SYQ MAR 09 @ 15 00 SYMANTEC CORP 100 SHS	02/27/09	03/24/09	5,864 47			5,864 47
125000480	-206	CALL SYQ MAY 09 @ 17 50 SYMANTEC CORP 100 SHS	03/26/09	05/18/09	11,323 93			11,323 93
125000490	-236	CALL SYQ AUG 09 @ 18 00 SYMANTEC CORP 100 SHS	07/22/09	08/24/09	6,289 13			6,289 13
125000510	9,800	WAL-MART STORES INC ACCOUNT ASSIGNED OCC CALL 11-09 84576750 OPTION PREMIUM -8,758 06	09/22/09	11/20/09	523,238 83	500,546 88		22,691 95
125000520	-72	CALL WMT JAN 09 @ 60 00 WAL-MART STORES INC 100 SHS	11/26/08	01/21/09	13,962 92			13,962 92
125000530	-72	CALL WMT MAR 09 @ 55 00 WAL-MART STORES INC 100 SHS	01/16/09	03/24/09	9,783 94			9,783 94
125000540	-72	CALL WMT MAY 09 @ 55 00 WAL-MART STORES INC 100 SHS	03/26/09	05/18/09	9,087 49			9,087 49
125000550	-72	CALL WMT JUL 09 @ 52 50 WAL-MART STORES INC 100 SHS	05/18/09	07/20/09	5,617 64			5,617 64
125000560	-91	CALL WMT DEC 09 @ 55 00 WAL-MART STORES INC 100 SHS	12/08/09	12/21/09	2,304 70			2,304 70
Total					$ 7,509,693 14	~~$ 7,978,870 68~~ 7,984,270.68	~~($ 1,181,184.55)~~ (1,186,584.55)	$ 712,007 01

2009 YEAR END SUMMARY

Ref 00001324 00010881

MorganStanley SmithBarney

Reserved
Client Statement
2009 Year End Summary

THE SHEILA C. JOHNSON

Account Number 373-47166-10 651

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	5,000	WILLIS GROUP HOLDINGS LTD ACCOUNT ASSIGNED OCC CALL 06-09 85549800 OPTION PREMIUM -8,743 77	09/24/07	06/19/09	$ 133,734 55	$ 154,056 36	($ 20,321 81)	
125000290	13,200	POWERSHARES QQQ TR SER 1 ACCOUNT ASSIGNED OCC CALL 07-09 80903380 OPTION PREMIUM -13,164 68	05/19/08	07/17/09	475,146 80	663,034 40	(187,887 60)	
125000500	7,200	WAL-MART STORES INC ACCOUNT ASSIGNED OCC CALL 08-09 85853270 OPTION PREMIUM -4,014 96	04/22/08	08/21/09	363,999 70	403,009 16	(39,009 46)	
Total					**$ 972,881 05**	**$ 1,220,099 92**	**($ 247,218 87)**	

uc

R *The basis for this tax lot has been adjusted due to a reclassification of income*

As you requested, copies of this document have also been sent to NICK BRETZ

2009 YEAR END SUMMARY