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 05/01 **, 2009, and ending** 04/30,20 10

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

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

Name of foundation: JOHNSON FAMILY FOUNDATION 15-3645

Number and street (or P O box number if mail is not delivered to street address): P. O. BOX 1118, ML CN-OH-W10X

Room/suite:

City or town, state, and ZIP code: CINCINNATI, OH 45201-1118

A Employer identification number: 31-1542859

B Telephone number (see page 10 of the instructions): (513) 632-4633

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

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,546,161.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	200,000.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	108,391.	105,728.	2,663.	STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-112,166.			
	b Gross sales price for all assets on line 6a 247,944.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less. Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	780.		780.	STMT 6
	12 **Total.** Add lines 1 through 11	197,005.	105,728.	3,443.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 7	41,798.	37,618.		4,180.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 8	1,406.	1,406.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 9	409.	209.		200.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	43,613.	39,233.	NONE	4,380.
	25 Contributions, gifts, grants paid	243,100.			243,100.
	26 Total expenses and disbursements Add lines 24 and 25	286,713.	39,233.	NONE	247,480.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-89,708.			
	b **Net investment income** (if negative, enter -0-)		66,495.		
	c **Adjusted net income** (if negative, enter -0-)			3,443.	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	797,286.	247,563.	247,563.
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) STMT 10	49,578.	49,578.	50,922.
b	Investments - corporate stock (attach schedule) STMT 11	2,441,714.	2,865,123.	4,509,153.
c	Investments - corporate bonds (attach schedule) STMT 15	151,465.	151,465.	159,715.
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 16	483,701.	520,307.	578,808.
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,923,744.	3,834,036.	5,546,161.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	3,923,744.	3,834,036.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	3,923,744.	3,834,036.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,923,744.	3,834,036.	

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	3,923,744.
2	Enter amount from Part I, line 27a	2	-89,708.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,834,036.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,834,036.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-112,166.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	276,598.	4,948,870.	0.05589114283
2007	279,683.	6,158,947.	0.04541084702
2006	241,279.	5,509,863.	0.04379038099
2005	217,808.	4,671,500.	0.04662485283
2004	205,505.	4,440,748.	0.04627711368

2	**Total** of line 1, column (d)	2	0.23799433735
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.04759886747
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,043,589.
5	Multiply line 4 by line 3	5	240,069.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	665.
7	Add lines 5 and 6	7	240,734.
8	Enter qualifying distributions from Part XII, line 4	8	247,480.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	665.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	665.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	665.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 3,280.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	3,280.
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	2,615.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 2,615. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ U.S. BANK, N.A. Telephone no ▶ (513)632-4633

Located at ▶ PO BOX 1118, ML CN-OH-W10X, CINCINNATI, OH ZIP + 4 ▶ 45201-1118

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

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

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

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

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 20		-0-	-0-	-0-

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	622,863.
b	Average of monthly cash balances	1b	4,497,532.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,120,395.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,120,395.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	76,806.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,043,589.
6	**Minimum investment return.** Enter 5% of line 5	6	252,179.

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

1	Minimum investment return from Part X, line 6			1	252,179.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	665.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	665.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	251,514.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	251,514.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	251,514.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	247,480.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	247,480.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	665.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	246,815.

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

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

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				251,514.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			242,693.	
b	Total for prior years 20 07 ,20___,20___		NONE		
3	Excess distributions carryover, if any, to 2009.				
a	From 2004 NONE				
b	From 2005 NONE				
c	From 2006 NONE				
d	From 2007 NONE				
e	From 2008 NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 247,480.				
a	Applied to 2008, but not more than line 2a			242,693.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				4,787.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				246,727.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9.				
a	Excess from 2005 NONE				
b	Excess from 2006 NONE				
c	Excess from 2007 NONE				
d	Excess from 2008 NONE				
e	Excess from 2009 NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

ARLYN T JOHNSON

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

N/A

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

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

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

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 28				
Total . . . . ▶ **3a**				243,100.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	108,391.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	780.	
8 Gain or (loss) from sales of assets other than inventory			18	-112,166.	
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)				-2,995.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -2,995.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Lynne J. Lipson — Signature of officer or trustee — Date 12/20/10 — Title CO-TRUSTEE

Paid Preparer's Use Only

Preparer's signature: [signature] V.P.	Date 12.17.2010	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00365526	
Firm's name (or yours if self-employed), address, and ZIP code	U.S. BANK, N.A. P.O. BOX 1118, ML: CN-OH-W10X CINCINNATI, OH 45201-1118	EIN ▶ 31-0841368 / Phone no 513-632-4393

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization

JOHNSON FAMILY FOUNDATION 15-3645

Employer identification number

31-1542859

Organization type (check one).

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization JOHNSON FAMILY FOUNDATION 15-3645

Employer identification number 31-1542859

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ARLYN JOHNSON PO BOX 1118, ML CN-OH-W10X CINCINNATI, OH 45201-1118	$ 200,000.	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					135.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,597.	
		533. AEGON N V NY REG SHR PROPERTY TYPE: SECURITIES					05/06/2009	12/10/2009
3,503.00		3,300.00					203.00	
		14. AIRGAS INC PROPERTY TYPE: SECURITIES					05/12/2008	06/23/2009
556.00		811.00					-255.00	
		97. AIRGAS INC PROPERTY TYPE: SECURITIES					05/12/2008	04/26/2010
6,161.00		5,622.00					539.00	
		1200. ALLSTATE CORP PROPERTY TYPE: SECURITIES					02/07/2007	12/30/2009
36,615.00		68,915.00					-32,300.00	
		46. BJS WHOLESALE CLUB INC PROPERTY TYPE: SECURITIES					05/29/2008	06/23/2009
1,492.00		1,808.00					-316.00	
		120. BJS WHOLESALE CLUB INC PROPERTY TYPE: SECURITIES					05/29/2008	11/17/2009
4,368.00		4,716.00					-348.00	
		41. BARD C R INC PROPERTY TYPE: SECURITIES					01/11/2008	05/06/2009
2,881.00		4,005.00					-1,124.00	
		53. CITRIX SYS INC PROPERTY TYPE: SECURITIES					01/11/2008	06/23/2009
1,638.00		1,841.00					-203.00	
		34. COGNIZANT TECH SOLUTIONS CL A PROPERTY TYPE: SECURITIES					07/28/2009	11/27/2009
1,473.00		1,035.00					438.00	
		26. CUMMINS INC PROPERTY TYPE: SECURITIES					01/23/2008	11/27/2009
1,181.00		1,095.00					86.00	

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

Kind of Property / Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description / Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		31. DEAN FOODS COMPANY PROPERTY TYPE: SECURITIES					06/23/2009	11/03/2009
519.00		564.00					-45.00	
		181. DEAN FOODS COMPANY PROPERTY TYPE: SECURITIES					08/07/2008	11/03/2009
3,032.00		4,014.00					-982.00	
		275. DEUTSCHE TELEKOM AG A D R PROPERTY TYPE: SECURITIES					12/03/2008	05/04/2009
3,071.00		4,025.00					-954.00	
		36. DIAGEO PLC SPONSORED A D R PROPERTY TYPE: SECURITIES					01/11/2008	08/27/2009
2,216.00		2,888.00					-672.00	
		40. DIAGEO PLC SPONSORED A D R PROPERTY TYPE: SECURITIES					01/11/2008	09/01/2009
2,485.00		3,209.00					-724.00	
		1. DIAGEO PLC SPONSORED A D R PROPERTY TYPE: SECURITIES					09/11/2008	09/10/2009
63.00		74.00					-11.00	
		34. DIAGEO PLC SPONSORED A D R PROPERTY TYPE: SECURITIES					01/11/2008	09/10/2009
2,138.00		2,727.00					-589.00	
		5. DUN & BRADSTREET CORPORATION PROPERTY TYPE: SECURITIES					06/23/2009	09/22/2009
369.00		395.00					-26.00	
		45. DUN & BRADSTREET CORPORATION PROPERTY TYPE: SECURITIES					01/11/2008	09/22/2009
3,321.00		3,906.00					-585.00	
		21. ECOLAB INC PROPERTY TYPE: SECURITIES					01/11/2008	06/23/2009
783.00		1,047.00					-264.00	
		104. ECOLAB INC PROPERTY TYPE: SECURITIES					01/11/2008	03/19/2010
4,501.00		5,184.00					-683.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		24. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					06/23/2009	11/27/2009
1,295.00		855.00					440.00	
		1. F T I CONSULTING INC PROPERTY TYPE: SECURITIES					09/25/2008	06/23/2009
49.00		69.00					-20.00	
		80. F T I CONSULTING INC PROPERTY TYPE: SECURITIES					09/25/2008	02/12/2010
3,339.00		5,523.00					-2,184.00	
		31. FISERV INC PROPERTY TYPE: SECURITIES					01/11/2008	06/23/2009
1,373.00		1,624.00					-251.00	
		88. FISERV INC PROPERTY TYPE: SECURITIES					01/11/2008	04/26/2010
4,791.00		4,609.00					182.00	
		52. FOMENTO ECONOMICO MEX SP A D R PROPERTY TYPE: SECURITIES					01/11/2008	08/26/2009
2,003.00		1,929.00					74.00	
		48. FOMENTO ECONOMICO MEX SP A D R PROPERTY TYPE: SECURITIES					01/11/2008	01/13/2010
2,112.00		1,780.00					332.00	
		522. FOSTERS GROUP LIMITED A D R PROPERTY TYPE: SECURITIES					12/16/2008	05/15/2009
1,973.00		2,019.00					-46.00	
		539. FOSTERS GROUP LIMITED A D R PROPERTY TYPE: SECURITIES					12/16/2008	09/11/2009
2,535.00		2,016.00					519.00	
		70. FRANCE TELECOM SPSD ADR PROPERTY TYPE: SECURITIES					01/11/2008	07/15/2009
1,591.00		2,602.00					-1,011.00	
		102. FRANCE TELECOM SPSD ADR PROPERTY TYPE: SECURITIES					01/11/2008	12/10/2009
2,605.00		3,792.00					-1,187.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		122. FRANCE TELECOM SPSD ADR PROPERTY TYPE: SECURITIES					02/12/2008	01/13/2010
3,088.00		4,420.00					-1,332.00	
		66. GAMESTOP CORP CL A PROPERTY TYPE: SECURITIES					06/23/2009	01/28/2010
1,308.00		1,414.00					-106.00	
		119. GAMESTOP CORP CL A PROPERTY TYPE: SECURITIES					01/11/2008	01/28/2010
2,358.00		6,242.00					-3,884.00	
		295. HOLOGIC INC PROPERTY TYPE: SECURITIES					05/05/2008	05/06/2009
3,625.00		6,510.00					-2,885.00	
		388. HONGKONG ELEC HLDGS LTD SPONSOR ADR PROPERTY TYPE: SECURITIES					01/13/2009	05/15/2009
2,079.00		2,232.00					-153.00	
		16. IDEXX LABS INC PROPERTY TYPE: SECURITIES					01/11/2008	06/23/2009
694.00		959.00					-265.00	
		24. INFORMATICA CORP PROPERTY TYPE: SECURITIES					02/25/2009	06/23/2009
403.00		316.00					87.00	
		28. INFORMATICA CORP PROPERTY TYPE: SECURITIES					02/25/2009	11/27/2009
622.00		369.00					253.00	
		193. INTESA SANPAOLO A D R PROPERTY TYPE: SECURITIES					09/10/2009	03/10/2010
4,442.00		4,617.00					-175.00	
		11. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES					01/11/2008	02/12/2010
3,609.00		2,899.00					710.00	
		27. JUNIPER NETWORKS INC PROPERTY TYPE: SECURITIES					04/14/2009	06/23/2009
587.00		490.00					97.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. KAYDON CORP PROPERTY TYPE: SECURITIES					01/11/2008	06/23/2009
491.00		674.00					-183.00	
		118. KAYDON CORP PROPERTY TYPE: SECURITIES					01/11/2008	08/27/2009
3,832.00		5,302.00					-1,470.00	
		3. L3 COMMUNICATIONS HLDGS INC PROPERTY TYPE: SECURITIES					01/11/2008	06/23/2009
208.00		320.00					-112.00	
		56. L3 COMMUNICATIONS HLDGS INC PROPERTY TYPE: SECURITIES					01/11/2008	10/20/2009
4,247.00		5,976.00					-1,729.00	
		107. MCCORMICK CO INC PROPERTY TYPE: SECURITIES					02/04/2009	06/09/2009
3,292.00		3,564.00					-272.00	
		25. MICROS SYS INC PROPERTY TYPE: SECURITIES					02/12/2008	06/23/2009
623.00		879.00					-256.00	
		136. MTN GROUP LTD A D R PROPERTY TYPE: SECURITIES					05/05/2009	02/16/2010
1,902.00		1,909.00					-7.00	
		378. NATIONAL BANK OF GREECE A D R PROPERTY TYPE: SECURITIES					09/29/2009	03/10/2010
1,625.00		2,700.00					-1,075.00	
		625. NATIONAL BANK OF GREECE A D R PROPERTY TYPE: SECURITIES					12/16/2009	04/27/2010
1,642.00		3,601.00					-1,959.00	
		49. NATIONAL GRID PLC SP A D R PROPERTY TYPE: SECURITIES					03/31/2008	11/10/2009
2,539.00		3,807.00					-1,268.00	
		61. NATIONAL GRID PLC SP A D R PROPERTY TYPE: SECURITIES					01/12/2009	02/16/2010
3,074.00		3,511.00					-437.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		63. NESTLE SA SPONSORED A D R PROPERTY TYPE: SECURITIES					01/11/2008	08/19/2009
2,524.00		2,809.00					-285.00	
		48. NINTENDO LTD A D R PROPERTY TYPE: SECURITIES					01/11/2008	07/16/2009
1,649.00		3,303.00					-1,654.00	
		122. NINTENDO LTD A D R PROPERTY TYPE: SECURITIES					01/11/2008	09/22/2009
3,996.00		8,396.00					-4,400.00	
		80. NIPPON TELEGRAPH TELE A D R PROPERTY TYPE: SECURITIES					12/17/2008	10/15/2009
1,706.00		2,103.00					-397.00	
		140. NOKIA CORP SPSD ADR PROPERTY TYPE: SECURITIES					01/11/2008	10/15/2009
1,900.00		4,710.00					-2,810.00	
		9. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES					01/11/2008	06/23/2009
506.00		723.00					-217.00	
		16. NUCOR CORP PROPERTY TYPE: SECURITIES					10/30/2008	06/23/2009
695.00		616.00					79.00	
		89. NUCOR CORP PROPERTY TYPE: SECURITIES					10/30/2008	01/22/2010
3,965.00		3,427.00					538.00	
		39. PERRIGO CO PROPERTY TYPE: SECURITIES					11/25/2008	11/27/2009
1,585.00		1,274.00					311.00	
		39. PHARMACEUTICAL PROD DEV INC PROPERTY TYPE: SECURITIES					06/23/2009	07/23/2009
749.00		877.00					-128.00	
		133. PHARMACEUTICAL PROD DEV INC PROPERTY TYPE: SECURITIES					01/11/2008	07/23/2009
2,554.00		6,277.00					-3,723.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		17. T ROWE PRICE GROUP INC PROPERTY TYPE: SECURITIES					01/11/2008	06/23/2009
695.00		885.00					-190.00	
		183. PROMISE CO LTD A D R PROPERTY TYPE: SECURITIES					12/19/2008	07/31/2009
934.00		2,166.00					-1,232.00	
		15. QUALITY SYSTEMS INC PROPERTY TYPE: SECURITIES					11/11/2008	06/23/2009
764.00		592.00					172.00	
		50. QUANTA SVCS INC PROPERTY TYPE: SECURITIES					03/04/2008	06/23/2009
1,071.00		1,167.00					-96.00	
		36. S P X CORP PROPERTY TYPE: SECURITIES					06/23/2009	01/28/2010
1,962.00		1,600.00					362.00	
		51. S P X CORP PROPERTY TYPE: SECURITIES					07/09/2008	01/28/2010
2,780.00		6,060.00					-3,280.00	
		75. SANOFI AVENTIS A D R PROPERTY TYPE: SECURITIES					08/15/2008	09/22/2009
2,839.00		2,756.00					83.00	
		110. SCOTTISH & SOUTHN ENERGY A D R PROPERTY TYPE: SECURITIES					01/11/2008	08/19/2009
1,950.00		3,542.00					-1,592.00	
		7. SIGNATURE BK PROPERTY TYPE: SECURITIES					09/25/2008	06/23/2009
183.00		253.00					-70.00	
		90. SMITH INTL INC PROPERTY TYPE: SECURITIES					01/11/2008	06/23/2009
2,211.00		6,231.00					-4,020.00	
		13. STERICYCLE INC PROPERTY TYPE: SECURITIES					06/23/2009	03/11/2010
704.00		640.00					64.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		65. STERICYCLE INC PROPERTY TYPE: SECURITIES					01/11/2008	03/11/2010
3,520.00		3,738.00					-218.00	
		138. STERLITE INDS INDIA A D S PROPERTY TYPE: SECURITIES					08/27/2009	12/10/2009
2,466.00		1,650.00					816.00	
		3. SYNAPTICS INC PROPERTY TYPE: SECURITIES					06/09/2009	06/23/2009
106.00		116.00					-10.00	
		107. SYNAPTICS INC PROPERTY TYPE: SECURITIES					06/09/2009	10/14/2009
2,226.00		4,122.00					-1,896.00	
		82. TAKEDA PHARMACEUTICAL CO LTD PROPERTY TYPE: SECURITIES					12/19/2008	08/19/2009
1,619.00		2,074.00					-455.00	
		155. TIFFANY & CO PROPERTY TYPE: SECURITIES					06/23/2009	07/22/2009
4,481.00		5,687.00					-1,206.00	
		45. TOTAL S A A D R PROPERTY TYPE: SECURITIES					01/11/2008	03/10/2010
2,619.00		3,782.00					-1,163.00	
		. TOTAL S A A D R PROPERTY TYPE: SECURITIES						03/24/2010
5.00							5.00	
		43. TOYOTA MTR CORP A D R PROPERTY TYPE: SECURITIES					01/11/2008	02/11/2010
3,240.00		4,429.00					-1,189.00	
		15. UNDER ARMOUR INC CL A PROPERTY TYPE: SECURITIES					05/06/2009	11/27/2009
401.00		352.00					49.00	
		1000. UNITED HEALTH GROUP INCORPORATED PROPERTY TYPE: SECURITIES					01/09/2006	01/14/2010
33,140.00		61,820.00					-28,680.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		7. V F CORP PROPERTY TYPE: SECURITIES					01/11/2008	06/23/2009
391.00		503.00					-112.00	
		176. SOCIETE GENERALE RT 10/20/0 PROPERTY TYPE: SECURITIES					10/15/2009	11/09/2009
140.00							140.00	
		200. AXA S.A. PREFERENTIAL RIGHT PROPERTY TYPE: SECURITIES					01/11/2008	11/10/2009
112.00							112.00	
		6. CORE LABORATORIES N V PROPERTY TYPE: SECURITIES					01/11/2008	06/23/2009
502.00		720.00					-218.00	
TOTAL GAIN(LOSS)							-112,166.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ABB LTD A D R	104.	104.	
ATT INC	1,240.	1,240.	
ABBOTT LABS	2,080.	2,080.	
AGRIUM INC	9.	9.	
AIRGAS INC	76.	76.	
ALCOA INC	180.	180.	
ALLEGHENY TECHNOLOGIES INC	19.	19.	
ALLSTATE CORP	720.	720.	
AMERICAN EXPRESS CO	720.	720.	
APACHE CORP	30.	30.	
ARCELORMITTAL NY REGISTERED	40.	40.	
ASTRAZENECA P L C SPSD A D R	262.	262.	
ATLAS COPCO AB A D R CL B	76.	76.	
AXA A D R	97.	97.	
BANCO SANTANDER CENT HISPANO A D R	565.	565.	
BARD C R INC	7.	7.	
BARCLAYS PLC A D R	32.	32.	
BAXTER INTL INC	1,650.	1,650.	
BECTON DICKINSON AND CO	700.	700.	
BEMIS COMPANY INC	272.	272.	
BOC HONG KONG HLDGS LTD A D R	49.	49.	
BRITISH AMERN TOB PLC ADR	406.	406.	
CANADIAN PACIFIC RAILWAY LTD	96.	96.	
CANON INC SPONS A D R	39.	39.	
CHEVRONTEXACO CORP	3,766.	3,766.	
CHURCH AND DWIGHT CO INC	36.	36.	
COACH INC	20.	20.	
COMPANHIA VALE DO RIO DOCE SPON ADR	47.	47.	
COSTCO WHSL CORP NEW	360.	360.	
CUMMINS INC	82.	82.	
DBS GROUP HLDGS LTD	207.	207.	
DARDEN RESTAURANTS INC	86.	86.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DEUTSCHE TELEKOM AG A D R	285.	285.	
DIAGEO PLC SPONSORED A D R	144.	144.	
DUKE ENERGY CORP	741.	741.	
DUN & BRADSTREET CORPORATION	32.	32.	
E ON A G A D R	158.	158.	
ECOLAB INC	654.	654.	
EMERSON ELEC CO	1,498.	1,498.	
EXELON CORPORATION	525.	525.	
EXXON MOBIL CORP	10,920.	10,920.	
FPL GROUP INC	1,918.	1,918.	
F H L B DEB 4.375% 10/22/10	2,188.	2,188.	
FLOWSERVE CORP	41.	41.	
FOMENTO ECONOMICO MEX SP A D R	56.	56.	
FOSTERS GROUP LIMITED A D R	73.	73.	
FRANCE TELECOM SPSD ADR	520.	520.	
FUJIFILM HOLDINGS A D R	24.	24.	
GENERAL ELEC CO	2,400.	2,400.	
GENERAL MILLS INC	1,860.	1,860.	
GLAXO SMITHKLINE P L C A D R	205.	205.	
GOLDMAN SACHS GROUP INC	560.	560.	
GRAINGER W W INC	45.	45.	
HARTFORD FINANCIAL SERVICES GRP INC	200.	200.	
HEWLETT PACKARD CO	640.	640.	
HONDA MTR LTD AMERN SHS	45.	45.	
HONGKONG ELEC HLDGS LTD SPONSOR ADR	75.	75.	
I T T CORPORATION	888.	888.	
ILLINOIS TOOL WKS INC	1,240.	1,240.	
INTEL CORP	2,310.	2,310.	
INTERNATIONAL BUSINESS MACHS CORP	3,080.	3,080.	
IBM CORP 4.750% 11/29/12	2,375.	2,375.	
ISHARES MSCI EMERGING MKTS E T F	690.	690.	
ISHARES TR IBOXX H Y CORP BD E T F	3,379.	3,379.	
J P MORGAN CHASE & CO	50.	50.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
JOHNSON & JOHNSON	2,548.	2,548.	
KAYDON CORP	23.	23.	
KEPPEL CORP LTD SPONS A D R	352.	352.	
KIMBERLY CLARK CORP	2,460.	2,460.	
L3 COMMUNICATIONS HLDGS INC	40.	40.	
MC DONALD'S CORP	1,680.	1,680.	
MEDTRONIC INC	820.	820.	
MICROSOFT CORP	3,640.	3,640.	
MITSUBISHI UFJ FINL GRP A D R	81.	81.	
MITSUI & CO LTD SPSD ADR	29.	29.	
FEDERATED OH MUNI CASH TR INSTL	2,663.		2,663.
NATIONAL GRID PLC SP A D R	262.	262.	
NESTLE SA SPONSORED A D R	369.	369.	
NINTENDO LTD A D R	172.	172.	
NIPPON TELEGRAPH TELE A D R	50.	50.	
NOKIA CORP SPSD ADR	76.	76.	
NOBLE ENERGY INC	51.	51.	
NOVARTIS AG A D R	376.	376.	
NUCOR CORP	131.	131.	
OMNICOM GROUP INC	325.	325.	
ORACLE CORPORATION	1,800.	1,800.	
PIMCO TOTAL RETURN FUND INST	958.	958.	
PEPSICO INC	1,800.	1,800.	
PEPSICO INC 4.650% 2/15/13	2,325.	2,325.	
PERRIGO CO	30.	30.	
PETROLEO BRASILEIRO SPON A D R	349.	349.	
PHARMACEUTICAL PROD DEV INC	20.	20.	
PRAXAIR INC	825.	825.	
T ROWE PRICE GROUP INC	103.	103.	
PROCTER & GAMBLE CO	7,721.	7,721.	
QUALITY SYSTEMS INC	97.	97.	
RWE AG A D R	357.	357.	
RIO TINTO PLC A D R	29.	29.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ROCHE HLDG LTD A D R	122.	122.	
T ROWE PRICE INTL GR&INC ADV	1,678.	1,678.	
ROYAL DUTCH SHELL PLC A D R	5,040.	5,040.	
KONINKLIJKE (ROYAL) KPN NV SP ADR	216.	216.	
S P X CORP	56.	56.	
SANOFI AVENTIS A D R	236.	236.	
SCHLUMBERGER LTD	672.	672.	
LAUDUS INTL MRKTMASTERS INV FUND	3,692.	3,692.	
SCOTTISH & SOUTHN ENERGY A D R	81.	81.	
SMITH INTL INC	11.	11.	
STAPLES INC	338.	338.	
STATOIL ASA A D R	112.	112.	
STERLITE INDS INDIA A D S	21.	21.	
STRAYER EDUCATION INC	46.	46.	
TAKEDA PHARMACEUTICAL CO LTD	40.	40.	
TELEFONICA SA SPON A D R	387.	387.	
TENARIS SA ADR	19.	19.	
TIFFANY & CO	25.	25.	
TOKIO MARINE HOLDINGS A D R	80.	80.	
TOTAL S A A D R	521.	521.	
TOYOTA MTR CORP A D R	51.	51.	
TURKCELL ILETISIM HIZMET A D R	284.	284.	
UNILEVER PLC SPSD ADR	241.	241.	
UNITED TECHNOLOGIES CORP	1,580.	1,580.	
V F CORP	166.	166.	
VALE SA SP A D R	55.	55.	
VERIZON COMMUNICATIONS	935.	935.	
WELLS FARGO & CO NEW	400.	400.	
WELLS FARGO CO 4.875% 1/12/11	2,438.	2,438.	
ZURICH FINANCIAL SVCS A D R	96.	96.	
ACCENTURE PLC CL A	1,500.	1,500.	
ACE LTD	744.	744.	
CORE LABORATORIES N V	54.	54.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
TOTAL	108,391.	105,728.	2,663.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
FEDERATED OH MUNI CASH TR INSTL		780.	780.
	TOTALS	780.	780.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSES - 2%	41,798.	37,618.	4,180.
TOTALS	41,798.	37,618.	4,180.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	690.	690.
FOREIGN TAXES ON QUALIFIED FOR	674.	674.
FOREIGN TAXES ON NONQUALIFIED	42.	42.
TOTALS	1,406.	1,406.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	200.		200.
OTHER NONALLOCABLE EXPENSES -	209.	209.	
TOTALS	409.	209.	200.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LOAN BK 10/22/10	49,578.	50,922.
TOTALS	49,578.	50,922.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABBOTT LABS	46,145.	66,508.
AIRGAS INC		
ALCOA INC	26,928.	20,145.
ALLSTATE CORP		
AMERICAN EXPRESS CO	43,851.	46,120.
AMGEN INC	53,496.	51,579.
AT&T INC	26,402.	26,060.
B J S WHOLESALE CLUB INC		
BARD C R INC		
BAXTER INTL INC	39,790.	70,830.
BECTON DICKINSON & CO	34,956.	38,185.
BEMIS COMPANY INC	9,108.	9,123.
CENTRAL EUROPEAN DISTRIBUTION	2,857.	3,950.
CHEVRON CORPORATION	52,845.	114,016.
CHURCH AND DWIGHT INC	3,969.	4,986.
CISCO SYS INC	55,811.	175,045.
CITRIX SYS INC	4,343.	5,878.
COSTCO WHSL CORP	25,093.	29,540.
CUMMINS INC	4,102.	7,151.
DEAN FOODS COMPANY		
DUKE ENERGY CORP	9,928.	13,088.
DUNN & BRADSTREET CORP		
ECOLAB INC	33,684.	48,840.
EMERSON ELEC CO	54,059.	78,345.
EXXON MOBIL CORP	69,007.	440,505.
F T I CONSULTING INC		
FISERV INC		
FPL GROUP INC	28,365.	52,050.
FUJIFILM HLDGS COR		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GAMESTOP CORP		
GENERAL ELEC CO	6,353.	113,160.
GENERAL MILLS INC	45,835.	71,160.
GOLDMAN SACHS GROUP INC	66,235.	58,080.
HARTFORD FINANCIAL SERVICES	19,853.	28,570.
HEWLETT PACKARD CO	63,433.	103,940.
HOLOGIC INC		
I T T CORPORATION	29,078.	55,570.
IDEXX LABS INC	5,335.	5,886.
ILLINOIS TOOL WKS INC	49,450.	51,100.
INFORMATICA CORP	2,662.	5,054.
INTEL CORP	74,351.	91,360.
INTERCONTINENTALEXCHANGE INC	6,240.	4,199.
IBM CORP		
INTUITIVE SURGICAL INC	3,580.	5,048.
JACOBS ENGR GROUP INC	7,785.	4,629.
JOHNSON & JOHNSON	70,482.	83,590.
JUNIPER NETWORKS INC	3,302.	5,171.
KAYDON CORP		
KIMBERLY CLARK CORP	58,678.	61,260.
L-3 COMMUNICATIONS HLDGS		
MCCORMICK & CO INC		
MCDONALDS CORP	44,500.	56,472.
MEDTRONIC INC	45,035.	43,690.
MICROS SYS INC	5,417.	5,723.
MICROSOFT CORP	510.	213,745.
NOBLE ENERGY INC	5,542.	5,272.
NUCOR CORP		
OMNICOM GROUP INC	21,280.	21,330.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ORACLE CORP	39,875.	232,808.
PEPSICO INC	68,320.	65,220.
PERRIGO CO	3,320.	6,787.
PHARMACEUTICAL PROD DEV INC		
PRAXAIR INC	26,715.	41,885.
PROCTER & GAMBLE CO	19,379.	272,696.
QUALITY SYSTEM INC	3,038.	4,929.
QUANTA SVCS INC	4,246.	3,664.
S P X CORP		
SIGNATURE BK	5,342.	5,976.
SMITH INTL INC		
STAPLES INC	23,880.	23,538.
STERICYCLE INC		
STRAYER EDUCATION INC	4,147.	4,619.
T ROWE PRICE GROUP INC	5,049.	5,581.
TIFFANY & CO		
UNITED HEALTH GROUP INC		
UNITED TECHNOLOGIES CORP	64,305.	74,950.
V F CORP	4,889.	5,877.
VERIZON COMMUNICATIONS	22,948.	14,450.
WELLS FARGO & CO	43,470.	66,220.
FIRST AMERICAN MID CAP GRWTH	50,000.	44,506.
LAUDUS INTL MRKTMASTERS	403,327.	300,727.
T ROWE PRICE INTL	100,000.	84,030.
RATHEON CO WARRANT 6/16/11		
ALLEGHENY TECHNOLOGIES	4,772.	5,774.
APACHE CORP	18,739.	20,352.
APPLE INC	39,605.	52,218.
AVNET	4,725.	5,562.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BALLY TECH INC	4,215.	5,534.
COACH INC	4,452.	5,678.
COGNIZANT TECH SOLUTIONS	3,167.	5,315.
DARDEN RESTAURANT	4,375.	5,146.
EXELON CORP	50,848.	43,590.
FLOWERS FOODS	5,136.	5,377.
FLOWSERVE	4,340.	5,614.
FMC TECHNOLOGIES INC	2,992.	5,685.
GENTEX CORP	5,454.	5,351.
GRAINGER W W	4,760.	5,416.
HITTITE MICROWAVE CORP	4,608.	6,102.
INTERNATIONAL MACHINE	78,270.	180,600.
J P MORGAN CHASE	20,779.	21,290.
MYLAN	4,669.	5,635.
NORDSON	5,615.	5,243.
O REILLY AUTOMOTIVE	4,638.	6,011.
PANERA BREAD	4,692.	5,071.
PRICELINE COM	4,580.	5,765.
STIFEL FINL	5,182.	5,332.
SYBASE	4,617.	4,859.
UNDER ARMOUR	3,883.	5,636.
IPATH DOW JONES UBS COMMODITY	60,213.	60,930.
ISHARE MSCI EMERGING	112,535.	117,740.
ISHARE TR IBOXX H Y	141,336.	143,040.
PIMCO TOTAL RETURN FUND	100,000.	102,298.
RAYTHEON CO WARRANT	1.	2,573.
TOTALS	2,865,123.	4,509,153.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WELLS FARGO CO 4.875 1/12/11	50,460.	51,579.
IBM CORP 4.750 11/29/12	50,525.	54,154.
PEPSICO INC 4.650 2/15/13	50,480.	53,982.
TOTALS	151,465.	159,715.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
A X A ADR	C		
ABB LTD ADR	C	5,944.	4,483.
ACCENTURE LTD	C	54,180.	87,280.
ACE LTD	C	26,899.	31,914.
AEGON	C		
AGRIUM INC	C	5,713.	5,180.
ANGLO AMERICAN PLC ADR	C	3,786.	2,862.
ASTRAZENECA	C	5,340.	5,042.
ATLAS COPCO	C	2,538.	2,994.
BANCO SANTRANDER	C	12,714.	8,897.
BOC HONG KONG	C	6,101.	6,090.
BRITISH AMERN	C	10,310.	9,391.
CANADIAN PACIFIC RAILWAY	C	6,245.	6,004.
CENTRAL EUROPEAN MEDIA	C	954.	1,904.
COMPANHIA VALE DO	C		
CORE LABORATORIES	C	5,522.	6,895.
DBS GROUP	C	6,642.	6,578.
DESARROLLADORA HOMEX	C	4,267.	4,661.
DEUTSCHE TELEKOM	C		
DIAGEO PLC SPONSOR	C	2,943.	2,726.
E.ON A G ADR	C	5,596.	2,918.
FOMENTO ECONOMICO	C	2,967.	3,786.
FOSTERS GROUP	C		
FRANCE TELECOM	C		
GLAXO SMITHKLINE	C	3,756.	3,953.
HONDA MTR	C	6,670.	6,961.
HONGKONG ELEC	C		
KEPPEL CORP	C	12,840.	10,132.
KONINKLIJKE	C	4,343.	3,441.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
MITSUBISHI	C	6,342.	3,490.
MITSUI	C	6,857.	9,191.
NATIONAL GRID	C		
NESTLE	C	10,274.	11,492.
NINTENDO	C		
NIPPON TELEGRAPH	C		
NOKIA	C		
NOVAARTIS	C	10,522.	9,814.
PETOLEO BRASILEIRO	C	8,204.	6,677.
PROMIS CO	C		
ROCHE HLDG	C	4,125.	3,467.
ROYAL DUTCH SHELL	C	80,865.	94,125.
RWE AG	C	8,741.	5,002.
SANOFI AVENTIS	C	3,131.	3,036.
SCHLUMBERGER	C	28,204.	57,136.
SCOTTISH & SOUTHN ENERGY	C		
STATOILHYDRO	C		
TAKEDA PHARMACEUTICAL	C		
TELEFONICA	C	8,134.	6,168.
TOKIO MARINE	C	4,634.	4,498.
TOTAL S A	C	9,581.	6,199.
TOYOTA MTR CORP	C		
TURKCELL ILETISIM HIZMET	C	8,834.	5,821.
UNILEVER	C	4,155.	5,689.
ZURICH FINANCIAL SERVICES	C	1,978.	2,206.
ALCON INC	C	46,384.	46,758.
ARCELORMITTAL NY REG	C	5,559.	5,592.
AXA A D R	C	7,666.	3,832.
B A S F A G A D R	C	2,654.	2,554.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
BARCLAY PLC A D R	C	4,259.	4,207.
CANON INC SPONS	C	2,228.	3,061.
CNOOC LTD	C	2,649.	2,815.
FUJIFILM HOLDINGS A D R	C	6,381.	7,832.
LUKOIL SPONS	C	3,339.	4,018.
NIDEC CORPORATION	C	2,682.	2,662.
NISSAN MTR INC	C	2,632.	2,807.
ORIX CORP	C	2,375.	3,247.
RIO TINTO PLC	C	2,441.	3,255.
SOCIETE GENERALE	C	2,741.	1,860.
STATOIL ASA A D R	C	2,818.	2,369.
STERLITE INDS INDIA	C	1,406.	2,630.
SWISS REINSURANCE CO	C	2,726.	2,395.
TENARIS SA	C	5,479.	5,442.
THOMPSON CREEK METALS	C	4,997.	5,474.
VALE SA SP A D R	C	5,451.	5,328.
VOLVO AB SPONSORED A D R	C	2,589.	2,567.
TOTALS		520,307.	578,808.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

OH

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

OFFICER NAME:
ARLYN T JOHNSON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
PATRICIA L JOHNSON LIPCON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
JESSE LIPCON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
GWENDOLYN KESS JOHNSON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

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

OFFICER NAME:
DAVID B HAMILTON
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

OFFICER NAME:
TERRY K CRILLEY
ADDRESS:
PO BOX 1118, ML CN-OH-W10X
CINCINNATI, OH 45201-1118
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 00

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

RECIPIENT NAME:
PROJECT HEALTH
BOSTON MEDICAL CENTER
ADDRESS:
88 E. NEWTOWN ST, VOSE 521
BOSTON, MA 02118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 16,000.

RECIPIENT NAME:
UNITED MINISTRIES
C/O SUSAN SCHMIDT
ADDRESS:
525 GRAVES AVE, PO BOX 18430
ERLANGER, KY 41018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
URBAN HEALTH PROJECT
C/O LAUREN SIMENDINGER
ADDRESS:
619 OAK ST, 7TH FLOOR
CINCINNATI, OH 45206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

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

RECIPIENT NAME:
VINEYARD NURSING ASSOCIATION
C/O KRISTN BUCK
ADDRESS:
PO BOX 2568
OAK BLUFFS, MA 02557
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 13,000.

RECIPIENT NAME:
WELCOME PROJECT
ADDRESS:
530 MYSTIC AVE, #111
SOMERVILLE, MA 02145
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
YOUNG AUDIENCES OF MASSACHUSETTES
ADDRESS:
255 ELM ST, STE 302
SOMERVILLE, MA 02114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

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

RECIPIENT NAME:
BREAK THROUGH CINCINNATI
C/O KEVIN KOLLER
ADDRESS:
6905 GIVEN RD
CINCINNATI, OH 45243
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
HAMILTON LIVING WATER MINISTRY
ADDRESS:
734 SYCAMORE ST
CINCINNATI, OH 45011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
CAMP STARFISH
C/O ANNE BEARDSLEY
ADDRESS:
440 TOTTEN POND ROAD
WALHAM, MA 02451
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
CRAYONS FOR COMPUTERS
C/O HEATHER EGAN
ADDRESS:
1350 TENNESEE AVE
CINCINNATI, OH 45229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
BE CONCERNED
C/O SISTER MARY JENNINGS
ADDRESS:
714 WASHINGTON ST
COVINGTON, KY 41011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
CRITICAL EXPOSURE
ADDRESS:
1816 12 STREET NORTHWEST
WASHINGTON, DC 20009
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
THE FOOD PROJECT
ADDRESS:
10 LEWIS STREET
LINCOLN, MA 01773
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MISSION SAFE
ADDRESS:
PO BOX 290799
CHARLESTOWN, MA 02129
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
TEEN VOICES
ADDRESS:
PO BOX 120027
BOSTON, MA 02110-0027
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
HELPING HANDS
ADDRESS:
541 CAMBRIDGE ST
BOSTON, MA 02134
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
INNER CITY YOUTH OPPORTUNITIES
ADDRESS:
1821 SUMMIT RD, STE 210
CINCINNATI, OH 45237
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
THE LIBRI FOUNDATION
C/O BARBARA J MCKILLIP
ADDRESS:
PO BOX 10246
EUGENE, OR 97440
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,100.

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

RECIPIENT NAME:
MATTHEW 25: MINISTRIES
C/O JOODI ARCHER
ADDRESS:
11060 KENWOOD RD
CINCINNATI, OH 45242
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PARTNERS FOR YOUTH WITH
DISIBILITIES C/O LAELA VRONSKY
ADDRESS:
95 BERKELEY ST
BOSTON, MA 02116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

TOTAL GRANTS PAID: 243,100.