EXTENSION ATTACHED

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
2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation
THE WILLARD T.C. JOHNSON FOUNDATION, INC.

A Employer identification number
13-2993310

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O ROBERT W. JOHNSON IV
THE JOHNSON CO., INC. 610 FIFTH AVE, 2ND FL.

B Telephone number (see page 10 of the instructions)
( ) -

City or town, state, and ZIP code
NEW YORK, NY 10020

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) ▶ $ 51,795,576.

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

SCANNED NOV 22 2011

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))

	Line	Description	(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)	0.			
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	129,367.	129,367.	0.	ATCH 1
	4	Dividends and interest from securities	775,060.	775,060.	0.	ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	57,363.			
	b	Gross sales price for all assets on line 6a 955,563.				
	7	Capital gain net income (from Part IV, line 2)		57,363.		
	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)				
	12	**Total.** Add lines 1 through 11	961,790.	961,790.	0.	
Operating and 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) ATCH 3	1,519.	1,519.	0.	0.
	b	Accounting fees (attach schedule) ATCH 4	34,875.	17,438.	0.	17,437.
	c	Other professional fees (attach schedule) *	91,593.	91,593.	0.	0.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	6,734.	4,234.	0.	0.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	9,828.	8,328.	0.	1,500.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	144,549.	123,112.	0.	18,937.
	25	Contributions, gifts, grants paid	2,492,063.			2,492,063.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,636,612.	123,112.	0.	2,511,000.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,674,822.			
	b	**Net investment income** (if negative, enter -0-)		838,678.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

RECEIVED
775 NOV 18 2011 IRS-OSC
OGDEN, UT

For Paperwork Reduction Act Notice, see page 30 of the instructions. *ATCH 5 ** ATCH 6 Form **990-PF** (2010)

4

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

	Line	Description	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	85,177.	16,688,179.	16,688,179.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 0.			
		Less allowance for doubtful accounts ▶	0.	0.	0.
	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 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	23,593,561.	3,547,259.	3,551,164.
	b	Investments - corporate stock (attach schedule)	14,759,650.	16,478,646.	27,954,763.
	c	Investments - corporate bonds (attach schedule)	956,976.	900,472.	959,556.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	2,466,239.	2,546,953.	2,641,597.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 8)	254.	317.	317.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	41,861,857.	40,161,826.	51,795,576.
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 ▶ ATCH 9)	0.	856.	
	23	**Total liabilities** (add lines 17 through 22)	0.	856.	
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	41,861,857.	40,160,970.	
	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)	41,861,857.	40,160,970.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	41,861,857.	40,161,826.	

Part III Analysis of Changes in Net Assets or Fund Balances

Line	Description		Amount
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	41,861,857.
2	Enter amount from Part I, line 27a	2	-1,674,822.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	40,187,035.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	26,065.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	40,160,970.

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 SCHEDULE			
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** 57,363.

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))
2009	2,738,454.	50,499,551.	0.054227
2008	3,596,014.	56,117,540.	0.064080
2007	2,951,421.	64,122,978.	0.046028
2006	2,707,825.	64,444,630.	0.042018
2005	2,791,235.	62,272,455.	0.044823

2	**Total** of line 1, column (d)	2	0.251176
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	0.050235
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	51,088,183.
5	Multiply line 4 by line 3	5	2,566,415.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,387.
7	Add lines 5 and 6	7	2,574,802.
8	Enter qualifying distributions from Part XII, line 4	8	2,511,000.

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 ▶ ☐ and enter 1% of Part I, line 27b		1	16,774.
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	16,774.
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	16,774.
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 6,190.		
b	Exempt foreign organizations-tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 15,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	21,190.
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	4,416.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 4,416. **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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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) ▶ NY,			
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 2010 or the taxable year beginning in 2010 (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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ EISNERAMPER LLP Telephone no ▶ 212-891-4087

Located at ▶ 750 THIRD AVENUE NEW YORK, NY ZIP + 4 ▶ 10017

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

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 of the instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	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**		X
	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
ATTACHMENT 11		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				

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

JSA
0E1460 1 000

58451J L161 10/19/2011 11:06:21 AM V 10-8.1 303046

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		
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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 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	43,479,212.
b	Average of monthly cash balances	1b	8,386,678.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	286.
d	**Total** (add lines 1a, b, and c)	1d	51,866,176.
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	0.
3	Subtract line 2 from line 1d	3	51,866,176.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	777,993.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	51,088,183.
6	**Minimum investment return.** Enter 5% of line 5	6	2,554,409.

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	2,554,409.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	16,774.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,774.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,537,635.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,537,635.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,537,635.

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	2,511,000.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,511,000.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,511,000.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,537,635.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			2,491,902.	
b Total for prior years 20 08 ,20 07 ,20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 2,511,000.				
a Applied to 2009, but not more than line 2a			2,491,902.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				19,098.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 *(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				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				2,518,537.
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010 0.				

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 2010, 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) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(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))

N/A

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 ▶ ☐ 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

ATTACHMENT 12

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

NO SPECIFIC FORMAT

c Any submission deadlines

NO SPECIFIC DEADLINE

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

ATTACHMENT 13

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*				
ATTACHMENT 14				
Total ▶ 3a				2,492,063.
b *Approved for future payment*				
Total ▶ 3b				

JSA
0E1491 1 000
58451J L161 10/19/2011 11:06:21 AM V 10-8.1 303046

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 page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	129,367.	
4 Dividends and interest from securities			14	775,060.	
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			18	57,363.	
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				961,790.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 961,790.

(See worksheet in line 13 instructions on page 29 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)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 11/15/11 | Title VICE PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TIMOTHY P. SPEISS, C.P.A. 300-66-6273		11/10/2011		P00844655

Firm's name ▶ EISNERAMPER LLP | Firm's EIN ▶

Firm's address ▶ 750 THIRD AVENUE NEW YORK, NY 10017-2703 | Phone no. 212-891-4087

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 CAPITAL GAIN DISTRIBUTIONS					884.	
		SEE ATTACHED SCHEDULE (BANK OF NEW YORK) PROPERTY TYPE: SECURITIES				P	VAR	VAR 2010
235,300.		231,159.					4,141.	
		SEE ATTACHED SCHEDULE (BANK OF NEW YORK) PROPERTY TYPE: SECURITIES				P	VARIOUS	VAR 2010
471,181.		463,716.					7,465.	
		10,000 SH SAFEWAY INC COM NEW PROPERTY TYPE: SECURITIES				P	10/06/2009	03/02/2010
248,023.		203,325.					44,698.	
		LITIGAION PROCEEDS- CLASS A MERRILL LYNC PROPERTY TYPE: SECURITIES				P	VARIUOS	12/10/10
175.		0.					175.	
TOTAL GAIN (LOSS)							57,363.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON CORP BONDS	50,579.	50,579.	0.
INTEREST INCOME - CHECKING & OTHER	20,967.	20,967.	0.
INTEREST INCOME - US GOVT	49,441.	49,441.	0.
INTEREST INCOME - FOREIGN	7,565.	7,565.	0.
ACCRUED INTEREST	-317.	-317.	0.
OID	68.	68.	0.
OID ON TREASURY OBLIGATION	1,064.	1,064.	0.
TOTAL	129,367.	129,367.	0.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDEND INCOME		775,060.	775,060.	0.
	TOTAL	775,060.	775,060.	0.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	1,519.	1,519.	0.	0.
TOTALS	1,519.	1,519.	0.	0.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	34,875.	17,438.	0.	17,437.
TOTALS	34,875.	17,438.	0.	17,437.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	91,593.	91,593.	0.	0.
TOTALS	91,593.	91,593.	0.	0.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	4,234.	4,234.	0.	0.
EXCISE TAX	2,500.	0.	0.	0.
TOTALS	6,734.	4,234.	0.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CUSTODY FEES	8,288.	8,288.	0.	0.
NY FILING FEE	1,500.	0.	0.	1,500.
SERVICE CHARGE	40.	40.	0.	0.
TOTALS	9,828.	8,328.	0.	1,500.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED INTEREST	317.	317.
TOTALS	317.	317.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
DUE TO BROKER		856.
	TOTALS	856.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
BOOK TO TAX DIFFERENCES	26,065.
TOTAL	26,065.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BETTY W. JOHNSON C/O ROBERT W. JOHNSON IV THE JOHNSON CO., INC. 610 FIFTH AVE NEW YORK, NY 10020	CHAIRMAN/DIR 3.00	0.	0.	0.
ROBERT W. JOHNSON IV C/O ROBERT W. JOHNSON IV THE JOHNSON CO., INC. 610 FIFTH AVE NEW YORK, NY 10020	PRES/DIR 4.00	0.	0.	0.
CHRISTOPHER W. JOHNSON C/O ROBERT W. JOHNSON IV THE JOHNSON CO., INC. 610 FIFTH AVE NEW YORK, NY 10020	DIR.,VP,SEC.,TREAS. 2.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ROBERT W. JOHNSON IV
C/O THE JOHNSON COMPANY, INC.

610 FIFTH AVENUE, SECOND FLOOR

NEW YORK, NY 10020

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

NO RESTRICTIONS EXCEPT THAT THE ORGANIZATIONS MUST BE LISTED UNDER SEC 501(C)(3) OF THE INTERNAL REVENUE CODE.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALLIANCE FOR LUPUS RESEARCH, INC 28 WEST 44TH STREET, SUITE 501 NEW YORK, NY 10036	NONE 501(C)(3)	GENERAL SUPPORT	18,000
MIDDLESEX COUNTY COLLEGE FOUNDATION, INC 2600 WOODBRIDGE AVENUE EDISON, NJ 08818	NONE 501(C)(3)	GENERAL SUPPORT	414,063
THE NEWARK MUSEUM ASSOCIATION 49 WASHINGTON STREET NEWARK, NJ 07102	NONE 501(C)(3)	GENERAL SUPPORT	2,000,000
PRINCETON-BLAIRSTOWN CENTER 350 ALEXANDER STREET PRINCETON, NJ 08540	NONE	GENERAL SUPPORT	60,000
		TOTAL CONTRIBUTIONS PAID	2,492,063

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: THE WILLARD T.C. JOHNSON FOUNDATION, INC.

Employer identification number: 13-2993310

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	**1b**	48,839.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	**2**	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	**3**	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	**4**	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	**5**	48,839.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	**6b**	7,640.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	**7**	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	**8**	
9 Capital gain distributions	**9**	884.
10 Gain from Form 4797, Part I	**10**	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	**11**	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	**12**	8,524.

Part III Summary of Parts I and II **Caution:** *Read the instructions* ***before*** *completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			48,839.
14 Net long-term gain or (loss):				
a Total for year	14a			8,524.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			57,363.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 ... 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20 Add lines 18 and 19	20			
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise enter -0- ▶	21			
22 Subtract line 21 from line 20 If zero or less, enter -0-		22		
23 Subtract line 22 from line 17 If zero or less, enter -0-		23		
24 Enter the **smaller** of the amount on line 17 or $2,300		24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23		25		
26 Subtract line 25 from line 24		26		
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22		27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29 Subtract line 28 from line 27		29		
30 Multiply line 29 by 15% (15)				30
31 Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31
32 Add lines 30 and 31				32
33 Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust	Employer identification number
THE WILLARD T.C. JOHNSON FOUNDATION, INC.	13-2993310

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHED SCHEDULE (BANK OF NEW YORK)	VAR	VAR 2010	235,300.	231,159.	4,141.
10,000 SH SAFEWAY INC COM NEW	10/06/2009	03/02/2010	248,023.	203,325.	44,698.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 48,839.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2010**

JSA
0F1221 1 000

58451J L161 10/19/2011 11:06:21 AM V 10-8.1 303046

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHED SCHEDULE (BANK OF NEW YORK)	VARIOUS	VAR 2010	471,181.	463,716.	7,465.
LITIGAION PROCEEDS- CLASS A MERRILL LYNCH & CO	VARIUOS	12/10/10	175.	0.	175.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 7,640.

Jonathan

7 WTCJ FDTN - THE BANK OF NEW YORK
INVESTMENT COUNSEL ACCOUNT

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
	BONDS AND NOTES CORP				
AXP2.75/15	American Express Credit Co 2015/9/15 2.75%	10,000.00	9,941.60	98.3690	9,836.90
AMGN5.7/19	Amgen Inc. 2019/02/01 5.70%	10,000.00	9,977.70	113.6900	11,369.00
AZN5.9/17	AstraZeneca PLC 2017/09/15 5.90%	20,000.00	19,117.10	115.8030	23,160.60
AT5.8/19	AT&T Inc. 2019/02/15 5.80%	15,000.00	16,255.95	112.5580	16,883.70
BAC3.7/15	BANK OF AMERICA CORP 2020/5/15 3.7%	20,000.00	19,975.20	99.1370	19,827.40
BCS5.0/16	Barclays Bank PLC 2006/09/22 5.00%	25,000.00	24,967.75	105.8200	26,455.00
CAT6.125/14	Caterpillar Financial Services 2014/02/17 6.125%	10,000.00	9,904.37	112.4240	11,242.40
CSCO5.5/16	Cisco System Inc. 2016/02/22 5.50%	25,000.00	23,634.03	114.1110	28,527.75
C5.0/14	Citigroup Inc. 2014/09/14 5.00%	25,000.00	23,237.55	103.4480	25,862.00
C5.85/15	Comcast Corp. New 2015/11/15 5.85%	23,000.00	22,998.16	112.4080	25,853.84
ED4.875/13	Consolidated Edison Co. NY Inc. 2013/02/01 4.875%	29,000.00	28,716.91	107.0830	31,054.07
CRHA5.3/13	Crh America Inc. 2013/10/15 5.30%	15,000.00	12,495.71	107.3090	16,096.35
DCX4.98/11	DaimlerChrusler 2011/11/08 4.98%	892.86	892.66	100.0830	893.60

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
	BONDS AND NOTES				
	CORP				
DE7.0/12	Deere John Cap Corp 2012/03/15 7.00%	25,000.00	27,012.75	107.3350	26,833.75
DF5.5/13	Diageo Finance Co. 2013/04/01 5.50%	15,000.00	14,856.30	109.1540	16,373.10
GD5.25/14	General Dynamics Corp. 2014/02/01 5.25%	10,000.00	9,952.80	110.1110	11,011.10
GE6.0/12	General Electric Cap Corp. M/T/N 2012/06/15 6.00%	15,000.00	15,527.25	106.9010	16,035.15
GLX5.65/18	GlaxoSmithKline Cap Corp 2018/05/15 5.65%	15,000.00	14,121.67	114.3430	17,151.45
GSG4.75/13	Goldman Sachs 2013/07/15 4.75%	40,000.00	41,944.00	106.5270	42,610.80
HHF6.375/12	Household Finance Co. 2012/11/27 6.375%	10,000.00	9,922.20	108.4170	10,841.70
HSBC5.0/15	HSBC Finance Corp 2015/06/30 5.0%	15,000.00	16,373.40	106.2200	15,933.00
ILLST4.421/15	Illinois ST 2015/01/01 4.421%	15,000.00	15,000.00	100.8790	15,131.85
IBM7.5/13	Int'l Business Machine Corp. Deb 2013/06/15 7.50%	34,000.00	40,590.56	114.9650	39,088.10
INTU5.4/12	Intuit Sr Note 2012/03/15 5.40%	20,000.00	20,051.60	104.7230	20,944.60
JCI5.5/16	Johnson Controls Inc 2016/01/15 5.5% 5.5%	15,000.00	16,225.80	109.3550	16,403.25
JPM5.375/14	JP Morgan Chased & Co 2014/09/15 5.125%	10,000.00	11,015.90	106.4070	10,640.70

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
	BONDS AND NOTES CORP				
KFI4.125/16	KRAFT FOODS INC 2016/2/9 4.125%	20,000.00	19,931.60	104.9720	20,994.40
LLY5.2/17	Lilly Eli & Co. 2017/03/15 5.20%	30,000.00	29,979.00	110.8440	33,253.20
MCD5.8/17	McDonalds Corp. M/T/N 2007/10/15 5.80%	15,000.00	15,368.85	115.5440	17,331.60
MET6.75/16	Metlife Inc. 2016/06/01 6.75%	15,000.00	14,999.95	115.9960	17,399.40
MS4.69/41	Morgan Stanley Cap Inc. 2041/06/13 4.69%	17,000.56	17,072.87	99.9440	16,991.04
MSG4.75/14	Morgan Stanley Global Sub Notes 2014/04/01 4.75%	15,000.00	13,844.48	102.4030	15,360.45
NWS5.3/14	News America Inc. 2014/12/15 5.30%	20,000.00	19,622.72	110.5030	22,100.60
BYSE4.80/13	NYSE Euronext 2013/06/28 4.80%	15,000.00	14,963.85	107.3340	16,100.10
OXY4.125/16	Occidental Petroleum Co. 2016/06/01 4.125%	10,000.00	9,929.20	107.8570	10,785.70
O5.75/18	Oracle Corp. 2018/04/15 5.75%	20,000.00	20,105.40	114.3950	22,879.00
PFE6.2/19	Pfizer Inc. 2019/03/15 6.20%	15,000.00	14,984.85	117.1360	17,570.40
PEF4.375/19	Private Export Funding Corp. 2019/03/15 4.375%	50,000.00	49,898.37	106.6650	53,332.50

7 WTCJ FDTN - THE BANK OF NEW YORK
INVESTMENT COUNSEL ACCOUNT

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
	BONDS AND NOTES CORP				
PE6.85/12	Progress Energy Inc. 2012/04/15 6.85%	15,000.00	15,897.75	107.1170	16,067.55
PF4.75/15	Prudential Financial Inc. 2015/09/17 4.75%	10,000.00	9,976.70	105.7980	10,579.80
RBN2.125/15	Rabobank Nederland 2015/10/13 2.125%	15,000.00	14,963.25	96.7100	14,506.50
RW6.375/14	Rogers Wireless Inc. 2014/03/01 6.375%	20,000.00	21,090.40	112.3600	22,472.00
RBS4.875/15	Royal Bank of Scotla 2015/03/16 4.875%	15,000.00	14,991.85	102.2920	15,343.80
TDAM4.15/14	TD Ameritrade Hldg Co. 2014/12/2014 4.15%	10,000.00	9,979.80	103.4090	10,340.90
TLF4.949/15	Telefonica Emisiones 2015/01/15 4.949%	15,000.00	15,413.20	103.5680	15,535.20
TL4.125/21	Time Warner Cable Inc 2021/02/15 4.125%	20,000.00	19,873.80	95.1550	19,031.00
UTX6.125/19	United Technologies Corp. 2019/02/01 6.125%	5,000.00	4,991.90	116.9400	5,847.00
VZ5.5/18	Verizon Communications 2018/02/15 5.50%	25,000.00	26,501.25	109.8940	27,473.50
WB5.25/14	Wachovia Corporation 2014/08/01 5.25%	15,000.00	16,246.50	106.6490	15,997.35
WMT4.55/13	Wal-Mart Strores Inc. 2003/05/01 4.55%	15,000.00	15,135.90	108.0140	16,202.10
	CORP		900,472.36		959,556.25
	BONDS AND NOTES GOVT				
USTN3.125/19	US TREASURTY NOTE 2019/5/15 3.125%	20,000.00	21,163.36	101.0550	20,211.00

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
	BONDS AND NOTES GOVT				
USTN1.0/12	US Treasury Note 2012/04/30 1.0%	40,000.00	40,426.56	100.8090	40,323.60
USTN.75/13	US Treasury Note 2013/12/15 0.75%	5,000.00	4,965.06	99.2890	4,964.45
USTN0.75/13	US Treasury Note 2013/8/15 0.75%	10,000.00	10,000.42	99.7970	9,979.70
UST0.75/13	US Treasury Note 2013/9/15 0.75%	30,000.00	30,024.71	99.6800	29,904.00
USTN1.75/15	US Treasury Note 2015/7/31	5,000.00	5,019.53	99.6800	4,984.00
USTN2.375/17	US Treasury Note 2017/07/31 2.375%	10,000.00	10,337.50	98.6880	9,868.80
USTN2.625/20	US Treasury Note 2020/08/15 2.625%	35,000.00	35,255.80	94.8050	33,181.75
UTN2.625/20	US Treasury Note 2020/11/15 2.625%	10,000.00	9,894.96	94.3280	9,432.80
	GOVT		167,087.90		162,850.10
	BONDS AND NOTES MUNI				
CA5.45/15	California State 2015/04/01 5.45%	15,000.00	15,092.70	105.5690	15,835.35
CA5.95/16	California State 2016/04/01 5.95%	10,000.00	10,050.60	105.7950	10,579.50
NS5.125/17	Nova Scotia Prov CDA 2017/01/26 5.125%	20,000.00	21,269.40	111.3390	22,267.80
ONT4.0/19	Province of Ontario 2019/10/07 4.00%	20,000.00	19,965.60	102.7270	20,545.40

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
	BONDS AND NOTES				
	MUNI				
UNCA1.988/50	University Calif Rev 2050/05/15 1.988%	10,000.00	10,000.00	99.2650	9,926.50
	MUNI		76,378.30		79,154.55
	BONDS AND NOTES		1,143,938.56		1,201,560.90
	U.S. OBLIGATIONS				
	CORP				
FHLB2.05/12	Federal Home Loan Bank 2012/08/10 2.05%	25,000.00	25,348.75	100.9390	25,234.75
FHL1.5/13	Federal Home Loan Banks 2013/7/12 1.5%	25,000.00	25,012.75	100.3610	25,090.25
FHL1.875/13	Federal Home Loan Mtg Co 2013/03/08 1.875%	5,000.00	5,003.35	100.2560	5,012.80
TWI3.15/15	Time Warner Inc 2015/07/15 3.15%	15,000.00	15,047.95	101.6020	15,240.30
USTN3.5/20	US Tearsury Notes 2020/5/15 3.5%	35,000.00	36,635.29	102.4380	35,853.30
USTN2.375/14	US Treasury Note 2014/8/31	5,000.00	5,075.41	103.5940	5,179.70
USTN1.5/12	US Treasury Notes 2012/07/15 1.5%	5,000.00	5,043.77	101.6600	5,083.00
UTN2.375/14	US Treasury Notes 2014/9/30 2.375%	5,000.00	5,202.75	103.5780	5,178.90
USTN3.625/20	Us Treasury Notes 2020/02/15	25,000.00	25,181.74	103.7810	25,945.25
USTX.5/15	US Tsy Infl INDX2015/4/15	25,229.50	25,362.84	102.2190	25,789.34
WST3.54/17	Washington St 2017/8/1 3.54%	10,000.00	10,000.00	100.2310	10,023.10
	CORP		182,914.60		183,630.69

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
	U.S. OBLIGATIONS GOVT				
FAM2.1/12	Federal Agricultural Mtg Corp. 2012/08/10 2.10%	15,000.00	15,000.00	102.6030	15,390.45
FFC2.125/12	Federal Farm Credit 2012/06/18 2.125%	30,000.00	29,928.00	102.2940	30,688.20
FFC2.25/12	Federal Farm Credit Bank 2012/04/24 2.25%	45,000.00	44,999.10	102.2590	46,016.55
FHL4.25/13	Federal Home Loan Banks 2013/06/14 4.25%	40,000.00	40,076.00	108.0390	43,215.60
FHL3.625/13	Federal Home Loan Banks 2013/10/18 3.625%	20,000.00	19,943.10	106.7810	21,356.20
FHL2.0/12	Federal Home Loan Mtg Corp. 2012/04/27 2.00%	25,000.00	24,962.50	100.4640	25,116.00
FNM5.25/12	Federal Nat'l Mtg Assn 2012/08/01 5.25%	57,000.00	58,259.67	106.8300	60,893.10
FMA4.375/13	Federal Nat'l Mtg Assn 2013/7/17 4.375%	35,000.00	37,885.75	108.3560	37,924.60
FNM3.0/14	Federal Nat'l Mtg Assn 2014/09/16 3.00%	25,000.00	24,932.50	105.3290	26,332.25
TSY1.375/18	TSY Infl Index Notes 2018/07/15 1.375%	20,284.00	20,039.01	105.3830	21,375.89
TSY0.625/13	TSY Infl IX N/B 2013/04/15 0.625%	15,520.65	14,803.82	103.0230	15,989.84
TSY2.375/17	TSY Infl IX Notes 2017/01/15 2.375%	43,379.60	48,290.87	111.4380	48,341.36

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
	U.S. OBLIGATIONS GOVT				
UM5.625/17	United Mexican Sts 2017/01/15 5.625%	6,000.00	5,958.00	110.6000	6,636.00
UST1.125/12	US Treasury 2012/12/15 1.125%	5,000.00	4,973.21	101.0270	5,051.35
USTN4.25/11	US Treasury Notes 2011/01/15 4.25%	90,000.00	94,275.50	100.1250	90,112.50
UTN4.625/11	US Treasury Notes 2011/08/31 4.625%	160,000.00	165,484.31	102.8670	164,587.19
USTN1.0/11	US Treasury Notes 2011/12/31 1.0%	5,000.00	5,007.44	100.6520	5,032.60
UTN4.625/12	US Treasury Notes 2012/02/29 4.625%	145,000.00	157,094.22	104.8940	152,096.30
USTN4.0/12	US Treasury Notes 2012/11/15 4.00%	155,000.00	166,896.60	106.4610	165,014.55
USTN4.875/12	US TREASURY NOTES 2012/6/30 4.875%	5,000.00	5,448.65	106.6050	5,330.25
USTN4.25/13	US Treasury Notes 2013/08/15 4.25%	60,000.00	64,848.81	108.8750	65,325.00
UTN4.25/13	US Treasury Notes 2013/11/15 4.25%	65,000.00	70,940.45	109.4140	71,119.10
USTN4.50/15	US Treasury Notes 2015/11/15 4.50%	25,000.00	27,489.35	111.9610	27,990.25
UTN5.125/16	US Treasury Notes 2016/05/15 5.125%	50,000.00	56,858.01	115.2110	57,605.50
UTN4.875/16	US Treasury Notes 2016/08/15 4.875%	10,000.00	10,892.62	113.9770	11,397.70

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
	U.S. OBLIGATIONS				
	GOVT				
	GOVT		1,215,287.49		1,219,938.33
	U.S. OBLIGATIONS		1,398,202.09		1,403,569.02
	MUTUAL FUNDS				
	CORP				
AIM	AIM Short Term Treasury Instit Fund	186,360.27	186,360.27	COST	186,360.27
	CORP		186,360.27		186,360.27
	MUTUAL FUNDS		186,360.27		186,360.27
	TOTAL MARKETABLE SECURITIES		2,728,500.92		2,791,490.19
	GRAND TOTAL		2,728,500.92		2,791,490.19

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
		MUTUAL FUNDS CORP			
CRA4	CRA4 Fund	569,194.42	569,194.42	1.0000	569,194.42
	CORP		569,194.42		569,194.42
	MUTUAL FUNDS		569,194.42		569,194.42
	TOTAL MARKETABLE SECURITIES		569,194.42		569,194.42
	GRAND TOTAL		569,194.42		569,194.42

Jonathan

Client: 62 Report Date: 05-10-2011 Time: 12:33:18 Report # 10

7 WTCJ FDTN - MORGAN MGMT

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
	STOCKS				
	CORP				
JNJ	Johnson & Johnson Co.	136,800.00	267,757.50	61.8500	8,461,079.79
NU	Northeast Utilities	200.00	1,686.25	31.8800	6,376.00
	CORP		269,443.75		8,467,455.79
	STOCKS		269,443.75		8,467,455.79
	MUTUAL FUNDS				
	CORP				
CRA4	CRA4 Fund	316,972.09	316,972.09	1.0000	316,972.09
JPMCB	JPM Core Bond Select Shs Fund	46,292.32	493,802.71	11.4600	530,509.99
JPMSD	JPMorgan Short Duration Bond Fund	163,547.43	1,736,177.90	10.9700	1,794,115.35
	CORP		2,546,952.70		2,641,597.43
	MUTUAL FUNDS		2,546,952.70		2,641,597.43
	TOTAL MARKETABLE SECURITIES		2,816,396.45		11,109,053.22
	GRAND TOTAL		2,816,396.45		11,109,053.22

Client: 62 Report Date:
05-10-2011 Time: 12:33:18 Report # 10
7 WTCJ FDTN - MORGAN MGMT

INVESTMENT SUMMARY REPORT AS OF 12/31/10

STOCKS CORP	269,443.75		8,467,455.79
TOTAL STOCKS		269,443.75	8,467,455.79
MUTUAL FUNDS CORP	2,546,952.70		2,641,597.43
TOTAL MUTUAL FUNDS		2,546,952.70	2,641,597.43
TOTAL MARKETABLE SECURITIES		2,816,396.45	11,109,053.22
GRAND TOTAL		2,816,396.45	11,109,053.22

Jonathan

Client: 63 Report Date: 05-10-2011 Time: 12:19:55 Report # 10

7 WTCJ FDTN - SCUDDER
(NEUBERGER BERMAN)

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
		STOCKS			
	CORP				
ABT	Abbott Laboratories	14,100.00	684,324.59	47.9100	675,531.00
APD	Air Products & Chemicals, Inc.	6,000.00	278,763.89	90.9500	545,699.98
AXP	American Express Co.	13,600.00	414,381.02	42.9200	583,711.98
ATT	AT&T Inc.	16,960.00	518,903.80	29.3800	498,284.79
AVP	Avon Products Inc.	4,000.00	115,757.60	29.0600	116,240.00
BAC	Bank of America Corp.	5,000.00	111,778.00	~~13.4000~~ 13.34	~~67,000.00~~ 66,700
BKM	Bank of New York Mellon Corp.	10,471.00	399,842.58	30.2000	316,224.21
BDX	Becton, Dickinson & Co.	11,500.00	388,907.00	84.5200	971,979.96
BA	Boeing Co.	2,000.00	129,880.00	65.2600	130,520.00
BPAN	BP Plc ADR	3,000.00	166,906.20	44.1700	132,509.99
CHTX	Chevron Corp.	12,600.00	508,922.50	91.2500	1,149,750.00
CINT	Cintas Corp	10,650.00	448,581.25	27.9600	297,773.99
CSCO	Cisco Systems Inc.	28,000.00	590,241.50	20.2300	566,439.99
FNCT	Citigroup Inc.	36,901.00	392,522.08	4.7300	174,541.73
CMCSS	Comcast Corp. Cl A Spl	7,000.00	108,281.60	21.9700	153,790.00
COP	ConocoPhillips	4,000.00	194,530.40	68.1000	272,399.99
CVCM	CVS Caremark Corp.	20,040.00	598,196.40	34.7700	696,790.81
DO	Diamond Offshore Drilling Inc.	2,500.00	177,210.25	66.8700	167,175.01

Client: 63

Report Date: 05-10-2011 Time: 12:19:55 Report # 10

7 WTCJ FDTN - SCUDDER
(NEUBERGER BERMAN)

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
		STOCKS			
		CORP			
DIS	Disney (Walt) Company (The)	4,000.00	130,959.60	37.5100	150,039.99
EMR	Emerson Electric Co.	15,800.00	558,289.05	57.1700	903,285.97
EXM	Exxon Mobil Corp.	3,000.00	185,411.10	73.1200	219,360.01
GE	General Electric Co.	18,200.00	698,024.50	18.2900	332,878.02
GM	General Motors Corp.	3,000.00	106,859.40	36.8600	110,580.00
HAL	Halliburton Co.	3,000.00	95,010.00	40.8300	122,490.01
HWP	Hewlett-Packard Co.	3,000.00	121,079.40	42.1000	126,300.00
INTEL	Intel Corp.	12,700.00	255,449.38	21.0300	267,081.01
IBM	International Business Machines Corp.	6,000.00	601,464.96	146.7600	880,559.97
JNPR	Juniper Networks Inc.	13,500.00	244,790.10	36.9200	498,419.98
KLAT	KLA-Tencor Corp.	6,900.00	317,055.00	38.6400	266,616.00
LH	Laboratory Corp. of America Holdings	11,000.00	544,217.30	87.9200	967,119.98
MZ	Macy (R.H.) & Co., Inc.	6,000.00	99,475.80	25.3000	151,800.00
MBI	MBIA Inc.	8,100.00	403,027.65	11.9900	97,119.00
MSFT	Microsoft Corp.	20,000.00	688,783.91	27.9100	558,200.00
PFE	Pfizer, Inc.	6,000.00	101,816.40	17.5100	105,060.00
QCOM	QUALCOMM Inc.	3,000.00	116,430.00	49.4900	148,470.01
RD/NY	Royal Dutch Shell PLC	11,200.00	552,883.52	66.7800	747,935.99

Client: 63

Report Date: 05-10-2011 Time: 12:19:55 Report # 10

7 WTCJ FDTN - SCUDDER

(NEUBERGER BERMAN)

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES		SHARES	TAX BASIS	PRICE	VALUE
		STOCKS			
		CORP			
SWY	Safeway Inc.	6,000.00	124,800.00	22.4900	134,940.00
SGAT	Seagate Technology	4,000.00	61,359.60	15.0300	60,120.00
LUV	Southwest Airlines Inc.	33,000.00	509,737.80	12.9800	428,339.98
STTC	State Street Corp.	5,100.00	211,664.04	46.3400	236,334.00
SYY	Sysco Corp.	15,200.00	296,053.34	29.4000	446,879.99
TGTC	Target Corp.	12,000.00	439,200.00	60.1300	721,560.01
TWX	Time Warner Inc (Holding Co)	6,000.00	189,366.00	32.1700	193,019.99
UTX	United Technologies Corp.	15,000.00	547,414.50	78.7200	1,180,800.02
USBC	US Bancorp Del.	12,400.00	360,592.00	26.9700	334,427.99
WMT	Wal-Mart Stores, Inc.	10,100.00	427,617.25	53.9300	544,693.00
WAG	Walgreen Co.	14,000.00	544,754.00	38.9600	545,439.99
WFC/N	Wells Fargo & Co. New	11,800.00	350,755.00	30.9900	365,682.00
WIND	Windstream Corp.	8,995.00	96,930.59	13.9400	125,390.30
	CORP		16,209,201.85		19,487,306.64
	STOCKS		16,209,201.85		19,487,306.64
		MUTUAL FUNDS			
		CORP			
CRA4	CRA4 Fund	1,150,035.75	1,150,035.75	1.0000	1,150,035.75

Report Date: 05-10-2011 Time: 12:19:55 Report # 10

7 WTCJ FDTN - SCUDDER
(NEUBERGER BERMAN)

INVESTMENT SUMMARY REPORT AS OF 12/31/10

MARKETABLE SECURITIES	SHARES	TAX BASIS	PRICE	VALUE
MUTUAL FUNDS CORP				
CORP		1,150,035.75		1,150,035.75
MUTUAL FUNDS		1,150,035.75		1,150,035.75
TOTAL MARKETABLE SECURITIES		17,359,237.60		20,637,342.39
GRAND TOTAL		17,359,237.60		20,637,342.39

Income for 2010

This section reports your proceeds from sales during the year. We are not required nor do we report your net gains and losses to the Internal Revenue Service. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully before preparing your tax return.

Short term gains and losses

This category includes sales of all assets held 12 months or less.

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
UNITED STATES TREAS NTS	912828BR0	10000	07/16/09	01/08/10	$10,831.61	$10,856.28	$-24.67
UNITED STATES TREAS NTS	912828BR0	15000	07/16/09	01/07/10	$16,238.62	$16,284.43	$-45.81
UNITED STATES TREAS NTS	912828EN6	15000	10/06/09	01/11/10	$16,340.57	$16,595.57	$-255.00
U S TREASURY NOTE 3.25% 5/31/16	912828KW9	10000	08/24/09	02/04/10	$10,232.38	$9,951.60	$280.78
FEDERAL HOME LN MTG CORP	3128X9T42	25000	03/09/10	06/30/10	$25,000.00	$25,000.00	$0.00
FED FARM CREDIT BANK 3.0% 9/22/14	31331GL80	5000	08/18/09	07/29/10	$5,295.45	$4,997.86	$297.59
FED FARM CREDIT BANK 3.0% 9/22/14	31331GL80	15000	08/18/09	07/29/10	$15,886.35	$14,977.05	$909.30
FED FARM CREDIT BANK 3.0% 9/22/14	31331GL80	5000	08/18/09	07/29/10	$5,295.45	$4,992.35	$303.10
U.S. TREASURY NOTE 1.75% 7/31/15	912828NP1	5000	07/29/10	08/26/10	$5,088.07	$5,019.53	$68.54
U.S. TREASURY NOTE 1.75% 7/31/15	912828NP1	10000	07/29/10	09/08/10	$10,154.26	$10,039.07	$115.19
FED FARM CREDIT BANK 3.875% 10/07/13	31331GCS6	15000	09/24/09	09/21/10	$16,314.60	$15,882.90	$431.70
FED FARM CREDIT BANK 3.875% 10/07/13	31331GCS6	10000	09/24/09	09/21/10	$10,875.50	$10,588.60	$286.90
PEPSICO INC 3.1% 1/15/15	713448BM9	15000	01/11/10	10/05/10	$16,031.70	$14,984.85	$1,046.85
U S TREASURY NOTE	912828NH9	5000	07/16/10	11/01/10	$5,089.26	$5,032.44	$56.82
UNITED STATES T-NOTE 1.375% 5/15/13	912828NC0	10000	05/14/10	11/01/10	$10,238.28	$10,027.38	$210.90
UNITED STATES TREAS NTS	912828HV5	25000	02/03/10	11/01/10	$26,277.34	$25,787.19	$490.15
U S TREASURY NOTE	912828NH9	10000	08/02/10	11/01/10	$10,178.51	$10,088.31	$90.20
U.S. TREASURY NOTE 2.625% 8/15/20	912828NT3	5000	09/29/10	11/09/10	$4,982.99	$5,049.63	$-66.64

Short term gains and losses

This category includes sales of all assets held 12 months or less.

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
U.S. TREASURY NOTE 2.625% 8/15/20	912828NT3	15000	09/02/10	11/09/10	$14,948.96	$15,003.58	$-54.62
Total short term gain/loss:					$235,299.90	$231,158.62	$4,141.28

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
DAIMLERCHRUSLER AUTO TR 2008-C	233875AC7	1024.89	09/26/06	01/08/10	$1,024.89	$1,024.66	$0.23
BANC AMER COML MTG INC	05947UVK1	140.29	09/30/04	01/10/10	$140.29	$141.00	$-0.71
MORGAN STANLEY CAP I INC	61745ML27	697.15	07/22/04	01/13/10	$697.15	$700.83	$-3.68
FEDERAL HOME LN MTG CORP REMIC TR	31396GG70	243.72	01/19/06	01/15/10	$243.72	$243.30	$0.42
UNITED STATES TREAS NTS	912828ED8	35000	09/11/07	02/03/10	$35,727.23	$35,218.75	$508.48
UNITED STATES TREAS NTS	912828FQ8	10000	10/08/08	02/04/10	$11,195.27	$10,892.62	$302.65
DAIMLERCHRUSLER AUTO TR 2008-C	233875AC7	946.72	09/26/08	02/08/10	$946.72	$946.51	$0.21
BANC AMER COML MTG INC	05947UVK1	136.84	09/30/04	02/10/10	$136.84	$137.53	$-0.69
MORGAN STANLEY CAP I INC	61745ML27	700.49	07/22/04	02/13/10	$700.49	$704.19	$-3.70
FEDERAL HOME LN MTG CORP REMIC TR	31396GG70	198.83	01/19/06	02/15/10	$198.83	$198.48	$0.35
JOHNSON CTLS INC	478366AQ0	15000	04/16/08	03/04/10	$15,529.65	$15,391.05	$138 60
FEDERAL NATL MTG ASSN 5.25% 3/05/14	31359M5U3	30000	02/27/08	03/05/10	$30,000.00	$30,876.56	$-876 56
DAIMLERCHRUSLER AUTO TR 2006-C	233875AC7	947.89	09/26/06	03/08/10	$947.89	$947.68	$0.21
AETNA U S HEALTHCARE INC	00817YAD0	10000	08/11/08	03/09/10	$10,511.40	$10,142.80	$368.60
FEDERAL HOME LN MTG CORP REMIC TR	31396GG70	5160.34	01/19/06	03/10/10	$5,334.50	$5,151.34	$183.16
BANC AMER COML MTG INC	05947UVK1	133.52	09/30/04	03/10/10	$133.52	$134.19	$-0.67
FED NATL MTGE ASSN 4.75% 3/12/10	31359M5Z2	25000	09/30/08	03/12/10	$25,000.00	$25,624.55	$-624.55
MORGAN STANLEY CAP I INC	61745ML27	860.53	07/22/04	03/13/10	$860.53	$865.07	$-4.54
FEDERAL HOME LN MTG CORP REMIC TR	31396GG70	1062.49	01/19/06	03/15/10	$1,062.49	$1,060.64	$1.85

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
DAIMLERCHRUSLER AUTO TR 2006-C	233875AC7	1063.01	09/26/06	04/08/10	$1,063.01	$1,062.77	$0.24
BANC AMER COML MTG INC	05947UVK1	745.74	09/30/04	04/10/10	$745.74	$749.49	$-3.75
MORGAN STANLEY CAP I INC	61745ML27	2739.35	07/22/04	04/13/10	$2,739.35	$2,753.81	$-14.46
DAIMLERCHRUSLER AUTO TR 2006-C	233875AC7	906.84	09/26/06	05/08/10	$906.84	$906.64	$0.20
UNITED STATES TREAS NTS	912828ED8	25000	10/12/07	05/10/10	$25,256.76	$24,957.03	$299.73
BANC AMER COML MTG INC	05947UVK1	108.57	09/30/04	05/10/10	$108.57	$109.12	$-0.55
UNITED STATES TREAS NTS	912828ED8	5000	03/12/08	05/10/10	$5,051.35	$5,280.27	$-228.92
MORGAN STANLEY CAP I INC	61745ML27	763.39	07/22/04	05/13/10	$763.39	$767.42	$-4.03
UNITED STATES TREAS NTS	912828ED8	5000	04/15/08	05/24/10	$5,044.30	$5,258.40	$-214.10
UNITED STATES TREAS NTS	912828ES5	20000	12/21/07	05/24/10	$20,505.40	$20,618.75	$-113.35
UNITED STATES TREAS NTS	912828FF2	10000	09/25/08	05/25/10	$11,577.30	$10,976.99	$600 31
DAIMLERCHRUSLER AUTO TR 2006-C	233875AC7	789.51	09/26/06	06/08/10	$789.51	$789.33	$0.18
BANC AMER COML MTG INC	05947UVK1	140.12	09/30/04	06/10/10	$140.12	$140.82	$-0.70
MORGAN STANLEY CAP I INC	61745ML27	5217	07/22/04	06/13/10	$5,217.00	$5,244.54	$-27.54
DAIMLERCHRUSLER AUTO TR 2006-C	233875AC7	810.35	09/26/06	07/08/10	$810.35	$810.17	$0.18
BANC AMER COML MTG INC	05947UVK1	2273.12	09/30/04	07/10/10	$2,273.12	$2,284.54	$-11.42
TIME WARNER INC NEW	887317AB1	15000	08/06/08	07/13/10	$15,937.50	$14,910.74	$1,026.76
MORGAN STANLEY CAP I INC	61745ML27	770.29	07/22/04	07/13/10	$770.29	$774.36	$-4.07
AXA FINL INC	002451AA0	10000	08/05/08	08/01/10	$10,000.00	$10,358.80	$-358.80
FEDERAL HOME LOAN BK 5.125% 9/10/10	3133XGLE2	25000	10/02/08	08/04/10	$25,119.33	$25,956.30	$-836.97
DAIMLERCHRUSLER AUTO TR 2006-C	233875AC7	743.92	09/26/06	08/08/10	$743.92	$743.75	$0.17
BANC AMER COML MTG INC	05947UVK1	696.58	09/30/04	08/10/10	$696.58	$700.08	$-3.50
MORGAN STANLEY CAP I INC	61745ML27	676.99	07/22/04	08/13/10	$676.99	$680.56	$-3.57
MERRILL LYNCH & CO INC MEDIUM	59018YM40	20000	01/29/08	08/17/10	$21,309.60	$19,974 00	$1,335.60
TIME WARNER CABLE INC 8.25% 4/01/19	88732JAS7	10000	05/27/09	08/20/10	$12,798.20	$11,022.70	$1,775.50

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
TIME WARNER CABLE INC 8.25% 4/01/19	88732JAS7	5000	06/03/09	08/20/10	$6,399.10	$5,684.35	$714.75
UNITED STATES TREAS NTS	912828ES6	20000	01/04/08	09/02/10	$20,296.02	$20,872.66	$-576.64
UNITED STATES TREAS NTS	912828ES5	5000	01/13/09	09/02/10	$5,074.01	$5,370.72	$-296.71
DAIMLERCHRUSLER AUTO TR 2006-C	233875AC7	725 24	09/26/06	09/08/10	$725.24	$725.08	$0.16
BANC AMER COML MTG INC	05947UVK1	100.17	09/30/04	09/10/10	$100.17	$100.67	$-0.50
MORGAN STANLEY CAP I INC	61745ML27	725.63	07/22/04	09/13/10	$725.63	$729.46	$-3.83
JPMORGAN CHASE & CO	46625HGT1	10000	09/30/08	09/22/10	$10,832.50	$9,902.49	$930.01
UNITED STATES TREAS NTS	912828ES5	5000	01/28/09	09/29/10	$5,059.16	$5,346.89	$-287.73
HOUSEHOLD FIN CORP	441812KA1	15000	12/08/08	09/30/10	$16,396.20	$14,721.81	$1,674.39
DAIMLERCHRUSLER AUTO TR 2006-C	233875AC7	652.63	09/26/06	10/08/10	$652.63	$652.49	$0.14
BANC AMER COML MTG INC	05947UVK1	106.36	09/30/04	10/10/10	$106.36	$106.89	$-0.53
MORGAN STANLEY CAP I INC	61745ML27	780.64	07/22/04	10/13/10	$780.64	$784.76	$-4.12
WELLS FARGO & CO NEW	949746CE9	15000	06/30/08	10/27/10	$15,628.65	$15,352.50	$276.15
UNITED STATES TREAS NTS	912828ES5	15000	02/20/09	11/08/10	$15,111.87	$15,989.11	$-877.24
UNITED STATES TREAS NTS	912828ES5	5000	02/12/09	11/08/10	$5,037.29	$5,336.15	$-298.86
UNITED STATES TREAS NTS	912828ES5	15000	01/28/09	11/08/10	$15,111.87	$16,040.68	$-928.81
DAIMLERCHRUSLER AUTO TR 2006-C	233875AC7	608.31	09/26/06	11/08/10	$608.31	$608.17	$0.14
BANC AMER COML MTG INC	05947UVK1	1863.21	09/30/04	11/10/10	$1,863.21	$1,872.58	$-9.37
MORGAN STANLEY CAP I INC	61745ML27	3697.56	07/22/04	11/13/10	$3,697.56	$3,717.08	$-19.52
XTO ENERGY INC	98385XAP1	5000	04/15/08	11/17/10	$5,945.65	$4,976.95	$968.70
DAIMLERCHRUSLER AUTO TR 2006-C	233875AC7	604.87	09/26/06	12/08/10	$604.87	$604.74	$0.13
UNITED STATES TREAS NTS	912828GK0	10000	03/26/07	12/10/10	$10,514.03	$10,068 36	$445.67
MORGAN STANLEY CAP I INC	61745ML27	787.7	07/22/04	12/13/10	$787.70	$791.86	$-4.16
COCA COLA CO	191216AK6	15000	08/06/08	12/14/10	$17,686.05	$15,126.15	$2,559.90
Total long term gain/loss for sales of assets:					$471,180.65	$463,715.73	$7,464.92

Form **8868** (Rev. January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

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

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

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

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

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

Type or print. File by the due date for filing your return. See instructions.

Name of exempt organization: THE WILLARD TC JOHNSON FOUNDATION, INC.

Employer identification number: 13 2993310

Number, street, and room or suite no. If a P.O. box, see instructions: THE JOHNSON CO., INC. 630 FIFTH AVENUE STE 1510

City, town or post office, state, and ZIP code. For a foreign address, see instructions: NEW YORK NY 10111

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ EISNERAMPER LLP

Telephone No. ▶ 212-891-4087 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2011 to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 20 10 or

▶ [ ] tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 17,500
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.	3b	$ 2,500
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 15,000

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

- 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	Name of exempt organization	Employer identification number
File by the extended due date for filing your return. See instructions.	THE WILLARD T.C. JOHNSON FOUNDATION, INC.	13-2993310
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O ROBERT W. JOHNSON IV	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ THE JOHNSON COMPANY, INC.
  Telephone No. ▶ 212 332-7500 FAX No. ▶ 212 332-7510
- 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.

4 I request an additional 3-month extension of time until 11/15 , 20 11 .

5 For calendar year 2010 , or other tax year beginning ______ , 20__ , and ending ______ , 20__ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

COPY

7 State in detail why you need the extension ADDITIONAL TIME IS NECESSARY TO PREPARE 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	$
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	$
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

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 ▶ [signature] Title ▶ Managing Member Date ▶ August 15, 2011

TIMOTHY P. SPEISS, C.P.A.
300-66-6273