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

2009

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

For calendar year 2009, or tax year beginning

, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions:	Name of foundation WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION			A Employer identification number 76-0386599	
	Number and street (or P O box number if mail is not delivered to street address) 3200 SOUTHWEST FREEWAY, STE 2700		Room/suite	B Telephone number 713-627-1101	
C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>					
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 21,617,079. (Part I, column (d) must be on cash basis)			
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____					
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	
Revenue Operating and Administrative Expenses	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments	360,847.	360,847.		
	3 Dividends and interest from securities	270,052.	270,052.		
	5a Gross rents b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	10,768,744.	-354,178.		
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns 10a and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	276,721.	630,899.		
	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 1	6,967.	6,967.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 2	119,953.	119,953.	0.
	24 Total operating and administrative expenses Add lines 13 through 23		126,920.	126,920.	0.
	25 Contributions, gifts, grants paid		1,225,500.		1,225,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,352,420.	126,920.	1,225,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,075,699.			
b Net investment income (if negative, enter -0-)			503,979.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ►	14,479.		
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations	STMT 3	1,315,674.	1,622,727.
	b	Investments - corporate stock	STMT 4	10,366,304.	10,976,238.
	c	Investments - corporate bonds	STMT 5	4,691,894.	4,366,907.
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 6	4,929,440.	176,996.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		21,819,670.	20,743,971.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons		339,939.	339,939.
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		339,939.	339,939.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		21,479,731.	20,404,032.
	30	Total net assets or fund balances		21,479,731.	20,404,032.
	31	Total liabilities and net assets/fund balances		21,819,670.	20,743,971.

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	21,479,731.
2	Enter amount from Part I, line 27a	2	-1,075,699.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	20,404,032.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,404,032.

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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 AMEGY BANK - 4674			P	VARIOUS	VARIOUS
b AMEGY BANK - 4674			P	VARIOUS	VARIOUS
c UBS - 46615			P	VARIOUS	VARIOUS
d UBS - 46615			P	VARIOUS	VARIOUS
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 6,554,351.		6,738,515.	-184,164.		
b 3,603,676.		3,982,484.	-378,808.		
c 85,898.		42,471.	43,427.		
d 524,819.		359,452.	165,367.		
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-184,164.		
b			-378,808.		
c			43,427.		
d			165,367.		
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	-354,178.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,306,770.	24,598,461.	.053124
2007	1,172,629.	26,869,297.	.043642
2006	1,173,458.	24,438,807.	.048016
2005	1,188,507.	24,068,141.	.049381
2004	952,166.	22,283,267.	.042730

2 Total of line 1, column (d)

2 .236893

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 .047379

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

4 22,455,324.

5 Multiply line 4 by line 3

5 1,063,911.

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

6 5,040.

7 Add lines 5 and 6

7 1,068,951.

8 Enter qualifying distributions from Part XII, line 4

8 1,225,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1	5,040.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> 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, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:	6a	12,856.
a	2009 estimated tax payments and 2008 overpayment credited to 2009		
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld	7	12,856.
7	Total credits and payments. Add lines 6a through 6d		
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,816.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ►		
	7,816. Refunded ►	11	0.

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		
c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ 0. (2) On foundation managers. ► \$ 0.	2	X
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	4a	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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX	5	X
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? <i>If "No," attach explanation</i>		
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)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	6	X
		7	X
		8b	X
		9	X
		10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► CHRISTOPHER JOHNSON Located at ► 3200 SOUTHWEST FWY, STE. 2700, HOUSTON, TX	Telephone no. ► 713-627-1101 ZIP+4 ► 77027	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c <input checked="" type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► _____, _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A 2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)		N/A 3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a <input checked="" type="checkbox"/>
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b <input checked="" type="checkbox"/>

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No
 Yes No
 Yes No
 Yes No
 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)?

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

N/A
►

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID M. JOHNSON 3200 SOUTHWEST FWY, STE. 2700 HOUSTON, TX 77027	VICE PRESIDENT 2.00	0.	0.	0.
JOHN W. JOHNSON 3200 SOUTHWEST FWY, STE. 2700 HOUSTON, TX 77027	PRESIDENT 2.00	0.	0.	0.
CHRISTOPHER B. JOHNSON 3200 SOUTHWEST FWY, STE. 2700 HOUSTON, TX 77027	SECRETARY 2.00	0.	0.	0.
STEVEN J. LINDLEY 3200 SOUTHWEST FWY, STE. 2700 HOUSTON, TX 77027	VICE PRESIDENT 2.00	0.	0.	0.

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

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

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

►

0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

0

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

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

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	20,330,921.
b	Average of monthly cash balances	1b	2,466,362.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	22,797,283.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	22,797,283.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	341,959.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,455,324.
6	Minimum investment return. Enter 5% of line 5	6	1,122,766.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	1,122,766.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,040.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,040.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,117,726.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,117,726.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,117,726.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	1,225,500.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	1,225,500.
b	Cash distribution test (attach the required schedule)	5	5,040.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	1,220,460.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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.

Form 990-PF (2009)

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				1,117,726.
2 Undistributed income, if any, as of the end of 2009			1,220,277.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 1,225,500.			1,220,277.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2009 distributable amount				5,223.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,112,503.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

WILLARD AND RUTH JOHNSON
CHARITABLE FOUNDATION

Form 990-PF (2009)

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Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 7				
Total			► 3a	1,225,500.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

WILLARD AND RUTH JOHNSON
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Form 990-PF (2009)

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14 360,847.	
4 Dividends and interest from securities				14 270,052.	
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 -354,178.	
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)		0.		276,721.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	276,721.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

FORM 990-PF	TAXES	STATEMENT	1
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	6,967.	6,967.		0.
TO FORM 990-PF, PG 1, LN 18	6,967.	6,967.		0.
	<hr/>	<hr/>	<hr/>	<hr/>

FORM 990-PF	OTHER EXPENSES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	111,634.	111,634.		0.
MISCELLANEOUS FROM ENDOWMENT FUND	8,319.	8,319.		0.
TO FORM 990-PF, PG 1, LN 23	119,953.	119,953.		0.
	<hr/>	<hr/>	<hr/>	<hr/>

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	3
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
AMEGY BANK TREASURY BONDS	X		1,622,727.	1,636,554.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,622,727.	1,636,554.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,622,727.	1,636,554.
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FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ENRON CAPITAL LLC-PTRSHP	25,167.	10.
UBS FINANCIAL SERVICES SECURITIES	5,571,435.	5,468,873.
AMEGY BANK SECURITIES	5,379,636.	6,282,008.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,976,238.	11,750,891.

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT AGENCIES	1,670,690.	1,699,032.
AMEGY BANK CORPORATE BONDS	2,696,217.	2,752,503.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,366,907.	4,451,535.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ENDOWMENT FUND L.P.	COST	0.	0.
AMEGY BANK - OTHER	COST	176,996.	176,996.
TOTAL TO FORM 990-PF, PART II, LINE 13		176,996.	176,996.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AGAPE DEVELOPMENT MINISTRIES P.O. BOX 88094 HOUSTON, TX 77288	N/A GENERAL SUPPORT	N/A	3,500.
ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002	N/A GENERAL SUPPORT	N/A	500.
AMERICAN CANCER SOCIETY P.O. BOX 572915 HOUSTON, TX 77257-2915	N/A GENERAL SUPPORT	N/A	5,000.
ANGELO STATE UNIVERSITY GOLF PROGRAM 2601 WEST AVE. N. SAN ANGELO, TX 76904	N/A GENERAL SUPPORT	N/A	7,000.
ARTS ASSEMBLY OF MIDLAND 401 WEST TEXAS MIDLAND, TX 79701	N/A GENERAL SUPPORT	N/A	1,500.
BLUE BIRD CIRCLE 615 WEST ALABAMA HOUSTON, TX 77006-5003	N/A GENERAL SUPPORT	N/A	1,000.
BOYS & GIRLS COUNTRY OF HOUSTON, INC. 18806 ROBERTS ROAD HOCKLEY, TX 77447	N/A GENERAL SUPPORT	N/A	5,000.
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DR. #2400 ORLANDO, FL 32862	N/A GENERAL SUPPORT	N/A	8,500.

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CARDIGAN MOUNTAIN SCHOOL 62 ALUMNI DRIVE CANAAN, NH 03741	N/A GENERAL SUPPORT	N/A	150,000.
CHILDREN'S ADVOCACY CENTER BOX 5195 SAN ANGELO, TX 76902	N/A GENERAL SUPPORT	N/A	8,000.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE., SUITE 400 NASHVILLE, TN 37215-2519	N/A GENERAL SUPPORT	N/A	2,500.
CONCHO VALLEY HOME FOR GIRLS P.O. BOX 3772 SAN ANGELO, TX 76902	N/A GENERAL SUPPORT	N/A	10,000.
DUKE UNIVERSITY OFFICE OF UNIV DEVELOPMENT, BOX 90581 DURHAM, NC 27708	N/A GENERAL SUPPORT	N/A	1,000.
EDWIN L. COX SCHOOL OF BUSINESS P.O. BOX 750333 DALLAS, TX 75275	N/A GENERAL SUPPORT	N/A	27,500.
EPISCOPAL HIGH SCHOOL 4650 BISSONNET BELLAIRE, TX 77401-3002	N/A GENERAL SUPPORT	N/A	500.
FIFTH WARD PREGNANCY HELP CENTER 743 SHOTWELL STREET HOUSTON, TX 77020	N/A GENERAL SUPPORT	N/A	5,000.
FRIENDS OF WEST UNIVERSITY PLACE PARK FUNDS 6104 AUDEN WEST UNIVERSITY PLACE, TX 77005	N/A GENERAL SUPPORT	N/A	1,000.
GEORGE W. BUSH FOUNDATION P.O. BOX 60610 DALLAS, TX 75206	N/A GENERAL SUPPORT	N/A	50,000.

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GOLF COURSE ROAD CHURCH OF CHRIST 3500 WEST GOLF COURSE ROAD MIDLAND, TX 79703	N/A GENERAL SUPPORT	N/A	15,000.
GOLIAD ISD EDUCATION FOUNDATION P.O. BOX 830 GOLIAD, TX 77963	N/A GENERAL SUPPORT	N/A	20,000.
GOOD SAMARITAN FOUNDATION 5615 KIRBY DRIVE, SUITE 610 HOUSTON, TX 77005	N/A GENERAL SUPPORT	N/A	15,000.
GRACE COMMUNITY SCHOOL 3215 OLD JACKSONVILLE TYLER, TX 77701	N/A GENERAL SUPPORT	N/A	5,000.
HABITAT FOR HUMANITY P.O. BOX 2444 MIDLAND, TX 79701	N/A GENERAL SUPPORT	N/A	2,000.
HILLCREST SCHOOL 3510 NORTH "A", BLDG C MIDLAND, TX 79705	N/A GENERAL SUPPORT	N/A	16,000.
JUNIOR LEAGUE OF HOUSTON 1811 BRIAR OAKS LANE HOUSTON, TX 77027	N/A GENERAL SUPPORT	N/A	250.
JUVENILE DIABETES RESEARCH 8700 CROWNHILL, STE 407 SAN ANTONIO, TX 78216	N/A GENERAL SUPPORT	N/A	5,000.
KINKAID SCHOOL 201 KINKAID SCHOOL ROAD HOUSTON, TX 77024	N/A GENERAL SUPPORT	N/A	10,000.
KIPP ACADEMY 10711 KIPP WAY HOUSTON, TX 77099	N/A GENERAL SUPPORT	N/A	35,000.

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LONESTAR SPCA 4200 FAIRGROUNDS RD 79705	N/A GENERAL SUPPORT	N/A	2,500.
MARYVILLE COLLEGE 502 E. LAMAR ALEXANDER PKWY MARYVILLE, TN 37804	N/A GENERAL SUPPORT	N/A	75,000.
MEALS FOR THE ELDERLY 310 EAST HOUSTON HARTE SAN ANGELO, TX 76903	N/A GENERAL SUPPORT	N/A	8,000.
MIDLAND COLLEGE OF GOLF PROGRAM 3600 N. GARFIELD MIDLAND, TX 79705	N/A GENERAL SUPPORT	N/A	7,000.
MIDLAND FAIRHAVENS 2400 WHITMIIRE BLVD., SUITE 100 MIDLAND, TX 79705	N/A GENERAL SUPPORT	N/A	5,000.
MILLENNIUM RDS 5116 BISSONNET #358 BELLAIRE, TX 76132	N/A GENERAL SUPPORT	N/A	10,000.
MISSION MESSIAH 1213 WEST 2ND STREET ODESSA, TX 79763	N/A GENERAL SUPPORT	N/A	10,000.
MUSEUM OF THE SOUTHWEST 1705 W. MISSOURI MIDLAND, TX 79701	N/A GENERAL SUPPORT	N/A	5,000.
NACE NACE INTERNATIONAL 1440 SOUTH CREEK DRIVE HOUSTON, TX 77084	N/A GENERAL SUPPORT	N/A	15,000.
ORANGE SHOW FOUNDATION 2402 MUNGER STREET HOUSTON, TX 77006	N/A GENERAL SUPPORT	N/A	10,000.

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PEABODY COLLEGE ANNUAL FUND VU STATION B #357727, 2301 VANDERBILT PLACE NASHVILLE, TX 37235	N/A GENERAL SUPPORT	N/A	1,000.
PEACE GOSPEL INTERNATIONAL 6124 HIGHWAY 6 NORTH, PMB 144 HOUSTON, TX 77084	N/A GENERAL SUPPORT	N/A	1,500.
PERKINS SCHOOL OF THEOLOGY P.O. BOX 750133 DALLAS, TX 75275	N/A GENERAL SUPPORT	N/A	17,750.
PERMIAN BASIS CHURCH 5617 FENWAY MIDLAND, TX 79707	N/A GENERAL SUPPORT	N/A	5,750.
POSITIVE COACHING ALLIANCE 2917 CHENEVERT ST HOUSTON, TX 77004	N/A GENERAL SUPPORT	N/A	5,000.
PRESIDIO LA BAHIA FOUNDATION P.O. BOX 57 GOLIAD, TX 77963	N/A GENERAL SUPPORT	N/A	51,000.
RAYS OF HOPE 900 WEST WALL MIDLAND, TX 79707	N/A GENERAL SUPPORT	N/A	5,000.
REGIS SCHOOL 7330 WESTVIEW DRIVE HOUSTON, TX 77055	N/A GENERAL SUPPORT	N/A	1,000.
SAFE PLACE P.O. BOX 11331 MIDLAND, TX 79701	N/A GENERAL SUPPORT	N/A	5,000.
SALVATION ARMY 1500 AUSTIN STREET HOUSTON, TX 77002-7708	N/A GENERAL SUPPORT	N/A	5,000.

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SECOND BAPTIST CHURCH 6410 WOODWAY HOUSTON, TX 77057	N/A GENERAL SUPPORT	N/A	50,000.
SEMESTER AT SEA P.O. BOX 400885 CHARLOTTESVILLE, VA 22904	N/A GENERAL SUPPORT	N/A	250.
SERGEANT YORK PATRIOTIC FOUNDATION P.O. BOX 100 PALL MALL, TN 38577	N/A GENERAL SUPPORT	N/A	50,000.
SONRISAS THERAPEUTIC RIDING P.O. BOX 1093 SAN ANGELO, TX 76902	N/A GENERAL SUPPORT	N/A	10,000.
SPRINGBOARD CENTER 112 LORAIN, SUITE 410 MIDLAND, TX 79701	N/A GENERAL SUPPORT	N/A	50,000.
ST. JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	N/A GENERAL SUPPORT	N/A	93,000.
ST. LUKE'S UNITED METHODIST CHURCH 3471 WESTHEIMER HOUSTON, TX 77027	N/A GENERAL SUPPORT	N/A	101,000.
TCU BOX 297440 FT WORTH, TX 76129	N/A GENERAL SUPPORT	N/A	250.
TREES FOR HOUSTON 4550 POST OAK DRIVE, STE 310 HOUSTON, TX 77027	N/A GENERAL SUPPORT	N/A	5,000.
UNIVERSITY OF HOUSTON P.O. BOX 867 HOUSTON, TX 77001	N/A GENERAL SUPPORT	N/A	15,000.

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UNIVERSITY OF HOUSTON ATHLETICS 3100 CULLEN BLVD. RM 2011 HOUSTON, TX 77204	N/A GENERAL SUPPORT	N/A	250.
UNIVERSITY OF ST. THOMAS 3800 MONTROSE BLVD HOUSTON, TX 77006	N/A GENERAL SUPPORT	N/A	5,000.
UNIVERSITY OF TENNESSEE 639 ANDY HOLT TOWER KNOXVILLE, TN 37996	N/A GENERAL SUPPORT	N/A	37,500.
UNIVERSITY OF TEXAS MCCOMBS SCHOOL OF BUSINESS 1 UNIVERSITY STATION B6000 AUSTIN, TX 78712-0201	N/A GENERAL SUPPORT	N/A	2,000.
URBAN YOUNG LIFE 900 TOWN & COUNTRY, SUITE 302 HOUSTON, TX 77024	N/A GENERAL SUPPORT	N/A	5,750.
VANDERBILT UNIVERSITY VU STATION B #357727, 2301 VANDERBILT PLACE NASHVILLE, TN 37235	N/A GENERAL SUPPORT	N/A	80,500.
WEST TEXAS REHAB CENTER 3001 SOUTH JACKSON STREET SAN ANGELO, TX 76904	N/A GENERAL SUPPORT	N/A	12,750.
WEST UNIVERSITY BAPTIST CHURCH 6218 AUDEN HOUSTON, TX 77005	N/A GENERAL SUPPORT	N/A	15,000.
YES COLLEGE PREPARATORY SCHOOL 6201 BONHOMME, STE 168N HOUSTON, TX 77055	N/A GENERAL SUPPORT	N/A	1,000.
YES PUBLIC PREP 353 CRENSHAW RD HOUSTON, TX 77034	N/A GENERAL SUPPORT	N/A	35,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,225,500.

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*

Type or print	Name of Exempt Organization WILLARD AND RUTH JOHNSON CHARITABLE FOUNDATION	Employer identification number 76-0386599
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 3200 SOUTHWEST FREEWAY, STE 2700	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77027	

Check type of return to be filed (file a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

CHRISTOPHER JOHNSON

• The books are in the care of ► **3200 SOUTHWEST FWY, STE. 2700 - HOUSTON, TX 77027**
Telephone No. ► **713-627-1101** FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 16, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

- calendar year **2009** or
- tax year beginning _____, and ending _____.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 5,040.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 12,856.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.