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

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: GEORGE JOHNSON FAMILY FOUNDATION

A Employer identification number: 62-6401641

Number and street (or P O box number if mail is not delivered to street address): 701 MARKET STREET | Room/suite

B Telephone number (see page 10 of the instructions): (423) 757-4452

City or town, state, and ZIP code: CHATTANOOGA, TN 37402-4886

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 23,294,614.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	580,110.	580,110.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-341,809.			
	b Gross sales price for all assets on line 6a 16,199,210.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	5,315.	5,315.		STMT 2
	12 Total Add lines 1 through 11	243,616.	585,425.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	153,284.	135,284.		18,000.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	7,495.	NONE	NONE	7,495.
	b Accounting fees (attach schedule) STMT 4	4,300.	4,300.	NONE	NONE
	c Other professional fees (attach schedule) STMT 5	34,567.	34,567.	NONE	NONE
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 6	11,035.	9,658.		1,377.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	12,132.	3,852.		8,280.
	24 Total operating and administrative expenses. Add lines 13 through 23	222,813.	187,661.	NONE	35,152.
	25 Contributions, gifts, grants paid	1,362,822.			1,362,822.
	26 Total expenses and disbursements Add lines 24 and 25	1,585,635.	187,661.	NONE	1,397,974.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,342,019.			
	b Net investment income (if negative, enter -0-)		397,764.		
	c Adjusted net income (if negative, enter -0-)				

RECEIVED AUG 09 2010 OGDEN, UT 856 IRS-OSC

SCANNED AUG 11 2010

70

Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing		18.	18.
2	Savings and temporary cash investments	1,837,470.	1,499,509.	1,499,509.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	NONE		
10 a	Investments - U S and state government obligations (attach schedule)	7,708,899.	7,065,716.	7,045,396.
b	Investments - corporate stock (attach schedule)	12,910,619.	12,602,979.	14,289,614.
c	Investments - corporate bonds (attach schedule)	284,102.	285,531.	252,646.
11	Investments land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans	50,232.	40,995.	40,995.
13	Investments - other (attach schedule)			NONE
14	Land, buildings, and equipment basis ▶ 98,000.			
	Less accumulated depreciation (attach schedule) ▶	98,000.	98,000.	156,100.
15	Other assets (describe ▶ STMT 8)	7,474.	10,336.	10,336.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	22,896,796.	21,603,084.	23,294,614.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	22,798,796.	21,505,084.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund	98,000.	98,000.	
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	22,896,796.	21,603,084.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	22,896,796.	21,603,084.	

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	22,896,796.
2	Enter amount from Part I, line 27a	2	-1,342,019.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	67,558.
4	Add lines 1, 2, and 3	4	21,622,335.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	19,251.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,603,084.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-341,809.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,733,336.	25,789,283.	0.06721148471
2007	1,583,110.	29,588,348.	0.05350450792
2006	1,422,072.	27,990,908.	0.05080478275
2005	1,412,671.	26,928,357.	0.05246034877
2004	909.	764,154.	0.00118955080

2 **Total** of line 1, column (d)	2	0.22517067495
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	0.04503413499
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	21,586,419.
5 Multiply line 4 by line 3	5	972,126.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,978.
7 Add lines 5 and 6	7	976,104.
8 Enter qualifying distributions from Part XII, line 4	8	1,397,974.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	3,978.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	3,978.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-		5	3,978.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 5,580.		
b	Exempt foreign organizations-tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	5,580.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,602.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,602. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIRST TENNESSEE BANK Telephone no. ▶ (423)757-4452

Located at ▶ 701 MARKET STREET CHATTANOOGA TN ZIP + 4 ▶ 37402

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	N/A
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	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		153,284.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services . . . . . ▶ NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	NONE
2	
3	
4	

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	21,682,595.
b	Average of monthly cash balances	1b	31,252.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	201,299.
d	**Total** (add lines 1a, b, and c)	1d	21,915,146.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	21,915,146.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	328,727.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,586,419.
6	**Minimum investment return.** Enter 5% of line 5	6	1,079,321.

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

1	Minimum investment return from Part X, line 6			1	1,079,321.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,978.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,978.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,075,343.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,075,343.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,075,343.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,397,974.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,397,974.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	3,978.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,393,996.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					1,075,343.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				494,093.	
b Total for prior years 20 05 ,20 06 ,20 07			NONE		
3 Excess distributions carryover, if any, to 2009					
a From 2004	NONE				
b From 2005	NONE				
c From 2006	NONE				
d From 2007	NONE				
e From 2008	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,397,974.					
a Applied to 2008, but not more than line 2a				494,093.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d Applied to 2009 distributable amount					903,881.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					171,462.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2005	NONE				
b Excess from 2006	NONE				
c Excess from 2007	NONE				
d Excess from 2008	NONE				
e Excess from 2009	NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 12				1,362,822.
Total . . . . ▶ 3a				1,362,822.
b Approved for future payment				
SEE STATEMENT 13				180,000.
Total . . . . ▶ 3b				180,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of 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				NONE	
4 Dividends and interest from securities			14	580,110.	
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	-341,809.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b CLASS ACTON SETTLE			14	149.	
c ACCD MKT DISC INT			14	5,166.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				243,616.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 243,616.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

▶ Janice J. Wilson | 07/28/2010 ▶ Executive Director

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ Sandra Daniel Yates CPA | Date 7/29/2010 | Check if self-employed ▶ ☐ | Preparer's identifying number (See Signature on page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code ▶ FIRST TENNESSEE BANK
701 MARKET STREET
CHATTANOOGA, TN 37402

EIN ▶ 62-0201385

Phone no

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2350. ALCOA INC PROPERTY TYPE: SECURITIES					10/25/2002	05/27/2009
21,643.00		60,537.00					-38,894.00	
		2400. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES					01/30/2001	05/27/2009
58,802.00		99,763.00					-40,961.00	
		. AMERICAN INTERNATIONAL GROUP PROPERTY TYPE: SECURITIES						06/19/2009
335.00							335.00	
		2000. ANALOG DEVICES INC PROPERTY TYPE: SECURITIES					11/24/2004	02/12/2009
41,911.00		77,951.00					-36,040.00	
		1107. CAPITAL ONE FIN CORP PROPERTY TYPE: SECURITIES					10/20/2003	05/27/2009
25,783.00		75,551.00					-49,768.00	
		. CARDINAL HEALTH INC PROPERTY TYPE: SECURITIES					09/30/2003	09/11/2009
2,843.00							2,843.00	
		50000. CHASE MANHATTAN CORP 7.125% 6/15 PROPERTY TYPE: SECURITIES					11/13/2000	06/15/2009
50,000.00		50,000.00						
		1850. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					11/17/2009	11/25/2009
43,958.00		44,585.00					-627.00	
		800. DIAMONDS TRUST SERIES I (DIA) PROPERTY TYPE: SECURITIES					09/10/2001	11/17/2009
83,430.00		77,072.00					6,358.00	
		4300. DOW CHEMICAL PROPERTY TYPE: SECURITIES					12/18/2008	02/12/2009
42,595.00		88,426.00					-45,831.00	
		2000. DOW CHEMICAL PROPERTY TYPE: SECURITIES					10/25/2002	02/12/2009
19,812.00		62,680.00					-42,868.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		200000. FHLMC MTN 4.250% 2/1 PROPERTY TYPE: SECURITIES					11/25/2008	02/12/2009
200,000.00		200,100.00					-100.00	
		500000. FHLMC MTN 3.600% 1/2 PROPERTY TYPE: SECURITIES					01/28/2008	01/28/2009
500,000.00		500,000.00						
		500000. FHLMC MTN 5.000% 7/1 PROPERTY TYPE: SECURITIES					06/25/2008	07/15/2009
500,000.00		500,000.00						
		300000. FHLMC MTN 4.375% 5/1 PROPERTY TYPE: SECURITIES					04/29/2008	02/13/2009
300,000.00		300,000.00						
		500000. FHLMC MTN 2.500% 12/2 PROPERTY TYPE: SECURITIES					06/24/2009	12/28/2009
500,000.00		500,000.00						
		1000000. FHLMC MTN 2.500% 6/ PROPERTY TYPE: SECURITIES					06/10/2009	12/29/2009
1000000.00		1000000.00						
		295000. FHLMC MTN 3.000% 11/1 PROPERTY TYPE: SECURITIES					04/23/2009	12/02/2009
295,000.00		295,000.00						
		750000. FFCB 2.150% 10/2 PROPERTY TYPE: SECURITIES					07/28/2009	12/03/2009
750,000.00		750,000.00						
		750000. FFCB 2.220% 8/0 PROPERTY TYPE: SECURITIES					07/28/2009	11/12/2009
750,000.00		750,000.00						
		250000. FFCB 2.050% 4/0 PROPERTY TYPE: SECURITIES					03/31/2009	09/17/2009
250,000.00		250,000.00						
		500000. FFCB 3.000% 12/2 PROPERTY TYPE: SECURITIES					06/24/2009	10/09/2009
500,000.00		500,000.00						

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1000000. FFCB 4.350% 6/ PROPERTY TYPE: SECURITIES					05/22/2008	06/03/2009
1000000.00		1000000.00						
		275000. FHLB 4.255% 7/1 PROPERTY TYPE: SECURITIES					06/16/2003	01/16/2009
275,000.00		275,000.00						
		375000. FHLB 5.000% 10/2 PROPERTY TYPE: SECURITIES					10/25/2007	01/29/2009
375,000.00		375,000.00						
		500000. FHLB 4.875% 11/2 PROPERTY TYPE: SECURITIES					06/25/2008	11/27/2009
500,000.00		501,500.00					-1,500.00	
		200000. FHLB 4.800% 1/2 PROPERTY TYPE: SECURITIES					11/25/2008	01/30/2009
200,000.00		200,000.00						
		500000. FHLB 4.150% 1/3 PROPERTY TYPE: SECURITIES					01/28/2008	01/30/2009
500,000.00		500,000.00						
		490833.34 FHLB 4.200% 5 PROPERTY TYPE: SECURITIES					05/09/2008	01/13/2009
490,833.00		490,833.00						
		500000. FHLB 4.350% 5/2 PROPERTY TYPE: SECURITIES					05/08/2008	05/29/2009
500,000.00		500,000.00						
		250000. FHLB 5.000% 7/3 PROPERTY TYPE: SECURITIES					07/21/2008	01/30/2009
250,000.00		250,000.00						
		250000. FHLB 4.250% 1/3 PROPERTY TYPE: SECURITIES					07/21/2008	07/30/2009
250,000.00		250,000.00						
		571428.57 FHLB 2.150% 8 PROPERTY TYPE: SECURITIES					01/26/2009	05/21/2009
571,429.00		571,429.00						

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		428571.43 FHLB 2.150% 8 PROPERTY TYPE: SECURITIES					01/26/2009	06/09/2009
428,571.00		428,571.00						
		1000000. FHLB 1.850% 2/ PROPERTY TYPE: SECURITIES					01/26/2009	08/18/2009
1000000.00		1000000.00						
		840000. FHLB 2.400% 2/2 PROPERTY TYPE: SECURITIES					02/23/2009	08/27/2009
840,000.00		840,000.00						
		500000. FHLB 1.450% 9/2 PROPERTY TYPE: SECURITIES					08/25/2009	12/23/2009
500,000.00		500,000.00						
		50000. FHLMC NT 6.625% DTD 9/16/99 DUE 9 PROPERTY TYPE: SECURITIES					08/14/2000	09/15/2009
50,000.00		50,000.00						
		500000. FNMA 4.000% 10/0 PROPERTY TYPE: SECURITIES					03/28/2008	04/03/2009
500,000.00		500,000.00						
		250000. FNMA 5.000% 10/0 PROPERTY TYPE: SECURITIES					10/21/2008	01/07/2009
250,000.00		250,000.00						
		3000. FRANKLIN RESOURCES INC PROPERTY TYPE: SECURITIES					11/21/2003	02/12/2009
156,556.00		135,770.00					20,786.00	
		8317.594 GOLDMAN SACHS STRUC U.S. EQ FD- PROPERTY TYPE: SECURITIES					11/26/2004	11/17/2009
180,991.00		297,000.00					-116009.00	
		3500. W W GRAINGER INC WITH RIGHTS EXP 5 PROPERTY TYPE: SECURITIES					12/22/2003	05/27/2009
277,912.00		159,579.00					118,333.00	
		5000. HOME DEPOT PROPERTY TYPE: SECURITIES					03/18/2004	02/12/2009
106,500.00		150,015.00					-43,515.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5000. JOHNSON CITY TN H&E 7% (MEM HOSP) PROPERTY TYPE: SECURITIES					05/06/1996	07/01/2009
5,000.00		5,000.00						
		6000. MOTOROLA INC PROPERTY TYPE: SECURITIES					06/06/2003	11/25/2009
48,899.00		48,097.00					802.00	
		900. RATHEON COMPANY PROPERTY TYPE: SECURITIES					10/25/2002	11/25/2009
46,377.00		26,267.00					20,110.00	
		2735. REGIONS FINANCIAL CORP NEW PROPERTY TYPE: SECURITIES					05/31/1996	05/27/2009
10,833.00		39,701.00					-28,868.00	
		4500. STANDARD & POORS DEPOSITORY RECEIP PROPERTY TYPE: SECURITIES					05/06/2004	11/17/2009
499,493.00		476,814.00					22,679.00	
		1650. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES					10/25/2000	04/20/2009
72,765.00		64,251.00					8,514.00	
		2200. STRYKER CORP PROPERTY TYPE: SECURITIES					12/18/2008	11/25/2009
110,680.00		88,462.00					22,218.00	
		1600. STRYKER CORP PROPERTY TYPE: SECURITIES					05/08/2008	11/25/2009
80,494.00		102,744.00					-22,250.00	
		3500. TEXAS INSTRUMENTS INC PROPERTY TYPE: SECURITIES					05/06/2004	03/10/2009
54,218.00		96,475.00					-42,257.00	
		625. WHIRLPOOL CORP PROPERTY TYPE: SECURITIES					05/08/2008	11/25/2009
46,947.00		57,717.00					-10,770.00	
		4000. INGERSOLL-RAND CO - CL A G4776G101 PROPERTY TYPE: SECURITIES					11/24/2004	05/27/2009
84,600.00		129,129.00					-44,529.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)		....					-341,809.	

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
1850. CISCO SYSTEMS	11/17/2009	11/25/2009	43,958.00	44,585.00	-627.00
4300. DOW CHEMICAL	12/18/2008	02/12/2009	42,595.00	88,426.00	-45,831.00
200000. FHLMC MTN					
4.250% 2/12/13	11/25/2008	02/12/2009	200,000.00	200,100.00	-100.00
500000. FHLMC MTN					
3.600% 1/28/11	01/28/2008	01/28/2009	500,000.00	500,000.00	
300000. FHLMC MTN					
4.375% 5/13/13	04/29/2008	02/13/2009	300,000.00	300,000.00	
500000. FHLMC MTN					
2.500% 12/28/12	06/24/2009	12/28/2009	500,000.00	500,000.00	
1000000. FHLMC MTN					
2.500% 6/29/12	06/10/2009	12/29/2009	1,000,000.00	1,000,000.00	
295000. FHLMC MTN					
3.000% 11/19/13	04/23/2009	12/02/2009	295,000.00	295,000.00	
750000. FFCB					
2.150% 10/22/12	07/28/2009	12/03/2009	750,000.00	750,000.00	
750000. FFCB					
2.220% 8/06/12	07/28/2009	11/12/2009	750,000.00	750,000.00	
250000. FFCB					
2.050% 4/09/12	03/31/2009	09/17/2009	250,000.00	250,000.00	
500000. FFCB					
3.000% 12/23/13	06/24/2009	10/09/2009	500,000.00	500,000.00	
200000. FHLB					
4.800% 1/28/15	11/25/2008	01/30/2009	200,000.00	200,000.00	
490833.34 FHLB					
4.200% 5/28/13	05/09/2008	01/13/2009	490,833.00	490,833.00	
250000. FHLB					
5.000% 7/30/13	07/21/2008	01/30/2009	250,000.00	250,000.00	
571428.57 FHLB					
2.150% 8/18/11	01/26/2009	05/21/2009	571,429.00	571,429.00	
428571.43 FHLB					
2.150% 8/18/11	01/26/2009	06/09/2009	428,571.00	428,571.00	
Totals					

JSA
9F0971 2 000

GEORGE JOHNSON FAMILY FOUNDATION 136-8802399 62-6401641

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1000000. FHLB					
1.850% 2/18/11	01/26/2009	08/18/2009	1,000,000.00	1,000,000.00	
840000. FHLB					
2.400% 2/27/12	02/23/2009	08/27/2009	840,000.00	840,000.00	
500000. FHLB					
1.450% 9/23/11	08/25/2009	12/23/2009	500,000.00	500,000.00	
250000. FNMA					
5.000% 10/07/13	10/21/2008	01/07/2009	250,000.00	250,000.00	
2200. STRYKER CORP	12/18/2008	11/25/2009	110,680.00	88,462.00	22,218.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			9,773,066.00	9,797,406.00	-24,340.00
Totals			9,773,066.00	9,797,406.00	-24,340.00

JSA
9F0971 2 000

GEORGE JOHNSON FAMILY FOUNDATION 136-8802399 62-6401641

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
2350. ALCOA INC	10/25/2002	05/27/2009	21,643.00	60,537.00	-38,894.00
2400. AMERICAN EXPRESS CO	01/30/2001	05/27/2009	58,802.00	99,763.00	-40,961.00
. AMERICAN INTERNATIONAL		06/19/2009	335.00		335.00
2000. ANALOG DEVICES INC	11/24/2004	02/12/2009	41,911.00	77,951.00	-36,040.00
1107. CAPITAL ONE FIN CORP	10/20/2003	05/27/2009	25,783.00	75,551.00	-49,768.00
. CARDINAL HEALTH INC	09/30/2003	09/11/2009	2,843.00		2,843.00
50000. CHASE MANHATTAN					
CORP 7.125% 6/15/09	11/13/2000	06/15/2009	50,000.00	50,000.00	
800. DIAMONDS TRUST SERIES	09/10/2001	11/17/2009	83,430.00	77,072.00	6,358.00
2000. DOW CHEMICAL	10/25/2002	02/12/2009	19,812.00	62,680.00	-42,868.00
500000. FHLMC MTN					
5.000% 7/15/13	06/25/2008	07/15/2009	500,000.00	500,000.00	
1000000. FFCB					
4.350% 6/03/13	05/22/2008	06/03/2009	1,000,000.00	1,000,000.00	
275000. FHLB					
4.255% 7/16/15	06/16/2003	01/16/2009	275,000.00	275,000.00	
375000. FHLB					
5.000% 10/29/12	10/25/2007	01/29/2009	375,000.00	375,000.00	
500000. FHLB					
4.875% 11/27/12	06/25/2008	11/27/2009	500,000.00	501,500.00	-1,500.00
500000. FHLB					
4.150% 1/30/13	01/28/2008	01/30/2009	500,000.00	500,000.00	
500000. FHLB					
4.350% 5/29/14	05/08/2008	05/29/2009	500,000.00	500,000.00	
250000. FHLB					
4.250% 1/30/12	07/21/2008	07/30/2009	250,000.00	250,000.00	
50000. FHLMC NT 6.625% DTD					
9/16/99 DUE 9/15/09	08/14/2000	09/15/2009	50,000.00	50,000.00	
500000. FNMA					
4.000% 10/03/13	03/28/2008	04/03/2009	500,000.00	500,000.00	
3000. FRANKLIN RESOURCES	11/21/2003	02/12/2009	156,556.00	135,770.00	20,786.00
8317.594 GOLDMAN SACHS	11/26/2004	11/17/2009	180,991.00	297,000.00	-116,009.00
Totals					

JSA
9F0970 2 000

GEORGE JOHNSON FAMILY FOUNDATION 136-8802399 62-6401641

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
3500. W W GRAINGER INC					
WITH RIGHTS EXP 5/15/99	12/22/2003	05/27/2009	277,912.00	159,579.00	118,333.00
5000. HOME DEPOT	03/18/2004	02/12/2009	106,500.00	150,015.00	-43,515.00
5000. JOHNSON CITY TN H&E					
7% (MEM HOSP) DTD 12/1/77 DUE 7/1/11	05/06/1996	07/01/2009	5,000.00	5,000.00	
6000. MOTOROLA INC	06/06/2003	11/25/2009	48,899.00	48,097.00	802.00
900. RATHEON COMPANY	10/25/2002	11/25/2009	46,377.00	26,267.00	20,110.00
2735. REGIONS FINANCIAL	05/31/1996	05/27/2009	10,833.00	39,701.00	-28,868.00
4500. STANDARD & POORS					
DEPOSITORY RECEIPTS	05/06/2004	11/17/2009	499,493.00	476,814.00	22,679.00
1650. SCHLUMBERGER LTD	10/25/2000	04/20/2009	72,765.00	64,251.00	8,514.00
1600. STRYKER CORP	05/08/2008	11/25/2009	80,494.00	102,744.00	-22,250.00
3500. TEXAS INSTRUMENTS	05/06/2004	03/10/2009	54,218.00	96,475.00	-42,257.00
625. WHIRLPOOL CORP	05/08/2008	11/25/2009	46,947.00	57,717.00	-10,770.00
4000. INGERSOLL-RAND CO -	11/24/2004	05/27/2009	84,600.00	129,129.00	-44,529.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			6,426,144.00	6,743,613.00	-317,469.00
Totals			6,426,144.00	6,743,613.00	-317,469.00

JSA
9F0970 2 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC CORPORATION 001055102	2,464.	2,464.
ABBOTT LABORATORIES	4,680.	4,680.
ALCOA INC	470.	470.
THE ALLSTATE CORPORATION	2,120.	2,120.
AMERICAN EXPRESS CO	864.	864.
AMER GENL FIN MTN 6.000% 11/15/14	6,000.	6,000.
BANK OF AMERICA CORP	356.	356.
BRISTOL MYERS SQUIBB	4,960.	4,960.
BURLINGTON NORTHERN SANTA FE CORP	1,920.	1,920.
CVS CORP	2,074.	2,074.
CAPITAL ONE FIN CORP	470.	470.
CHASE MANHATTAN CORP 7.125% 6/15/09	1,781.	1,781.
CHEVRONTEXACO CORP 166764100	4,256.	4,256.
COCA-COLA	3,444.	3,444.
COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/	6,880.	6,880.
COMCAST CORP-CL A	1,988.	1,988.
CONOCOPHILLIPS	6,494.	6,494.
COSTCO WHOLESALE CORP	3,010.	3,010.
DANAHER CORP	504.	504.
DIAMONDS TRUST SERIES I (DIA)	12,562.	12,562.
THE WALT DISNEY COMPANY WITH RIGHTS EXP	1,400.	1,400.
DOW CHEMICAL	2,646.	2,646.
DUKE ENERGY CORP 7.375% 3/01/10	2,581.	2,581.
AMERICAN EUROPACIFIC GROWTH FD (AEPSA)	18,693.	18,693.
FHLMC MTN 4.250% 2/12/13	1,794.	1,794.
FHLMC MTN 3.600% 1/28/11	9,000.	9,000.
FHLMC MTN 5.000% 7/15/13	25,000.	25,000.
FHLMC MTN 4.375% 5/13/13	3,281.	3,281.
FHLMC MTN 2.500% 12/28/12	6,215.	6,215.
FHLMC MTN 2.500% 6/29/12	12,500.	12,500.
FHLMC MTN 3.000% 11/19/13	4,745.	4,745.
FFCB 2.150% 10/22/12	5,554.	5,554.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FFCB 2.220% 8/06/12	4,440.	4,440.
FFCB 2.050% 4/09/12	2,249.	2,249.
FFCB 3.000% 12/23/13	4,333.	4,333.
FFCB 4.350% 6/03/13	21,750.	21,750.
FHLB 4.255% 7/16/15	5,851.	5,851.
FHLB 5.000% 10/29/12	4,688.	4,688.
FHLB 4.875% 11/27/12	24,375.	24,375.
FHLB 4.800% 1/28/15	1,707.	1,707.
FHLB 4.150% 1/30/13	10,375.	10,375.
FHLB 4.200% 5/28/13	2,577.	2,577.
FHLB 4.350% 5/29/14	10,875.	10,875.
FHLB 5.000% 7/30/13	6,250.	6,250.
FHLB 4.250% 1/30/12	10,625.	10,625.
FHLB 4.300% 7/30/12	10,750.	10,750.
FHLB 4.375% 7/30/12	10,938.	10,938.
FHLB 2.150% 8/18/11	6,015.	6,015.
FHLB 1.850% 2/18/11	9,250.	9,250.
FHLB 2.400% 2/27/12	10,080.	10,080.
FHLB 1.450% 9/23/11	1,813.	1,813.
FHLMC NT 6.625% DTD 9/16/99 DUE 9/15/09	3,313.	3,313.
FNMA 6.625% 11/15/10	3,313.	3,313.
FNMA 4.000% 10/03/13	10,000.	10,000.
FNMA 5.000% 10/07/13	2,569.	2,569.
FNMA 2.050% 12/30/11	7,688.	7,688.
FNMA 2.000% 10/14/11	5,000.	5,000.
FNMA 2.150% 5/04/12	3,171.	3,171.
FIDELITY INSTITUTIONAL CASH U S GOVERNME	8,899.	8,899.
FIDELITY VALUE FUND #39	1,765.	1,765.
FRANKLIN RESOURCES INC	630.	630.
GENERAL DYNAMICS CORP	2,280.	2,280.
W W GRAINGER INC WITH RIGHTS EXP 5/15/99	3,010.	3,010.
HARBOR INTERNATIONAL FUND	5,113.	5,113.
HARRIS CORP DEL	215.	215.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HEWLETT PACKARD CO	1,600.	1,600.
IBM	4,085.	4,085.
INTL LEASE FIN MTN 5.450% 3/24/11	2,725.	2,725.
ISHARES DJ US TELCOM SECTOR INDEX FD	1,406.	1,406.
JP MORGAN CHASE & CO	2,173.	2,173.
JOHNSON AND JOHNSON	9,264.	9,264.
JOHNSON CITY TN H&E 7% (MEM HOSP) DTD 12	309.	309.
MACY S INC	1,695.	1,695.
MEDTRONIC	3,336.	3,336.
MICROSOFT CORP	5,720.	5,720.
MORGAN STANLEY 5.050% 1/21/11	2,525.	2,525.
MOTOROLA INC	300.	300.
NORFOLK SOUTHERN CORP	3,910.	3,910.
ORACLE CORPORATION	1,530.	1,530.
PFIZER INC WITH RIGHTS EXP 10/5/97	8,680.	8,680.
PROCTER AND GAMBLE	9,432.	9,432.
PUBLIC SVC ENTERPRISE GROUP INC	4,123.	4,123.
RATHEON COMPANY	6,534.	6,534.
REGIONS FINANCIAL CORP NEW	547.	547.
T ROWE PRICE BLUE CHIP GROWTH FD #93	459.	459.
ROYAL DUTCH-ADR A	6,640.	6,640.
STANDARD & POORS DEPOSITORY RECEIPTS	10,383.	10,383.
SCHLUMBERGER LTD	693.	693.
MATERIALS SELECT SPDR FUND	1,158.	1,158.
HEALTH CARE SELECT SECTOR SPDR	4,859.	4,859.
ENERGY SELECT SECTOR SPDR	2,275.	2,275.
FINANCIAL SELECT SECTOR SPDR	2,770.	2,770.
TECHNOLOGY SELECT SECTOR SPDR	2,072.	2,072.
STRYKER CORP	1,900.	1,900.
TARGET CORP	1,320.	1,320.
TEXAS INSTRUMENTS INC	385.	385.
TRAVELERS COMPANIES INC	223.	223.
UNILEVER N V -NY SHARES	6,520.	6,520.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
U.S. TREASURY NOTES 4.000% 3/15/10	20,000.	20,000.
UNITED TECHNOLOGIES	6,160.	6,160.
UNUMPROVIDENT CORP	1,345.	1,345.
VANGUARD MID CAP GROWTH FUND	422.	422.
VANGUARD SMALL CAP VALUE STK INSTL	13,333.	13,333.
VERIZON COMMUNICATIONS	13,542.	13,542.
VODAFONE GROUP ADR	6,325.	6,325.
WAL-MART STORES	3,534.	3,534.
AMERICAN WASH MUTUAL INVST-A	21,416.	21,416.
WHIRLPOOL CORP	2,645.	2,645.
JOHN D FRANKLIN PROM NT	3,224.	3,224.
TOTAL	580,110.	580,110.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BRISTOL MYERS CLASS ACTION SETTLEMENT	28.	28.
CUSIP 659424105 CLS ACTION SETTLE	121.	121.
ACC MKT DISC INT:		
CHASE MANHATTAN	805.	805.
FFBC 3%	3,125.	3,125.
FHLB 4.8%	250.	250.
FHLMC NT 6.625%	986.	986.
TOTALS	5,315.	5,315.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES GEARHISER, PETERS, CAVETT, ELLIOTT & CANNON, PLLC	7,495.			7,495.
TOTALS	7,495.	NONE	NONE	7,495.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	4,300.	4,300.		
TOTALS	4,300.	4,300.	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MANAGEMENT FEES FIRST TENNESSEE BK	34,567.	34,567.
TOTALS	34,567.	34,567.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	4,999.	4,999.	
REAL ESTATE TAXES	1,502.	1,502.	
PAYROLL TAXES	4,590.	3,213.	1,377.
2009 REFUND	-56.	-56.	
TOTALS	11,035.	9,658.	1,377.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
US POSTAL - PO BOX	320.	320.	
MEMBERSHIP DUES	6,650.		6,650.
PHONE & INTERNET	1,458.	1,018.	440.
LIABILITY INSURANCE	3,350.	2,160.	1,190.
ANNUAL FILING FEE	20.	20.	
COMPUTER SERVICE	246.	246.	
COOMPUTER PROGRAM	21.	21.	
PROPERTY INSURANCE	67.	67.	
TOTALS	12,132.	3,852.	8,280.

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

PART II, LINES 10a, b, c

LIST OF ASSETS

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
MONEY MARKET FUNDS						
1,233,113.6500	FIRST TENNESSEE BANK DEPOSIT ACCOUNT	1,233,113.65 5.34 %	1,233,113.65	0.00	1,625	0.13 %
U.S. TREASURY OBLIGATIONS						
500,000.0000	UNITED STATES TREASURY NOTE DTD 02/15/2005 3.500% 02/15/2010	501,915.00 2.17 %	507,578.12	5,663.12-	17,500	3.49 %
500,000.0000	UNITED STATES TREASURY NOTES DTD 03/15/2005 4.000% 03/15/2010	503,770.00 2.18 %	512,578.12	8,808.12-	20,000	3.97 %
TOTAL U.S. TREASURY OBLIGATIONS		1,005,685.00 4.36 %	1,020,156.24	14,471.24-	37,500	3.73 %
U.S. GOVERNMENT AGENCIES						
1,000,000.0000	FEDERAL HOME LOAN BANK DTD 10/15/2009 0.420% 10/15/2010 NON CALLABLE	999,060.00 4.33 %	1,001,060.00	2,000.00-	4,200	0.42 %
50,000.0000	FEDERAL NATIONAL MORTGAGE ASSN DTD 11/03/2000 6.625% 11/15/2010 NON CALLABLE	52,640.50 0.23 %	50,000.00	2,640.50	3,313	6.29 %
500,000.0000	FEDERAL NATIONAL MORTGAGE ASSN DTD 04/14/2009 2.000% 10/14/2011 CALLABLE	502,190.00 2.18 %	500,000.00	2,190.00	10,000	1.99 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

LIST OF ASSETS

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
500,000.0000	FEDERAL NATIONAL MORTGAGE ASSN DTD 03/30/2009 2.050% 12/30/2011 CALLABLE	501,405.00 2.17 %	500,000.00	1,405.00	10,250	2.04 %
295,000.0000	FEDERAL NATIONAL MORTGAGE ASSN DTD 05/04/2009 2.150% 05/04/2012 CALLABLE	296,475.00 1.28 %	295,000.00	1,475.00	6,343	2.14 %
250,000.0000	FEDERAL HOME LOAN BANK DTD 07/30/2008 4.300% 07/30/2012 CALLABLE	255,390.00 1.11 %	250,000.00	5,390.00	10,750	4.21 %
250,000.0000	FEDERAL HOME LOAN BANK DTD 07/30/2008 4.375% 07/30/2012 CALLABLE	255,470.00 1.11 %	250,000.00	5,470.00	10,938	4.28 %
350,000.0000	FEDERAL HOME LOAN BANK DTD 10/15/2009 2.000% 10/15/2012 CALLABLE	350,108.50 1.52 %	350,000.00	108.50	7,000	2.00 %
600,000.0000	FEDERAL HOME LOAN MORTGAGE CORP MEDIUM TERM NOTE DTD 11/27/2009 2.300% 08/27/2013 CALLABLE	595,296.00 2.58 %	600,000.00	4,704.00-	13,800	2.32 %
350,000.0000	FEDERAL FARM CREDIT BANK DTD 09/24/2009 2.800% 09/24/2013 CALLABLE	350,108.50 1.52 %	350,000.00	108.50	9,800	2.80 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

LIST OF ASSETS

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
1,000,000.0000	FEDERAL HOME LOAN BANK DTD 12/23/2009 2.350% 12/23/2013 CALLABLE	983,750.00 4.26 %	1,000,000.00	16,250.00-	23,500	2.39 %
400,000.0000	FEDERAL HOME LOAN BANK DTD 12/24/2009 2.550% 12/24/2013 CALLABLE	396,252.00 1.72 %	399,500.00	3,248.00-	10,200	2.57 %
500,000.0000	FEDERAL HOME LOAN BANK DTD 09/18/2009 3.375% 09/18/2014 CALLABLE	501,565.00 2.17 %	500,000.00	1,565.00	16,875	3.36 %
TOTAL U.S. GOVERNMENT AGENCIES		6,039,710.50 26.17 %	6,045,560.00	5,849.50-	136,968	2.27 %
CORPORATE & FOREIGN BONDS						
35,000.0000	DUKE ENERGY CORP DTD 03/10/2000 7.375% 03/01/2010	35,362.60 0.15 %	35,000.00	362.60	2,581	7.30 %
50,000.0000	MORGAN STANLEY DTD 10/21/2005 5.050% 01/21/2011 NON CALLABLE	51,859.50 0.22 %	49,610.00	2,249.50	2,525	4.87 %
50,000.0000	NATIONAL CITY CORP CONVERTIBLE DTD 01/29/2008 4.000% 02/01/2011 NON CALLABLE	50,937.50 0.22 %	50,625.00	312.50	2,000	3.93 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

LIST OF ASSETS

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
50,000.0000	INTL LEASE FINANCE CORP MEDIUM TERM NOTE DTD 03/24/2006 5.450% 03/24/2011 NON CALLABLE	46,081.50 0.20 %	50,296.50	4,215.00-	2,725	5.91 %
100,000.0000	AMERICAN GENERAL FINANCE MEDIUM TERM NOTE DTD 11/27/2007 6.000% 11/15/2014 NON CALLABLE	68,405.00 0.30 %	100,000.00	31,595.00-	6,000	8.77 %
TOTAL CORPORATE & FOREIGN BONDS		252,646.10 1.09 %	285,531.50	32,885.40-	15,831	6.27 %
COMMON EQUITY SECURITIES						
3,000.0000	ABBOTT LABS	161,970.00 0.70 %	124,534.38	37,435.62	4,800	2.96 %
2,200.0000	AFLAC INC	101,750.00 0.44 %	71,115.00	30,635.00	2,464	2.42 %
4,800.0000	ALLSTATE CORP	144,192.00 0.62 %	139,089.91	5,102.09	3,840	2.66 %
1,500.0000	AMGEN INC	84,855.00 0.37 %	67,295.04	17,559.96	0	0.00 %
575.0000	APACHE CORP	59,322.75 0.26 %	57,735.74	1,587.01	345	0.58 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

LIST OF ASSETS

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
8,900.0000	BANK AMERICA CORP	134,034.00 0.58 %	205,930.80	71,896.80-	356	0.27 %
4,000.0000	BRISTOL MYERS SQUIBB CO	101,000.00 0.44 %	102,760.00	1,760.00-	5,120	5.07 %
1,900.0000	BURLINGTON NORTHN SANTA FE CORP	187,378.00 0.81 %	142,224.72	45,153.28	3,040	1.62 %
2,800.0000	CENTERPOINT ENERGY INC	40,628.00 0.18 %	36,314.32	4,313.68	2,128	5.24 %
1,600.0000	CHEVRON CORPORATION	123,184.00 0.53 %	56,104.00	67,080.00	4,352	3.53 %
2,100.0000	COCA COLA CO	119,700.00 0.52 %	123,436.00	3,736.00-	3,444	2.88 %
4,000.0000	COLGATE PALMOLIVE CO	328,600.00 1.42 %	199,027.50	129,572.50	7,040	2.14 %
7,500.0000	COMCAST CORP-CL A	126,450.00 0.55 %	157,333.16	30,883.16-	2,835	2.24 %
3,400.0000	CONOCOPHILLIPS	173,638.00 0.75 %	87,446.87	86,191.13	6,800	3.92 %
4,300.0000	COSTCO WHOLESALE CORP NEW	254,431.00 1.10 %	156,977.81	97,453.19	3,096	1.22 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

LIST OF ASSETS

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
6,800.0000	CVS CAREMARK CORP	219,028.00 0.95 %	238,284.50	19,256.50-	2,074	0.95 %
4,200.0000	DANAHER CORP	315,840.00 1.37 %	116,332.75	199,507.25	672	0.21 %
15,800.0000	DELL INC	226,888.00 0.98 %	313,801.86	86,913.86-	0	0.00 %
4,000.0000	DISNEY WALT CO NEW	129,000.00 0.56 %	86,751.26	42,248.74	1,400	1.09 %
400.0000	FREEPORTMCMORAN COPPERAND GOLD INC	32,116.00 0.14 %	33,734.84	1,618.84-	240	0.75 %
3,300.0000	GAMESTOP CORP-A	72,402.00 0.31 %	81,562.28	9,160.28-	0	0.00 %
2,000.0000	GENERAL DYNAMICS CORP	136,340.00 0.59 %	74,936.40	61,403.60	3,040	2.23 %
1,600.0000	GILEAD SCIENCES INC	69,232.00 0.30 %	75,477.28	6,245.28-	0	0.00 %
1,400.0000	HARRIS CORP DEL	66,570.00 0.29 %	62,840.88	3,729.12	1,232	1.85 %
5,000.0000	HEWLETT PACKARD CO	257,550.00 1.12 %	112,277.00	145,273.00	1,600	0.62 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

LIST OF ASSETS

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
1,900.0000	INTERNATIONAL BUSINESS MACHINES CORP	248,710.00 1.08 %	169,801.07	78,908.93	4,180	1.68 %
650.0000	ITT INDUSTRIES INC	32,331.00 0.14 %	34,537.65	2,206.65-	553	1.71 %
4,800.0000	JOHNSON & JOHNSON	309,168.00 1.34 %	229,753.24	79,414.76	9,408	3.04 %
4,100.0000	JP MORGAN CHASE & CO	170,847.00 0.74 %	133,189.69	37,657.31	820	0.48 %
3,200.0000	KOHLS CORP	172,576.00 0.75 %	166,365.50	6,210.50	0	0.00 %
1,000.0000	LABORATORY CORP AMERICA HOLDINGS	74,840.00 0.32 %	74,273.30	566.70	0	0.00 %
850.0000	L3 COMMUNICATIONS HLDGS INCCOM	73,907.50 0.32 %	67,573.66	6,333.84	1,190	1.61 %
6,000.0000	MACY'S INC	100,560.00 0.44 %	96,950.00	3,610.00	1,200	1.19 %
575.0000	MCKESSON CORP	35,937.50 0.16 %	36,661.94	724.44-	276	0.77 %
1,150.0000	MEDCO HEALTH SOLUTIONS INC	73,496.50 0.32 %	71,710.95	1,785.55	0	0.00 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

LIST OF ASSETS

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
4,250.0000	MEDTRONIC INC	186,915.00 0.81 %	225,040.61	38,125.61-	3,485	1.86 %
1,025.0000	METLIFE INC	36,233.75 0.16 %	36,365.55	131.80-	759	2.09 %
11,000.0000	MICROSOFT CORP	335,280.00 1.45 %	315,739.18	19,540.82	5,720	1.71 %
975.0000	MURPHY OIL CORP	52,845.00 0.23 %	58,918.86	6,073.86-	975	1.85 %
2,875.0000	NORFOLK SOUTHERN CORP	150,707.50 0.65 %	46,000.00	104,707.50	3,910	2.59 %
825.0000	NUCOR CORP	38,486.25 0.17 %	34,665.14	3,821.11	1,188	3.09 %
10,200.0000	ORACLE CORPORATION	250,206.00 1.08 %	189,058.00	61,148.00	2,040	0.82 %
10,850.0000	PFIZER INC	197,361.50 0.86 %	300,445.38	103,083.88-	7,812	3.96 %
5,484.0000	PROCTER & GAMBLE CO	332,494.92 1.44 %	176,509.13	155,985.79	9,652	2.90 %
3,100.0000	PUBLIC SVC ENTERPRISE GROUP INC	103,075.00 0.45 %	88,684.84	14,390.16	4,123	4.00 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

LIST OF ASSETS

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
4,500.0000	RAYTHEON COMPANY	231,840.00 1.00 %	132,652.60	99,187.40	5,580	2.41 %
2,000.0000	ROYAL DUTCH AMERICAN DEPOSITORY RECEIPT	120,220.00 0.52 %	87,220.00	33,000.00	5,712	4.75 %
3,450.0000	STERICYCLE INC	190,336.50 0.82 %	191,266.69	930.19-	0	0.00 %
2,000.0000	TARGET CORP	96,740.00 0.42 %	107,856.50	11,116.50-	1,360	1.41 %
800.0000	THERMO FISHER SCIENTIFIC INC	38,152.00 0.17 %	36,687.12	1,464.88	0	0.00 %
675.0000	TRAVELERS COMPANIES INC	33,655.50 0.15 %	35,821.35	2,165.85-	891	2.65 %
6,000.0000	UNILEVER N V NY SHARES	193,980.00 0.84 %	118,142.00	75,838.00	5,542	2.86 %
4,000.0000	UNITED TECHNOLOGIES CORP	277,640.00 1.20 %	131,912.75	145,727.25	6,160	2.22 %
8,150.0000	UNUMPROVIDENT CORP	159,088.00 0.69 %	140,816.59	18,271.41	2,690	1.69 %
7,300.0000	VERIZON COMMUNICATIONS	241,849.00 1.05 %	288,865.81	47,016.81-	13,870	5.73 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

LIST OF ASSETS

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
5,250.0000	VODAFONE GROUP AMERICAN DEPOSITORY RECEIPT	121,222.50 0.53 %	147,912.50	26,690.00-	6,778	5.59 %
3,350.0000	WAL MART STORES INC	179,057.50 0.78 %	175,540.94	3,516.56	3,652	2.04 %
1,000.0000	WATSON PHARMACEUTICALS INC	39,610.00 0.17 %	36,036.00	3,574.00	0	0.00 %
1,500.0000	WHIRLPOOL CORP	120,990.00 0.52 %	73,460.73	47,529.27	2,580	2.13 %
TOTAL COMMON EQUITY SECURITIES		8,686,458.17 37.64 %	7,179,759.57	1,506,698.60	172,022	1.98 %
DOMESTIC EQUITY MUTUAL FUNDS						
30,377.2680	AMERICAN WASHINGTON MUTUAL INVESTORS FUND	748,495.88 3.24 %	850,000.00	101,504.12-	21,416	2.86 %
3,693.1960	FIDELITY VALUE FUND #39	210,290.58 0.91 %	290,000.00	79,709.42-	1,765	0.84 %
30,585.7290	T ROWE PRICE BLUE CHIP GROWTHFD #93	1,002,294.34 4.34 %	849,000.00	153,294.34	459	0.05 %
23,458.2840	VANGUARD MID-CAP GROWTH FUND	360,319.24 1.56 %	354,000.00	6,319.24	422	0.12 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

LIST OF ASSETS

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
50,125.3120	VANGUARD SMALL CAPITLZATION VALUE STK INSTL	656,140.33 2.84 %	800,000.00	143,859.67-	13,333	2.03 %
	TOTAL DOMESTIC EQUITY MUTUAL FUNDS	2,977,540.37 12.90 %	3,143,000.00	165,459.63-	37,396	1.26 %
INTL EQUITY MUTUAL FUNDS						
26,327.9200	AMERICAN FDS EUROPACIFIC GROWTH #16	1,009,412.45 4.37 %	785,500.00	223,912.45	16,376	1.62 %
6,249.1320	HARBOR INTERNATIONAL FUND #11	342,889.87 1.49 %	450,000.00	107,110.13-	4,406	1.28 %
	TOTAL INTL EQUITY MUTUAL FUNDS	1,352,302.32 5.86 %	1,235,500.00	116,802.32	20,782	1.54 %
CLOSED END EQUITY MUTUAL FUND						
4,000.0000	DIAMONDS TRUST SERIES I	416,280.00 1.80 %	385,113.80	31,166.20	11,232	2.70 %
2,200.0000	ENERGY SELECT SPDR SECTOR INDEX FUND	125,422.00 0.54 %	101,329.36	24,092.64	2,680	2.14 %
11,250.0000	FINANCIAL SELECT SECTOR SPDR	162,000.00 0.70 %	100,800.00	61,200.00	2,351	1.45 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

LIST OF ASSETS

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
10,050.0000	HEALTH CARE SELECT SECTOR SPDR SECTOR INDEX FUND	312,253.50 1.35 %	260,878.83	51,374.67	6,894	2.21 %
2,000.0000	ISHARES DOW JONES U.S. TELECOMMUNICATIONS SECTOR INDEX FUND	40,040.00 0.17 %	44,184.00	4,144.00-	1,502	3.75 %
2,000.0000	MATERIALS SELECT SPDR SECTOR INDEX FUND	65,980.00 0.29 %	51,305.00	14,675.00	1,416	2.15 %
6,600.0000	TECHNOLOGY SELECT SECTOR SPDR	151,338.00 0.66 %	101,108.04	50,229.96	2,099	1.39 %
TOTAL CLOSED END EQUITY MUTUAL FUND		1,273,313.50 5.52 %	1,044,719.03	228,594.47	28,174	2.21 %
PRINCIPAL PORTFOLIO TOTAL		22,820,769.61 98.88 %	21,187,339.99	1,633,429.62	450,297	1.97 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

LIST OF ASSETS

GEORGE JOHNSON FAMILY FOUNDATION
ACCOUNT: 8802399

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
INCOME PORTFOLIO						
	INCOME CASH	18.46 0.00 %	18.46			
MONEY MARKET FUNDS						
259,220.0400	FIRST TENNESSEE BANK DEPOSIT ACCOUNT	259,220.04 1.12 %	259,220.04	0.00	342	0.13 %
INCOME PORTFOLIO TOTAL		259,238.50 1.12 %	259,238.50	0.00	342	0.13 %
TOTAL ASSETS		23,080,008.11 100.00 %	21,446,578.49	1,633,429.62	450,638	1.95 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

LIST OF ASSETS

GEORGE R. JOHNSON FAMILY FOUNDATION
ACCOUNT: 8800605

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
MONEY MARKET FUNDS						
2,673.1000	FIRST TENNESSEE BANK DEPOSIT ACCOUNT	2,673.10 1.31 %	2,673.10	0.00	4	0.15 %
MORTGAGES AND NOTES						
40,994.7200	JOHN D FRANKLIN PROM NT $110,867.27 @ 7% DTD 9/28/99 DUE 9/1/13 - $1,038.44 MO 999972037	40,994.72 20.07 %	40,994.72	0.00	2,870	7.00 %
REAL ESTATE						
1.0000	VACANT LAND - 4.34 AC M/L VALLEY VIEW HWY, WHITWELL, TN MAP 50 PAR 19.01 999964083	156,100.00 76.42 %	98,000.00	58,100.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		199,767.82 97.80 %	141,667.82	58,100.00	2,873	1.44 %

FIRST TENNESSEE
4385 Poplar Avenue
Memphis, TN 38117

GEORGE R. JOHNSON FAMILY FOUNDATION
ACCOUNT: 8800605

LIST OF ASSETS

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
INCOME PORTFOLIO						
MONEY MARKET FUNDS						
4,502.0100	FIRST TENNESSEE BANK DEPOSIT ACCOUNT	4,502.01 2.20 %	4,502.01	0.00	6	0.13 %
INCOME PORTFOLIO TOTAL		4,502.01 2.20 %	4,502.01	0.00	6	0.13 %
TOTAL ASSETS		204,269.83 100.00 %	146,169.83	58,100.00	2,879	1.41 %

GEORGE JOHNSON FAMILY FOUNDATION 136-8802399 62-6401641

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ASSETS IN TRANSIT	10,336.	10,336.
TOTALS	10,336.	10,336.

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

DESCRIPTION		AMOUNT
ADJUSTMENTS TO BEGINNING BALANCE		6,880.
NON-TAXABLE DIVIDENDS		1,440.
PRINCIPAL MORTGAGE PAYMENTS		9,238.
RETURN OF CONTRIBUTION		50,000.
	TOTAL	67,558.

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

DESCRIPTION	AMOUNT
ADJUSTMENTS TO ASSETS	17,242.
PURCHASED ACCRUED INTEREST	2,009.
TOTAL	19,251.

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

OFFICER NAME:
JANICE J. WILSON
ADDRESS:
P O BOX 4558
CLEVELAND, TN 37320-4558
COMPENSATION .... 60,000.

OFFICER NAME:
BEVERLY P. JOHNSON
ADDRESS:
P O BOX 4558
CLEVELAND, TN 37320
TITLE:
CO-TRUSTEE

OFFICER NAME:
FIRST TENNESSEE BANK
ADDRESS:
701 MARKET STREET
CHATTANOOGA, TN 37402
COMPENSATION .... 93,284.

TOTAL COMPENSATION: 153,284.

2009

GEORGE R. JOHNSON FAMILY FOUNDATION
ID#62-6401641

990-PF, PART XV, LINE 2(a)-NAME, ADDRESS AND TELEPHONE NUMBER

JANICE J. WILSON
PO BOX 4558
CLEVELAND, TN 37320-4558
(423)614-2393

990-PF, PART XV, LINE 2(b) – FORM AND CONTENTS OF SUBMITTED APPLICATIONS.

APPLICATIONS ARE TO BE SUBMITTED IN THE FORM OF A LETTER OF NOT MORE THAN TWO PAGES DESCRIBING THE PROJECT FOR WHICH THE GRANT IS SOUGHT. IF THE PROJECT MEETS FOUNDATION GUIDELINES, ADDITIONAL INFORMATION MAY BE REQUESTED.

990-PF, PART XV, LINE 2(c)-ANY SUBMISSION DEADLINES.

NONE

990-PF, PART XV, LINE 2 (d) – RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS WILL BE AWARDED TO CHARITABLE ORGANIZATIONS PRIMARILY IN THE FOLLOWING LOCATIONS. TENNESSEE – BRADLEY, GRUNDY, HAMILTON, LOUDON, MCMINN, MEIGS, MONROE, POLK, RHEA & SEQUATCHIE COUNTIES. GEORGIA – CATOOSA, DADE, MURRAY, WALKER & WHITFIELD COUNTIES.

STATEMENT FOR LINE 2

GEORGE R. JOHNSON FAMILY FOUNDATON
2009 YEAR END

FORM 990-PF, PART XV - GRANTS & CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 12

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
YMCA BRADLEY CO TN	2009 GRANT-WELFARE CAPITAL CAMPAIGN	NONE	$74,000 00 (5TH YR OF 5 YRS)
CLEVELAND STATE COMMUNITY COLLEGE-BRADLEY CO TN	2009 GRANT-EDUCATION CAPITAL CAMPAIGN	NONE	$150,000 00 (5TH YR OF 5 YRS)
BRADLEY INITIATIVE FOR CHURCH AND COMMUNITY-BRADLEY CO TN	2009 GRANT-WELFARE ADULT HIGH SCHOOL	NONE	$50,000 00 (1ST YR OF 3 YRS)
AIM CENTER HAMILTON CO TN	2009 GRANT-HEALTH CAPITAL CAMPAIGN	NONE	$25,000 00 (4TH OF 4 YRS)
SISKIN HOSPITAL HAMILTON CO TN	2009 GRANT-HEALTH CAPITAL CAMPAIGN	NONE	$50,000.00 (3RD YR OF 5 YRS)
MUSEUM CENTER @ 5 POINTS BRADLEY CO TN	2009 GRANT-EDUCATION PROGRAM SUPPORT	NONE	$10,000 00 (3RD YR OF 5 YRS)
HABITAT FOR HUMANITY BRADLEY CO TN, MCMINN CO TN, CHATTANOOGA HAMILTON CO TN	2009 GRANT-WELFARE HOMES & LAND	NONE	$90,000 00 (3RD YR OF 5 YRS)
TENNESSEE WESLEYAN COLLEGE MCMINN CO TN	2009 GRANT-EDUCATION CAPITAL CAMPAIGN	NONE	$50,000.00 (3RD YR OF 3 YRS)
TEEN CHALLENGE HAMILTON CO TN+	2009 GRANT-WELFARE EXPANSION	NONE	$20,000.00 (3RD YR OF 3 YRS)

LEE UNIVERSITY BRADLEY CO TN+	2009 GRANT-EDUCATION CAPITAL CAMPAIGN	NONE	$100,000 00 (3RD YR OF 3 YRS)
FORTWOOD CENTER HAMILTON CO TN	2009 GRANT-HEALTH CAPITAL CAMPAIGN	NONE	$70,000.00 (3RD YR OF 3 YRS)
ST ANDREWS CENTER HAMILTON CO TN	2009 GRANT-EDUCATION AFTER SCHOOL PROGRAMS	NONE	$15,000 00 (3RD YR OF 3 YRS)
BALLET TENNESSEE HAMILTON CO TN	2009 GRANT-ARTS EDUCATION TIP PROGRAM	NONE	$15,000.00 (3RD YR OF 3 YRS)
BOYS & GIRLS CLUB WHITFIELD CO TN	2009 GRANT-EDUCATION CAPITAL CAMPAIGN	NONE	$41,670 00 (2ND YR OF 3 YRS)
INNER CITY MINISTRIES HAMILTON CO TN	2009 GRANT-EDUICATION AFTER SCHOOL PROGRAMS	NONE	$9,000.00 (3RD YR OF 3 YRS)
100 BLACK MEN BRADLEY CO TN	2009 GRANT-EDUCATION SCHOLARSHIPS	NONE	$15,000.00 (1ST YR OF 5 YRS)
VOLUNTEERS IN MEDICINE HAMILTON CO TN	2009 GRANT-HEALTH MEDICAL CLINIC	NONE	$10,000 00
IMAGINATION LIBRARY MEIGS CO TN	2009 GRANT-EDUCATION BOOKS	NONE	$5,000.00
IVA'S PLACE LOUDON CO TN	2009 GRANT-WELFARE APARTMENTS	NONE	$25,000.00
WEEKEND ACADEMY HAMILTON CO TN	2009 GRANT-EDUCATION WEEKEND EDUCATION	NONE	$5,000.00
FAMILY PROMISE OF WHITFIELD CO TN	2009 GRANT-WELFARE HOMELESS SHELTER	NONE	$5,000.00

SALVATION ARMY HAMILTON CO TN	2009 GRANT-EDUCATION AFTER SCHOOL PROGRAMS	NONE	$75,000 00
TROUSDALE SCHOOL BRADLEY CO TN	2009 GRANT-EDUCATION PROGRAM SUPPORT	NONE	$5,000.00
MUSEUM CENTER@5 POINTS BRADLEY CO TN	2009 GRANT-EDUCATION EXHIBIT	NONE	$5,000.00
EPILEPSY FOUNDATION HAMILTON CO TN+	2009 GRANT-HEALTH MEDICATIONS	NONE	$2,500 00
WALTER BOEHM CENTER HAMILTON CO TN+	2009 GRANT-HEALTH RENOVATION	NONE	$1,982.00
BETHLEHEM CENTER HAMILTON CO TN	2009 GRANT-EDUCATION AFTER SCHOOL PROGRAMS	NONE	$5,000.00
HELPING PAWS BRADLEY CO TN	2009 GRANT-EDUCATION COUNSELING	NONE	$1,000.00
BETHEL BIBLE VILLAGE HAMILTON CO TN+	2009 GRANT-SOCIAL SERVICE HOUSE PARENTS	NONE	$59,000 00
CONTACT OF CHATTANOOGA HAMILTON CO TN	2009 GRANT-WELFARE PROGRAM SUPPORT	NONE	$5,000 00
SCENIC LAND SCHOOL HAMILTON CO TN	2009 GRANT-EDUCATION PROGRAM SUPPORT	NONE	$5,000.00
HEARTLAND RANCH NW GEORGIA	2009 GRANT-WELFARE TREE HOUSE	NONE	$5,000 00
BRYAN COLLEGE MEIGS CO TN	2009 GRANT-EDUCATION OPPORTUNITY FUND	NONE	$10,000.00

CLEVELAND COMMUNITY CONCERTS BRADLEY CO TN	2009 GRANT-ARTS COMMUNITY CONCERTS	NONE	$5,000 00
LEUKEMIA & LYMPHOMA TENNESSEE	2009 GRANT-HEALTH PATIENT AID	NONE	$5,000 00
NATIONAL CENTER FOR YOUTH ISSUES	2009 GRANT 2009 CONFERENCE	NONE	$5,000 00
BOYS & GIRLS CLUBS MONROE CO TN	2009 GRANT-EDUCATION PROGRAM SUPPORT	NONE	$58,170.00
ATHENS/MCMINN ADULT EDUCATION-MCMINN CO TN	2009 GRANT-EDUCATION GED PREPARATION	NONE	$10,000 00
RE-START HAMILTON CO TN	2009 GRANT-EDUCATION ADULT ED/GED PREPARATION	NONE	$10,000.00
ASSOCIATION FOR VISUAL ARTS HAMILTON CO TN+	2009 GRANT-EDUCATION MEDIA CENTER	NONE	$15,000 00
ALLIED ARTS HAMILTON CO TN	2009 GRANT-EDUCATION ARTS IN SCHOOLS PROGRAM	NONE	$15,000.00
MCMINN CO EDUCATION FDN MCMINN CO TN	2009 GRANT-EDUCATION IMAGINATION LIBRARY	NONE	$5,000 00
AMERICAN RED CROSS MURRAY CO TN	2009 GRANT-SOCIAL SERVICE SOCIAL SERVICE	NONE	$400.00
MONROE AREA SCHOOL OF PERFORMING ARTS-MONROE CO TN	2009 GRANT-ARTS PRODUCTION COSTS	NONE	$1,000 00
SENIOR CENTER MCMINN CO TN	2009 GRANT-SOCIAL SERVICE RENOVATION	NONE	$5,000 00

SENIOR CENTER RHEA CO TN	2009 GRANT-SOCIAL SERVICE PURCHASE A VAN	NONE	$1,000 00
CHAMBER OF COMMERCE MEIGS CO TN	2009 GRANT-EDUCATION SCHOLARSHIP	NONE	$100 00
BOYS & GIRLS CLUBS POLK CO TN	2009 GRANT-EDUCATION PROGRAM SUPPORT	NONE	$50,000 00
THE CARING PLACE BRADLEY CO TN	2009 GRANT-WELFARE FOOD	NONE	$10,000 00
LEARNING CENTER BRADLEY CO TN	2009 GRANT-EDUCATION PROGRAM SUPPORT	NONE	$5,000.00
CITY OF LOUDON TN	2009 GRANT-HEALTH DEFIBRILLATORS	NONE	$4,000 00
CASA BRADLEY CO TN	2009 GRANT-SOCIAL SERVICE CHILD ADVOCATES	NONE	$10,000 00
CREATIVE DISCOVERY MUSEUM HAMILTON CO TN	2009 GRANT-EDUCATION PROGRAM SUPPORT	NONE	$16,500 00
UNITED WAY OF BRADLEY CO, HAMILTON CO, MCMINN/MEIGS CO LOUDON CO, RHEA CO, MONROE CO TN & NORTHWEST GA.	2009 GRANT-SOCIAL SERVICE PROGRAM SUPPORT	NONE	$115,000.00
LOUDON FAMILY RES LOUDON TN	2009 GRANT-EDUCATION SUMMER PROGRAMS	NONE	$2,500 00
TOTAL DISTRIBUTIONS			$1,362,822.00

The symbol"+" indicates donee organization serves more than one county

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

RECIPIENT NAME:
BOYS & GIRLS CLUBS
ADDRESS:
BRADLEY CO TN

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
2010 GRANT-EDUCATION-PROGRAM SUPPORT
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 50,000.

RECIPIENT NAME:
THE CARING PLACE
ADDRESS:
BRADLEY CO TN

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
2010 GRANT-WELFARE-FOOD
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 10,000.

RECIPIENT NAME:
YMCA
ADDRESS:
BRADLEY CO TN

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
2010 GRANT-EDUCATION-YCAP PROGRAM
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 35,000.

RECIPIENT NAME:
BOYS & GIRLS CLUBS
ADDRESS:
HAMILTON CO TN

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
2010 GRANT-EDUCATION-PROGRAM SUPPORT
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 20,000.

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

RECIPIENT NAME:
ST ANDREWS CENTER
ADDRESS:
HAMILTON CO TN

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
2010 GRANT-EDUCATION-PROGRAM SUPPORT
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 10,000.

RECIPIENT NAME:
CHATTANOOGA SYMPHONY
ADDRESS:
HAMILTON CO TN

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
2010 GRANT-BISCUIT BROTHERS CONCERT
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 5,000.

RECIPIENT NAME:
BETHEL BIBLE VILLAGE
ADDRESS:
HAMILTON CO TN

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
2010 GRANT-COTTAGE FOR HOMELESS FAMILIES
AMOUNT APPROVED FOR FUTURE PAYMENT: .... 50,000.

TOTAL GRANTS APPROVED FOR FUTURE PAYMENT: 180,000.

GEORGE R. JOHNSON FAMILY FOUNDATION
ID#62-6401641

FOOTNOTES TO RETURN

ON JULY 28, 2003, THE GEORGE R. JOHNSON FAMILY FOUNDATION WAS INCORPORATED PURSUANT TO AN AGREED COURT ORDER APPROVING CONVERSION OF THE GEORGE R. JOHNSON CHARITABLE TRUST TO A NON-PROFIT CORPORATION.

ON APRIL 24, 2004, THE FOUNDATION WAS NOTIFIED OF ITS EXEMPTION UNDER CODE SECTION 501(C)(3), AND DETERMINED TO BE A PRIVATE FOUNDATION UNDER CODE SECTION 509(A).

ON DECEMBER 31, 2004, ALL OF THE ASSETS OF THE GEORGE R. JOHNSON CHARITABLE TRUST HAD BEEN TRANSFERRED TO THE GEORGE R. JOHNSON FAMILY FOUNDATION IN ACCORDANCE WITH THE ABOVE REFERENCED ORDER.

PURSUANT TO REVENUE RULING 2002-28, THE GEORGE R. JOHNSON FAMILY FOUNDATION STEPPED INTO THE SHOES OF THE GEORGE R. JOHNSON CHARITABLE TRUST AND ASSUMED THE TRUST'S RESPONSIBILITY FOR DISTRIBUTION.

THE GEORGE R. JOHNSON CHARITABLE TRUST CONTINUES TO EXIST AND WILL CONTINUE TO EXIST AS A SEPARATE ENTITY FROM THE FOUNDATION FOLLOWING THE TRANSFER OF THE TRUST'S ASSETS TO THE FOUNDATION.