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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 ,

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

The Raymond C. and Anna T.
Johnson Foundation, Inc.
30 E Central Parkway #1001
Cincinnati, OH 45202

A Employer identification number
26-1548389

B Telephone number (see the instructions)
540-491-9927

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, column (c), line 16)* ► $ 3,896,660.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions gifts grants etc received (att sch)	518,913.			
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	456.	456.	456.	
	4 Dividends and interest from securities	71,501.	71,501.	71,501.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	17,683.			
	b Gross sales price for all assets on line 6a 433,840.				
	7 Capital gain net income (from Part IV line 2)		17,683.		
	8 Net short-term capital gain			17,683.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	9,133			
	12 **Total** Add lines 1 through 11	617,686.	89,640.	89,640.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	111,866.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	6,275.	6,275.		
	c Other prof fees (attach sch) See St 3	25,193.	25,193.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 4	11,559.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,466.			
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	11,302.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	169,661.	31,468.		
	25 Contributions, gifts, grants paid Part XV	288,472.			288,472.
	26 **Total expenses and disbursements.** Add lines 24 and 25	458,133.	31,468.	0.	288,472.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	159,553.			
	b **Net investment income** (if negative enter -0)		58,172.		
	C **Adjusted net income** (if negative enter -0)			89,640.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	246,254.	340,880.	340,880.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)		29,212.	
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 6	340,903.	264,290.	289,945.
	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) Statement 7	3,140,975.	3,253,532.	3,265,835.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	3,728,132.	3,887,914.	3,896,660.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,484,743.	3,728,132.	
	28 Paid in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	243,389.	159,782.	
	30 **Total net assets or fund balances** (see the instructions)	3,728,132.	3,887,914.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	3,728,132.	3,887,914.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,728,132.
2	Enter amount from Part I, line 27a	2	159,553.
3	Other increases not included in line 2 (itemize) ► See Statement 8	3	453.
4	Add lines 1, 2, and 3	4	3,888,138.
5	Decreases not included in line 2 (itemize) ► See Statement 9	5	224.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,887,914.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month day, year)	(d) Date sold (month day year)
1a	See Attached Ameritrade #902034328	P	Various	Various
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	433,840.		416,157.	17,683.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				17,683.
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	17,683.
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 the instructions) If (loss), enter -0- in Part I, line 8	3	17,683.

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) N/A

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009			
2008			
2007			
2006			
2005			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	1	1,163.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3 Add lines 1 and 2	3	1,163.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,163.
6 Credits/Payments		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010 — 6a		
b Exempt foreign organizations – tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments Add lines 6a through 6d	7	0.
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	1,163.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ► **Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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
4 a 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	N/A	
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, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► N/A			
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)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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 ► The Foundation Telephone no ► 513-205-2599

Located at ► 30 E. Central Parkway #1001 Cincinnati OH ZIP + 4 ► 45202

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			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 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 the instructions)?	1b	N/A	
	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 ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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 instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

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

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Alan S. Threlkeld 6024 Kenwood Road Cincinnati, OH 45243	President 20.00	44,100.	0.	0.
Robert T. Threlkeld 49710 Lehr Drive Macomb, MI 48044	Treasurer 20.00	44,100.	0.	0.
Deborah J. Case 301 Spring Beauty St #105, NW Roanoke, VA 24012	Vice Preside 20.00	11,000.	0.	0.
Amy Goodwin 1602 Young Street Cincinnati, OH 45202	Secretary 20.00	12,666.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see 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 ►		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes				
a Average monthly fair market value of securities			1a	3,257,507.
b Average of monthly cash balances			1b	475,199.
c Fair market value of all other assets (see instructions)			1c	
d **Total** (add lines 1a, b, and c)			1d	3,732,706.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2 Acquisition indebtedness applicable to line 1 assets			2	0.
3 Subtract line 2 from line 1d			3	3,732,706.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	55,991.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	3,676,715.
6 **Minimum investment return.** Enter 5% of line 5			6	183,836.

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

1 Minimum investment return from Part X, line 6			1	183,836.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1,163.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	1,163.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	182,673.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	182,673.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	182,673.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	288,472.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	288,472.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	288,472.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				182,673.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009 35,537.				
f **Total** of lines 3a through e	35,537.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 288,472.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				182,673.
e Remaining amount distributed out of corpus	105,799.			
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	141,336.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	141,336.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009 35,537.				
e Excess from 2010 105,799.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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			
	(a) 2010	(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 organization had $5,000 or more in assets at any time during the year – see 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))

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 10				
Total			► 3a	288,472.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	456.	
4 Dividends and interest from securities			14	71,501.	
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					17,683.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Ameritrade - LT Gain					2,892.
b Ameritrade - ST Gain					5,067.
c Ameritrade-Rtn of Capital					1,174.
d					
e					
12 Subtotal Add columns (b), (d), and (e)				71,957.	26,816.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	98,773.

(See worksheet in line 13 instructions 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 the instructions)
N/A	

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			

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
N/A		

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

▶ Deborah J Case — Signature of officer or trustee — Date 11.11.11 — ▶ Vice President — Title

Paid Preparer Use Only

Print/Type preparer s name	Preparer s signature	Date	Check if ☐ if self employed	PTIN
Jerry W. Firebaugh	Jerry W. Firebaugh	11-11-11		N/A

Firm's name ▶ Cole & Associates CPAs, LLC — Firm s EIN ▶ N/A

Firm's address ▶ 2118 Rosalind Ave, Roanoke, VA 24014 — Phone no (540) 266-7178

THRELKELD,ALAN: JOHNSON FOUNDATION

Realized Gain/Loss

Date Range	Account Number	Report Currency
1/1/2010 - 12/31/2010	902034328	USD

Short-Term Capital Gains and Losses- Asset Held One Year or less

Sales	Date Acquired	Date Sold	Quantity	Sales Price	Cost	Net Proceeds	Total Gain
Arthur J Gallagher & Co (AJG)	8/24/2009	1/22/2010	600 000	22.36	14,379 39	13,405 83	-973 56
AT&T Inc (T)	8/24/2009	2/11/2010	300 000	24 88	7,841 69	7,464 05	-377 64
AT&T Inc (T)	8/24/2009	2/11/2010	200 000	24 88	5,227.80	4,965 94	-261 86
			500 000		*13,069 49*	*12,429 99*	*-639 50*
BB&T Corp (BBT)	8/24/2009	1/26/2010	100.000	27 10	2,743 95	2,699.97	-43 98
BB&T Corp (BBT)	8/24/2009	1/26/2010	400 000	27 09	10,975 79	10,835 86	-139.93
			500 000		*13,719 74*	*13,535 83*	*-183 91*
Bristol-Myers Squibb Company (BMY)	8/24/2009	1/26/2010	600 000	23 82	13,557 39	14,281.82	724 43
Eli Lilly and Company (LLY)	8/24/2009	2/5/2010	500 000	34.20	16,844 49	17,089 79	245 30
Energy Transfer Partners, L P (ETP)	8/24/2009	5/21/2010	200.000	41 04	8,559.99	8,203 86	-356 13
Energy Transfer Partners, L P (ETP)	8/24/2009	5/21/2010	300 000	41.04	12,827 97	12,305 80	-522.17
			500 000		*21,387 96*	*20,509 66*	*-878 30*
Enterprise Products Partners LP (EPD)	8/24/2009	2/5/2010	400 000	30.03	11,019 96	12,003.85	983 89
Enterprise Products Partners LP (EPD)	8/24/2009	2/5/2010	100 000	30 03	2,765.87	3,000 96	235.09
			500 000		*13,785 83*	*15,004 81*	*1,218 98*
Frontline, Ltd. (FRO)	8/24/2009	1/22/2010	700 000	29 92	16,865.92	20,933 74	4,067.82
General Electric Co (GE)	8/24/2009	2/5/2010	1,250 000	15.87	17,734.62	19,827 25	2,092 63
Hospitality Properties Trust (HPT)	8/24/2009	1/22/2010	600 000	22 60	10,773.39	13,549.83	2,776.44
iShares FTSE Dev Sm Cap ex-North Amer (IFSM)	1/20/2010	1/26/2010	305 000	32.47	10,357 80	9,903.22	-454 58
iShares FTSE Dev Sm Cap ex-North Amer (IFSM)	1/20/2010	1/26/2010	295 000	32.68	10,018 20	9,634 51	-383 69
iShares FTSE Dev Sm Cap ex-North Amer (IFSM)	1/20/2010	1/26/2010	199 000	32.68	6,764 01	6,499 21	-264 80
iShares FTSE Dev Sm Cap ex-North Amer (IFSM)	1/20/2010	1/26/2010	1 000	32 47	33 95	32 47	-1 48

THRELKELD,ALAN: JOHNSON FOUNDATION

Realized Gain/Loss

Date Range	Account Number	Report Currency
1/1/2010 - 12/31/2010	902034328	USD

Sales	Date Acquired	Date Sold	Quantity	Sales Price	Cost	Net Proceeds	Total Gain
iShares FTSE Dev Sm Cap ex-North Amer (IFSM)	1/20/2010	1/26/2010	50 000	32 47	1,705 99	1,623.48	-82 51
			850 000		*28,879 95*	*27,692 89*	*-1,187 06*
iShares iBoxx $ High Yield Corporate Bd (HYG)	8/24/2009	2/5/2010	200.000	84 30	16,385 69	16,849 79	464 10
iShares MSCI EAFE Index (EFA)	1/20/2010	1/28/2010	530.000	53.01	29,583 94	28,084 95	-1,498.99
iShares MSCI Emerging Markets Index (EEM)	1/20/2010	1/22/2010	650 000	39 55	27,055 71	25,697 18	-1,358.53
iShares MSCI Emerging Markets Index (EEM)	1/20/2010	1/22/2010	50.000	39 55	2,081.21	1,977.44	-103 77
			700 000		*29,136 92*	*27,674 62*	*-1,462 30*
iShares S&P U.S. Preferred Stock Index (PFF)	8/24/2009	5/6/2010	500.000	35 28	17,659 84	17,629 71	-30 13
Pfizer Inc (PFE)	8/24/2009	2/4/2010	100.000	18 24	1,680 99	1,823 18	142 19
Pfizer Inc (PFE)	8/24/2009	2/4/2010	1,150.000	18 24	19,215.93	20,966 54	1,750 61
			1,250 000		*20,896 92*	*22,789 72*	*1,892 80*
Pioneer Hi-Bred International, Inc (PHB)	8/24/2009	2/5/2010	350.000	17.39	5,959.47	6,076.43	116.96
PowerShares Financial Preferred (PGF)	8/24/2009	2/5/2010	300.000	16 31	4,578.85	4,881.94	303 09
PowerShares Financial Preferred (PGF)	8/24/2009	2/5/2010	450.000	16 30	6,868 27	7,334 90	466 63
			750 000		*11,447 12*	*12,216 84*	*769 72*
PowerShares Preferred (PGX)	8/24/2009	5/6/2010	1,500.000	12.83	19,434.99	19,234.68	-200.31
Provident Energy Ltd. (PVX)	8/24/2009	2/5/2010	3,000.000	7 55	15,549 69	22,639.72	7,090 03
ROYAL DUTCH SHELL PLC COM CLAS S A (RDSA)	8/24/2009	1/22/2010	300 000	57 91	16,479 96	17,362.78	882 82
Spectra Energy Corp (SE)	8/24/2009	2/4/2010	750 000	21 07	14,461.74	15,792.30	1,330.56
Vanguard REIT Index ETF (VNQ)	8/24/2009	1/22/2010	500 000	42 68	19,319.49	21,329 73	2,010.24
Verizon Communications Inc (VZ)	8/24/2009	1/26/2010	263.000	29 84	8,259.69	7,847 82	-411 87
Verizon Communications Inc (VZ)	8/24/2009	1/26/2010	300 000	29 85	9,421 70	8,954.82	-466 88
Verizon Communications Inc (VZ)	8/24/2009	1/26/2010	37.000	29.85	1,162 01	1,094 44	-67 57

THRELKELD,ALAN: JOHNSON FOUNDATION

Realized Gain/Loss

Date Range	Account Number	Report Currency
1/1/2010 - 12/31/2010	902034328	USD

Sales	Date Acquired	Date Sold	Quantity	Sales Price	Cost	Net Proceeds	Total Gain
			600 000		*18,843 39*	*17,897 08*	*-946 31*
Total(Sales)	-	-	-	-	**416,157.33**	**433,839.79**	**17,682.46**

Capital Gain Distributions	Pay Date		Total Gain
DFA Emerging Markets I (DFEMX)	12/10/2010	-	1 97
DFA Emerging Markets Value I (DFEVX)	12/10/2010	-	307 18
DFA Five-Year Global Fixed-Income I (DFGBX)	12/9/2010	-	1,280.03
DFA One-Year Fixed-Income I (DFIHX)	12/9/2010	-	769 44
DFA Short-Term Government I (DFFGX)	12/10/2010	-	1,024 10
DFA Two-Year Global Fixed-Income I (DFGFX)	12/9/2010		1,683.85
Total(Distribution)	-	-	**5,066.57**

Total	-	-	-	-	**416,157.33**	**433,839.79**	**22,749.03**

Long-Term Capital Gains and Losses- Asset Held More Than One Year

Capital Gain Distributions	Pay Date		Total Gain
DFA Emerging Markets I (DFEMX)	12/10/2010	-	3,490 77
DFA Emerging Markets Small Cap I (DEMSX)	12/10/2010	-	3,268 52
DFA Emerging Markets Value I (DFEVX)	12/10/2010	-	2,165.39
DFA Five-Year Global Fixed-Income I (DFGBX)	12/9/2010	-	5,527 41

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Ameritrade - LT Gain	$ 2,892.		
Ameritrade - ST Gain	5,067.		
Ameritrade-Rtn of Capital	1,174.		
Total	$ 9,133.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	$ 6,275.	$ 6,275.		
Total	$ 6,275.	$ 6,275.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	$ 25,193.	$ 25,193.		
Total	$ 25,193.	$ 25,193.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll Taxes	$ 11,559.			
Total	$ 11,559.	$ 0.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues	$ 626.			
Foreign Taxes Paid	52.			
Insurance	5,769.			
Meals @ 50%	224.			
Office Supplies	1,315.			
Telephone	3,316.			
Total	$ 11,302.	$ 0.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate Stocks	Cost	$ 264,290.	$ 289,945.
	Total	$ 264,290.	$ 289,945.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Mutual Funds	Cost	$ 3,253,532.	$ 3,265,835.
	Total	$ 3,253,532.	$ 3,265,835.

Statement 8
Form 990-PF, Part III, Line 3
Other Increases

Federal tax refund	$ 453.
Total	$ 453.

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

Meals @ 50%	$ 224.
Total	$ 224.

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
WAVE Foundation 1 Aquarium Way Newport, KY 41071	None		General Support	$ 1,250.
The Wellness Community 4918 Cooper Road Cincinnati, OH 45242	None		General Support	5,000.
Nationwide Childrens Hospital Foundation PO Box 16810 Columbus, OH 43216	None		General Support	3,000.
Mariemont School Foundation 6743 Chestnut Street Cincinnati, OH 45227	None		General Support	20,000.
Josh Cares, Inc. PO Box 43295 Cincinnati, OH 45243	None		General Support	3,100.
Redwood 71 Orphanage Road Fort Mitchell, KY 41017	None		General Support	3,000.
Our Daily Bread PO Box 14862 Cincinnati, OH 45250	None		General Support	1,500.
Shriner's Hospitals for Children 3229 Burnet Avenue Cincinnati, OH 45229	None		General Support	5,000.
American Cancer Society 2808 Reading Road Cincinnati, OH 45206	None		General Support	500.
Hospice of Cincinnati 10500 Montgomery Road Cincinnati, OH 45242	None		General Support	3,000.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Ronald McDonald House of Grtr Cincinnati 350 Erkenbrecher Avenue Cincinnati, OH 45229	None		General Support	$ 3,000.
Crayons to Computers 1350 Tennessee Avenue Cincinnati, OH 45229	None		General Support	3,000.
Armstrong Chapel United Methodist Church 5125 Drake Road Cincinnati, OH 45243	None		General Support	2,000.
Juvenile Diabetes Research Foundation 8041 Hosbrook Road, Suite 422 Cincinnati, OH 45236	None		General Support	1,000.
Nast Trinity United Methodist Church 1310 Race Street Cincinnati, OH 45202	None		General Support	5,000.
Cincinnati Children's Hospital 3333 Burnet Avenue Cincinnati, OH 45229	None		General Support	5,000.
Virginia Museum of Transporation 303 Norfolk Avenue Roanoke, VA 24016	None		General Support	5,000.
Faith Christian School 3585 Buck Mountain Road Roanoke, VA 24018	None		General Support	5,000.
Clermont County Humane Society 4025 Filager Road Batavia, OH 45103	None		General Support	3,000.
Cincinnati SPCA 11900 Conrey Road Cincinnati, OH 45249	None		General Support	2,500.
Fairhaven Rescue Mission PO Box 12761 Covington, KY 41012	None		General Support	2,500.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Forgotten Harvest Food Bank 21800 Greenfield Road Oak Park, MI 48237	None		General Support	$ 5,000.
Macomb County Rotating Emergency Shelter 20415 Erin Street Roseville, MI 48066	None		General Support	1,000.
Cystic Fibrosis Foundation-Metro Detroit 2265 Livernios Road #140 Troy, MI 48083	None		General Support	4,500.
Gleaners Community Food Bank 2131 Beaufait Detroit, MI 48207	None		General Support	2,500.
Grace Centers of Hope 35 E. Huron Street Pontiac, MI 48342	None		General Support	1,000.
Lighthouse of Oakland County 46156 Woodward Avenue Pontiac, MI 48342	None		General Support	1,000
Barbara Ann Karmanos Cancer Institute 4100 John R. (Mailcode: NC06MC) Detroit, MI 48201	None		General Support	3,000.
Big Brothers Big Sisters of Metropolitan 7700 Second Avenue, Suite 602 Detroit, MI 48202	None		General Support	1,700.
Chatfield School 231 Lake Drive Lapeer, MI 48446	None		General Support	10,000.
Detroit Habitat for Humanity 14325 Jane Street Detroit, MI 48205	None		General Support	25,000.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Amelia Agnes Transitional Home for Women 42960 Ryan Road Sterling Heights, MI 48134	None		General Support	$ 2,990.
Jackets for Jobs, Inc 5555 Conner, Suite 2098 Detroit, MI 48213	None		General Support	825.
Make A Wish Foundation of Michigan 230 Huron View Road Ann Arbor, MI 48103	None		General Support	3,000.
Engineering Society of Detroit 20700 Civic Center Drive Southfield, MI 48076	None		General Support	6,000.
Henry Ford Macomb Hospital Cancer Center 1 Ford Place - 5A Detroit, MI 48202	None		General Support	2,500.
Six Rivers Regoinal Land Conservancy P. O. Box 80902 Rochester, MI 48308	None		General Support	1,000.
Greater Detroit Agy for the Blind & Visu 16625 Grand River Detroit, MI 48227	None		General Support	1,000.
Family Literacy Center P. O. Box 485 Lapeer, MI 48446	None		General Support	1,000.
Coalition on Temporary Shelter 26 Perterboro Detroit, MI 48201	None		General Support	1,000.
American Cancer Society-Metro Detroit 20450 Civic Center Drive Sothfield, MI 48076	None		General Support	3,000.
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741	None		General Support	2,700.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Mt. Pleasant United Methodist Church PO Box 37 Mineral Wells, WV 26150	None		General Support	$ 2,000.
Bugles Across America 1824 South Cuyler Avenue Berwyn, IL 60402	None		General Support	3,000.
The Morgan Center PO Box 333 Brightwaters, NY 11718	None		General Support	2,500.
Clermont Senior Services 2085 James E. Sauls Sr Drive Batavia, OH 45103	None		General Support	5,000.
Disabled American Veterans PO Box 14301 Cincinnati, OH 45250	None		General Support	5,000.
Interfaith Hospitality Network PO Box 72136 Newport, KY 41012	None		General Support	2,500.
Licking Valley Community Action Program 203 High Street Flemingsburg, KY 41041	None		General Support	2,500.
Over the Rhine Brewery District CURC PO Box 14654 Cincinnati, OH 45250	None		General Support	3,000.
Alzheimer's Assoc of Grtr Cincinnati 644 Linn Street Suite 1026 Cincinnati, OH 45203	None		General Support	3,000.
Native American Heritage Association PO Box 512 Rapid City, SD 57709	None		General Support	5,000.
The Neediest Kids of All PO Box 636666 Cincinnati, OH 45263	None		General Support	3,000.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Ruth Lyon's Children's Fund PO Box 59 Cincinnati, OH 45201	None		General Support	$ 2,000.
Operation Gratitude 16444 Refugio Road Encino, CA 91436	None		General Support	1,500.
Interparish Ministry 3509 Debolt Road Cincinnati, OH 45244	None		General Support	5,000.
Caring Bridge PO Box 6032 Albert Lea, MI 56007	None		General Support	1,500.
Mt. Orab First Baptist Church 704 South High Street Mt. Orab, OH 45154	None		General Support	1,000.
NAMI Michigan 921 N. Washington Avenue Lansing, MI 48906	None		General Support	750.
World Educational Relief 27086 Belmont Lane Southfield, MI 48076	None		General Support	3,899.
Leaps and Bounds Family Services 8129 Packard Warren, MI 48089	None		General Support	500.
Dearborn Animal Shelter 2661 Greenfield Road Dearborn, MI 48120	None		General Support	500.
Cass community Social Services 11850 Woodrow Wilson Detroit, MI 48206	None		General Support	1,000.
Accounting Aid Society 7700 Second Avenue, Suite 314 Detroit, MI 48202	None		General Support	3,500.
Greensburg Greentown 402 S. Sycamore Street Greensburg, KS 67054	None		General Support	42,058.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Roland Warner Middle School 333 Demille Blvd Lapeer, MI 48446	None		General Support	$ 10,000.
Humane society of Greater Miami 16101 W. Dixie Highway North Miami Beach, FL 33160	None		General Support	2,500.
Cranbrook Institute of Science 39221 Woodward Avenue Bloomfield, MI 48304	None		General Support	2,500.
Feeding America Southwest VA 1025 Electric Road Salem, VA 24153	None		General Support	6,000.
Cabbress CARES Kitty City PO Box 1936 Concord, NC 28026	None		General Support	5,000.
Henry Ford High School 20000 Evergreen Road Detroit, MI 48219	None		General Support	200.
Sedgewick County Zoo 5555 W. Zoo Blvd Wichita, KS 67212	None		General Support	500.
			Total	$ 288,472.

Form **8868**
(Rev January 2011)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545 1709

- 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	Name of exempt organization	Employer identification number
	The Raymond C. and Anna T. Johnson Foundation, Inc.	26-1548389
File by the due date for filing your return See instructions	Number, street and room or suite number If a P O box see instructions 30 E. Central Parkway #1001	
	City town or post office state and ZIP code For a foreign address see instructions Cincinnati, OH 45202	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 (section 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 ► The Foundation

Telephone No ► 513-205-2599 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 8/15, 20 11, 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**	$ 1,163.
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**	$ 0.
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**	$ 1,163.

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

BAA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2011)

FIFZ0501L 11/15/10

- 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 The Raymond C. and Anna T. Johnson Foundation, Inc.	Employer identification number 26-1548389
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions Cole & Associates CPAs, LLC 4405 Starkey Rd Ste B	
	City town or post office, state, and ZIP code For a foreign address, see instructions Roanoke, VA 24018-0616	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 (section 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 care of ► The Foundation
  Telephone No ► 248-915-8717 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

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

7 State in detail why you need the extension Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax 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	$ 0.
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	$ 0.
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	$ 0.

Signature and Verification

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

Signature ► Deborah J Case Title ► Vice President Date ► 8.12.11