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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 01-01-2010 , and ending 12-31-2010

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
CARL W JOHNSON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
5900 WILSHIRE BOULEVARD SUITE 2300

City or town, state, and ZIP code
LOS ANGELES, CA 90036

A Employer identification number
95-4438839

B Telephone number (see page 10 of the instructions)
(323) 634-2400

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)
\$ 5,772,511

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)	158,321			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	41,053	41,040		
	4 Dividends and interest from securities.	123,671	122,472		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	460,395			
	b Gross sales price for all assets on line 6a <u>2,267,636</u>				
	7 Capital gain net income (from Part IV , line 2)		460,395		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-632	6		
	12 Total. Add lines 1 through 11	782,808	623,913		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	50,153	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,208	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	57,895	56,095		0
	24 Total operating and administrative expenses. Add lines 13 through 23	109,256	56,095		0
	25 Contributions, gifts, grants paid	300,950			300,950
	26 Total expenses and disbursements. Add lines 24 and 25	410,206	56,095		300,950
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	372,602			
	b Net investment income (if negative, enter -0-)		567,818		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	264,105	199,382	199,382
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,437,721	3,990,110	4,954,022
	c	Investments—corporate bonds (attach schedule).	692,325	466,466	500,033
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	109,156	117,434
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	1	1,640	1,640	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,394,152	4,766,754	5,772,511	
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	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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	4,394,152	4,766,754	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,394,152	4,766,754	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,394,152	4,766,754	

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 4,394,152
2	Enter amount from Part I, line 27a	2 372,602
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 4,766,754
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 4,766,754

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 Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	See Additional Data Table		
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	460,395
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	221,750	4,865,488	0 045576
2008	276,750	6,183,242	0 044758
2007	382,264	7,600,225	0 050296
2006	370,951	7,481,830	0 049580
2005	380,000	7,495,022	0 050700

2	Total of line 1, column (d).	2	0 240910
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 048182
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	5,448,181
5	Multiply line 4 by line 3.	5	262,504
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,678
7	Add lines 5 and 6.	7	268,182
8	Enter qualifying distributions from Part XII, line 4.	8	300,950

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 VIExcise 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 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	5,678
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	0
3		Add lines 1 and 2.		3	5,678
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	5,678
6		Credits/Payments			
a		2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,209	
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	1,209
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	4,469
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-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ CA			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JESS S MORGAN & COMPANY INC Telephone no (323) 634-2400 Located at 5900 WILSHIRE BLVD SUITE 2300 LOS ANGELES CA ZIP+4 90036			
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	
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		No
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). 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 20 of the instructions)? 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?			
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? 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 page 20 of the instructions). 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	1b		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	1c		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	2b		
		3b		
		4a		No
		4b		No

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)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
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
See Additional Data Table				
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.				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 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.		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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	5,159,055
b	Average of monthly cash balances.	1b	245,166
c	Fair market value of all other assets (see page 24 of the instructions).	1c	126,927
d	Total (add lines 1a, b, and c).	1d	5,531,148
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	5,531,148
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	82,967
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,448,181
6	Minimum investment return. Enter 5% of line 5.	6	272,409

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	272,409
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	5,678
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,678
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	266,731
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	266,731
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	266,731

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	300,950
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	
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	300,950
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	5,678
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	295,272
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				266,731
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			21,360	
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.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ➤ \$ 300,950				
a Applied to 2009, but not more than line 2a			21,360	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				266,731
e Remaining amount distributed out of corpus	12,859			
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	12,859			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the 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 page 27 of the instructions)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	12,859			
10 Analysis of line 9				
a Excess from 2006.				
b Excess from 2007.				
c Excess from 2008.				
d Excess from 2009.				
e Excess from 2010.	12,859			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 27 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))

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

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

SUSAN J OLLWEILER EXEC DIR CARL W J
5900 WILSHIRE BOULEVARD SUITE 2300
LOS ANGELES,CA 90036
(323) 634-2400

b

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

APPLICATIONS SHOULD BE IN WRITING AND MUST INCLDE A DESCRIPTION OF THE CHARITABLE PURPOSE
ADDITIONALLY, PLEASE INCLUDE THE MOST RECENT FORM 990/ 990PF, BUDGET, 501(C)(3) LETTER AND LIST OF MAJOR CONTRIBUTORS

c

Any submission deadlines

AUGUST 1ST OF EACH YEAR

d

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

THE FOUNDATION CONCENTRATES ITS SUPPORT IN THE AREAS OF EDUCATION, HEALTH CARE AND AIDING INDIVIDUALS WITH DEVELOPMENTAL NEEDS. THE FOUNDATION DIRECTS THE MAJORITY OF ITS SUPPORT TO ORGANIZATIONS IN SOUTHERN CALIFORNIA

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	300,950
b Approved for future payment See Additional Data Table				
Total			3b	270,000

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	41,053	
4 Dividends and interest from securities.			14	123,671	
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	460,395	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
FROM K-1 MORGAN			14	6	
11 Other revenue a INVESTORS VIII					
b MORGAN INVESTORS X-ORDINARY LOSS		-638	14		
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .		-638		625,125	0
13 Total. Add line 12, columns (b), (d), and (e).			13		624,487

[illegible]

Part XVII

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

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.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Yes

No

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

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.

2011-05-09

Signature of officer or trustee

Date

Title

Paid Preparer's Use Only

Preparer's Signature

Date

Check if self-employed

PTIN

Firm's name

JESS S MORGAN & COMPANY INC

Firm's EIN

Firm's address

5900 WILSHIRE BLVD SUITE 2300

Phone no

LOS ANGELES, CA 90036

(323) 634-2400

Form 990-PF (2010)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of organization CARL W JOHNSON FOUNDATION	Employer identification number 95-4438839
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on lin H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization CARL W JOHNSON FOUNDATION	Employer identification number 95-4438839
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	KAREN R LORE 3833 GOODLAND AVENUE STUDIO CITY, CA 91364	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	LAWRENCE E HERTZOG TRUST 5900 WILSHIRE BLVD SUITE 2300 LOS ANGELES, CA 90036	\$ 4,304	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	LAWRENCE E HERTZOG TRUST 5900 WILSHIRE BLVD SUITE 2300 LOS ANGELES, CA 90036	\$ 7,519	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
4	LAWRENCE E HERTZOG TRUST 5900 WILSHIRE BLVD SUITE 2300 LOS ANGELES, CA 90036	\$ 26,863	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
5	LAWRENCE E HERTZOG TRUST 5900 WILSHIRE BLVD SUITE 2300 LOS ANGELES, CA 90036	\$ 94,070	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
6	LAWRENCE E HERTZOG TRUST 5900 WILSHIRE BLVD SUITE 2300 LOS ANGELES, CA 90036	\$ 565	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization CARL W JOHNSON FOUNDATION	Employer identification number 95-4438839
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Part II Noncash Property (see instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	1 5% INTEREST OF MORGAN INVESTORS IV PARTNERSHIP	\$ 4,304	2010-06-22
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	2 5% INTEREST OF MORGAN INVESTORS V PARTNERSHIP	\$ 7,519	2010-06-22
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	2 0% INTEREST OF MORGAN INVESTORS VIII PARTNERSHIP	\$ 26,863	2010-06-22
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	1 5% INTEREST OF MORGAN INVESTORS X PARTNERSHIP	\$ 94,070	2010-06-22
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization CARL W JOHNSON FOUNDATION	Employer identification number 95-4438839
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee		

Additional Data

Software ID:
Software Version:
EIN: 95-4438839
Name: CARL W JOHNSON FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	SEE STATEMENT A	P		
B	SEE STATEMENT A	P		
C	MORGAN INVESTORS V	P		
D	MORGAN INVESTORS VIII	P		
E	MORGAN INVESTORS X	P		
F	CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	562,001		561,089	912
B	1,686,891		1,246,152	440,739
C	47			47
D	8,244			8,244
E	2,504			2,504
F	7,949			7,949

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A				912
B				440,739
C				47
D				8,244
E				2,504
F				7,949

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
WALLACE D FRANSON	PRESIDENT 0 00	0	0	0
5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036				
DAVID D WATTS	SECRETARY 0 00	0	0	0
5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036				
JESS S MORGAN	TREASURER 0 00	0	0	0
5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036				
KATHLEEN NELSON	DIRECTOR 0 00	0	0	0
5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036				
CHRISTOPHER D MONTAN	DIRECTOR 0 00	0	0	0
5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
BOYS & GIRLS CLUB OF BURBANK 2244 N BUENA VISTA STREET BURBANK, CA 915043308	NONE	PUBLIC CHARITY	GENERAL	5,000
CALIFORNIA STATE UNIVERSITY LONG BEACH 1250 BELLFLOWER BLVD LONG BEACH, CA 90840	NONE	PUBLIC CHARITY	GENERAL	45,000
CANINE COMPANIONS FOR INDEPENDENCE PO BOX 446 SANTA ROSA, CA 954020446	NONE	PUBLIC CHARITY	GENERAL	7,500
CHILDRENS HOSPITAL LOS ANGELES FOUNDATION 4650 SUNSET BOULEVARD 29 LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	GENERAL	25,000
CHRYSALIS 516 S MAIN STREET LOS ANGELES, CA 90013	NONE	PUBLIC CHARITY	GENERAL	15,000
CITY OF HOPE 1055 WILSHIRE BLVD LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	GENERAL	25,000
JUNIOR BLIND OF AMERICA 5300 ANGELS VISTA BOULEVARD LOS ANGELES, CA 90043	NONE	PUBLIC CHARITY	GENERAL	5,000
MARTHA'S VILLAGE & KITCHEN 83791 DATE AVENUE INDIO, CA 922014737	NONE	PUBLIC CHARITY	GENERAL	25,000
NEW DIRECTIONS 5276 HOLLISTER AVENUE 207 SANTA BARBARA, CA 93111	NONE	PUBLIC CHARITY	GENERAL	23,450
PARA LOS NINOS 500 LUCAS AVENUE LOS ANGELES, CA 900172002	NONE	PUBLIC CHARITY	GENERAL	10,000
SEAL BEACH SWIM CLUB 11200 LEXINGTON DR LOS ALAMITOS, CA 90720	NONE	PUBLIC CHARITY	GENERAL	10,000
THE ACHIEVABLE FOUNDATION 5901 GREEN VALLEY CIRCLE SUITE 320 CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	GENERAL	10,000
THE PAINTED TURTLE 1300 4TH STREET SUITE 300 SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	GENERAL	25,000
WEST VALLEY FAMILY YMCA 18810 VANOWEN ST RESEDA, CA 91335	NONE	PUBLIC CHARITY	GENERAL	10,000
THE TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY ST THIRD FLOOR SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	GENERAL	25,000
Total  3a				300,950

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
LOS ANGELES HABILITATION HOUSE 2041 SAN GABRIEL AVE LONG BEACH,CA 90810	NONE	PUBLIC CHARITY	GENERAL	10,000
SOUTHERN INYO HOSPITAL 501 E LOCUST STREET LONE PINE,CA 93545	NONE	PUBLIC CHARITY	GENERAL	5,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 2440 S SEPULVEDA BLVD SUITE 115 LOS ANGELES,CA 90064	NONE	PUBLIC CHARITY	GENERAL	5,000
TAKING THE REINS 3919 RIGALI AVE LOS ANGELES,CA 90039	NONE	PUBLIC CHARITY	GENERAL	5,000
WLACC 16525 SHERMAN WAY STE C8 VAN NUYS,CA 914063753	NONE	PUBLIC CHARITY	GENERAL	10,000
Total ▶ 3a				300,950

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	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
Name and address (home or business)				
b <i>Approved for future payment</i>				
CALIFORNIA STATE UNIVERSITY LONG BEACH1250 BELLFLOWER BLVD LONG BEACH,CA 90840	NONE	PUBLIC CHARITY	GENERAL	180,000
UNIVERSITY OF CALIFORNIA AT BERKELEY SCHOOL OF ENGINEERING2080 ADDISON STREET BERKELEY,CA 94720	NONE	PUBLIC CHARITY	GENERAL	30,000
CITY OF HOPE1055 WILSHIRE BLVD LOS ANGELES,CA 90017	NONE	PUBLIC CHARITY	GENERAL	25,000
WLACC16525 SHERMAN WAY STE C8 VAN NUYS,CA 914063753	NONE	PUBLIC CHARITY	GENERAL	20,000
BOYS & GIRLS CLUB OF BURBANK 2244 N BUENA VISTA STREET BURBANK,CA 915043308	NONE	PUBLIC CHARITY	GENERAL	15,000
Total  3b				270,000

TY 2010 Accounting Fees Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BUSINESS MANAGEMENT FEES	50,153	0		0

**TY 2010 Investments Corporate
Bonds Schedule**

Name: CARL W JOHNSON FOUNDATION
EIN: 95-4438839

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	466,466	500,033

**TY 2010 Investments Corporate
Stock Schedule****Name:** CARL W JOHNSON FOUNDATION**EIN:** 95-4438839

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	3,990,110	4,954,022

TY 2010 Investments - Other Schedule**Name:** CARL W JOHNSON FOUNDATION**EIN:** 95-4438839

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MORGAN INVESTORS IV PARTNERSHIP	FMV	4,303	4,303
MORGAN INVESTORS V PARTNERSHIP	FMV	7,502	7,315
MORGAN INVESTORS VIII PARTNERSHIP	FMV	9,094	14,287
MORGAN INVESTORS X PARTNERSHIP	FMV	88,257	91,529

TY 2010 Other Assets Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FINE ARTS AND MEMORABILIA	1	1	1
PURCHASE INTEREST RECEIVABLE	0	1,639	1,639

TY 2010 Other Expenses Schedule

Name: CARL W JOHNSON FOUNDATION
 EIN: 95-4438839

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	53,277	53,277		0
OFFICE SUPPLIES & MISCELLANEOUS	55	0		0
BANK AND CUSTODIAL FEES	2,498	2,498		0
INSURANCE	1,250	0		0
DUES	495	0		0
MORGAN INVESTORS IV - OFFICE SUPPLIES & MISC	1	1		0
MORGAN INVESTORS IV - BANK & CUSTODIAL FEES	1	1		0
MORGAN INVESTORS V - BANK & CUSTODIAL FEES	2	2		0
MORGAN INVESTORS V - OFFICE SUPPLIES & MISC	1	1		0
MORGAN INVESTORS V - 2% PORTFOLIO DEDUCTIONS FROM PASSTHRU ENTITIES	31	31		0
MORGAN INVESTORS VIII - BANK & CUSTODIAL FEES	2	2		0
MORGAN INVESTORS VIII - 2% PORTFOLIO DEDUCTIONS FROM PASSTHRU ENTITIES	18	18		0
MORGAN INVESTORS VIII - OFFICE SUPPLIES & MISC	1	1		0
MORGAN INVESTORS X - BANK & CUSTODIAL FEES	2	2		0
MORGAN INVESTORS X - 2% PORTFOLIO DEDUCTIONS FROM PASSTHROUGH ENTITIES	182	182		0
MORGAN INVESTORS X - NON- DEDUCTIBLE EXPENSES	5	5		0
MORGAN INVESTORS X - OFFICE SUPPLIES & MISC	1	1		0
MORGAN INVESTORS V - INVESTMENT ADVISORY FEES	73	73		0

TY 2010 Other Income Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
FROM K-1 MORGAN INVESTORS VIII	6	6	6
MORGAN INVESTORS X-ORDINARY LOSS	-638	0	-638

TY 2010 Substantial Contributors Schedule**Name:** CARL W JOHNSON FOUNDATION**EIN:** 95-4438839

Name	Address
KAREN R LORE	3833 GOODLAND AVENUE STUDIO CITY,CA 91364
LAWRENCE E HERTZOG TRUST	5900 WILSHIRE BLVD SUITE 2300 LOS ANGELES,CA 90036

TY 2010 Taxes Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	10	0		0
FOREIGN TAXES	1,198	0		0