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

2009

Department of the Treasury
Internal Revenue Service

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 10/01, 2009, and ending 9/30, 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.	Keith & Nancy Johnson Family Foundation c/o L. Thompson, Merrill Lynch Agent 5121 Maryland Way Brentwood, TN 37027		A Employer identification number 62-6369110
			B Telephone number (see the instructions) 615-750-1054
			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, column (c), line 16) \$ 6,801,987.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 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 (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments			N/A	
4 Dividends and interest from securities	171,998.	171,998.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-101,785.			
b Gross sales price for all assets on line 6a	3,164,445.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	70,213.	171,998.		
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	See St 1	2,500.	1,500.	1,000.
c Other prof fees (attach sch)	See St 2	56,859.	34,115.	22,744.
17 Interest				
18 Taxes (attach schedule) (see instr)	See Stm 3	304.	182.	122.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	See Statement 4	60.	36.	24.
24 Total operating and administrative expenses. Add lines 13 through 23	59,723.	35,833.		23,890.
25 Contributions, gifts, grants paid Part XV	328,000.			328,000.
26 Total expenses and disbursements. Add lines 24 and 25	387,723.	35,833.		351,890.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-317,510.			
b Net investment income (if negative, enter -0-)		136,165.		
c Adjusted net income (if negative, enter -0-)				

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	287,554.	414,533.	414,533.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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 (attach schedule)			
	b Investments – corporate stock (attach schedule)	4,789,431.	4,344,369.	4,711,150.
	c Investments – corporate bonds (attach schedule)	1,569,301.	1,539,136.	1,655,865.
	11 Investments – land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)	49,987.	20,439.	20,439.	
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 instructions Also, see page 1, item I)	6,696,273.	6,318,477.	6,801,987.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe _____)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,696,273.	6,318,477.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	6,696,273.	6,318,477.	
	31 Total liabilities and net assets/fund balances (see the instructions)	6,696,273.	6,318,477.	

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	6,696,273.
2 Enter amount from Part I, line 27a	2	-317,510.
3 Other increases not included in line 2 (itemize) <u>See Statement 5</u>	3	1,425.
4 Add lines 1, 2, and 3	4	6,380,188.
5 Decreases not included in line 2 (itemize) <u>See Statement 6</u>	5	61,711.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,318,477.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 7				
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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-101,785.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	-101,785.

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 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 (column (b) divided by column (c))
2008	426,179.	6,134,329.	0.069474
2007	64,995.	5,831,788.	0.011145
2006	16,247.	355,799.	0.045663
2005	16,245.	302,899.	0.053632
2004	16,655.	292,006.	0.057036

2 Total of line 1, column (d)	2	0.236950
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	0.047390
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,672,062.
5 Multiply line 4 by line 3	5	316,189.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,362.
7 Add lines 5 and 6	7	317,551.
8 Enter qualifying distributions from Part XII, line 4	8	351,890.

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 the instructions)

1 a 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 instr.)			
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	1,362.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,362.
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	1,362.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	6,583.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,583.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,221.	
11 Enter the amount of line 10 to be credited to 2010 estimated tax	11	3,621.	
		1,600.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TN		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Merrill Lynch Office, Agent</u> Telephone no <u>615-750-1054</u> Located at <u>5121 Maryland Way Brentwood TN</u> ZIP + 4 <u>37027</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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)	3b	N/A
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

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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)? (see 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 instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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
H. Keith Johnson, M.D. 1315 Saxon Drive Nashville, TN 37215	Trustee 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see 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				

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,004,167.
b	Average of monthly cash balances	1b	759,635.
c	Fair market value of all other assets (see instructions)	1c	9,865.
d	Total (add lines 1a, b, and c)	1d	6,773,667.
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	6,773,667.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	101,605.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,672,062.
6	Minimum investment return. Enter 5% of line 5	6	333,603.

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	333,603.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,362.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,362.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	332,241.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	332,241.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	332,241.

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	351,890.
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	
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	351,890.
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 instructions)	5	1,362.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	350,528.

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				332,241.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			107,572.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 351,890.				
a Applied to 2008, but not more than line 2a			107,572.	
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				244,318.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				87,923.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

(4) Gross investment income

[illegible]

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 attached listing See attached listing ,	Not affiliate	exempt	Further the grantee's purpose	328,000.
Total				3a 328,000.
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	171,998.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-101,785.	
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)				70,213.	
13	Total. Add line 12, columns (b), (d), and (e)				13	70,213.

(See worksheet in the instructions for line 13 to verify calculations.)

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

[illegible]

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Client 09J9110

Keith & Nancy Johnson Family Foundation
c/o L. Thompson, Merrill Lynch Agent

62-6369110

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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting prep fees	\$ 2,500.	\$ 1,500.		\$ 1,000.
Total	<u>\$ 2,500.</u>	<u>\$ 1,500.</u>		<u>\$ 1,000.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment advisor fees - BONY	\$ 20,314.	\$ 12,188.		\$ 8,126.
Investment advisor fees - ML 04005	150.	90.		60.
Investment advisor fees - ML 04100	5,622.	3,373.		2,249.
Investment advisor fees - ML 04101	8,041.	4,825.		3,216.
Investment advisor fees - ML 04102	7,746.	4,648.		3,098.
Investment advisor fees - ML 04103	8,034.	4,820.		3,214.
Investment advisor fees - ML 70213	6,952.	4,171.		2,781.
Total	<u>\$ 56,859.</u>	<u>\$ 34,115.</u>		<u>\$ 22,744.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes - BONY	\$ 27.	\$ 16.		\$ 11.
Foreign taxes - ML	277.	166.		111.
Total	<u>\$ 304.</u>	<u>\$ 182.</u>		<u>\$ 122.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fees - Meriril Lynch	\$ 60.	\$ 36.		\$ 24.
Total	<u>\$ 60.</u>	<u>\$ 36.</u>		<u>\$ 24.</u>

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Federal Statements

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Keith & Nancy Johnson Family Foundation
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Statement 5
Form 990-PF, Part III, Line 3
Other Increases

Non-taxable principle payments

Total	\$	1,425.
	\$	<u>1,425.</u>

Statement 6
Form 990-PF, Part III, Line 5
Other Decreases

Non-taxable cost adjustments

Total	\$	61,711.
	\$	<u>61,711.</u>

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Various Bank of New York acct	Purchased	Various	Various
2	Various ML 60F-70213	Purchased	Various	Various
3	Various ML 60F-04100	Purchased	Various	Various
4	Various ML 60F-04101	Purchased	Various	Various
5	Various ML 60F-04102	Purchased	Various	Various
6	Various ML 60F-04103	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	1029361.		1247741.	-218,380.				\$-218,380.
2	394,205.		408,851.	-14,646.				-14,646.
3	218,919.		216,795.	2,124.				2,124.
4	596,451.		533,087.	63,364.				63,364.
5	485,981.		447,011.	38,970.				38,970.
6	439,528.		412,745.	26,783.				26,783.
							Total	<u>\$-101,785.</u>

2009

Federal Supporting Detail

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Other Income Producing Activities
Dividends/interest from securities.

Merrill Lynch 60F-04100	\$	47,618.
Merrill Lynch 60F-04101		6,891.
Merill Lynch 60F-04102		5,518.
Merill Lynch 60F-04103		8,825.
Merill Lynch 60F-04005		438.
Merill Lynch 60F-70213		31,919.
Bank of NY		70,789.
Total	\$	<u>171,998.</u>

Balance Sheet
Savings and temporary cash investments

Cash equivalents		\$ 414,533.
Total	\$	<u>414,533.</u>

Balance Sheet
Corporate stock (Form 990-PF)[O]

Securities - publicly held ML & BONY		\$ 4,344,369.
Total	\$	<u>4,344,369.</u>

Balance Sheet
Other (Form 990-PF)[O]

Real estate investment trusts - BONY	\$	0.
Accrued interest		20,439.
Total	\$	<u>20,439.</u>

Balance Sheet
Capital stock, trust principal, or current funds

Capital stock, trust principal, or current funds		\$ 6,318,477.
Total	\$	<u>6,318,477.</u>

FMV of Assets (990-PF)
Savings and temporary cash investments

Cash equivalents - ML & BONY		\$ 414,533.
Total	\$	<u>414,533.</u>

2009**Federal Supporting Detail****Page 2**

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FMV of Assets (990-PF)
Corporate stock [O]

Securities - publicly held ML & BONY

Total	\$	4,711,150.
	\$	<u>4,711,150.</u>

FMV of Assets (990-PF)
Corporate bonds [O]

Fixed Income - ML & BONY

Total	\$	1,655,865.
	\$	<u>1,655,865.</u>

FMV of Assets (990-PF)
Other [O]Real estate investment trusts - BONY
Accrued interest

	\$	0.
		20,439.
Total	\$	<u>20,439.</u>

Description		
Check		
10/1/2010 ADIRONDACK ARCHITECTURAL HERIT 213	5,000 00	
Check		
5/3/2010 AMHERST COLLEGE ANNUAL FUND 187	2,000 00	
Check		
9/28/2010 ARTS COUNCIL FOR THE NORTHERN 204	5,000 00	
Check		
2/2/2010 BEMENT SCH 175	5,000 00	
Check		
2/12/2010 BENTLEY UNIV 182	5,000 00	
Check		
9/28/2010 BENTLEY UNIV 193	5,000 00	
Check		
5/24/2010 CENTERS FOR NEW AMERICANS 188	2,000 00	
Check		
9/30/2010 COLLEGE OF ST ROSE 190	5,000 00	
Check		
9/27/2010 DIALYSIS CLINIC INC 219	105,000 00	
Check		
9/30/2010 DOCTORS WITHOUT BORDERS 212	5,000 00	
Check		
10/4/2010 ELEMENTARY SCHOOL 201	5,000 00	
Check		
10/1/2010 FRANKLIN ROAD ACADEMY 207	20,000 00	
Check		
3/17/2010 GEORGETOWN UNIV 181	5,000 00	
Check		
10/7/2010 GEORGETOWN UNIV 196	5,000 00	
Check		
10/1/2010 GREEN MOUNTAIN VALLEY SCHOOL 202	5,000 00	
Check		
9/24/2010 HABITAT FOR HUMANITY 198	5,000 00	
Check		
9/29/2010 LAKE CHAMPLAIN COMMITTEE 203	5,000 00	
Check		
2/9/2010 LE MOYNE COLLEGE 177	5,000 00	
Check		
9/28/2010 LE MOYNE COLLEGE 192	5,000 00	
Check		
11/23/2010 MCMURRAY MIDDLE SCHOOL 220	15,000 00	
Check		
4/5/2010 METRO MUSEUM OF ART 183	1,000 00	
Check		
9/30/2010 METROPOLITON MUSEUM OF ART 211	1,000 00	
Check		
10/8/2010 MS SOC MID TN CHAPTER 217	5,000 00	
Check		
4/7/2010 MT HOLYOKE COLLEGE 184	5,000 00	
Check		
10/4/2010 NASHVILLE SYMPHONY 210	5,000 00	
Check		
10/12/2010 NATURE CONSERVANCY ADIRONDACK 215	2,000 00	
Check		
4/5/2010 NHMA 185	1,000 00	
Check		
9/28/2010 OAK VIEW ELEMENTARY SCHOOL 205	10,000 00	
Check		
5/5/2010 PCS DCCC 186	5,000 00	
Check		
9/30/2010 PENCIL FDN 199	5,000 00	
Check		
9/29/2010 SECOND PRESBY CH 216	10,000 00	
Check		
10/14/2010 STATE UNIV OF NEW YORK AT FARM 191	5,000 00	
Check		
2/12/2010 STATE UNIV OF NEW YORK AT STON 178	5,000 00	
Check		
2/18/2010 STATE UNIV OF NEW YORK OF PLAT 179	5,000 00	
Check		
10/4/2010 STATE UNIV OF NY AT PLATTSBURG 195	5,000 00	
Check		
9/27/2010 STATE UNIV OF NY OF BROOK 197	5,000 00	
Check		
10/7/2010 STATE UNIVERSAL OF NEW YORK AT 194	5,000 00	
Check		
2/12/2010 STATE UNIVERSITY OF NEW YORK A 180	5,000 00	
Check		
10/4/2010 STATE UNIVERSITY OF NEW YORK A 189	5,000 00	
Check		
9/29/2010 THE ADIRONDACK COUNCIL 209	1,000 00	
Check		
9/30/2010 THE WILD CENTER 208/174	6,000 00	
Check		
9/30/2010 TN NATURE CONSERVANCY 200	5,000 00	
Check		
10/5/2010 TRUSTEES OF TUFTS UNIV 214	5,000 00	
Check		
9/28/2010 YMCA ABC PROGRAM 218	2,000 00	
	328,000 00	

Keith & Nancy Johnson Foundation
FORM 990-PF RETURN OF PRIVATE FOUNDATION
Fiscal year ended September 30, 2010

Part X Lines 1a,1b,and 1c
MINIMUM INVESTMENT RETURN
AVERAGE PORTFOLIO BALANCE

	CASH BALANCES				OTHER ASSETS
	SECURITIES	BEGINNING	ENDING	AVG CASH	
Oct-09	5,785,140	3,224,698	527,344	1,876,021	10,414
Nov-09	5,941,456	527,344	629,874	578,609	10,841
Dec-09	6,062,619	629,874	569,919	599,897	11,089
Jan-10	5,782,830	569,919	719,173	644,546	10,728
Feb-10	5,903,912	719,173	697,076	708,125	11,101
Mar-10	6,246,944	697,076	593,248	645,162	10,179
Apr-10	6,282,604	593,248	644,590	618,919	11,353
May-10	5,945,271	644,590	692,085	668,338	10,273
Jun-10	5,703,395	692,085	790,430	741,258	10,367
Jul-10	6,079,925	790,430	682,605	736,518	11,331
Aug-10	5,938,983	682,605	749,666	716,136	10,038
Sep-10	6,376,922	749,666	414,533	582,100	10,532
<hr/>					
Average amounts	\$ 6,004,167			\$ 759,635	9,865
<hr/>					
Total Assets	\$ 6,801,987				