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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning MAY 1, 2009, and ending APR 30, 2010

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 KENNETH E. & BECKY H. JOHNSON FOUNDATION		A Employer identification number 86-0872389
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number 480-835-0812
	City or town, state, and ZIP code MESA, AZ 85213		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,324,379. (Part I, column (d) must be on cash basis)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	35,765.	35,290.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<59,877.>			
	b Gross sales price for all assets on line 6a	960,575.			
	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 Loss: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<26,631.>	0.		STATEMENT 2	
12 Total. Add lines 1 through 11	<50,743.>	35,290.			
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	250.	0.		250.
	b Accounting fees STMT 4	7,105.	5,329.		1,776.
	c Other professional fees STMT 5	7,652.	5,673.		1,979.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	286.	0.		286.
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	15,293.	11,002.		4,291.
	25 Contributions, gifts, grants paid	63,114.			63,114.
26 Total expenses and disbursements. Add lines 24 and 25	78,407.	11,002.		67,405.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<129,150.>				
b Net investment income (if negative, enter -0-)		24,288.			
c Adjusted net income (if negative, enter -0-)			N/A		

8P

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	24,668.	3,772.	3,772.	
	2 Savings and temporary cash investments	104,010.	403,223.	403,223.	
	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				
	b Investments - corporate stock STMT 6	1,315,861.	851,796.	875,936.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 7	0.	56,598.	41,448.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	1,444,539.	1,315,389.	1,324,379.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	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	1,444,539.	1,315,389.	
		30 Total net assets or fund balances	1,444,539.	1,315,389.	
	31 Total liabilities and net assets/fund balances	1,444,539.	1,315,389.		

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	1,444,539.
2 Enter amount from Part I, line 27a	2	<129,150.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,315,389.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,315,389.

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 AMERITRADE SHORT-TERM	P	VARIOUS	VARIOUS
b AMERITRADE LONG-TERM	P	VARIOUS	VARIOUS
c DIVERSIFIED ARBITRAGE FUND (SPV) LTD.	P	04/01/04	01/01/10
d CAPITAL GAINS DIVIDENDS			
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 208,485.		195,501.	12,984.
b 441,444.		574,951.	<133,507.>
c 310,310.		250,000.	60,310.
d 336.			336.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			12,984.
b			<133,507.>
c			60,310.
d			336.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<59,877.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	73,680.	1,318,814.	.055868
2007	87,290.	1,750,764.	.049858
2006	98,015.	1,693,365.	.057882
2005	81,614.	1,607,620.	.050767
2004	55,898.	1,562,171.	.035782

2 Total of line 1, column (d)	2	.250157
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	.050031
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,283,820.
5 Multiply line 4 by line 3	5	64,231.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	243.
7 Add lines 5 and 6	7	64,474.
8 Enter qualifying distributions from Part XII, line 4	8	67,405.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	243.
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	243.
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	243.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,571.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,571.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	8,328.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 2,000. Refunded <input checked="" type="checkbox"/>	11	6,328.	

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?		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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AZ		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ► NO WEBSITE

14 The books are in care of ► KENNETH E. JOHNSON Telephone no. ► (480) 835-0812
 Located at ► 2152 EAST CALLE MADERAS, MESA, AZ ZIP+4 ► 85213

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

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ 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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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 ☒ 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?

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
KENNETH E. JOHNSON, JR. 2152 E. CALLE MADERAS MESA, AZ 85213	PRESIDENT 1.00	0.	0.	0.
BECKY H. JOHNSON 2152 E. CALLE MADERAS MESA, AZ 85213	SECRETARY 1.00	0.	0.	0.
KENNETH E. JOHNSON, III 2152 E. CALLE MADERAS MESA, AZ 85213	DIRECTOR 1.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,061,139.
b	Average of monthly cash balances	1b	242,232.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,303,371.
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	1,303,371.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,551.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,283,820.
6	Minimum investment return. Enter 5% of line 5	6	64,191.

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	64,191.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	243.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	243.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	63,948.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	63,948.
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	63,948.

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	67,405.
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	67,405.
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	243.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	67,162.

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				63,948.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
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				911.
e From 2008				8,289.
f Total of lines 3a through e	9,200.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	67,405.			
a Applied to 2008, but not more than line 2a			0.	
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				63,948.
e Remaining amount distributed out of corpus	3,457.			
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	12,657.			
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				0.
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	12,657.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				911.
d Excess from 2008				8,289.
e Excess from 2009				3,457.

Kenneth E & Becky H Johnson Foundation

Realized Gains/Losses

5/1/09 - 4/30/10

	SALE	PURCHASED	SHARES SOLD	PROCEEDS	COST	ST GAIN/LOSS	LT GAIN/LOSS
WACHOVIA CAPITAL TRUST IX 6 (WB-C)	4/15/2010	8/5/2009	2800	64,814 13	56,273 47	8,540 66	
BIOMED REALTY TRUST INC (BMR)	8/12/2009	5/13/2009	1000	13,139 56	10,099 31	3,040 25	
POWERSHARES DYNAM IC OIL & G (PXJ)	10/27/2009	11/7/2008	1100	18,864 51	15,992 97	2,871 54	
POWERSHARES DYNAM IC OIL & G (PXJ)	10/27/2009	11/3/2008	600	10,343 73	8,723 44	1,620 29	
POWERSHARES DYNAM IC OIL & G (PXJ)	10/27/2009	11/5/2008	500	8,609 77	7,269 53	1,340 24	
BIOMED REALTY TRUST INC (BMR)	8/12/2009	5/16/2009	400	5,139 86	4,039 72	1,100 14	
POWERSHARES DYNAM IC OIL & G (PXJ)	10/27/2009	11/6/2008	400	6,863 82	5,815 63	1,048 19	
POWERSHARES DYNAM IC OIL & G (PXJ)	10/27/2009	11/9/2008	400	6,839 86	5,815 83	1,024 03	
BIOMED REALTY TRUST INC (BMR)	8/12/2009	5/15/2009	300	3,863 90	3,029 79	834 11	
BIOMED REALTY TRUST INC (BMR)	8/12/2009	5/14/2009	300	3,860 90	3,029 79	831 11	
POWERSHARES DYNAM IC OIL & G (PXJ)	10/27/2009	11/8/2008	300	5,135 86	4,361 72	774 14	
POWERSHARES DYNAM IC OIL & G (PXJ)	10/27/2009	11/4/2008	100	1,712 95	1,453 91	259 04	
ISHARES MSCI AUSTRALIA ENDE (EWA)	2/4/2010	11/16/2009	2850	59,296 12	69,596 28	(10,300 16)	

Total ST Gain/Loss

208,484 97	195,501 39	12,983 58
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DODGE & COX INTL STOCK FD (DOOFX)	7/8/2009	3/21/2006	1055 966	25,744 45	41,823 46	(16,079 01)
DODGE & COX INTL STOCK FD (DOOFX)	7/8/2009	5/11/2006	711 406	17,344 08	28,176 54	(10,832 46)
DWS MUNICIPAL INCOME TRUST (KTF)	7/9/2009	9/1/2006	3650	36,535 56	39,967 50	(3,431 94)
FRANKLIN TEMP LTD DUR INC F (FTF)	9/15/2009	12/31/2007	3000	34,349 11	34,649 86	(300 75)
GABELLI DIVIDEND & INCOME T (GOV)	7/14/2009	9/1/2006	2830	28,157 77	51,370 50	(23,212 73)
GABELLI DIVIDEND & INCOME T (GOV)	7/14/2009	12/29/2006	1865	18,556 27	38,112 03	(19,555 76)
HARRIS PFD CAP CORP PFD EXC (HBC-)	2/17/2010	3/21/2006	795	19,334 15	19,994 25	(660 10)
ISHARES MSCI EMRG MKTS INDE (EEM)	7/8/2009	4/10/2006	168	5,128 90	5,697 44	(568 54)
JP MORGAN CHASE CAP X 1% (JPM J)	8/5/2009	5/11/2006	800	19,879 48	19,970 00	(90 52)
JP MORGAN CHASE CAP X 1% (JPM J)	8/5/2009	4/23/2007	2000	49,698 72	50,780 00	(1,081 28)
MANNING & NAPIER FD INC PRO (MNBAX)	7/8/2009	3/21/2006	1896 734	22,481 01	30,508 64	(8,027 63)
MANNING & NAPIER FD INC PRO (MNBAX)	7/8/2009	5/2/2006	1851 852	21,925 93	29,755 35	(7,829 42)
MANNING & NAPIER FD INC PRO (MNBAX)	7/8/2009	5/11/2006	2161 828	25,596 04	34,736 01	(9,139 97)
MORGAN STANLEY FX ALPHA PIU (FXPD)	1/25/2010	4/11/2008	1357773	38,071 95	40,000 00	(1,928 05)
PERRITT CAP GROWTH FD INC (PRCGX)	7/8/2009	3/14/2006	628 782	10,813 51	20,184 58	(9,371 07)
PERRITT CAP GROWTH FD INC (PRCGX)	7/8/2009	3/22/2006	469 925	8,120 31	15,157 41	(7,037 10)
PERRITT CAP GROWTH FD INC (PRCGX)	7/8/2009	5/11/2006	330 43	5,709 83	10,658 01	(4,948 18)
ROYAL BANK OF SCOTLAND GROU (RBS-S)	4/7/2010	11/15/2007	1000	14,029 76	21,589 00	(7,559 24)
ROYAL BANK SCOTLAND 6 35% (RBS-N)	4/7/2010	11/15/2007	700	9,841 83	14,696 50	(4,854 67)
WACHOVIA CAPITAL TRUST IX 6 (WB-C)	4/15/2010	11/15/2007	800	18,518 32	16,596 00	1,922 32
WACHOVIA CAP TRUST IV 6 375 (WS-B)	4/15/2010	11/15/2007	500	11,607 41	10,527 50	1,079 91

Total LT Gain/Loss

441,444 39	574,950 58	(133,506 19)
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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
DIVIDEND INCOME	28,509.	336.	28,173.	
INTEREST INCOME	7,117.	0.	7,117.	
TAX EXEMPT DIVIDENDS	475.	0.	475.	
TOTAL TO FM 990-PF, PART I, LN 4	36,101.	336.	35,765.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
U.S. NATURAL GAS FUND	<22,602.>	0.		
OTHER DEDUCTIONS	<4,029.>	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	<26,631.>	0.		

FORM 990-PF	LEGAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY FEES	250.	0.		250.
TO FM 990-PF, PG 1, LN 16A	250.	0.		250.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,105.	5,329.		1,776.
TO FORM 990-PF, PG 1, LN 16B	7,105.	5,329.		1,776.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	7,514.	5,635.		1,879.	
FILING FEES	10.	0.		10.	
BANK FEES	128.	38.		90.	
TO FORM 990-PF, PG 1, LN 16C	7,652.	5,673.		1,979.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SECURITIES	851,796.		875,936.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	851,796.		875,936.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
INVESTMENT IN U.S. NATURAL GAS	COST	56,598.	41,448.	
TOTAL TO FORM 990-PF, PART II, LINE 13		56,598.	41,448.	

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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NAME OF MANAGER

KENNETH E. JOHNSON, JR.
BECKY H. JOHNSON

FORM 990-PF,	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KENNETH E. JOHNSON
2152 EAST CALLE MADERAS
MESA, AZ 85213

TELEPHONE NUMBER

(480) 835-0812

FORM AND CONTENT OF APPLICATIONS

LETTER FORMAT STATING THE PROPOSED USE OF THE REQUESTED FUNDS WITH ANY
DOCUMENTATION TO SUPPORT THE REQUEST

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE PURPOSE OF SOLICITED FUNDS MUST CONTRIBUTE TO THE ACCOMPLISHMENT OF THE
ORGANIZATION'S EXEMPT PURPOSES

FORM 990-PF.

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARIZONA OPERA 4600 N. 12TH ST PHOENIX, AZ 85014	N/A COMMUNITY ENRICHMENT	OTHER PUBLIC CHARITY	675.
ARIZONA STATE UNIVERSITY 1001 SOUTH MILL AVENUE TEMPE, AZ 85287	N/A SCHOLARSHIPS AND GRANTS	OTHER PUBLIC CHARITY	4,800.
BOY SCOUTS OF AMERICA 2969 N. GREENFIELD ROAD PHOENIX, AZ 85014	N/A COMMUNITY ENRICHMENT	OTHER PUBLIC CHARITY	3,750.
BRIGHAM YOUNG UNIVERSITY UNIVERSITY DRIVE PROVO, UT 84602	N/A SCHOLARSHIPS AND GRANTS	OTHER PUBLIC CHARITY	39,290.
FAMILY DYNAMICS INT'L, INC PO BOX 1207 GILBERT, AZ 85299	N/A COMMUNITY ENRICHMENT	OTHER PUBLIC CHARITY	1,500.
MESA COMMUNITY COLLEGE 1833 WEST SOUTHERN MESA, AZ 85202	N/A SCHOLARSHIPS AND GRANTS	OTHER PUBLIC CHARITY	730.
THE CHURCH OF JESUS CHRIST OF LDS - MESA 18TH WARD 2228 E. BROWN RD MESA, AZ 85213	N/A COMMUNITY ENRICHMENT	OTHER PUBLIC CHARITY	2,550.
UTAH VALLEY STATE COLLEGE 800 W UNIVERSITY PARKWAY OREM, UT 84058	N/A SCHOLARSHIPS AND GRANTS	OTHER PUBLIC CHARITY	8,819.

KENNETH E. & BECKY H. JOHNSON FOUNDATION

86-0872389

YMCA
207 N. MESA DR. MESA, AZ 85201 N/A
STRONG KIDS AND
FAMILIES CAMPAIGN

OTHER
PUBLIC
CHARITY 1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

63,114.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization		Employer identification number
	KENNETH E. & BECKY H. JOHNSON FOUNDATION		86-0872389
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only
	2152 E. CALLE MADERAS		
	City, town or post office, state, and ZIP code For a foreign address, see instructions.		
	MESA, AZ 85213		

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

KENNETH E. JOHNSON

- The books are in the care of ☒ 2152 EAST CALLE MADERAS - MESA, AZ 85213
Telephone No. ☒ (480) 835-0812 FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until MARCH 15, 2011
- For calendar year _____, or other tax year beginning MAY 1, 2009, and ending APR 30, 2010
- If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	7,571.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	8,571.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature James A. Schmat Title CRA Date 12/8/10