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 ☐ Address change ☐ Name change

Name of foundation
THE THOMAS PHILLIPS AND
JANE MOORE JOHNSON FOUNDATION

A Employer identification number
25-6357015

Number and street (or P O box number if mail is not delivered to street address)
120 WOOSTER STREET
Room/suite
3N

B Telephone number (see page 10 of the instructions)
(212) 343-1002

City or town, state, and ZIP code
NEW YORK, NY 10012

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: ☒ 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)* ▶ $ 80,626,818.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	4,971.			
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	736,017.	709,456.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	177,475.			
	b	Gross sales price for all assets on line 6a 25,004,095.				
	7	Capital gain net income (from Part IV, line 2)		177,475.		
	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)	4,645.	4,645.		ATCH 2
	12	Total. Add lines 1 through 11	923,108.	891,576.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	182,500.	9,125.		173,375.
	14	Other employee salaries and wages	132,641.	6,632.		126,009.
	15	Pension plans, employee benefits	81,204.	4,060.		77,144.
	16a	Legal fees (attach schedule) ATCH 3	64,383.	55,134.	0.	9,249.
	b	Accounting fees (attach schedule) ATCH 4	19,000.	19,000.	0.	0.
	c	Other professional fees (attach schedule) *	402,214.	206,019.		194,926.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	13,324.	13,324.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	95,183.	4,759.		90,424.
	21	Travel, conferences, and meetings	124,083.			124,083.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	93,797.	21,312.		68,371.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,208,329.	339,365.	0.	863,581.
	25	Contributions, gifts, grants paid	2,860,000.			2,860,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	4,068,329.	339,365.	0.	3,723,581.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-3,145,221.			
	b	**Net investment income** (if negative, enter -0-)		552,211.		
	c	**Adjusted net income** (if negative, enter -0-)				

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	91,572.	18,122.	18,122.
	2	Savings and temporary cash investments	2,222,142.	1,867,964.	1,867,964.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 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)			
	b	Investments - corporate stock (attach schedule) ATCH 8	22,876,811.	20,318,845.	23,298,830.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	51,108,134.	50,984,175.	55,390,882.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 10)	69,052.	51,020.	51,020.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	76,367,711.	73,240,126.	80,626,818.
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 11)	1,917.	19,553.	
	23	**Total liabilities** (add lines 17 through 22)	1,917.	19,553.	
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	76,365,794.	73,220,573.	
	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			
	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)	76,365,794.	73,220,573.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	76,367,711.	73,240,126.	

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	76,365,794.
2	Enter amount from Part I, line 27a	2	-3,145,221.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	73,220,573.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	73,220,573.

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** 177,475.

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	3,997,791.	73,244,161.	0.054582
2008	4,398,981.	82,944,875.	0.053035
2007	4,577,595.	90,756,864.	0.050438
2006	3,921,311.	88,727,797.	0.044195
2005	3,607,855.	82,310,244.	0.043832

2	**Total** of line 1, column (d)	2	0.246082
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	0.049216
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	78,416,271.
5	Multiply line 4 by line 3	5	3,859,335.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,522.
7	Add lines 5 and 6	7	3,864,857.
8	Enter qualifying distributions from Part XII, line 4	8	3,723,581.

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	11,044.
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	11,044.
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	11,044.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	42,880.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	42,880.
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	31,836.
11	Enter the amount of line 10 to be. **Credited to 2011 estimated tax** ▶ 31,836. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ __________ (2) On foundation managers ▶$ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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,PA,			
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)*

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 ▶ WWW.JFFND.ORG

14 The books are in care of ▶ ANDREW LANE Telephone no ▶ 212-343-1002

Located at ▶ 120 WOOSTER STREET #3N NEW YORK, NY ZIP + 4 ▶ 10012

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

			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		
	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. **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)?	1b		X
	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)	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)*	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)*

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** X

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 12		182,500.	28,248.	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
ATTACHMENT 13		82,500.	16,205.	NONE

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

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
ATTACHMENT 14		320,812.

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	24,531,706.
b	Average of monthly cash balances	1b	2,425,993.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	52,652,728.
d	**Total** (add lines 1a, b, and c)	1d	79,610,427.
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	79,610,427.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,194,156.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78,416,271.
6	**Minimum investment return.** Enter 5% of line 5	6	3,920,814.

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	3,920,814.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	11,044.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	316.		
c	Add lines 2a and 2b			2c	11,360.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,909,454.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,909,454.
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	3,909,454.

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	3,723,581.
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	3,723,581.
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	3,723,581.

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					3,909,454.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				3,511,107.	
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 ▶ $ 3,723,581.					
a	Applied to 2009, but not more than line 2a				3,511,107.	
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					212,474.
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					3,696,980.
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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 15				
Total . . . . ▶ **3a**				2,860,000.
b *Approved for future payment*				
ATTACHMENT 16				
Total . . . . ▶ **3b**				1,077,522.

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					
4 Dividends and interest from securities			14	736,017.	
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	900000	7,014.	14	-2,369.	
8 Gain or (loss) from sales of assets other than inventory			18	177,475.	
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)		7,014.		911,123.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 918,137.

(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

Oct. 14, 2011
Date

▶ Chairman
Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
		10/14/11		P00227629

Firm's name ▶ THE AYCO COMPANY, LP
Firm's EIN ▶ 33-1187432
Firm's address ▶ PO BOX 15014
ALBANY, NY 12212-5014
Phone no 518-640-5000

Form **990-PF** (2010)

THE THOMAS PHILLIPS & JANE MOORE JOHNSON FOUNDATION
25-6357015

STATEMENT PURSUANT TO § 1.351-3(a) BY THE THOMAS PHILLIPS & JANE MOORE JOHNSON FOUNDATION (EIN: 25-6357015), A SIGNIFICANT TRANSFEROR

YEAR ENDED 12/31/2010

1. Name of transferee corporation: SUMMIT ROCK PRIVATE EQUITY (OFFSHORE) PORTFOLIO I, SPC

   EIN (if any): 98-0565704

2. Date(s) of the transfer(s) of assets: CASH

Contribution Dates	Contribution Amount	Shares
5/17/2010	31,197	31
6/9/2010	51,995	52
7/14/2010	62,394	62
9/16/2010	45,547	46
9/24/2010	62,363	62
10/1/2010	1,560	2
10/14/2010	35,761	36
10/28/2010	10,187	10
11/12/2010	29,550	30
12/7/2010	53,022	53
12/21/2010	4,579	5
	$ 388,155	388

3. Immediately before the exchange, the property transferred by the transferor in the exchange had an

   (a) Aggregate fair market value of: $ 388,155

   (b) Aggregate basis of: $ 388,155

4. Date and control number of any private letter ruling(s) issued by the Internal Revenue Service in connection with the section 351 exchange: N/A

THE THOMAS PHILLIPS & JANE MOORE JOHNSON FOUNDATION
25-6357015

STATEMENT PURSUANT TO § 1.351-3(b) BY SUMMIT ROCK PRIVATE EQUITY (OFFSHORE) PORTFOLIO I, SPC (EIN: 98-0565704), A TRANSFEREE CORPORATION

YEAR ENDED 12/31/2010

1. Name of each significant transferor corporation: UNRELATED INVESTORS

   EIN (if any): N/A

2. Date(s) of the transfer(s) of assets: CASH

Date	Capital Calls
5/17/2010	300,000
6/9/2010	500,000
7/14/2010	600,000
9/16/2010	438,000
9/24/2010	599,705
10/1/2010	15,000
10/14/2010	343.890
10/28/2010	97,959
11/12/2010	284,161
12/7/2010	509,881
12/21/2010	44,033

3. Immediately before the exchange, the property transferred by the transferor in the exchange had an

   (a) Aggregate fair market value of: $ 3,732,629

   (b) Aggregate basis of: $ 3,732,629

4. Date and control number of any private letter ruling(s) issued by the Internal Revenue Service in connection with the section 351 exchange: N/A

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					605.	
		ISHARES MSCI ACWI EX US INDEX FUND				P	05/21/2008	06/18/2010
		PROPERTY TYPE: SECURITIES						
746,291.		1,067,049.					-320,758.	
		ISHARES TR RUSSELL 3000 INDEX FUND				P	05/21/2008	06/18/2010
		PROPERTY TYPE: SECURITIES						
756,193.		936,404.					-180,211.	
		FIDELITY - SEE ATTACHED				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
906,333.		843,026.					63,307.	
		FIDELITY - SEE ATTACHED				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
502,416.		455,199.					47,217.	
		LOOMIS SAYLES CREDIT ASSET TRUST				P		
		PROPERTY TYPE: OTHER						
137,049.							137,049.	
		LONE CASCADE LP - #11515				P		
		PROPERTY TYPE: OTHER						
58,013.							58,013.	
		LONE CASCADE LP - #11515				P		
		PROPERTY TYPE: OTHER						
54,983.							54,983.	
		LONE CASCADE LP - #11293				P		
		PROPERTY TYPE: OTHER						
46,352.							46,352.	
		LONE CASCADE LP - #11293				P		
		PROPERTY TYPE: OTHER						
40,203.							40,203.	
		INDUS EVENT DRIVEN HOLDING CO				P	VAR	04/06/2010
		PROPERTY TYPE: OTHER						
1,090.							1,090.	
		CITI #91768 - SEE ATTACHED				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
18979335.		18777912.					201,423.	
		US TREASURY BILLS 4/29/10				P	03/30/2010	04/29/2010

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)	
		PROPERTY TYPE: OTHER						
119,988.		119,988.						
		US TREASURY BILLS 9/23/10				P	08/13/2010	09/23/2010
		PROPERTY TYPE: OTHER						
349,943.		349,943.						
		FNMA POOL #735502				P	VAR	02/17/2010
		PROPERTY TYPE: SECURITIES						
712,526.		688,747.					23,779.	
		FNMA POOL #745875				P	VAR	02/18/2010
		PROPERTY TYPE: SECURITIES						
356,979.		349,524.					7,455.	
		FNMA POOL #725773				P	VAR	02/18/2010
		PROPERTY TYPE: SECURITIES						
297,693.		293,914.					3,779.	
		CITI # 91768 - PAYDOWN				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
97,079.		100,445.					-3,366.	
		CITI # 91768 - PAYDOWN				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
840,697.		844,469.					-3,772.	
		LOOMIS SAYLES CREDIT ASSET TRUST - DISPO				P	VAR	VAR
327.							327.	
TOTAL GAIN(LOSS)		....					177,475.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITI 46768 - DIVIDEND	228,287.	228,287.
FIDELITY 50210 - DIVIDEND	104,694.	104,694.
FIDELITY 50210 - TAX EXEMPT INTEREST	15.	
BLAIR STRIP STEEL	295.	295.
CITI 91768 - INTEREST	430,440.	430,440.
CITI 91768 - ACCRUED INTEREST PAID	-65,435.	-65,435.
CITI 91768 - ACCRUED MKT DISCOUNT INT.	10,161.	10,161.
CITI 91768 - TAX EXEMPT INTEREST	26,546.	
CITI 91768 - DIVIDEND	469.	469.
GS 21364 - INTEREST	545.	545.
TOTAL	736,017.	709,456.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DENNIS SCHILL MANOR ASSOCIATES	-217.	-217.
MALVERN HILLS ASSOCIATES	3,458.	3,458.
GIRARD TOWERS ASSOCIATES	3,625.	3,625.
COLLEGE VIEW TOWERS, LP	307.	307.
LOOMIS SAYLES CREDIT ASSET TRUST	3,299.	3,299.
LONE CASCADE LP - #11515	-12,949.	-12,949.
LONE CASCADE LP - #11293	-10,335.	-10,335.
LIFECOR, INC	9,681.	9,681.
UNITED STATES TREASURY	7,751.	7,751.
SEC SPECIALIST SETTLEMENT FUND	25.	25.
TOTALS	4,645.	4,645.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
K&L GATES	55,134.	55,134.		
PATTERSON BELKNAP WEBB & TYLER	6,249.			6,249.
FULBRIGHT & JAWORSKI	1,250.			1,250.
INGRAM YUZEK GAINEN CARROLL & BERTOLOTTI	1,750.			1,750.
TOTALS	64,383.	55,134.	0.	9,249.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG		19,000.	19,000.		
	TOTALS	19,000.	19,000.	0.	0.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
WILLIAM J LIPPERT JR	24,000.		24,000.
CHANGING FOCUS CONSULTING	50,400.		50,400.
THE AYCO COMPANY	64,701.	16,175.	48,526.
SUMMIT ROCK ADVIS. - MGMT FEES	150,994.	150,983.	
JANE T JOHNSON	36,000.		36,000.
KATHLEEN STURGEON	36,000.		36,000.
CITI #91768 - MGMT FEES	29,093.	27,835.	
LOOMIS AND SAYLES-INV ADVISORY	4,934.	4,934.	
LOOMIS AND SAYLES-MGMT FEE	189.	189.	
COLLEGE VIEW - MGMT FEES	37.	37.	
CITI #46768 - MGMT FEES	5,866.	5,866.	
TOTALS	402,214.	206,019.	194,926.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITI #46768 - FOREIGN W/H	12,163.	12,163.
FIDELITY #50210 - FOREIGN W/H	1,161.	1,161.
TOTALS	13,324.	13,324.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	4,893.	245.	4,648.
BANK FEES	192.		
INSURANCE EXPENSE	4,559.	228.	4,331.
MEMBERSHIP FEES	16,766.		16,766.
AMORTIZATION EXP - CITI #91768	14,395.	11,829.	
STATE FILING FEES	1,640.		1,640.
TELEPHONE	4,713.	236.	4,477.
CREDIT CARD FEE	95.		
PROGRAM EXPENSE	17,760.		17,760.
SUBSCRIPTIONS	468.		468.
TECHNOLOGY	19,023.	951.	18,072.
UTILITIES	220.	11.	209.
MISCELLANEOUS EXPENSE	1,261.		
ACCOUNT SERVICE FEES - FIDEL.	7,812.	7,812.	
TOTALS	93,797.	21,312.	68,371.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
FIDELITY #50210		2,925,102.	3,146,344.
CITI 91768		8,935,773.	9,050,216.
CITI 46768		8,457,970.	11,102,270.
	TOTALS	20,318,845.	23,298,830.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS MEZZANINE III	288,786.	453,056.
GS DISTRESSED OPPS FUND II OFF	544,711.	842,458.
GS VINTAGE FUND III OFFSHORE	610,000.	901,236.
GS MEZZANINE 2006	922,453.	883,740.
WHITEHALL PARTNERS	1,216,110.	31,182.
LONE CASCADE LP #11293	757,063.	906,022.
SUMMIT ROCK FIXED INCOME	5,891,552.	7,069,675.
SUMMIT ROCK HEDGED EQUITY	13,352,361.	12,197,495.
SUMMIT ROCK DIVERSIFIED STRAT	16,505,607.	16,767,686.
SUMMIT ROCK SELECTED EQUITY	5,700,000.	7,326,627.
SUMMIT ROCK INVESTMENT PORT.	1,236,750.	1,190,041.
SUMMIT ROCK NATURAL RESOURCES	3,000,000.	3,748,797.
LONE CASCADE LP #11515	936,820.	1,120,269.
INDUS EVENT DRIVEN HOLDING CO	0.	0.
INDUS ASIA HOLDING CO	21,962.	34,821.
LOOMIS SAYLES CREDIT ASSET TR	0.	0.
LONE PINON	0.	1,917,777.
TOTALS	50,984,175.	55,390,882.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COLLEGE VIEW TOWERS	-2,718.	-2,718.
GIRARD TOWERS ASSOCIATES	16,332.	16,332.
MALVERN HILLS ASSOCIATES	15,590.	15,590.
DENNIS SCHILL MANOR ASSOCIATES	987.	987.
SECURITY DEPOSIT - NYC	6,500.	6,500.
CITI 91768 - INTEREST REC.	374.	374.
FIDELITY #50210 - DIVIDEND RECEIVABLE	13,262.	13,262.
CITI 46768 - DIVIDEND REC.	16.	16.
INDUS EVENT DRIVEN HOLDINGS PROCEEDS RECEIVABLE	0.	0.
INDUS ASIA HOLDING CO. PROCEEDS RECEIVABLE	0.	0.
CITI 91768 - PROCEEDS REC.	677.	677.
TOTALS	51,020.	51,020.

THE THOMAS PHILLIPS AND

25-6357015

ATTACHMENT 11

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
CREDIT CARDS PAYABLE		19,553.
	TOTALS	19,553.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES M. JOHNSON 120 WOOSTER STREET 3N NEW YORK, NY 10012	CHAIRMAN	0.	0.	0.
JESSE D. JOHNSON 120 WOOSTER STREET 3N NEW YORK, NY 10012	TREASURER	0.	0.	0.
ASA J. JOHNSON 120 WOOSTER STREET 3N NEW YORK, NY 10012	SECRETARY	0.	0.	0.
THOMAS P. JOHNSON 120 WOOSTER STREET 3N NEW YORK, NY 10012	PRESIDENT	0.	0.	0.
ANDREW LANE 120 WOOSTER STREET 3N NEW YORK, NY 10012	EXECUTIVE DIRECTOR 40.00	182,500.	28,248.	
	GRAND TOTALS	182,500.	28,248.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
SARAH VOGEL 120 WOOSTER STREET 3N NEW YORK, NY 10012	PROGRAM DIRECTOR 40.00	82,500.	16,205.
	TOTAL COMPENSATION	82,500.	16,205.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
THE AYCO COMPANY, LP PO BOX 860 SARATOGA SPRINGS, NY 12866	ACCOUNTING	64,295.
CHANGING FOCUS CONSULTING INC NEW YORK, NY 10019	CONSULTING	50,400.
K&L GATES 599 LEXINGTON AVENUE NEW YORK, NY 10022	LEGAL	55,134.
SUMMIT ROCK ADVISORS 9 WEST 57TH ST, 12TH FLOOR NEW YORK, NY 10019	INVESTMENT SERVICES	150,983.
	TOTAL COMPENSATION	320,812.

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VARIOUS - SEE ATTACHED	NONE 501(C)(3)	GENERAL CHARITABLE PURPOSES	2,860,000.
		TOTAL CONTRIBUTIONS PAID	2,860,000.

The Thomas Phillips and Jane Moore Johnson Foundation
Part XV - Grants Paid

Payee Legal Name	**City**	**State**	**Relationship**	**Tax Status**		**Purpose**	**Amount**
1% for the Planet	Waitsfield	VT	n/a	501c(3)	509a(1)	general operating support	$50,000
Ayco Charitable Foundation	Albany	NY	n/a	501c(3)	509a(1)	donor-advised fund	$305,327
Breast Cancer Fund	San Francisco	CA	n/a	501c(3)	509a(1)	State-to-Federal Legislation project	$30,000
Breast Cancer Fund	San Francisco	CA	n/a	501c(3)	509a(1)	Campaign for Safe Cosmetics	$30,000
Center for American Progress	Washington	DC	n/a	501c(3)	509a(1)	LGBT Progress project	$30,000
Center for Health Environment and Justice	Falls Church	VA	n/a	501c(3)	509a(1)	general operating support	$30,000
Center for International Environmental Law	Washington	DC	n/a	501c(3)	509a(1)	Chemicals Program	$40,000
Center for Progressive Reform	Washington	DC	n/a	501c(3)	509a(1)	Regulatory Agenda for Reform project	$35,000
Center for Whole Communities	Waitsfield	VT	n/a	501c(3)	509a(1)	general operating support	$25,000
CenterLink	Fort Lauderdale	FL	n/a	501c(3)	509a(2)	general operating support	$50,000
CenterLink	Fort Lauderdale	FL	n/a	501c(3)	509a(2)	technical assistance regranting	$36,850
Commonweal	Bolinas	CA	n/a	501c(3)	509a(1)	CHE project	$30,000
Connecticut Coalition for Environmental Justice	Hartford	CT	n/a	501c(3)	509a(1)	Environmental Justice Strategy project	$40,000
CUAHSI	Medford	MA	n/a	501c(3)	509a(1)	water and film events on Capitol Hill	$20,000
Environmental Health Fund	Boston	MA	n/a	501c(3)	509a(1)	Safer Chemicals, Healthy Families project	$45,000
Environmental Working Group	Washington	DC	n/a	501c(3)	509a(1)	Toxics & Human Health program	$30,000
FII-National	Oakland	CA	n/a	501c(3)	509a(1)	general operating support	$25,000
Friends of Hudson River Park	New York	NY	n/a	501c(3)	509(a)(1)	general operating support	$5,000
Friends of the High Line	New York	NY	n/a	501c(3)	509a(1)	general operating support	$20,000
Fund for the City of New York	New York	NY	n/a	501c(3)	509a(1)	Community News Bureau project	$40,000
Funders for Lesbian and Gay Issues	New York	NY	n/a	501c(3)	509a(1)	National Retreat for LGBTQ Grantmakers	$25,000
Gay-Straight Alliance Network	San Francisco	CA	n/a	501c(3)	509a(1)	national program	$25,000
Gill Operating Foundation	Denver	CO	n/a	501c(3)	4942j(3)	LGBT Movement Advancement project	$30,000
GLSEN	New York	NY	n/a	501c(3)	509a(1)	general operating support	$100,000
GLSEN	New York	NY	n/a	501c(3)	509a(1)	capacity-building in the research dept	$75,000
Green Blue Institute	Charlottesville	VA	n/a	501c(3)	509a(1)	CleanGredients project	$25,000
Group for the East End	Bridgehampton	NY	n/a	501c(3)	509a(1)	general operating support	$15,000
Health Care Without Harm	Reston	VA	n/a	501c(3)	509a(1)	food and hospitals program	$35,000
International Film Seminars	New York	NY	n/a	501c(3)	509a(2)	general operating support	$25,000
Liberty Hill Foundation	Los Angeles	CA	n/a	501c(3)	509a(1)	Queer Youth Fund	$110,899
Long Island Gay and Lesbian Youth	Bay Shore	NY	n/a	501c(3)	509a(1)	Mental Health Initiative	$35,000
Longhouse Reserve	East Hampton	NY	n/a	501c(3)	509a(1)	general operating support	$15,000
Media Matters for America	Washington	DC	n/a	501c(3)	509a(1)	the support of the LGBT initiative	$30,000
Milwaukee LGBT Community Center	Milwaukee	WI	n/a	501c(3)	509a(1)	LGBT Mental Health Initiative	$30,000
Mount Sinai Hospital	New York	NY	n/a	501c(3)	509a(1)	Pituitary Research Fund	$10,000
National Gallery of Art	Landover	MD	n/a	501c(3)	509a(1)	Film program	$17,500
Natural Resources Defense Council	New York	NY	n/a	501c(3)	509a(1)	Chemical Policy Reform project	$45,000
Neighborhood Academy	Pittsburgh	PA	n/a	501c(3)	509a(1)	general operating support	$25,000
New England Grassroots Environmental Fund	Montpelier	VT	n/a	501c(3)	509a(1)	general operating support	$25,000
North Star Fund	New York	NY	n/a	501c(3)	509a(1)	general operating support	$25,000
North Star Fund	New York	NY	n/a	501c(3)	509a(1)	regranting	$125,000
Outright Vermont	Burlington	VT	n/a	501c(3)	509a(1)	challenge grant	$17,500
Pacific Center for Human Growth	Berkeley	CA	n/a	501c(3)	509a(1)	LGBT Mental Health Initiative	$34,000
PFLAG	Washington	DC	n/a	501c(3)	509a(1)	Family Support Program	$15,000

The Thomas Phillips and Jane Moore Johnson Foundation
Part XV - Grants Paid

Payee Legal Name	City	State	Relationship	Tax Status		Purpose	Amount
Peconic Baykeeper	Quogue	NY	n/a	501c(3)	509a(1)	general operating support	$15,000
Peconic Public Broadcasting	Southampton	NY	n/a	501c(3)	509a(1)	general operating support	$10,000
Public Interest Projects	New York	NY	n/a	501c(3)	509a(1)	LGBT Federal Agencies Project	$50,000
Rachel Carson Homestead Association	Springdale	PA	n/a	501c(3)	509a(1)	general operating support	$25,000
Retreat, The	East Hampton	NY	n/a	501c(3)	509a(1)	general operating support	$25,000
Rollins College	Winter Park	FL	n/a	501c(3)	509a(1)	LGBT Advocacy Internships project	$18,000
Rollins College	Winter Park	FL	n/a	501c(3)	509a(1)	TPJ Fund	$22,000
Rose Foundation for Communities & the Environment	Falls Church	VA	n/a	501c(3)	509a(1)	Investor Environmental Health Network	$15,000
Rutland Area Farm and Food Link	East Poultney	VT	n/a	501c(3)	509a(1)	general operating support	$25,000
San Miguel Mentoring Program	Telluride	CO	n/a	501c(3)	509a(1)	general operating support	$10,000
Scenic Hudson	Poughkeepsie	NY	n/a	501c(3)	509a(1)	Hudson River clean-up	$12,000
Search for Common Ground	Washington	DC	n/a	501c(3)	509a(1)	Consensus Project on LGBT Issues	$5,000
Senior Action in a Gay Environment	New York	NY	n/a	501c(3)	509a(2)	Bronx Needs Assessment and Planning	$15,000
Sunshine Social Services, Inc	Fort Lauderdale	FL	n/a	501c(3)	509a(1)	LGBT Mental Health Initiative	$35,000
TEAK Fellowship	New York	NY	n/a	501c(3)	509a(1)	general operating support	$30,000
TEDX	Paonia	CO	n/a	501c(3)	509a(2)	Endocrine Disruption project	$25,000
Telluride AIDS Benefit	Telluride	CO	n/a	501c(3)	509a(2)	general operating support	$10,000
Telluride Foundation	Telluride	CO	n/a	501c(3)	509a(1)	general operating support	$25,000
Telluride Repertory Theatre Company	Telluride	CO	n/a	501c(3)	509a(2)	staffing	$44,000
Telluride School District	Telluride	CO	n/a	501c(3)	n/a	Michael D Palm Theatre	$10,000
University Corporation San Francisco State	San Francisco	CA	n/a	501c(3)	509a(1)	Family Acceptance Project	$10,000
Tides Center	Spring Brook	NY	n/a	501c(3)	509a(1)	Clean Production Action project	$30,000
Tides Center	New York	NY	n/a	501c(3)	509a(1)	Overhauling US Chemicals Policy project	$40,000
Tides Center	Berkeley	CA	n/a	501c(3)	509a(1)	Story of Stuff project	$30,000
Touchstone Center for Crafts	Farmington	PA	n/a	501c(3)	509a(1)	general operating support	$5,000
Trustees for Harvard University	Boston	MA	n/a	501c(3)	509a(1)	Center for Health & the Global Environment	$25,000
Trustees Of Columbia University in the City of NY	New York	NY	n/a	501c(3)	509a(1)	Center for Children's Environmental Health	$40,000
UCLA Foundation	Los Angeles	CA	n/a	501c(3)	509a(1)	Palm Center project	$25,000
Vermont Community Foundation	Montpelier	VT	n/a	501c(3)	509a(1)	Permanent Fund for the Well-Being of VT Children	$100,000
Vermont Law School	South Royalton	VT	n/a	501c(3)	509a(1)	New England Community Toxics program	$30,000
Vermont Law School	South Royalton	VT	n/a	501c(3)	509a(1)	media fellowship program	$10,000
Vermont Public Interest Research & Education Fund	Montpelier	VT	n/a	501c(3)	509a(1)	Alliance for a Clean & Healthy VT	$15,000
Vermont Public Radio	Colchester	VT	n/a	501c(3)	509a(1)	the support of contract underwriting	$21,924
Vermont Youth Conservation Corps	Richmond	VT	n/a	501c(3)	509a(1)	general operating support	$25,000
Virginia Organizing	Charlottesville	VA	n/a	501c(3)	509a(1)	SCN's Environmental Health project	$30,000
Virginia Organizing	Charlottesville	VA	n/a	501c(3)	509a(1)	EHS's Environmental Health project	$45,000
Virginia Organizing	Charlottesville	VA	n/a	501c(3)	509a(1)	HEFN	$25,000
Virginia Organizing	Charlottesville	VA	n/a	501c(3)	509a(1)	Advancing Green Chemistry project	$30,000
Washington Market School	New York	NY	n/a	501c(3)	509a(1)	general operating support	$10,000
Western States Center	Portland	OR	n/a	501c(3)	509a(2)	Mom's Rising Environmental Health project	$30,000
WorkingFilms	Wilmington	NC	n/a	501c(3)	509a(1)	general operating support	$15,000
Yale University	New Haven	CT	n/a	501c(3)	509a(1)	Greening Business Playbook project	$10,000
							2,860,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED LIST	NONE 501(C)(3)	VARIOUS - SEE ATTACHED	1,077,522.
		TOTAL CONTRIBUTIONS APPROVED	1,077,522.

The Thomas Phillips and Jane Moore Johnson Foundation

Grant Commitment Schedule
as of 12/31/2010
12/31/2010

Organization	Total			Scheduled Payments				Remaining
Grant Amount	Paid	2010	2011	2012	2013	2014	2015	Balance
Advancing Green Chemistry $ 60,000.00 *the support of the Advancing Green Chemistry project*	$30,000.00	$0.00	$30,000.00	$0.00	$0.00	$0.00	$0.00	$0.00
Center for Health, Environment & Justice $ 60,000.00 *general operating support*	$30,000.00	$0.00	$30,000.00	$0.00	$0.00	$0.00	$0.00	$0.00
CenterLink $ 50,000.00 *the support of technical assistance for the Long Island GLBT Community Center*	$20,000.00	$0.00	$15,000.00	$15,000.00	$0.00	$0.00	$0.00	$0.00
CenterLink $ 50,000.00 *the support of technical assistance for Pacific Center for Human Growth*	$16,850.00	$0.00	$15,000.00	$18,150.00	$0.00	$0.00	$0.00	$0.00
CenterLink $ 200,000.00 *general operating support*	$50,000.00	$0.00	$50,000.00	$50,000.00	$50,000.00	$0.00	$0.00	$0.00

Organization	Total	Scheduled Payments						Remaining
Grant Amount	Paid	2010	2011	2012	2013	2014	2015	Balance
CenterLink $ 50,000.00 *the support of technical assistance for the Milwaukee LGBT Community Center*	$0.00	$0.00	$20,000.00	$15,000.00	$15,000.00	$0.00	$0.00	$0.00
CenterLink $ 50,000.00 *the support of technical assistance for Sunserve*	$0.00	$0.00	$16,666.67	$16,666.67	$16,666.66	$0.00	$0.00	$0.00
Environmental Health Sciences $ 90,000.00 *the support of the Environmental Health Science's Environmental Health project*	$45,000.00	$0.00	$45,000.00	$0.00	$0.00	$0.00	$0.00	$0.00
Movement Advancement Project $ 90,000.00 *the support of the LGBT Movement Advancement project*	$30,000.00	$0.00	$30,000.00	$30,000.00	$0.00	$0.00	$0.00	$0.00
Health & Environmental Funders Network $ 25,000.00 *the support of the Health and Environmental Funders Network project*	$0.00	$0.00	$25,000.00	$0.00	$0.00	$0.00	$0.00	$0.00
Long Island GLBT Community Center $ 100,000.00 *the support of the LGBT Mental Health Initiative*	$80,000.00	$0.00	$20,000.00	$0.00	$0.00	$0.00	$0.00	$0.00

Organization Grant Amount	Total Paid	Scheduled Payments 2010	2011	2012	2013	2014	2015	Remaining Balance
Milwaukee LGBT Community Center $ 100,000.00 *the support of the LGBT Mental Health Initiative*	$30,000.00	$0.00	$35,000.00	$35,000.00	$0.00	$0.00	$0.00	$0.00
Outright Vermont $ 52,500.00 *challenge grant*	$17,500.00	$0.00	$17,500.00	$17,500.00	$0.00	$0.00	$0.00	$0.00
Pacific Center for Human Growth $ 100,000.00 *the support of the LGBT Mental Health Initiative*	$68,000.00	$0.00	$32,000.00	$0.00	$0.00	$0.00	$0.00	$0.00
Queer Youth Fund $ 100,000.00 *2009-10 cycle*	$27,666.60	$0.00	$27,666.60	$26,666.80	$10,000.00	$8,000.00	$0.00	$0.00
Queer Youth Fund $ 800.00 *2010-11 consolation grants*	$0.00	$0.00	$800.00	$0.00	$0.00	$0.00	$0.00	$0.00
Queer Youth Fund $ 100,000.00 *2010-11 cycle*	$0.00	$0.00	$30,500.00	$35,000.00	$29,500.00	$5,000.00	$0.00	$0.00
Queer Youth Fund $ 133,333.35 *2007-08 cycle*	$122,666.68	$0.00	$6,666.67	$4,000.00	$0.00	$0.00	$0.00	$0.00
Queer Youth Fund $ 133,333.35 *2008-09 cycle*	$83,711.34	$0.00	$41,288.67	$8,333.34	$0.00	$0.00	$0.00	$0.00

Organization Grant Amount	Total Paid			Scheduled Payments				Remaining Balance
		2010	2011	2012	2013	2014	2015	
Robert Flaherty Film Seminar $ 13,950.00 *challenge grant*	$0.00	$0.00	$13,950.00	$0.00	$0.00	$0.00	$0.00	$0.00
Science Communication Network $ 60,000.00 *the support of the Science Communication Network's Environmental Health project*	$30,000.00	$0.00	$30,000.00	$0.00	$0.00	$0.00	$0.00	$0.00
SunServe $ 100,000.00 *the support of the LGBT Mental Health Initiative*	$35,000.00	$0.00	$35,000.00	$30,000.00	$0.00	$0.00	$0.00	$0.00
Telluride Foundation $ 100,000.00 *general operating support*	$25,000.00	$0.00	$25,000.00	$25,000.00	$25,000.00	$0.00	$0.00	$0.00
Grand Total (23 items)	$741,394.62	$0.00	$592,038.61	$326,316.81	$146,166.66	$13,000.00	$0.00	$0.00

THE THOMAS PHILLIPS AND JANE MOORE JOHNSON FOUNDATION
EIN 25-6357015

Attachment to the 2010 Form 990-PF
Return of Private Foundation
Calendar Year-End 12/31/2010

Statement Required by Reg. 53.4945-5(d)

Information with respect to Expenditure Responsibility Grants

Part VII-B, Line 5(a)(4)

Statement of Expenditure Responsibility

Name and Address of Grantee
Gill Operating Foundation
2215 Market Street
Denver, CO 80205

Date of Grant
June 4, 2010

Amount of Grant
$30,000

Purpose of Grant
General support for the Movement Advancement Project, a think tank that produces and disseminates research aimed at increasing the productivity of investments in the Lesbian, Gay, Bisexual and Transgender movement.

Amount Expended by Grantee
$50,000 of the grant was spent during the calendar year 1/1/2010 through 12/31/2010

Diversion of Funds
To the Foundation's knowledge, and based on the report furnished by the grantee, the grantee has not diverted any portion of the funds from the purpose of the grant.

Reports Received
On February 28, 2011, the grantee provided the Foundation with a final report with respect to all expenditures made from the grant funds and indicating the progress made toward the goals of the grant.

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 THOMAS PHILLIPS AND
JANE MOORE JOHNSON FOUNDATION

Employer identification number 25-6357015

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	514,012.
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	514,012.

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	-337,142.
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	605.
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	-336,537.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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			514,012.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-336,537.
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			177,475.

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
THE THOMAS PHILLIPS AND

Employer identification number
25-6357015

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					
FIDELITY - SEE ATTACHED	VAR	VAR	906,333.	843,026.	63,307.
LOOMIS SAYLES CREDIT ASSET TRUST			137,049.		137,049.
LONE CASCADE LP - #11515			58,013.		58,013.
LONE CASCADE LP - #11293			46,352.		46,352.
CITI #91768 - SEE ATTACHED	VAR	VAR	18,979,335.	18,777,912.	201,423.
US TREASURY BILLS 4/29/10	03/30/2010	04/29/2010	119,988.	119,988.	
US TREASURY BILLS 9/23/10	08/13/2010	09/23/2010	349,943.	349,943.	
FNMA POOL #745875	VAR	02/18/2010	356,979.	349,524.	7,455.
FNMA POOL #725773	VAR	02/18/2010	297,693.	293,914.	3,779.
CITI # 91768 - PAYDOWN	VAR	VAR	97,079.	100,445.	-3,366.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 514,012.

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

JSA
0F1221 1 000

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	ISHARES MSCI ACWI EX US INDEX FUND	05/21/2008	06/18/2010	746,291.	1,067,049.	-320,758.
	ISHARES TR RUSSELL 3000 INDEX FUND	05/21/2008	06/18/2010	756,193.	936,404.	-180,211.
	FIDELITY - SEE ATTACHED	VAR	VAR	502,416.	455,199.	47,217.
	LONE CASCADE LP - #11515			54,983.		54,983.
	LONE CASCADE LP - #11293			40,203.		40,203.
	INDUS EVENT DRIVEN HOLDING CO	VAR	04/06/2010	1,090.		1,090.
	FNMA POOL #735502	VAR	02/17/2010	712,526.	688,747.	23,779.
	CITI # 91768 - PAYDOWN	VAR	VAR	840,697.	844,469.	-3,772.
	LOOMIS SAYLES CREDIT ASSET TRUST - DISPOSITION			327.		327.
6b	**Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-337,142.

2010 Supplemental Information

25-6357015

THOMAS/JANE JOHNSON FDN
JESSE D JOHNSON
7 HUBERT ST APT 8B
NEW YORK NY 10013-2065

Customer Service: 212-993-7140

Detail Information

Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes
This detail information is not reported to the IRS It may assist you in tax return preparation

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss(-)
ISHARES BARCLAYS U S AGGREGATE BD FD / 464287226						
07/24/09	01/04/10	2,100.000	217,024 99	214,879 67	f	2,145 32
ISHARES TR MSCI ACWI INDEX FD / 464288257						
07/24/09	01/04/10	200.000	8,634.37	7,381.65	f	1,252.72
07/24/09	01/04/10	300.000	12,945.81	11,072.47	f	1,873 34
07/24/09	01/04/10	500 000	21,590.94	18,454 12	f	3,136 82
07/24/09	01/04/10	800 000	34,543.91	29,526 59	f	5,017 32
07/24/09	01/04/10	1,300 000	56,134.15	47,980 71	f	8,153.44
07/24/09	01/04/10	2,900.000	125,178 18	107,033.89	f	18,144.29
		USD Subtotal	**259,027.36**	**221,449.43**		
ISHARES BARCLAYS 1-3 YR CD BD FD / 464288646						
07/24/09	01/04/10	2,000.000	207,953.45	207,559 34	f	394 11
09/08/09	07/30/10	213.000	22,346 86	22,233 26	f	113 60
		USD Subtotal	**230,300.31**	**229,792.60**		
PIMCO COMMODITY REAL RETURN CL D / 722005550						
07/24/09	01/04/10	23,809 524	199,980.00	176,904.76	a	23,075.24
				Short-Term Realized Gain		63,306.20
				Short-Term Realized Loss		0 00
				Short-Term Realized Disallowed Loss		0 00
				Total Short-Term Realized Gain/Loss		**63,306.20**

a - Average Cost-Single Category

f - FIFO (First-in, First-out)

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

Detail Information

Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.
This detail information is not reported to the IRS. It may assist you in tax return preparation

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss(-)
ISHARES BARCLAYS U S AGGREGATE BD FD / 464287226						
07/24/09	07/30/10	228.000	24,567.11	23,329 79	f	1,237.32
ISHARES BARCLAYS 1-3 YEAR TREASURY BD FD / 464287457						
07/24/09	07/30/10	330 000	27,762 18	27,629 84	f	132 34

2010 Supplemental Information

25-6357015

THOMAS/JANE JOHNSON FDN
JESSE D JOHNSON
7 HUBERT ST APT 8B
NEW YORK NY 10013-2065

Customer Service. 212-993-7140

Detail Information

Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes
This detail information is not reported to the IRS It may assist you in tax return preparation

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
ISHARES TR MSCI ACWI INDEX FD / 464288257					
various	12/22/10	2,650 000	122,722.07	99,271.19 f	23,450.88
10/07/09	12/22/10	3,600.000	166,741 98	146,081 91 f	20,660 07
		USD Subtotal	**289,464.05**	**245,353.10**	
ISHARES BARCLAYS 1-3 YR CD BD FD / 464288646					
07/24/09	07/30/10	300 000	31,472 46	31,133 90 f	338 56
07/24/09	07/30/10	1,231 000	129,150.14	127,752 77 f	1,397.37
		USD Subtotal	**160,622.60**	**158,886.67**	
				Long-Term Realized Gain	47,216.54
				Long-Term Realized Loss	0 00
				Long-Term Realized Disallowed Loss	0 00
				Total Long-Term Realized Gain/Loss	**47,216.54**

f - FIFO (First-in, First-out)

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

Important Tax Return Document Enclosed.

2010 Tax Information Statement

Account Number:
Recipient's Tax ID Number: **XX-XXX7015**
Payer's Federal ID Number: **13-5266470**
Questions? **(718)248-1183**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THOMAS P. AND JANE M. JOHNSON FDN
315 W. 36TH STREET # 440
NEW YORK, NY 10018

Payer's Name and Address:
CITIBANK, N.A.
153 EAST 53RD STREET
NEW YORK, NY 10043

2010 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP *(Box 1b)*	Description *(Box 7)*	Date Acquired	Date of Sale *(Box 1a)*	Stocks Bonds, etc. *(Box 2)*	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*
Short Term Sales Reported on 1099-B								
200000.0000	00254EJE3	SWEDISH EXPORT CREDI 3.250% 9/16/14	09/14/2009	01/05/2010	201,616.00	200,872.00	744.00	0.00
450000.0000	298785EY8	EUROPEAN INVT BANK 3.125% 6/04/14	08/06/2009	01/05/2010	459,144.00	453,033 00	6,111.00	0.00
200000.0000	4590568Y6	INTERNATIONAL BK 5.000% 4/01/16	08/13/2009	01/05/2010	218,174.00	218,050.00	124.00	0.00
420000.0000	6832348A9	ONTARIO PROV CDA 4 100% 6/16/14	06/18/2009	01/05/2010	441,327.60	423,973 20	17,354.40	0.00
160000.0000	912795T84	U S TREAS BILLS 3/25/10	12/24/2009	01/25/2010	159,988.53	159,988.53	0.00	0.00
230000.0000	06406HBK4	BANK NEW YORK MTN BK 5.125% 8/27/13	03/27/2009	02/23/2010	251,155 40	236,279 00	14,876.40	0.00
100000.0000	912795T84	U S TREAS BILLS 3/25/10	12/24/2009	02/25/2010	99,992.84	99,992.84	0.00	0.00
600000.0000	912828LA6	UNITED STATES TREAS 1.875% 7/15/19	12/16/2009	02/25/2010	630,277.56	641,598.53	-11,320.97	0 00
240000 0000	912795T84	U S TREAS BILLS 3/25/10	12/24/2009	02/26/2010	239,982.80	239,982.80	0.00	0.00
165000.0000	341507ZG9	FLORIDA ST BRD ED 5.191% 7/01/19	02/26/2010	03/04/2010	168,342.90	165,000 00	3,342.90	0.00
1440000.0000	912828EE6	U S TREASURY NTS 4.250% 8/15/15	01/22/2010	03/12/2010	1,563,181.75	1,572,687.51	-9,505.77	0.00
500000.0000	912828MG2	U S TREAS NTS 1.375% 1/15/13	01/22/2010	03/22/2010	498,691.41	499,765.63	-1,074.22	0.00
380000.0000	912828MK3	U S TREAS NTS 3 125% 1/31/17	02/23/2010	04/16/2010	379,152.39	380,296.88	-1,144.49	0 00
570000.0000	912828ME7	U S TREAS NTS 2.625% 12/31/14	01/22/2010	04/23/2010	573,117.19	577,080.47	-3,963.28	0.00
600000.0000	912828JE1	U S TREAS NTS 1.39484% 7/15/18	03/12/2010	05/07/2010	618,583.19	609,565.25	9,017.94	0.00

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2010 Tax Information Statement

Payer's Name and Address:
CITIBANK, N.A.
153 EAST 53RD STREET
NEW YORK, NY 10043

Account Number:
Recipient's Tax ID Number: XX-XXX7015
Payer's Federal ID Number: 13-5266470
Questions? (718)248-1183
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THOMAS P. AND JANE M. JOHNSON FDN
315 W. 36TH STREET # 440
NEW YORK, NY 10018

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
	(Box 1b)	*(Box 7)*		*(Box 1a)*	*(Box 2)*			*(Box 4)*
25675 9400	36296LSZ4	GNMA POOL #694536 5.500% 11/15/38	03/19/2010	05/15/2010	25,675 94	27,376.97	-1,701.03	0.00
1142.2600	36296YB43	GNMA POOL #704859 4.500% 1/15/40	03/19/2010	05/15/2010	1,142.26	1,161.54	-19.28	0.00
500000.0000	912828KM1	U S T NTS INFL IDX 1.28847% 4/15/14	02/05/2010	05/20/2010	533,318.54	536,142.55	-2,824.01	0.00
620000.0000	912828MP2	U S TREASURY NOTES 3.625% 2/15/20	04/27/2010	05/25/2010	642,571.88	616,803.13	25,768.75	0.00
275000.0000	912828MP2	U S TREASURY NOTES 3.625% 2/15/20	04/27/2010	05/26/2010	283,421.88	279,324.21	4,097.67	0.00
350000.0000	912828MP2	U S TREASURY NOTES 3.625% 2/15/20	05/07/2010	06/03/2010	357,519.53	356,234.38	1,285.15	0.00
450000.0000	912795UZ2	U S TREAS BILLS 7/22/10	05/28/2010	06/04/2010	449,920.63	449,909.38	11.25	0.00
736.2700	36296LSZ4	GNMA POOL #694536 5.500% 11/15/38	03/19/2010	06/15/2010	736 27	785.05	-48 78	0.00
1228.9800	36296YB43	GNMA POOL #704859 4.500% 1/15/40	03/19/2010	06/15/2010	1,228.98	1,249.72	-20.74	0.00
230000.0000	912795UZ2	U S TREAS BILLS 7/22/10	05/28/2010	06/17/2010	229,975.29	229,953.68	21.61	0.00
120000.0000	912795UZ2	U S TREAS BILLS 7/22/10	05/28/2010	06/23/2010	119,981.63	119,975.83	5.80	0.00
2860000.0000	912828MG2	U S TREAS NTS 1.375% 1/15/13	01/22/2010	06/23/2010	2,889,940.63	2,868,666.11	21,274.52	0.00
11199.3300	36296LSZ4	GNMA POOL #694536 5.500% 11/15/38	03/19/2010	07/15/2010	11,199.33	11,941.29	-741.96	0.00
1226.4200	36296YB43	GNMA POOL #704859 4.500% 1/15/40	03/19/2010	07/15/2010	1,226 42	1,247.12	-20.70	0.00
230000.0000	912795U82	U S TREASURY BILLS 8/26/10	06/30/2010	07/23/2010	229,943.54	229,939.18	4.36	0.00
180000.0000	912828MM9	U S TREAS NTS 0.750% 11/30/11	05/25/2010	07/23/2010	180,772 83	180,281.25	491.58	0.00
220000.0000	056559AM9	BADGER TOB ASSET 6.375% 6/01/32	11/12/2009	07/27/2010	243,247.40	240,316.56	2,930.84	0.00
220000.0000	452227CE9	ILLINOIS ST 2.500% 6/15/12	12/17/2009	07/27/2010	225,379.00	224,921.81	457.19	0.00
240000.0000	452227DN8	ILLINOIS ST SALES 4.72222% 6/15/20	06/16/2010	07/27/2010	270,348.00	258,994.10	11,353.90	0.00

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2010 Tax Information Statement

Payer's Name and Address:
CITIBANK, N.A.
153 EAST 53RD STREET
NEW YORK, NY 10043

Account Number:	
Recipient's Tax ID Number:	**XX-XXX7015**
Payer's Federal ID Number:	**13-5266470**
Questions?	**(718)248-1183**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
THOMAS P. AND JANE M. JOHNSON FDN
315 W. 36TH STREET # 440
NEW YORK, NY 10018

Number of shares	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
250000.0000	13063BFS6	CALIFORNIA ST 6.650% 3/01/22	04/23/2010	08/04/2010	271,325.00	262,702.50	8,622.50	0.00
150000.0000	64971MK92	NEW YORK N Y 4.250% 2/01/18	02/23/2010	08/04/2010	157,638.00	152,008.50	5,629.50	0.00
150000.0000	649791CJ7	NEW YORK ST 4.290% 3/01/19	02/25/2010	08/04/2010	155,547.00	150,000.00	5,547.00	0.00
6060.8600	36296LSZ4	GNMA POOL #694536 5.500% 11/15/38	03/19/2010	08/15/2010	6,060.86	6,462.39	-401.53	0.00
1131.9900	36296YB43	GNMA POOL #704859 4.500% 1/15/40	03/19/2010	08/15/2010	1,131.99	1,151.09	-19.10	0.00
100000.0000	649791CJ7	NEW YORK ST 4.290% 3/01/19	02/25/2010	08/30/2010	106,566.00	100,000.00	6,566.00	0.00
390000.0000	649791CJ7	NEW YORK ST 4.290% 3/01/19	02/25/2010	08/31/2010	417,498.90	390,000.00	27,498.90	0.00
1000000.0000	912795U90	U S TREAS BILLS 9/23/10	08/13/2010	08/31/2010	999,838.28	999,838.28	0.00	0.00
220000.0000	9151375D1	UNIVERSITY TEX UNIV 3.987% 8/15/20	06/23/2010	08/31/2010	232,381.60	220,000.00	12,381.60	0.00
25925.3000	36296LSZ4	GNMA POOL #694536 5.500% 11/15/38	03/19/2010	09/15/2010	25,925.30	27,642.85	-1,717.55	0.00
1141.3300	36296YB43	GNMA POOL #704859 4.500% 1/15/40	03/19/2010	09/15/2010	1,141.33	1,160.59	-19.26	0.00
175000.0000	742718DN6	PROCTER & GAMBLE CO 4.700% 2/15/19	12/16/2009	09/17/2010	196,341.25	182,854.00	13,487.25	0.00
700000.0000	912795UH2	U S TREASURY BILLS 10/21/10	09/24/2010	10/07/2010	699,940.16	699,940.16	0.00	0.00
15557.1100	36296LSZ4	GNMA POOL #694536 5.500% 11/15/38	03/19/2010	10/15/2010	15,557.11	16,587.77	-1,030.66	0.00
21584.2300	36296YB43	GNMA POOL #704859 4.500% 1/15/40	03/19/2010	10/15/2010	21,584.23	21,948.46	-364.23	0.00
220000.0000	912828JZ4	U S TREAS NTS 1.750% 1/31/14	01/22/2010	10/26/2010	227,545.31	218,521.88	9,023.43	0.00
360000.0000	912828JZ4	U S TREAS NTS 1.750% 1/31/14	01/22/2010	10/26/2010	372,150.00	357,581.25	14,568.75	0.00
460000.0000	64971MK92	NEW YORK N Y 4.250% 2/01/18	02/23/2010	10/27/2010	479,504.00	466,159.40	13,344.60	0.00
320000.0000	912828MM9	U S TREAS NTS 0.750% 11/30/11	05/25/2010	11/01/2010	321,700.00	320,500.00	1,200.00	0.00

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2010 Tax Information Statement

Payer's Name and Address:
CITIBANK, N.A.
153 EAST 53RD STREET
NEW YORK, NY 10043

Account Number:
Recipient's Tax ID Number: **XX-XXX7015**
Payer's Federal ID Number: **13-5266470**
Questions? **(718)248-1183**
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
THOMAS P. AND JANE M. JOHNSON FDN
315 W. 36TH STREET # 440
NEW YORK, NY 10018

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
	(Box 1b)	*(Box 7)*		*(Box 1a)*	*(Box 2)*			*(Box 4)*
500000.0000	912828PH7	U S TREAS NTS 0 375% 8/31/12	08/31/2010	11/01/2010	500,349.89	498,964.85	1,385.04	0.00
250000 0000	912828PH7	U S TREAS NTS 0.375% 8/31/12	08/31/2010	11/08/2010	250,000.00	249,482.42	517.58	0 00
5762.8200	36296LSZ4	GNMA POOL #694536 5.500% 11/15/38	03/19/2010	11/15/2010	5,762.82	6,144.61	-381.79	0.00
1133 5700	36296YB43	GNMA POOL #704859 4 500% 1/15/40	03/19/2010	11/15/2010	1,133.57	1,152.70	-19 13	0.00
80000.0000	912828PH7	U S TREAS NTS 0.375% 8/31/12	08/31/2010	12/03/2010	79,925.00	79,834.38	90.62	0.00
200000.0000	912828PH7	U S TREAS NTS 0.375% 8/31/12	08/31/2010	12/10/2010	199,312.50	199,585.94	-273.44	0.00
10279.1400	36296LSZ4	GNMA POOL #694536 5.500% 11/15/38	03/19/2010	12/15/2010	10,279.14	10,960.13	-680.99	0 00
22240.9500	36296YB43	GNMA POOL #704859 4.500% 1/15/40	03/19/2010	12/15/2010	22,240 95	22,616.27	-375.32	0.00
676.9000	36296LSZ4	GNMA POOL #694536 5.500% 11/15/38	03/19/2010	12/31/2010	676.90	721 74	-44.84	0 00
Total Short Term Sales Reported on 1099-B					**18,979,334.63**	**18,777,911.66**	**201,422.96**	**0.00**