Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2009

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

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

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

Name of foundation: CARL W. JOHNSON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite: 5900 WILSHIRE BOULEVARD, SUITE 2300

City or town, state, and ZIP code: LOS ANGELES, CA 90036

A Employer identification number: 95-4438839

B Telephone number: (323)634-2400

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 ▶☐

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

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

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 5,269,008.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	57,459.	57,459.		STATEMENT 1
	4 Dividends and interest from securities	124,206.	124,206.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-353,968.			
	b Gross sales price for all assets on line 6a 2,896,994.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	-172,303.	181,665.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	1,140.	0.		0.
	b Accounting fees STMT 4	43,818.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	150.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	53,298.	51,196.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	98,406.	51,196.		0.
	25 Contributions, gifts, grants paid	221,750.			221,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	320,156.	51,196.		221,750.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-492,459.			
	b **Net investment income** (if negative, enter -0-)		130,469.		
	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	867,413.	264,105.	264,105.
	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			
	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 8	587,661.	0.	0.
	b Investments - corporate stock STMT 9	3,077,414.	3,437,721.	4,277,368.
	c Investments - corporate bonds STMT 10	364,114.	692,325.	727,534.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	2,807.	0.	0.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	1.	1.	1.
	16 **Total assets** (to be completed by all filers)	4,899,410.	4,394,152.	5,269,008.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] 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	4,899,410.	4,394,152.	
	30 **Total net assets or fund balances**	4,899,410.	4,394,152.	
	31 **Total liabilities and net assets/fund balances**	4,899,410.	4,394,152.	

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	4,899,410.
2	Enter amount from Part I, line 27a	2	-492,459.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,406,951.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	12,799.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,394,152.

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 STATEMENT A	P	VARIOUS	VARIOUS
b	SEE STATEMENT A	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	1,216,705.		1,294,879.	-78,174.
b	1,676,937.		1,956,083.	-279,146.
c	3,352.			3,352.
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				-78,174.
b				-279,146.
c				3,352.
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	-353,968.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2008	276,750.	6,183,242.	.044758
2007	382,264.	7,600,225.	.050296
2006	370,951.	7,481,830.	.049580
2005	380,000.	7,495,022.	.050700
2004	376,000.	7,568,343.	.049681

2	Total of line 1, column (d)	2	.245015
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	.049003
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,865,488.
5	Multiply line 4 by line 3	5	238,424.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,305.
7	Add lines 5 and 6	7	239,729.
8	Enter qualifying distributions from Part XII, line 4	8	221,750.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,609.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	2,609.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,609.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,818.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	3,818.
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	1,209.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	1,209.	Refunded ▶	11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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? N/A	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 instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JESS S. MORGAN & COMPANY, INC. Telephone no. ▶ (323) 634-2400

Located at ▶ 5900 WILSHIRE BLVD., SUITE 2300, LOS ANGELES, CA ZIP+4 ▶ 90036

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.

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

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 [X] 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 [X] No

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		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

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

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

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

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

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

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

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

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

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	4,588,607.
b	Average of monthly cash balances	1b	350,975.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,939,582.
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	4,939,582.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,094.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,865,488.
6	**Minimum investment return.** Enter 5% of line 5	6	243,274.

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

1	Minimum investment return from Part X, line 6			1	243,274.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,609.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,609.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	240,665.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	240,665.
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	240,665.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	221,750.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	221,750.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	221,750.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				240,665.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			2,445.	
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 ▶ $ 221,750.				
a Applied to 2008, but not more than line 2a			2,445.	
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				219,305.
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				21,360.
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				

Form **990-PF** (2009)

923581
02-02-10

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 14

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 15				
Total			▶ 3a	221,750.
b Approved for future payment				
Total SEE STATEMENT 16			▶ 3b	85,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	57,459.	
4 Dividends and interest from securities			14	124,206.	
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	-353,968.	
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.		-172,303.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 -172,303.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

[signature] 5-14-10 TREASURER

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature [signature] — Date 5-14-10 — Check if self-employed ☐ — Preparer's identifying number P00396713

Firm's name (or yours if self-employed), address, and ZIP code: JESS S. MORGAN & COMPANY, INC.
5900 WILSHIRE BLVD., SUITE 2300
LOS ANGELES, CA 90036

EIN 95-2483169

Phone no. (323) 634-2400

923622
02-02-10

STATEMENT A

EIN: 95-4438839

Jess S. Morgan & Co., Inc.

REALIZED GAINS AND LOSSES

CARL W. JOHNSON FOUNDATION

440-327104 (477)

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-19-08	01-15-09	50,000	Goldman Sachs Group 3 875% Due 01-15-09	49,250 00	50,000 00	750.00	
12-06-01	01-29-09	300.000	Colgate Palmolive Co	17,208 87	19,801 07		2,592.20
07-24-03	01-29-09	200 000	Colgate Palmolive Co	11,220 00	13,200.70		1,980 70
09-25-01	01-29-09	250 000	Colgate Palmolive Co	13,903.85	16,500 88		2,597 03
07-18-01	01-29-09	150 000	Colgate Palmolive Co	8,305 36	9,900.53		1,595 17
06-13-06	02-05-09	2,000.000	Qualcomm Inc	84,511 20	67,015.02		-17,496.18
12-14-07	02-10-09	1,000 00	ABN Amro Cap Fd Tr VII Pfd Gtd 6.08%	19,810 00	6,001.47		-13,808 53
07-19-07	02-12-09	300 000	Pepsi Co Inc	19,659 00	15,415 90		-4,243 10
07-22-04	02-12-09	200.000	Pepsi Co Inc	10,164 00	10,277 26		113.26
06-26-02	02-12-09	750.000	Pepsi Co Inc	36,138 22	38,539.73		2,401 50
01-31-07	02-15-09	50,000 00	U S Treasury Note 3 000% Due 02-15-09	48,176.87	50,000 00		1,823 13
10-26-06	02-15-09	100,000 00	U S. Treasury Note 3 000% Due 02-15-09	96,237 77	100,000 00		3,762 23
06-16-06	02-15-09	50,000 00	U S Treasury Note 3 000% Due 02-15-09	47,402 99	50,000 00		2,597 01
07-18-01	02-19-09	300.000	Colgate Palmolive Co	16,610 73	18,166 70		1,555 97
02-12-02	02-19-09	250 000	Colgate Palmolive Co	13,654 50	15,138.91		1,484 41
08-01-01	02-19-09	150 000	Colgate Palmolive Co	8,121 75	9,083 35		961 60
11-03-06	02-19-09	300 000	MSC Indl Direct Inc Cl A	11,617.62	9,839 82		-1,777 80
03-27-07	02-20-09	390 000	Amgen Inc	22,054 50	22,259 67		205 17
12-14-01	02-20-09	450 000	Amgen Inc	25,325 82	25,684 24		358 42
12-14-01	03-04-09	150.000	Amgen Inc	8,441 94	7,272 36		-1,169 58
04-29-02	03-04-09	250 000	Amgen Inc	12,922.50	12,120.61		-801 89
11-08-01	03-04-09	2,449 000	Famous Daves Inc	14,694 00	5,476 18		-9,217 82
10-15-04	03-04-09	200.000	Teva Pharmaceutical Inds	4,899.78	8,658 07		3,758 29
07-01-08	03-06-09	1,850 000	JP Morgan Chase & Co	62,072 86	27,799 24	-34,273 62	
09-11-08	03-06-09	250 000	Goldman Sachs Group	38,012 50	18,761 10	-19,251 40	
09-18-08	03-06-09	250 000	Goldman Sachs Group	25,138 45	18,761 09	-6,377 36	
01-14-08	03-16-09	750 000	Biogen Idec Inc.	45,776 77	35,756 20		-10,020 57
11-08-01	03-16-09	1,000 000	Famous Daves Inc	6,000 00	2,843 58		-3,156 42
06-26-02	03-16-09	350 000	Pepsi Co Inc	16,864 50	17,055 40		190 89
04-18-02	03-16-09	527 500	Procter & Gamble Co	18,453 41	25,339 22		6,885 81
06-26-02	03-16-09	72 500	Procter & Gamble Co	2,482 60	3,482 64		1,000 04
11-03-06	03-18-09	2,500 000	MSC Indl Direct Inc Cl A	96,813 50	69,962 60		-26,850 90
10-15-04	03-30-09	500.000	Teva Pharmaceutical Inds	12,249.45	22,194 88		9,945 43
10-29-07	05-11-09	2,649 000	First Tr Strat Hi Fd3	31,494 17	10,099 58		-21,394 59
12-14-07	05-14-09	700.00	ABN Amro Cap Fd Tr VII Pfd Gtd 6 08%	13,867 00	6,753.21		-7,113 79
12-04-07	05-14-09	2,300 00	ABN Amro Cap Fd Tr VII Pfd Gtd 6 08%	44,758 00	22,189 14		-22,568 86
08-06-08	05-15-09	115,000	American General Finance Corp 8 450% Due 10-15-09	115,431 25	105,943 75	-9,487 50	
11-17-08	05-20-09	45,736 000	Aftersoft Group Inc	0 00	2,483 39	2,483 39	
11-17-08	05-20-09	17,194 000	Aftersoft Group Inc	0 00	933.61	933 61	
11-17-08	05-20-09	584 000	Aftersoft Group Inc	0 00	31 71	31 71	
02-24-09	05-28-09	200,000	U S Treasury Bill 0.000% Due 05-28-09	199,864 86	199,864 86	0 00	
10-29-07	05-28-09	800 000	First Tr Strat Hi Fd3	9,511 26	3,046 32		-6,464 94
10-29-07	05-29-09	1,551 000	First Tr Strat Hi Fd3	18,439 96	6,265 88		-12,174 08
11-02-07	05-29-09	3,000 000	First Tr Strat Hi Fd3	35,525 34	12,119 68		-23,405 66

STATEMENT A

EIN: 95-4438839

Jess S. Morgan & Co., Inc.

REALIZED GAINS AND LOSSES

CARL W. JOHNSON FOUNDATION

440-327104 (477)

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-23-09	06-23-09	1 000	American Intl Group	0 00	1,608 13	1,608 13	
06-30-09	06-30-09	1 000	Liquidmetal Technologies Inc	0 00	36 44	36 44	
08-09-01	07-01-09	3,851 649	Pimco High Yield	37,245 45	29,041 43		-8,204 02
07-20-07	07-01-09	4,162 331	Pimco High Yield	40,000 00	31,383 98		-8,616 02
07-26-01	07-01-09	7,836 991	Pimco High Yield	75,000 00	59,090 91		-15,909 09
01-15-02	07-01-09	5,291 005	Pimco High Yield	50,000 00	39,894 18		-10,105 82
10-08-08	07-15-09	50,000	John Deere Capital Corp 4 400% Due 07-15-09	49,408 00	50,000 00	592 00	
06-26-07	07-21-09	7,500 000	Van Kampen Dyn Crd Opp Fd	150,000 00	70,876 92		-79,123 08
09-20-07	07-21-09	1,000 000	Van Kampen Dyn Crd Opp Fd	17,111 50	9,450 26		-7,661 24
01-23-08	07-21-09	1,500 000	Van Kampen Dyn Crd Opp Fd	23,156 85	14,175 38		-8,981 47
08-21-08	08-14-09	250 000	SPDR S&P Retail ETF	7,682 47	7,742 30	59 83	
12-22-06	08-15-09	50,000 00	U S Treasury Note 4 875% Due 08-15-09	50,303 83	50,000 00		-303 83
10-26-06	08-15-09	100,000 00	U S Treasury Note 4 875% Due 08-15-09	100,377 04	100,000 00		-377 04
01-31-07	08-15-09	50,000 00	U S Treasury Note 4 875% Due 08-15-09	50,010 93	50,000 00		-10 93
02-24-09	08-27-09	200,000	U S Treasury Bill 0 000% Due 08-27-09	199,545 83	199,545 83	0 00	
01-31-07	09-15-09	100,000 00	U S Treasury Note 4 000% Due 03-15-10	97,628 13	101,849 58		4,221 45
08-25-08	10-06-09	500 000	IShares Barclays 1-3 Yr Credit Bond	50,843 20	51,888 56		1,045 36
06-22-07	10-21-09	100,000 00	U S Treasury Note 4 125% Due 08-15-10	97,523 44	102,982 76		5,459 32
08-25-08	10-26-09	1,000 000	IShares Barclays 1-3 Yr Credit Bond	101,686 40	104,080 62		2,394 22
03-23-09	11-04-09	1,000 000	IShares Barclays 1-3 Yr Treas Bond	84,116 30	83,786 84	-329 46	
01-14-08	11-04-09	1,000 000	Biogen Idec Inc	61,035 70	42,764 80		-18,270 90
08-25-08	11-04-09	500 000	IShares Barclays 1-3 Yr Credit Bond	50,843 20	51,997 16		1,153 96
09-25-09	11-05-09	800 000	Research In Motion Ltd	56,042 80	47,107 51	-8,935.29	
08-31-09	11-27-09	250,000	U S Treasury Bill 0 000% Due 11-27-09	249,943 76	249,943 76	0 00	
02-17-09	12-07-09	150,000	Honeywell International Inc 7 500% Due 03-01-10	158,370 00	152,355 00	-6,015 00	
10-15-04	12-23-09	17,678 570	Elite Pharm Long Wts 12-23-09 @ $1 75	0 00	0 00		0 00
TOTAL GAINS						6,495 11	60,082 58
TOTAL LOSSES						-84,669 63	-339,228 16
				3,250,962.00	**2,893,641.90**	**-78,174.52**	**-279,145.58**
TOTAL REALIZED GAIN/LOSS		-357,320 10					

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

SOURCE	AMOUNT
CITY NATIONAL BANK	83.
FIDUCIARY TRUST CO. INTERNATIONAL	57,376.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	57,459.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDUCIARY TRUST CO. INTERNATIONAL	127,558.	3,352.	124,206.
TOTAL TO FM 990-PF, PART I, LN 4	127,558.	3,352.	124,206.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,140.	0.		0.
TO FM 990-PF, PG 1, LN 16A	1,140.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUSINESS MANAGEMENT FEES	43,818.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	43,818.	0.		0.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD	10.	0.		0.
FOREIGN TAXES	140.	0.		0.
TO FORM 990-PF, PG 1, LN 18	150.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	47,500.	47,500.		0.
OFFICE SUPPLIES & MISCELLANEOUS	357.	0.		0.
BANK AND CUSTODIAL FEES	3,696.	3,696.		0.
INSURANCE	1,250.	0.		0.
DUES	495.	0.		0.
TO FORM 990-PF, PG 1, LN 23	53,298.	51,196.		0.

FORM 990-PF — OTHER DECREASES IN NET ASSETS OR FUND BALANCES — STATEMENT 7

DESCRIPTION	AMOUNT
FIRST TRUST STRATEGIC COST BASIS ADJ	11,799.
ESTIMATED TAX PAYMENTS	1,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	12,799.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY NOTES	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	3,437,721.	4,277,368.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,437,721.	4,277,368.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	692,325.	727,534.
TOTAL TO FORM 990-PF, PART II, LINE 10C	692,325.	727,534.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PURCHASE INTEREST	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FINE ARTS AND MEMORABILIA	1.	1.	1.
TO FORM 990-PF, PART II, LINE 15	1.	1.	1.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WALLACE D. FRANSON 5900 WILSHIRE BOULEVARD, SUITE 2300 LOS ANGELES, CA 90036	PRESIDENT 0.00	0.	0.	0.
DAVID D. WATTS 5900 WILSHIRE BOULEVARD, SUITE 2300 LOS ANGELES, CA 90036	SECRETARY 0.00	0.	0.	0.
JESS S. MORGAN 5900 WILSHIRE BOULEVARD, SUITE 2300 LOS ANGELES, CA 90036	TREASURER 0.00	0.	0.	0.
KATHLEEN NELSON 5900 WILSHIRE BOULEVARD, SUITE 2300 LOS ANGELES, CA 90036	DIRECTOR 0.00	0.	0.	0.
CHRISTOPHER D MONTAN 5900 WILSHIRE BOULEVARD, SUITE 2300 LOS ANGELES, CA 90036	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SUSAN J. OLLWEILER, EXEC DIR CARL W. JOHNSON FOUNDATION
5900 WILSHIRE BOULEVARD, SUITE 2300
LOS ANGELES, CA 90036

TELEPHONE NUMBER

(323) 634-2400

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE IN WRITING AND MUST INCLDE A DESCRIPTION OF THE CHARITABLE PURPOSE. ADDITIONALLY, PLEASE INCLUDE THE MOST RECENT FORM 990/ 990PF, BUDGET, 501(C)(3) LETTER AND LIST OF MAJOR CONTRIBUTORS.

ANY SUBMISSION DEADLINES

AUGUST 1ST OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION CONCENTRATES ITS SUPPORT IN THE AREAS OF EDUCATION, HEALTH CARE AND AIDING INDIVIDUALS WITH DEVELOPMENTAL NEEDS. THE FOUNDATION DIRECTS THE MAJORITY OF ITS SUPPORT TO ORGANIZATIONS IN SOUTHERN CALIFORNIA.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CALIFORNIA STATE UNIVERSITY, LONG BEACH 1250 BELLFLOWER BLVD LONG BEACH, CA 90840	NONE GENERAL	PUBLIC CHARITY	30,000.
THE ACHIEVABLE FOUNDATION 5901 GREEN VALLEY CIRCLE, SUITE 320 CULVER CITY, CA 90230	NONE GENERAL	PUBLIC CHARITY	10,000.
BOYS & GIRLS CLUB OF BURBANK 2244 N. BUENA VISTA STREET BURBANK, CA 91504-3308	NONE GENERAL	PUBLIC CHARITY	5,000.
CANINE COMPANIONS FOR INDEPENDENCE P.O. BOX 446 SANTA ROSA, CA 95402-0446	NONE GENERAL	PUBLIC CHARITY	7,500.
CHILDRENS HOSPITAL LOS ANGELES FOUNDATION 4650 SUNSET BOULEVARD, #29 LOS ANGELES, CA 90027	NONE GENERAL	PUBLIC CHARITY	25,000.
CHRYSALIS 516 S. MAIN STREET LOS ANGELES, CA 90013	NONE GENERAL	PUBLIC CHARITY	15,000.
CITY OF HOPE 1055 WILSHIRE BLVD LOS ANGELES, CA 90017	NONE GENERAL	PUBLIC CHARITY	25,000.
JUNIOR BLIND OF AMERICA 5300 ANGELS VISTA BOULEVARD LOS ANGELES, CA 90043	NONE GENERAL	PUBLIC CHARITY	5,000.

MARTHA'S VILLAGE & KITCHEN 83791 DATE AVENUE INDIO, CA 92201-4737	NONE GENERAL	PUBLIC CHARITY	25,000.
NEW DIRECTIONS 11303 WILSHIRE BLVD., VA BUILDING 116 LOS ANGELES, CA 90073-1003	NONE GENERAL	PUBLIC CHARITY	19,250.
THE PAINTED TURTLE 1300 4TH STREET, SUITE 300 SANTA MONICA, CA 90401	NONE GENERAL	PUBLIC CHARITY	25,000.
PARA LOS NINOS 500 LUCAS AVENUE LOS ANGELES, CA 90017-2002	NONE GENERAL	PUBLIC CHARITY	10,000.
SEAL BEACH SWIM CLUB 11200 LEXINGTON DR LOS ALAMITOS, CA 90720	NONE GENERAL	PUBLIC CHARITY	10,000.
WEST VALLEY FAMILY YMCA 18810 VANOWEN ST. RESEDA, CA 91335	NONE GENERAL	PUBLIC CHARITY	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			221,750.

FORM 990-PF — GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT — STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
WEST VALLEY FAMILY YMCA 18810 VANOWEN ST. RESEDA, CA 91335	NONE GENERAL	PUBLIC CHARITY	10,000.
WLACC 16525 SHERMAN WAY, STE C8 VAN NUYS, CA 91406-3753	NONE GENERAL	PUBLIC CHARITY	20,000.
UNIVERSITY OF CALIFORNIA AT BERKELEY, SCHOOL OF ENGINEERING 2080 ADDISON STREET BERKELEY, CA 94720	NONE GENERAL	PUBLIC CHARITY	30,000.
MARTHA'S VILLAGE & KITCHEN 83791 DATE AVENUE INDIO, CA 92201-4737	NONE GENERAL	PUBLIC CHARITY	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			85,000.