FILED UNDER EXTENSION

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
LESTER & FRANCES JOHNSON FOUNDATION, INC

A Employer identification number
39-1988285

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O ROBERT ANDERSON
8001 EXCELSIOR DRIVE

B Telephone number (see page 10 of the instructions)
(608) 827-6400

City or town, state, and ZIP code
MADISON, WI 53717

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)* ▶ $ 10,340,436.

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)	0.			
	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	298,371.	298,371.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	296,154.			
	b	Gross sales price for all assets on line 6a 12,204,406.				
	7	Capital gain net income (from Part IV, line 2)		296,154.		
	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)	22,623.	5,382.		ATCH 2
	12	**Total.** Add lines 1 through 11	617,148.	599,907.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	3,975.	0.	0.	3,975.
	c	Other professional fees (attach schedule) *	187,909.	187,909.		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	8,043.	8,043.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	1,180.			1,180.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	201,107.	195,952.	0.	5,155.
	25	Contributions, gifts, grants paid	913,989.			913,989.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,115,096.	195,952.	0.	919,144.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-497,948.			
	b	**Net investment income** (if negative, enter -0-)		403,955.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
1086
JUN 0 1 2011
OGDEN

SCANNED JUN 0 6 2011

For Paperwork Reduction Act Notice, see page 30 of the instructions. *ATCH 4 JSA ** ATCH 5 Form **990-PF** (2010)

0E1410 1 000 3351AM N482 18138.0

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (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	1,666,779.	1,156,057.	1,156,057.
	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) **	1,100,849.	1,021,978.	1,319,694.
	b	Investments - corporate stock (attach schedule) ATCH 8	7,294,331.	7,345,699.	7,803,820.
	c	Investments - corporate bonds (attach schedule) ATCH 9	202,433.	50,041.	60,865.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	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 the instructions Also, see page 1, item I)	10,264,392.	9,573,775.	10,340,436.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	10,569,206.	10,569,206.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-304,814.	-995,431.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	10,264,392.	9,573,775.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,264,392.	9,573,775.	

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	10,264,392.
2	Enter amount from Part I, line 27a	2	-497,948.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	-192,669.
4	Add lines 1, 2, and 3	4	9,573,775.
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	9,573,775.

**ATCH 7

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
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	296,154.
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	816,717.	9,020,012.	0.090545
2008	685,297.	10,915,868.	0.062780
2007	1,234,312.	12,622,697.	0.097785
2006	1,093,592.	11,959,047.	0.091445
2005	735,139.	11,681,859.	0.062930

2 **Total** of line 1, column (d)	2	0.405485
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	0.081097
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,788,945.
5 Multiply line 4 by line 3	5	793,854.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,040.
7 Add lines 5 and 6	7	797,894.
8 Enter qualifying distributions from Part XII, line 4	8	919,144.

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	4,040.
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	4,040.
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	4,040.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,040.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	7,040.
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	3,000.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 3,000. **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		
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) ▶ WI,			
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ROBERT ANDERSON Telephone no ▶ 608-827-6400

Located at ▶ 8001 EXCELSIOR DRIVE MADISON, WI ZIP + 4 ▶ 53717

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		
	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**

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** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	8,494,281.
b	Average of monthly cash balances	1b	1,443,734.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	9,938,015.
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	9,938,015.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	149,070.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,788,945.
6	**Minimum investment return.** Enter 5% of line 5	6	489,447.

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	489,447.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,040.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,040.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	485,407.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	485,407.
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	485,407.

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	919,144.
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	919,144.
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	4,040.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	915,104.

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					485,407.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only					
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	366,753.				
f **Total** of lines 3a through e		366,753.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 919,144.					
a Applied to 2009, but not more than line 2a					
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					485,407.
e Remaining amount distributed out of corpus		433,737.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		800,490.			
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					
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		800,490.			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009	366,753.				
e Excess from 2010	433,737.				

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			
	(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 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 12				
Total . . . . . . ▶ 3a				913,989.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	95,065.	
4 Dividends and interest from securities			14	203,306.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	296,154.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ROYALTY TRUST INCOME			15	5,382.	
c MISC. INCOME			14	17,241.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				617,148.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 617,148.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

Date: 05/24/2011

Title: PRESIDENT OF Foundation

Paid Preparer Use Only

Print/Type preparer's name Eugene R. Schramka	Preparer's signature Eugene R. Schramka	Date 5-23-2011	Check ☐ if self-employed	PTIN P00005086
Firm's name ▶ SVA CERTIFIED PUBLIC ACCOUNTANTS			Firm's EIN ▶ 39-1203191	
Firm's address ▶ 1221 JOHN Q. HAMMONS DRIVE MADISON, WI 53717			Phone no 608-831-8181	

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 LONG-TERM CAPITAL GAIN DIVIDENDS					296,154.	
TOTAL GAIN(LOSS)							296,154.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST - STOCKS, BONDS, MONEY FUNDS	95,065.	95,065.
DIVIDENDS - STOCKS AND BONDS	203,306.	203,306.
TOTAL	298,371.	298,371.

LESTER & FRANCES JOHNSON FOUNDATION, INC 39-1988285

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY TRUST PAYMENT		5,382.	5,382.
MISC INCOME		17,241.	
	TOTALS	22,623.	5,382.

LESTER & FRANCES JOHNSON FOUNDATION, INC 39-1988285

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT ACCOUNTING FEES	100.			100.
SVA CERTIFIED PUBLIC ACCOUNTANTS, S.C.	3,875.			3,875.
TOTALS	3,975.	0.	0.	3,975.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT & TRADING FEES	187,909.	187,909.
TOTALS	187,909.	187,909.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	8,043.	8,043.
TOTALS	8,043.	8,043.

ATTACHMENT 5

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE	1,170.	1,170.
DEP. OF FIN. INST. FILING FEE	10.	10.
TOTALS	1,180.	1,180.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ASSET BACKED SECURITIES	1,021,978.	1,319,694.
US OBLIGATIONS TOTAL	1,021,978.	1,319,694.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORP STOCKS & OTHER SECURITIES	6,188,041.	6,659,426.
MUTUAL FUNDS	1,157,658.	1,144,394.
TOTALS	7,345,699.	7,803,820.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	50,041.	60,865.
TOTALS	50,041.	60,865.

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
ADJUST BEGINNING BASIS OF SECURITIES	-192,669.
TOTAL	-192,669.

LESTER & FRANCES JOHNSON FOUNDATION, INC 39-1988285

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL R. HEALD 7410 LONGMEADOW ROAD MADISON, WI 53717	DIRECTOR 1.00	0.	0.	0.
GRAHAM L. JOHNSON 2246 RIVER WOODS DRIVE NAPERVILLE, IL 60565	PRESIDENT 1.00	0.	0.	0.
ROBERT W. ANDERSON 8001 EXCELSIOR DRIVE MADISON, WI 53717	VICE-PRESIDENT 1.00	0.	0.	0.
AUBREY R. FOWLER 702 N. BLACKHAWK DRIVE MADISON, WI 53705	SECRETARY 1.00	0.	0.	0.
LAURIE A. ANDERSON C/O ROBERT ANDERSON 8001 EXCELSIOR DRIVE MADISON, WI 53717	TREASURER 1.00	0.	0.	0.

LESTER & FRANCES JOHNSON FOUNDATION, INC 39-1988285

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MEGAN C WESTRUM C/O ROBERT ANDERSON 8001 EXCELSIOR DRIVE MADISON, WI 53717	DIRECTOR 1.00	0.	0.	0.
ERIK S JOHNSON 2246 RIVER WOODS DRIVE NAPERVILLE, IL 60565	DIRECTOR 1.00	0.	0.	0.
KYLE P JOHNSON 2246 RIVER WOODS DRIVE NAPERVILLE, IL 60565	DIRECTOR 1.00	0.	0.	0.
COURTNEY JOHNSON 2246 RIVER WOODS DRIVE NAPERVILLE, IL 60565	DIRECTOR 1.00	0.	0.	0.
MICHAEL R ANDERSON C/O ROBERT ANDERSON 8001 EXCELSIOR DRIVE MADISON, WI 53717	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EDGEWOOD COLLEGE 100 EDGEWOOD COLLEGE DRIVE MADISON, WI 53711	NONE PUBLIC CHARITY	TUITION	25,000.
NAPERVILLE LOAVES & FISHES 556 W FIFTH AVENUE NAPERVILLE, IL 60565	NONE PUBLIC CHARITY	GENERAL OPERATIONS	20,000.
MIDDLETON OUTREACH MINISTRY 7432 HUBBARD AVENUE MIDDLETON, WI 53562	NONE PUBLIC CHARITY	FOOD PANTRY AND GENERAL OPERATIONS.	45,000.
ANIMAL HUMANE SOCIETY 845 MEADOW LANE NORTH GOLDEN VALLEY, MN 55422	NONE PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
GATEWAY COMMUNITY CHURCH 3510 HIGH ROAD MIDDLETON, WI 53562	NONE PUBLIC CHARITY	HAITI RELIEF PROGRAM	10,000.
COMBAT BLINDNESS FOUNDATION PO BOX 5332 MADISON, WI 53705	NONE PUBLIC CHARITY	GENERAL OPERATIONS	50,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NW COUNCIL BOY SCOUTS OF AMERICA 600 WHEELING ROAD MOUNT PROSPECT, IL 60056	NONE PUBLIC CHARITY	SCHOLARSHIPS FOR NEEDY CHILDREN.	30,000.
3 FIRES COUNCIL BOY SCOUTS OF AMERICA 415 NORTH 2ND ST ST CHARLES, IL 60174	NONE PUBLIC CHARITY	SCHOLARSHIPS FOR NEEDY CHILDREN.	51,000.
SAMARITAN COUNSELING CENTER 2165 LINDEN AVE MADISON, WI 53704	COMMON BOARD MEMBERS PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
TURN AROUND TEEN 6505 SCHROEDER ROAD MADISON, WI 53711	NONE PUBLIC CHARITY	RENT AND SALARY ASSISTANCE	8,000.
FRAXA RESEARCH FOUNDATION 45 PLEASANT ST NEWBURYPORT, MA 01950	NONE PUBLIC CHARITY	ONGOING RESEARCH.	70,000.
GUARDIAN ANGEL BASSET RESCUE INC 108 E MAIN STREET DWIGHT, IL 60420	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SALVATION ARMY OF DANE COUNTY 630 E WASHINGTON AVE MADISON, WI 53703	NONE PUBLIC CHARITY	PLEDGE MATCHING	50,000.
TIMOTHY'S MINISTRY BOX 0421 PROSPECT HEIGHTS, IL 60070	NONE PUBLIC CHARITY	BENEFIT OF THE HOMELESS	7,000.
UW WHITEWATER PO BOX 88 WHITEWATER, WI 53190	NONE PUBLIC CHARITY	TUITION ASSISTANCE	8,154.
FIGGE ART MUSEUM 225 WEST SECOND STREET DAVENPORT, IA 52801	EMPLOYMENT PUBLIC CHARITY	EXHIBITIONS, OUTREACH PROGRAM AND GENERAL OPERATIONS	53,255.
BREAST CANCER RECOVERY 2800 ROYAL AVENUE MADISON, WI 53713	NONE PUBLIC CHARITY	GENERAL OPERATIONS	20,000.
MID-CONTINENT RAILWAY HISTORICAL SOCIETY PO BOX 358 NORTH FREEDOM, WI 53951	COMMON BOARD MEMBERS PUBLIC CHARITY	GENERAL OPERATIONS	35,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRACE LUTHERAN CHURCH 226 ERICKSON STREET ELROY, WI 53929	NONE PUBLIC CHARITY	FOOD PANTRY	10,000.
REEDSBURG AREA FOOD PANTRY 134 S LOCUST STREET REEDSBURG, WI 53959	NONE PUBLIC CHARITY	GENERAL OPERATIONS	20,000.
VERONA FOOD PANTRY 130 NORTH FRANKLIN STREET VERONA, WI 53593	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
RIVER BEND FOOD BANK 309 12TH STREET MOLINE, IL 61265	NONE PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
RAWHIDE BOYS RANCH E 7475 RAWHIDE ROAD NEW LONDON, WI 54961	NONE PUBLIC CHARITY	GENERAL OPERATIONS	20,000.
MR. THANKSGIVING 3716 35TH STREET MOLINE, IL 61265	NONE PUBLIC CHARITY	ASSISTANCE TO HOMELESS AND OTHERS IN NEED.	5,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LODI FOOD PANTRY 507 CLARK STREET LODI, WI 53555	NONE PUBILC CHARITY	GENERAL OPERATIONS	10,000.
CAMBRIDGE FOOD PANTRY PO BOX 1 CAMBRIDGE, WI 53523	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
BETHLEHEM HOUSE 930 FAULKNER STREET CONWAY, AR 72034	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
THE SALVATION ARMY OF ROCK COUNTY 514 SUTHERLAND AVE JANESVILLE, WI 53545	NONE PUBLIC CHARITY	PLEDGE MATCHING	5,000.
FAMILY HEALTH MINISTRIES 5908 HATHAWAY LANE CHAPEL HILL, NC 27514	NONE PUBLIC CHARITY	PROGRAM SERVICE	20,000
ZION UNITED METHODIST CHURCH PO BOX 926 HAMPSHIRE, IL 60140	NONE CHURCH	GENERAL OPERATIONS	7,600.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MADISON COMMUNITY FOUNDATION / DANE COUNTY K-9 2 SCIENCE COURT MADISON, WI 53705	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
BADGER HONOR FLIGHT INC PO BOX 258066 MADISON, WI 53725	NONE PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
EXCHANGE CENTER FOR PREVENTION OF CHILD ABUSE 2120 FORDEM AVENUE, SUITE 200 MADISON, WI 53704	NONE PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
NORTHWEST SUBURBAN COUNCIL BSA 600 WHEELING RD MOUNT PROSPECT, IL 60056	NONE PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
VILLAGE OF BLACK EARTH 1210 MILLS STREET BLACK EARTH, WI 53515	NONE PUBLIC CHARITY	GENREAL OPERATIONS	1,500.
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726	NONE PUBLIC CHARITY	GENERAL OPERATIONS	45,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SYSTEMS UNLIMITED INC 2533 SCOTT BLVD SE IOWA CITY, IA 52240	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
HOMES FOR OUR TROOPS 6 MAIN STREET TAUNTON, MA 02780	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
P.A.W.D. P.O. BOX 155 ANDALUSIA, IL 61232	NONE PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
HAWKEYE AREA COMMUNITY ACTION PROGRAM P.O. BOX 490 HIAWATHA, IA 52233	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
INJURED MARINE SEMPER FI FUND 825 COLLEGE BLVD, SUITE 102 OCEANSIDE, CA 92057	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000
COMMUNITY EMERGENCY SERVICES 200 E WASHINGTON ST #4 APPLETON, WI 54911	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FIRST UNITED METHODIST CHURCH 203 WISCONSIN AVENUE MADISON, WI 53703	NONE CHURCH	GENERAL OPERATIONS	39,000.
DODGEVILLE SCHOOL DISTRICT 307 N. IOWA ST. DODGEVILLE, WI 53533	NONE SCHOOL	GENERAL OPERATIONS	6,480.
COMMUNITY HOUSING ASSOCIATION OF DUPAGE COUNTY 35-C W ST CHARLES RD VILLA PARK, IL 60181	NONE PUBLIC CHARITY	GENREAL OPERATIONS	5,000
CARE NET PREGNANCY CENTER OF DANE COUNTY 1350 MACARTHUR ROAD MADISON, WI 53714	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000
CRISIS CENTER 625 WEST WASHINGTON AVENUE MADISON, WI 53703	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
SHELTER HOUSE 429 SOUTHGATE AVE IOWA CITY, IA 52240	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIDS IN DISTRESSED SITUATIONS 112 WEST 34TH STREET, SUITE 1133 NEW YORK, NY 10120	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
AMERICAN HEART ASSOCIATION 2850 DAIRY DR #300 MADISON, WI 53718	NONE PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
OPERATION SUPPORT OUT TROOPS 1807 S. WASHINGTON ST, SUITE 110 NAPERVILLE, IL 60565	NONE PUBLIC CHARITY	GENERAL OPERATIONS	30,000.
WHITE COUNTY FOOD PANTRY 1856 N FRANCIS ST MONTICELLO, IN 47960	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
HONOR FLIGHT OF THE QUAD CITIES 4130 NORTHWEST BLVD DAVENPORT, IA 52806	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000
EASTERN IOWA HONOR FLIGHT P.O. BOX 10704 CEDAR RAPIDS, IA 52410	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MN VIETNAM VETERANS CHARITY 1440 MARSHALL AVE SAINT PAUL, MN 55104	NONE PUBLIC CHARITY	GENREAL OPERATIONS	5,000.
AMERICAN CANCER SOCIETY 8317 ELDERBERRY RD MADISON, WI 53717	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000
FRIENDS OF THE ANIMAL CENTER FOUNDATION P.O. BOX 1345 IOWA CITY, IA 52244	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000
		TOTAL CONTRIBUTIONS PAID	913,989.

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 . . . . ▶ ☐
- 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, REMCs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: Lester and Frances Johnson Foundation, Inc.

Employer identification number: 39-1988285

Number, street, and room or suite no If a P O box, see instructions: 8001 Excelsior Drive

City, town or post office, state, and ZIP code For a foreign address, see instructions: Madison,WI 53717

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

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

- The books are in the care of ▶ Robert Anderson

Telephone No ▶ 608-827-6401 FAX No ▶ 608-827-6407

- 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 August 15, 20 11, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ 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**	$ 7,040.00
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**	$ 1,040.00
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**	$ 6,000.00

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

For Paperwork Reduction Act Notice, see Instructions.